

Pinney & Scofield, Inc.
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ADV Part 2A, Firm Brochure
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This brochure provides information about the qualifications and business practices of Pinney & Scofield, Inc. If you have any questions about the contents of this brochure, please contact us at (617) 492-6223 or at richard@pinneyandscofield.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.

Additional information about Pinney & Scofield, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Pinney & Scofield, Inc. as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

Since Pinney & Scofield, Inc.'s most recent Annual Amendment filing on March 28, 2019, this Disclosure Brochure has been amended as follows:

- At Item 8 to increase and enhance disclosure language related to risks associated with asset types that may be utilized by Pinney & Scofield in the management of client accounts

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Item 4 Advisory Business

- A. Pinney & Scofield, Inc. (the “Registrant”) is a corporation formed on July 1, 2003 in the Commonwealth of Massachusetts. Registrant is principally owned by James Pinney and John Goddard.
- B. As discussed below, the Registrant offers to its clients (generally individuals, high net worth individuals, and trusts) the combined service of financial planning and investment management. The Registrant shall only be responsible for advising on financial situations/positions for which the client has made the Registrant aware.

The Registrant’s portfolio management method is based on the idea that markets are efficient and that market activity cannot be predicted. The Registrant believes that the most prudent method of investment management is the establishment of a fully diversified portfolio of passively managed factor and/or index funds. The allocation to fixed income is determined by the financial situation and risk preferences of the client. The allocation to equities is done by percent allocation of the portfolio across multiple asset classes. The portfolio structure is described by an Investment Policy Statement, signed by the client that describes both the desired asset class weights and also the parameters as to when the portfolio is to be rebalanced back to the policy weights. The management method then follows – periodic reviews of the portfolio by the Registrant, and a rebalancing back to policy weights when required, with capital flows and taxes taken into consideration, along with other factors. The Registrant makes no attempt to time or predict the future of the financial markets.

INVESTMENT ADVISORY SERVICES

The client can determine to engage the Registrant to provide discretionary investment advisory and financial planning combined services on a fee-only basis. The Registrant’s annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Registrant’s management, generally between 0.25% and 0.75%.

Registrant's annual investment advisory fee shall include investment advisory services, and financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Registrant), the Registrant may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

To the extent specifically requested by a client, the Registrant may determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Registrant’s planning and consulting fees are negotiable, but generally range from \$150.00 to \$350.00 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). Prior to engaging the Registrant to provide planning or consulting services, clients are generally required to enter into a Financial Planning and Consulting Agreement with Registrant setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Registrant commencing services. If requested by the client, Registrant may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains

absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Registrant. **Please Note:** If the client engages any professional (i.e. attorney, accountant, insurance agent, etc.), recommended or otherwise, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from the engaged professional. At all times, the engaged licensed professional(s), and not Registrant, shall be responsible for the quality and competency of the services provided.

MISCELLANEOUS

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by a client, Registrant may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. The Registrant does not serve as a law firm, accounting firm, or insurance agency, and no portion of Registrant's services should be construed as legal, accounting, or insurance implementation services. Accordingly, Registrant **does not** prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, Registrant may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance agents, etc.). Clients are reminded that they are under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation made by Registrant or its representatives. **Please Note:** If the client engages any professional (i.e. attorney, accountant, insurance agent, etc.), recommended or otherwise, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from the engaged professional. At all times, the engaged licensed professional(s), and not Registrant, shall be responsible for the quality and competency of the services provided.

Investments Objectives and Financial Situation. It remains the client's responsibility to promptly notify the Registrant if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Retirement Plan Rollovers – No Obligation / Conflict of Interest. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). As a general matter, Registrant does not make recommendations either to do a rollover or not to do a rollover and will leave any rollover determinations to the sole discretion of the client. In the rare event that the Registrant does recommend that a client roll over their retirement plan assets into an account to be managed by the Registrant, such a recommendation creates a conflict of interest if the Registrant's billable assets will increase as a result of the rollover. No client is under any obligation to roll over retirement plan assets to an account managed by Registrant. **The Registrant's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective client may have regarding the conflict of interest presented by such a rollover recommendation.**

Use of Mutual Funds: While the Registrant may recommend allocating investment assets to mutual funds that are not available directly to the public, the Registrant may also recommend that clients allocate investment assets to publicly-available mutual funds that

the client could obtain without engaging Registrant as an investment adviser. However, if a client or prospective client determines to allocate investment assets to publicly-available mutual funds without engaging Registrant as an investment adviser, the client or prospective client would not receive the benefit of Registrant's initial and ongoing investment advisory services. Other mutual funds, such as those issued by Dimensional Fund Advisors ("DFA"), are generally only available through registered investment advisers. Registrant may allocate client investment assets to DFA mutual funds. Therefore, upon the termination of Registrant's services to a client, restrictions regarding transferability and/or additional purchases of, or reallocation among DFA funds will apply. **Registrant's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective client may have regarding the above.**

