



Nicholas H. Safford & Co., Inc.
9 Cleaves Street, Rockport, MA

978.546.2462

March 30, 2020

This Brochure provides information about the qualifications and business practices of Nicholas H. Safford & Co., Inc. (“the Firm”). The Firm also refers to itself as Safford Investment Counsel or Safford Investment. If you have any questions about the contents of this Brochure, please contact us at (978) 546-2462 or elizabeth@saffords.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.

Nicholas H. Safford & Co., Inc. is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The oral and written communications of an advisor provide you with information by which you determine to hire or retain an advisor.

Additional information about Nicholas H. Safford & Co., Inc. also is available on the SEC’s website at www.advisorinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV,” which required amendments to the disclosure document that we provide to clients as required by SEC Rules. Our Brochure dated March 25, 2011 was a new document prepared according to the SEC’s new rules and instructions.

Following 2011, this Item (Item 2 – Material Changes) will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. This 2019 edition of our Brochure has been updated with minor updates and annual revisions.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other disclosure information about material changes as necessary or appropriate.

Our Brochure may be requested by contacting Elizabeth Malcolmson, Chief Compliance Officer, at (978) 546-2462 or elizabeth@saffords.com.

Additional information about Nicholas H. Safford & Co., Inc. is also available via the SEC’s web site www.advisorinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Nicholas H. Safford & Co., Inc. who are registered, or are required to be registered, as investment advisor representatives of Nicholas H. Safford & Co., Inc.

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Item 4 – Advisory Business

Nicholas H. Safford founded the Firm as sole proprietor in 1979. The Firm was incorporated in 1983. John A. Safford joined the Firm in 1993, and the Firm moved to its present location in 1995. Norton Quincy Sloan III (Quinn) became a member of the Firm in 2005. Nick Safford is Chairman, Treasurer and Director; John Safford is President, CEO, Director and principal owner. Quinn Sloan is Vice President and Director. William Parker Dwyer (Parker) joined the firm in 2016 and is now Director of Research.

Nicholas H. Safford & Co., Inc. offers professional investment counsel services for individuals, trusts, IRAs and other types of accounts. Our basic function is to render investment advice on a confidential basis, taking into account the circumstances and objectives of each client.

Our initial step with a new client is to consider appropriate investment goals, given current and future income requirements. After analyzing the existing holdings, we recommend a suitable long-range plan, and make initial suggestions. If cash is available for investment, we also outline a program for its use.

The plan is aimed at striking a sensible balance among such factors as growth objectives, income needs, safety of principal and relative inflation protection. Each common stock, bond, Exchange Traded Fund (ETF), or mutual fund in the portfolio is related directly to the basic purpose for which it should be held, taking into account its underlying investment characteristics and the client's objectives.

On an ongoing basis, we continually monitor client accounts and make recommendations to buy and sell securities based on our fundamental research. Clients may specify any restrictions or limitations on our recommendations. We then tailor our recommendations to the individual needs and requirements of each client.

As of December 31, 2019, Nicholas H. Safford & Co., Inc. had a total of \$ 1,405,599,548 under management. Of that amount, \$41,948,572 is managed on a discretionary basis. The balance of \$1,363,650,976 is non-discretionary.

The professional experience of our four registered investment advisor representatives follows:

Biographical Information

Nicholas Heath Safford, born March 16, 1932

Graduated Amherst College, B.A. 1954

CFA Charterholder 1966

Member CFA Institute

<u>Nicholas H. Safford & Co., Inc.</u>	2020—Present
Rockport, MA	<i>Chairman, Ass't Treasurer & Director</i>
.....	2005—2020
	<i>Chairman, Treasurer & Director</i>
.....	July 1983—2005
	<i>President, Treasurer & Director</i>
<u>Wendell Safford & Co., Inc.</u>	1982—June 1983
Rockport, MA	<i>President & Director</i>
<u>Nicholas H. Safford, Investment Counsel</u>	1979—1981
<u>David L. Babson & Co., Inc.</u>	1962—1978
Boston, MA	<i>Vice President & Director</i>
<u>State Street Bank & Trust Company</u>	1956—1961
Boston, MA	
<u>United States Air Force</u>	1954—1956