Account Aggregation Platforms. Registrant may be engaged to provide comprehensive management and reporting services incorporating a client's investment assets not held in a traditional broker-dealer/custodian account through one or more account aggregation platforms. These investment asset are typically held in an employer sponsored retirement plan such as a 401(k) or 403(b) etc. In such cases, the Registrant will receive signed authorization from the client that the Registrant may access these accounts to trade on the client's behalf and collect transactional, position and pricing data using the platform's services. These assets will be subject to the terms and conditions of the *Investment Advisory Agreement* and *Investment Policy Statement* between Registrant and the client and will be included as assets for the determination of the Registrant's fee as discussed in Item 5a below.

Cash Positions. Registrant may maintain cash and cash equivalent positions (such as money market funds, etc.) for liquidity purposes. Unless otherwise agreed, all such cash positions are included as part of assets under management for purposes of calculating the Registrant's advisory fee. **ANY QUESTIONS: The Registrant's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective may have regarding the above fee billing practice.**

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other designated professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Disclosure Statement. A copy of Registrant's written disclosure statement as set forth on Part 2 of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the Investment Advisory Agreement or Financial Planning and Consulting Agreement.

- C. The Registrant shall provide investment advisory services specific to needs of each client. Prior to providing investment advisory services, an investment adviser representative will discuss with each client, their particular investment objective(s). The Registrant shall allocate each client's investment assets consistent with their designated investment objective(s). Clients may, at anytime, impose restrictions, in writing, on the Registrant's services.

- D. The Registrant does not participate in a wrap fee program.
- E. As of December 31, 2019, the Registrant had \$548,008,928 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

- A. The client can determine to engage the Registrant to provide discretionary investment advisory and financial planning combined services on a fee-only basis.

INVESTMENT ADVISORY SERVICES

If a client determines to engage the Registrant to provide discretionary investment advisory and financial planning combined services on a fee-only basis, the Registrant's annual investment advisory fee shall be based upon a percentage (%) of the market value and type of assets placed under the Registrant's management as follows:

<u>Market Value of Portfolio</u>	<u>Annual Fee %</u>
First \$2,000,000	0.75%
Next \$3,000,000	0.50%
Over \$5,000,000	0.25%

Please Note: As an illustrative example, if a client places \$2,500,000 under Registrant's management, that client would be subject to a 0.75% annual fee on the first \$2,000,000 and a 0.50% fee on the remaining \$500,000.

Please Also Note: Certain of Registrant's clients may be subject to legacy fee which deviate from that shown above. In addition, Registrant, in its sole discretion, may combine the assets of related accounts for fee breakpoint purposes.

Registrant's annual investment advisory fee shall cover investment advisory services, and financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Registrant), the Registrant may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

The fee schedule applies only to assets in brokerage account(s) or variable annuities for which the Registrant has a signed Limited Power of Attorney or other written permission from the client such as authorization to access accounts using the account aggregation platform(s) system described above in Item 4b Miscellaneous. While the Registrant remains available to advise on other client investment assets ("non-managed assets"), it generally charges only on managed assets. **Please Note:** To the extent that the Registrant is asked to consult on any non-managed assets, such discussions **do not** include investment implementation or the execution of transactions, nor ongoing investment management, supervision, monitoring, or reporting services. Unless otherwise agreed, the client remains exclusively responsible for all decisions, transactions, proxy voting responsibilities, and performance for all such investment assets. Should the client desire comprehensive investment advisory services with respect to any such non-managed assets, the client may engage the Registrant to provide same as part of managed assets.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

To the extent specifically requested by a client, the Registrant may determine to provide financial planning and/or consulting services (including investment and non-investment related matters, such as estate planning, insurance planning, etc.) on a stand-alone fee basis. Registrant's planning and consulting fees are negotiable, but generally range from \$150.00 to \$350.00 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

- B. Clients may elect to have the Registrant's advisory fees deducted from their account(s). Both Registrant's Investment Advisory Agreement and the custodial/clearing agreement may authorize the custodian to debit the account(s) for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the event that the Registrant bills the client directly, payment is due within 15 days of receiving the Registrant's invoice. The Registrant shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend that Charles Schwab and Co., Inc. ("Schwab") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as Schwab charge brokerage commissions and/or transaction fees for effecting certain securities transactions in accordance with Schwab's brokerage commission and transaction fee schedules. Clients may also be assessed a nominal exchange fee on securities transactions. These exchange fees are intended to recover the costs incurred by the government, including the SEC, for supervising and regulating the securities markets and securities professionals. In addition to Registrant's investment management fee, applicable brokerage commissions and/or transaction fees, and exchange fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).
- D. Registrant's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. The Registrant generally requires an initial minimum portfolio size of \$1,000,000 in managed assets for investment advisory services. The Registrant, in its sole discretion, may waive or reduce its minimum portfolio requirement.