John A. Safford, born August 17, 1966

Graduated Middlebury College, B.A. 1988

Member CFA Institute

<u>Nicholas H. Safford & Co., Inc.</u>	2005—Present
Rockport, MA	<i>President, CEO & Director</i>
.....	1997—Present
	<i>Director</i>
.....	1993—2005
	<i>Vice President & Director of Research</i>
<u>C. W. Downer & Company</u>	1992—1993
Boston, MA & Paris, France	<i>Vice President</i>
.....	1989—1992
	<i>Associate</i>

Norton Quincy Sloan, III (Quinn), born October 4, 1967

Graduated Harvard College, B.A. 1990

Graduated Harvard University, M.S., 1992, Ph.D., 1996

CFA Charterholder 2006

Member CFA Institute

Nicholas H. Safford & Co., Inc......2011—Present

Rockport, MA *Vice President & Director*

.....2005—2019

Vice President & Director of Research

Sungard Data Systems.....2004—2005, 1996—1999

Boston, MA & London, U.K. *Head of Financial Analytics*

Ariba, Inc.1999—2003

Burlington, MA & Mountain View, CA *Senior Product Manager*

William Parker Dwyer (Parker), born July 15, 1987

Graduated Boston College, B.A. 2009

Nicholas H. Safford & Co., Inc......2019—Present

Rockport, MA *Director of Research*

.....2016—2019

Associate

Pleon Yacht Club.....2012—2016

Marblehead, MA *Executive Director*

Jacob Realty.....2012—2013

Boston, MA *Salesperson*

Coral Reef Yacht Club2009—2011

Miami, FL *Head Coach*

Item 5 – Fees and Compensation

Nicholas H. Safford & Co., Inc. provides investment supervisory services to clients on a fee basis. In certain special circumstances, the fee is negotiable. Our fees for such services are based on a percentage of the market value of the assets under management, and the fee schedule in effect on the date of this Brochure is as follows:

Annual Fee Schedule

\$6 per thousand on the first \$1,000,000

\$5 per thousand on the next \$1,000,000

\$4 per thousand in excess of \$2,000,000

Minimum portfolio size — \$2,000,000

Fees are payable in installments following the close of each calendar quarter. The fee for each calendar year subsequent to the initial year is calculated on the basis of the market value of the portfolio on the last business day of the preceding year. In the event of termination during a quarterly period, the fee would be pro-rated through the termination date, except that if termination occurred within five days after the client entered into the advisory arrangement, then no charge would be made. Accounts initiated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable. In special circumstances, the minimum portfolio size can be waived at our discretion.

The specific manner in which Nicholas H. Safford & Co., Inc. charges fees is established in a client's written agreement with the Firm. Nicholas H. Safford & Co., Inc. will generally bill its fees on a quarterly basis after service. Clients may elect to be billed directly for fees or to authorize the Firm to directly debit fees from client accounts with a concurrent courtesy copy to the client.

Nicholas H. Safford & Co., Inc.'s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investments 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 Nicholas H. Safford & Co., Inc. does not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Nicholas H. Safford & Co., Inc. considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their commissions and any other fees.

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

Nicholas H. Safford & Co., Inc. does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Nicholas H. Safford & Co., Inc. provides portfolio management services to individuals, high net worth individuals, trusts, trustees, investment advisory firms, charitable institutions, foundations and endowments. Our typical minimum account size is a \$2 million portfolio.

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

Approach to Investment Advice and Management

We believe that the core of a well-tended portfolio consists of investments in high quality companies that manage their finances prudently, sell products and services that people need, and strive each year to grow their earnings and dividends. The vast majority of the companies that we recommend to clients pay dividends and have a long history of raising their dividends regularly. We believe that, in the long run, the time-tested reason for owning stocks is the steadily rising stream of income from dividends, compounding year after year. Steadily rising dividends are important, not just for the current income for shareholders, but because they represent a hurdle against which management must measure future investment decisions, and they demonstrate a tangible measure of the company's ability to generate and grow cash flow. We recommend companies based on extensive research that we perform ourselves on the fundamentals of each company, reflecting the analytical background of each of our four investment managers.

Prior to founding the Firm in 1979, Nicholas Safford was a securities analyst covering a variety of industries and the Senior Portfolio Manager for the David L. Babson & Co.

Investment Fund. John Safford's prior experience includes extensive travel, visiting companies and meeting with company managements while performing acquisition searches, including primary industry research, fundamental analysis and company valuation as Vice President of C. W. Downer & Company, an international investment banking firm. Quinn Sloan also traveled widely prior to joining the Firm, as Head of Financial Analytics for the Bancware division of Sungard Data Systems, where he analyzed and developed risk management solutions that encompassed bonds, equities, mortgage-backed securities, foreign currency, derivatives and commodities. For two years prior to joining the firm full time in 2016, Parker Dwyer assisted part time in the company and industry research process at the firm while he was Executive Director at Pleon Yacht Club, supervising 28 staff teaching over 200 youth sailors and racers. At the firm, Parker conducts research and assists with client communications and recommendations under the guidance of Nick, John and Quinn.

Our investment advice is based on extensive research that we perform on companies, industries and markets. Through our research process, we develop a list of investments, and from that list we tailor our recommendations based on client objectives. Our research includes analyzing company disclosures, visiting companies in person, speaking with company management, analyzing industry data, and reviewing periodicals and other published works. We strive to understand how much profit the company generates, how reliable is the measure of profit, how sustainable is its current profit, how much potential there is for future growth in profits, whether we believe the company's current investments will generate future profit growth, and whether the management is focused on protecting and growing our clients' investments. We examine both the re-investment of profits for future growth as well as the track record of returning cash to shareholders through dividends and share re-purchases.

The majority of our clients' investments are in publicly traded common stocks of companies with long track records of increases in profits and dividends. In recent years we have taken our core approach and applied it to publicly traded companies based outside the US as well. We believe that having portfolios with a mix of US-based companies and non US-based companies provides better geographical diversification than relying on the foreign components of US based companies. We measure the non US-based companies in the same way as we do the US-based companies: scrutinizing the companies' competitive advantages, assessing management abilities, and examining the track record and prospects of earnings and dividend increases. Economic and demographic growth rates vary widely around the world today, and we believe investing from a global perspective, including owning individual common stocks based overseas, affords clients more direct access to faster growing markets.

In addition, where appropriate for clients' objectives, we allocate a smaller portion of portfolios to investments in publicly-traded companies that are newer, and may or may not pay dividends, but are companies that we believe have the potential to grow profits for many years ahead.

We prefer non-discretionary relationships with clients, because we think we can do a better job keeping track of, and responding to, the changing needs and objectives of clients by talking with them regularly on the telephone. Also, regular verbal contact allows us to better explain and update the rationale for owning the holdings in client portfolios, so clients can more fully appreciate their ownership of these businesses.

Risks associated with owning Publicly Traded Common Stocks (Equities)

We believe in focusing on the long-term prospects for a company rather than day-to-day movements in the quoted market price. Nevertheless, investing in equities involves the risk that a company may not pay some or all of any declared dividend, as well as the risk that the market value of the shares may decline over time. Fluctuations in stock prices are based on numerous factors, including company performance, general market conditions and the global economy, among other factors. In addition, there is no guarantee for any particular company that the shares of the company will trade on any particular stock exchange on any given day, which means that it might not be possible to sell shares in that company under certain circumstances. Circumstances where that might occur include, but are not limited to, closure of the relevant stock exchanges, changes in the status of the company's registration on the exchange, changes in investors' perceptions of the company, or a lack of willing buyers of the shares. There is also a risk that our analysis of any particular company is wrong, and that a company's earnings, dividend and share price do not perform as well as our expectations.