The Investment Advisory Agreement between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the Investment Advisory Agreement. Upon termination, the Registrant shall refund the prorated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

- E. Neither the Registrant, nor its representatives accept compensation from the sale of securities or other investment products.

Item 6 Performance-Based Fees and Side-by-Side Management

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 Types of Clients

The Registrant's clients shall generally include individuals, high net worth individuals, and trusts. The Registrant generally requires an initial minimum portfolio size of \$1,000,000 in managed assets for investment advisory services. The Registrant, in its sole discretion, may waive or reduce its minimum portfolio requirement based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competitive pricing, negotiations with client, etc.). **Please Note:** As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees. **ANY QUESTIONS:** Registrant's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective client may have regarding advisory fees.

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

- A. Modern capital market theory holds that the asset allocation choice (among cash, bonds, and stocks) is the most important factor in determining the risk/return results of any portfolio. The Registrant believes this choice to be the critical one in investment advising, and concentrates on it in their financial planning. The Registrant's methodology in setting up and maintaining asset allocations uses the techniques of modern portfolio theory. The Registrant assumes that the capital markets are generally efficiently priced (i.e., they have already priced in all current knowledge and opinion about the possible future determinants of asset prices) and that therefore future market performance is inherently unpredictable. The Registrant thus holds that attempts to do "better than the market" through timing or the selection of a limited set of stocks are unwise.

Variation in investment performance can be explained in large part by policy decisions concerning asset class selection and the distribution of assets within classes. The Registrant generally uses index and/or factor funds to create the desired portfolios, and maintain them using a rebalancing method that takes into consideration, among other things, the performance of the portfolio components, transaction costs, and the potential tax implications of transactions.

The Registrant allocates client investment assets among various equity and fixed income mutual funds on a discretionary basis in accordance with the client's designated investment objective(s). The percent allocation of the portfolio into each asset class is detailed in an Investment Policy Statement. Once the asset allocation has been approved by the client and an Investment Policy Statement signed, the Registrant implements this allocation by directing the purchase of mutual funds selected by the Registrant.

The Registrant monitors each client account and periodically rebalances as necessary to restore allocations to the levels of each client's specific investment policy. In rebalancing the portfolio, it is to be clearly understood that Registrant does not attempt to predict market movements. The decision to rebalance is a function of factors unique to each client and account, such as the particular investment policy being applied, the passage of time, available cash, tax status etc. The decision to execute trades in a given account at a particular time involves many related decisions including when to rebalance, which asset class(es) to reallocate, and to what degree. Therefore, the Registrant normally will be rebalancing different client's accounts at different times.

Please Note: There may be extended periods of time when Registrant determines that trades in a client's portfolio are neither necessary nor prudent. Clients nonetheless remain subject to the fees described in Item 5 above during periods when no trades are executed. Of course, as indicated below, there can be no assurance that investment decisions made by Registrant will be profitable or equal any specific performance level(s).

- B. Investing in securities involves risk of loss that clients of the Registrant should be prepared to bear. 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 Registrant) will be profitable or equal any specific performance level(s).

The Registrant's primary investment strategy is long term, buy and hold with rebalancing to portfolio asset class targets. This is a fundamental investment strategy that has inherent risks and limitations, and clients are urged to be patient and to be aware that a long time period may be required to allow the strategy to potentially develop.

The Registrant makes no attempt to "time" or "predict" market action. Portfolios are fully invested at all times; therefore the main risk of the investment method is unwise reaction to volatility. The Registrant attempts to assess client volatility (risk) tolerance and to construct appropriate portfolios for each client, however, the client may get more volatility than expected. The Registrant does financial planning and discusses levels of volatility to mitigate this risk – but it cannot be eliminated. Registrant believes it is because of, not in spite of, volatility that risky assets have higher expected rates of return than "riskless" assets.

Registrant's clients may have access to margin. Use of margin has a high level of inherent risk. (*See discussion below*).