Foreign Shares and the Effects of Foreign Currencies

We focus on companies that are based in countries that have strong regulatory frameworks, strong financial systems and stable governments. Our goal is to find companies based in these countries that meet our core investment criteria of stability, good growth prospects and a track record of growth in earnings and dividends.

We use US dollars as the base currency for our clients' portfolio appraisals. Changes in foreign currency exchange rates ("fx rates") can impact the value of our clients' investments. Many US companies conduct sales and generate earnings in foreign currencies. An increase or decrease in the value of foreign currency can increase or decrease the earnings, dividends, and stock value of those companies as these companies report in US dollars and their shares trade in US dollars. Many companies we recommend are based outside the US and their shares trade primarily on foreign stock exchanges in non-US dollar currencies. Such companies carry additional risks relative to US companies.

An increase or decrease in the fx rates will increase or decrease the value of the shares and dividends as measured in US dollars. World events, the indebtedness of national governments and new regulations that countries place on companies and securities investments can affect the value of shares. Changes in the law in foreign countries could negatively impact our clients' investments.

When we purchase foreign ordinary shares, through the US markets, we instruct the clients' brokers to make the purchase either through the over-the-counter US market makers or through a broker in the local (i.e. foreign) market. Our goals are to keep costs low, ensure best price and ensure timely execution.

When the purchase is made through the US market makers, the volume of shares traded in the US is often significantly lower than in the foreign market. In such cases, we check to make sure that clients are receiving a fair price relative to the price in the foreign market. Trading in shares that are primarily listed in foreign markets can entail additional costs such as foreign brokerage, stamp duty and regulatory fees. These costs are often included in the execution price. We also check liquidity in the foreign markets to ensure that we understand the underlying liquidity for shares traded in the US over-the-counter market.

Bonds

In addition to equities, we recommend bonds in cases where a client's objectives include a portfolio that is more balanced between stocks and fixed income securities. We focus on bonds that do not contain extra complexity (for example, we avoid 'callable' bonds, which can be called back by the issuer at certain times before the maturity date of the bond). In selecting fixed-income securities, we identify highly-rated issues (generally rated "A" or better). We emphasize the "laddering" of maturity dates (having bond maturities of approximately equal amounts each year for a number of years in the future) to reduce the impact on total portfolio income from interest rate fluctuations that occur over time. This "ladder" maturity schedule policy also ensures a continuing availability of funds for reinvestment or other client needs.

We focus on the fundamentals of the bond issuer, not just the credit rating. We research the governments (local municipal, state, and US and non-US national governments) and corporations that issue bonds to choose which ones are suitable for clients' objectives. We consider the indebtedness of the entity, their ability to raise revenues, and consider only high quality, highly-rated issuers (generally rated "A" or better). An increase or decrease in foreign exchange rates will cause the value in US dollars of principal or interest payments of foreign bonds to fluctuate.

Investing in bonds involves the risk that the bond issuer may not pay some or all of the required interest payments and principal, as well as the risk that the market value of the bond may decrease based on increases in interest rates, deterioration in the credit

worthiness of the issuer and other factors. Bonds most often trade over-the-counter, and not on exchanges, and there is no guarantee that there will be willing buyers of any particular bond on any given day.

Mutual Funds and ETFs (“Exchange Traded Funds”)

Mutual Funds and ETF's represent a much smaller proportion of our recommendations. We research the individual mutual funds themselves, as well as the investment company that manages the funds, to assess the quality of the fund management company. Key criteria for mutual fund selection include low fees and the quality of the underlying holdings in the fund. Key criteria for the management company that advises the funds are low fees overall and at the fund family, and the history and track record of the fund family that the management company and its affiliates advise.

Investing in mutual funds and ETF's involves the risk that the value of the fund or ETF will decrease when there is a decline in the value of the underlying investments in the fund or ETF. Additional risks of mutual funds and ETF's can be found in the individual prospectuses of the funds or ETFs. These documents may be downloaded from the relevant fund or ETF company website, or can be obtained from Nicholas H. Safford & Co., Inc. upon request.