Margin. Although clients may retain the ability to use margin, Registrant does not use margin for investment purposes and similarly does not recommend its use by clients for investment purposes. Margin is an investment strategy with a high level of inherent risk. A margin transaction occurs when an investor uses borrowed assets to purchase financial instruments. The investor generally obtains the borrowed assets by using other securities as collateral for the borrowed sum. The effect of purchasing a security using margin is to magnify any gains or losses sustained by the purchase of the financial instruments on margin.

However, clients may utilize and/or Registrant may suggest that a client use margin for financial planning, tax management, and/or cash flow management purposes under specific, limited circumstances. For example, if a client needs cash for a limited period of time, it may be worthwhile to use margin rather than raise cash through a sale that will incur high realized tax gains. Borrowing funds on margin is not suitable for all clients and is subject to certain risks, which should be carefully considered prior to engaging in margin transactions. Before agreeing to participate in a margin program, clients should carefully review the applicable margin loan agreement and all risk disclosures provided by the lender including the initial margin and maintenance requirements for the specific program in which the client enrolls, and the procedures for issuing "margin calls" and liquidating securities and other assets in the client's accounts.

- C. Currently, the Registrant uses mostly passive, index or factor mutual funds. As with the Registrant's portfolios, index and factor funds must always be fully invested in their respective asset class. Therefore, the Registrant believes that the principal risk of these securities is the volatility of the underlying asset classes.

Risks associated with these asset types also include:

1. **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 may be caused by external factors independent of the fund's specific investments as well as due to the fund's specific investments. Additionally, each security's price will fluctuate based on market movement and emotion, which may, or may not be due to the security's operations or changes in its true value. For example, political, economic and social conditions may trigger market events which are temporarily negative, or temporarily positive.
2. **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
3. **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.
4. **Market Risk (Systematic Risk):** Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer-specific events will cause the value of securities to rise or fall. Because the value of your portfolio will fluctuate, there is a risk that you will lose money.
5. **Unsystematic Risk:** Unsystematic risk is the company-specific or industry-specific risk in a portfolio. The combination of systematic (market risk) and unsystematic risk is defined as the portfolio risk that the investor bears. While the investor can do little to reduce systematic risk, he or she can affect unsystematic risk. Unsystematic risk may be significantly reduced through diversification. However, even a portfolio of well-diversified assets cannot escape all risk.
6. **Purchasing Power Risk:** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply. Rising inflation means that if you have \$1,000 and inflation rises 5 percent in a year, your \$1,000 has lost 5 percent of its value, as it cannot buy what it could buy a year previous.
7. **Political Risks:** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
8. **Regulatory Risk:** Changes in laws and regulations from any government can change the market value of companies subject to such regulations. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
9. **Risks Related to Investment Term:** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not what we believe it is truly worth. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value.

An investment in a mutual fund involves risk, including the loss of principal. Mutual fund shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss. As such, a mutual fund client or investor may incur substantial tax liabilities even when the fund underperforms.

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

Mutual funds are funds that are operated by an investment company that raises money from shareholders and invests it in stocks, bonds, and/or other types of securities. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. The mutual funds charge a separate management fee for their services. The returns on mutual funds can be reduced by the costs to manage the funds. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market. Mutual funds come in many varieties. Some invest aggressively for capital appreciation, while others are conservative and are designed to generate income for shareholders.

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. The Registrant has no other relationship or arrangement with a related person that is material to its advisory business.
- D. The Registrant does not recommend or select other investment advisors for its clients.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Other than open ended mutual funds, neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.
- C. The Registrant and/or representatives of the Registrant may buy and sell securities that are also recommended to clients. Because the Registrant generally buys open ended mutual funds for its clients, conflicts of interest such as scalping or front running cannot happen.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Person". The Registrant's securities transaction policy requires that Access Persons of the Registrant must maintain all investment accounts with a broker-dealer of the Registrant's choice, or provide the Registrant with continuous electronic access to any account not so maintained. The broker-dealers the Registrant chooses will provide continuous access to trade confirmations and statements of all Access Persons.

- D. The Registrant and/or representatives of the Registrant may buy or sell securities, at or around the same time as those securities are recommended to clients. However, because the Registrant only invests in open ended mutual funds for its clients, this practice cannot produce a situation in which representatives of the Registrant are in a position to materially benefit from the sale or purchase of these securities. As indicated above in Item 11 C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at Schwab. Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Registrant considers in recommending Schwab (or any other broker-dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant's duty to obtain best execution, a client may pay a commission that is higher

than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable. 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 broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee. The Registrant's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Non-Soft Dollar Research and Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Registrant can receive from Schwab (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, mutual fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by the Registrant may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Registrant in furtherance of its investment advisory business operations.