We remind our clients that investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Nicholas H. Safford & Co., Inc. or the integrity of Nicholas H. Safford & Co., Inc.'s management. Nicholas H. Safford & Co., Inc. has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Registered investment advisors are required to disclose all material facts regarding any financial industry activities or affiliations that may constitute conflicts of interest and would be material to your evaluation of Nicholas H. Safford & Co., Inc. or the integrity of the Firm's management. Nicholas H. Safford & Co., Inc. has no such activities.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

Nicholas H. Safford & Co., Inc. has adopted a Code of Ethics for all supervised persons of the Firm describing its high standard of business conduct and fiduciary duty to its clients. All employees and persons associated with the Firm are required to comply with the Firm's Code of Ethics. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition of 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 employees are prohibited from receiving any gift, service or other thing of more than \$250 value from any person or entity that does business with this firm.

We do not disclose any personal information about clients to anyone, except as authorized by clients or as required by law. We retain records relating to services that we provide so that we are better able to assist our clients with their investment needs and, in some cases, to comply with Securities and Exchange Commission guidelines. In order to guard nonpublic personal information, we maintain physical, electronic, and procedural safeguards, which we believe are effective, and we continually review our controls in this regard.

All supervised persons at Nicholas H. Safford & Co., Inc. must acknowledge the terms of the Code of Ethics when employed and when the Code of Ethics is amended.

The overlap between securities that we recommend for clients, and the securities that the advisors and employees of the Firm invest in for their own portfolios could be perceived as a conflict of interest, but the company has policies and procedures in place to mitigate these potential conflicts.

Subject to satisfying the Code of Ethics and applicable laws, officers, directors and employees of Nicholas H. Safford & Co., Inc. and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for the Firm's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Nicholas H. Safford & Co., Inc. will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions. However, certain classes of securities transactions (for example, the purchase and sale of mutual funds) have been designated as exempt from the restrictions of the Code of Ethics, based upon a determination that these would materially not interfere with the best interest of Nicholas H. Safford & Co., Inc.'s clients. The Code requires pre-clearance of many personal securities transactions engaged in by employees and associated persons, and restricts trading in close proximity to client trading activity. Nicholas H. Safford & Co., Inc. and all persons associated with it maintain a 48-hour period between transactions for

its or their own accounts and transactions in those same securities for the accounts of clients. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Nicholas H. Safford & Co., Inc. and its clients. Nonetheless, because the Code of Ethics permits employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. We believe that advisors and employees having ownership of the same securities as clients helps align our interests with our clients. Complying with our personal trading policy and its restrictions is a key part of our obligation to always put our clients' interests first.

The Firm does not buy securities from or sell securities to clients, nor do we cause one client to sell to or buy from another client.

Nicholas H. Safford & Co., Inc.'s clients or prospective clients may request a copy of the Firm's Code of Ethics by contacting the Chief Compliance Officer, Elizabeth Malcolmson.

Item 12 – Brokerage Practices

The broker through whom securities are bought and sold is determined in advance by the client in all cases ("client-directed brokerage"). Not all advisory firms require clients to direct brokerage and the Firm may be unable to achieve the most favorable execution as a result of directed brokerage. Nicholas H. Safford & Co., Inc. may suggest to the client a number of brokers from whom the client may choose, if the client should seek such advice in making the selection of a broker. The receipt of research services is not a factor considered by Nicholas H. Safford & Co., Inc. in suggesting possible brokers to a client.

While all brokerage relationships are between the client and his/her broker, we evaluate the value the client is receiving in terms of services received and best execution for transactions made. We periodically and as needed verify execution to ensure our clients are receiving executed prices consistent with our expectations.

We never select or recommend a broker, or direct client transactions to a broker, in exchange for client referrals. It is possible that a broker may refer to us a client who has already selected that broker or may select that broker for their account. In those cases we inform the client that there are other choices for brokerage that may have lower fees and better execution. Nicholas H. Safford & Co., Inc. will not consider that referral in any recommendation of a broker for any other client.

Clients should be aware that different brokers charge different amounts for their commissions and fees, and that clients may or may not be receiving the lowest price available. We can review brokerage relationships at any time and help to determine if a different broker would be more suitable.

In practice, we aggregate orders only in special circumstances. There are brokers that offer to aggregate (combine) orders and offer a single brokerage fee for an aggregated order. However, since our clients maintain their own relationships with their brokers, in practice, aggregating orders to try to lower fees may be difficult or impossible under their current brokerage arrangements. Our clients may be able to achieve lower brokerage fees if they entered into brokerage arrangements that allowed us to aggregate their orders. However, whether they would pay more or less than currently would depend on the level of their current brokerage fees.

Item 13 – Review of Accounts

The investment advisor representatives of Nicholas H. Safford & Co., Inc. — Nicholas H. Safford, Chairman, Treasurer and Director; John A. Safford, President, CEO and Director; Norton Quincy Sloan, III, Vice President and Director; and William Parker Dwyer, Director of Research — monitor all investment advisory accounts on a continuing basis. The timing of portfolio reviews is driven by client objectives, cash and securities inflows to client accounts, client cash needs, market conditions, and company news. With most clients, there is an objective to review the accounts quarterly or semi-annually, but the actual frequency depends on the other factors listed above.

An account review begins with a review of client objectives, a review of holdings in the client's account or accounts, and a consideration of whether there should be any changes in the holdings (buying or selling any securities in the account). When it is determined that a change or changes are warranted, a program is developed with proposed buys and sells. The program incorporates our research into the securities, funds and other investments that might be held in the account, as well as our research in any new companies that we have started to follow since the last review. In the case of non-discretionary clients, the client is then contacted by John Safford and/or Nick Safford and/or Quinn Sloan and/or Parker Dwyer to review the changes for the client's approval. In the case of discretionary clients, the trades are then executed after final review of the program.

Nicholas H. Safford & Co., Inc. quarterly furnishes to clients a printed assets appraisal of their accounts, which includes cost bases, purchase dates and income yields. We

emphasize our accessibility by telephone whenever clients have a comment or question. A printed report of gains and losses is furnished to each client shortly after the end of the calendar year and also whenever requested by clients for tax planning.

Item 14 – Client Referrals and Other Compensation

Nicholas H. Safford & Co., Inc. does not directly or indirectly compensate any person for client referrals. Nicholas H. Safford & Co., Inc. does not receive any benefit from any non-clients in connection with giving advice to clients.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains a client's investment assets. Nicholas H. Safford & Co., Inc. urges our clients to carefully review such statements and compare such official custodial records to the account statements that we will provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Nicholas H. Safford & Co., Inc. ordinarily manages accounts on a non-discretionary basis and in those situations all recommendations are submitted to the client for his/her approval. In some instances, at a client's request, Nicholas H. Safford & Co., Inc. manages accounts on a discretionary basis, and in such situations makes determinations as to which securities are to be bought and sold and as to the total amount of such transactions without the prior consent of its client. In those cases, Nicholas H. Safford & Co., Inc. usually receives discretionary authority to select the identity and amount of securities to be bought or sold for such clients at the outset of an advisory relationship, and this authority is noted in the clients' records. In all such cases, however, this discretion is to be exercised through a written limited trading authorization in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts to be traded, Nicholas H. Safford & Co., Inc. observes the investment policies, objectives, limitations and restrictions of the clients it advises.

Item 17 – Voting Client Securities

Clients will receive proxies directly from their custodian or transfer agent, not from Nicholas H. Safford & Co., Inc. Clients retain the responsibility of receiving proxies from their custodian or transfer agent for any and all securities in their portfolios. As a matter of policy and practice, the Firm does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for voting proxies for any and all securities maintained in client portfolios. Upon request, the Firm may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Nicholas H. Safford & Co., Inc. has no financial condition likely to impair its ability to meet contractual commitments to clients and has never been the subject of a bankruptcy proceeding.