Certain of the above support services and/or products assist the Registrant in managing and administering client accounts. Other services or benefits provided by Schwab do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

Registrant's clients do not pay more for investment transactions effected and/or assets maintained at Schwab as a result of this arrangement. There is no corresponding commitment made by the Registrant to Schwab 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 the above arrangement.

The Registrant's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflicts of interest such arrangement creates.

2. The Registrant does not receive referrals from broker-dealers.
3. The Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's

transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Registrant to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Registrant. Higher transaction costs adversely impact account performance. **Please Also Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

The Registrant's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that the Registrant provides investment management services to its clients, the transactions for each client account generally will be effected independently. Because the registrant only uses open ended mutual funds, the need for "bunching" of trades to obtain best execution does not arise. Therefore the Registrant cannot receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom Registrant provides investment supervisory services, account reviews are conducted on an ongoing basis by the Relationship Managers, the Registrant's Principals and Chief Compliance Officer. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone or email) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with the Registrant on an annual basis.
- B. The Registrant may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian for the client accounts (these may be received either electronically or via postal mail). The Registrant may also provide a written periodic report summarizing account positions and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Registrant may receive an economic benefit from Schwab. The Registrant, without cost (and/or at a discount), may receive support services and/or products from Schwab.

Registrant's clients do not pay more for investment transactions effected and/or assets maintained at Schwab as a result of this arrangement. There is no corresponding commitment made by the Registrant to Schwab 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 the above arrangement.

The Registrant's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflicts of interest any such arrangement creates.

- B. Neither the Registrant nor any related person directly or indirectly compensates any non-supervised person for client referrals.

Item 15 Custody

Assets under the management of the Registrant are housed only at "qualified custodians" or within employer sponsored retirement plan platforms. For accounts at qualified custodians, at the client's discretion the Registrant shall have the ability to have its advisory fee debited by the custodian. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian (delivered either electronically or via postal mail). For employer sponsored retirement plans, the Registrant does not have any ability to debit its advisory fee and clients will receive summary statements pursuant to the rules of the plan. The Registrant may also provide a written periodic report summarizing account positions and performance.

Please Note: To the extent that the Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Registrant with the account statements received from the account custodian and/or employer plan. **Please Also Note:** Neither the account custodian nor retirement plan sponsor verify the accuracy of the Registrant's advisory fee calculation.

Item 16 Investment Discretion

The client can determine to engage the Registrant to provide investment advisory and financial planning combined services on a discretionary basis. Prior to the Registrant assuming discretionary authority over a client's account, the client shall be required to execute appropriate account-opening documents with both the Registrant and the client's qualified custodian, granting Registrant limited power of attorney and naming Registrant as the client's agent in fact. These documents will grant the Registrant full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name in the discretionary account without notice. If a client account is accessed using BAA, the client's authorization to the Registrant to access the account using BAA will be considered also granting discretionary authority to buy, sell, or otherwise effect investment transactions without notice.

Clients who engage the Registrant on a discretionary basis may, at anytime, impose restrictions, **in writing**, on the Registrant's discretionary authority. (i.e. limit the

types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Registrant's use of margin, etc.).

Item 17 Voting Client Securities

- A. As a matter of policy and as a fiduciary to clients of the Registrant, the Registrant will offer to vote proxies on its clients' behalf. However, the Registrant is aware and understands that not all clients will want to grant the Registrant such authority. The following proxy policy applies to those clients who grant the Registrant voting authority and, unless otherwise agreed, expressly excludes "non-managed assets" described in Item 5 above:

The Registrant shall be responsible for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the assets. The Registrant and/or the client shall correspondingly instruct each custodian of the assets to forward to the Registrant copies of all proxies and shareholder communications relating to the assets. It is the Registrant's general policy to vote proxies in what it considers to be the best interests of its clients. If mitigating circumstances and/or conflicts of interest arise, the circumstances or conflicts will be discussed by the Investment Committee. In such events, the Committee will inform the client and/or forward the proxy material to the client for their review/voting. Information pertaining to how the Registrant addressed any such circumstance or conflict shall be maintained by the Registrant. With respect to individual issuers, the Registrant may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), the Registrant may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. The Registrant shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act. Copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request. In addition, information pertaining to how the Registrant voted on any specific proxy issue is also available upon written request.

- B. As discussed above in Item 17.A, the Registrant shall vote client proxies when granted the authority to do so. To the extent that a client directs the Registrant that client shall vote proxies, the client will receive their proxies or other solicitations directly from their custodian. Clients may contact the Registrant to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.