

311 S. WACKER DRIVE
SUITE 1525
CHICAGO, IL 60606

432 N. HOUGH STREET
BARRINGTON, IL 60010

PART 2A OF FORM ADV: FIRM BROCHURE

Dated March 30, 2020

Email: NMartin@HemsleyAdvisors.com

This brochure provides information about the qualifications and business practices of Hemsley Advisors, Ltd. If you have any questions about the contents of this brochure, please contact us by phone or the email listed above. 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.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Hemsley Advisors, Ltd. also is available on the SEC's website at <https://www.adviserinfo.sec.gov>. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 106414.

Item 2 Material Changes

This Firm Brochure, dated March 30, 2020, provides you with a summary of the advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things, for Hemsley Advisors, Ltd. ("We", the "Firm" or the "Advisor"). This Item is used to provide our clients with a summary of new and/or updated information.

Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end which is December 31. We will provide you with either a summary of any material changes with an offer to deliver the full revised Brochure within 120 days of our fiscal year end or we will provide you with our revised Brochure that will include a summary of those changes in this Item.

Material Changes: Should a material change in our operations occur, depending on its nature, we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control, location, disciplinary proceedings, significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business. The Material Changes with this filing are as follows:

1. The ownership of Hemsley Advisors, Ltd. has changed. George G. Hemsley previously owned 100% of the corporation. All of George G. Hemsley's shares were transferred to The Hemsley Declaration of Trust U/A dated 1/27/2015. George G. Hemsley and JoAnne C. Hemsley are co-trustees of the trust.
2. The Firm's chief compliance officer is now Nicholas M. Martin.
3. George G. Hemsley no longer maintains an insurance license.
4. The Firm has removed the names of the individual advisors employed by the firm. Information about the individual advisors in our firm can be found in Part 2B of Form ADV.

Full Brochure Available: Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 847-381-7314, or by email at NMartin@HemsleyAdvisors.com.

Item 3 Table of Contents

Page

Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	6
Item 6	Performance-Based Fees and Side-By-Side Management	7
Item 7	Types of Clients	7
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9	Disciplinary Information	9
Item 10	Other Financial Industry Activities and Affiliations	9
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	9
Item 12	Brokerage Practices	10
Item 13	Review of Accounts	12
Item 14	Client Referrals and Other Compensation	13
Item 15	Custody	13
Item 16	Investment Discretion	13
Item 17	Voting Client Securities	13
Item 18	Financial Information	14

Item 4 Advisory Business

Hemsley Advisors, Ltd. is a SEC-registered investment adviser with its principal place of business in Chicago, Illinois. George G. Hemsley, the Firm's President, began the business as a sole proprietor in 1985. The Firm incorporated in 1993 and has existed under different business names. Today the Firm is known as Hemsley Advisors, Ltd.

Listed below are the Firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- The Hemsley Declaration of Trust U/A dated 1/27/2015 (George G. Hemsley and JoAnne C. Hemsley serve as co-trustees).

Hemsley Advisors, Ltd. offers the following advisory services to our clients:

PORTFOLIO MANAGEMENT

Our firm provides continuous asset management of client funds based on the individual needs of the client. We develop the client's personal investment policy through personal discussions in which goals and objectives based on the client's circumstances are established. We create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we may also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary and non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations. Financial planning, as described below, is included with the Firm's portfolio management services.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over the counter
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- American Depositary Receipts
- Municipal securities
- ETFs (Exchange-traded funds)
- Mutual fund shares
- United States governmental securities
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests

Because some types of investments involve certain additional degrees of risk, they will only be implemented when consistent with the client's stated investment objectives, tolerance for risk, liquidity, and suitability.

FINANCIAL PLANNING

Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values, and withdrawal plans. We gather required information including the client's current financial status, tax status, future goals, return objectives, and attitudes towards risk. We will conduct in-depth personal interviews and provide a questionnaire to be completed by the client. All questions, information, and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. Clients purchasing

this service receive a written report that provides the client with a detailed financial plan designed to assist the client in achieving his or her financial goals and objectives. Financial planning is included in the Firm's portfolio management services.

In general, the financial plan can address any or all the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information, and financial goals.
- **TAX & CASH FLOW:** We analyze the client's income tax, spending and planning for past, current and future years, then illustrate the impact of various investments on the client's current income tax and future tax liability.
- **INVESTMENTS:** We analyze investment alternatives and their effect on the client's portfolio.
- **INSURANCE:** We review existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals, including Social Security and Medicare planning.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning, and disability income.
- **ESTATE:** We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney, asset protection plans, nursing homes, Medicaid, and elder law.

Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of the financial plan recommendations is entirely at the client's discretion.

We also provide *general* securities advice on topics for the following securities:

- Exchange-listed securities
- Securities traded over the counter
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- ETFs (Exchange-traded funds)
- Mutual fund shares
- United States governmental securities

We also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning and business planning.

Typically, the financial plan is presented to the client within six months of the agreement date, provided that all information needed to prepare the financial plan has been promptly provided.

Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

CONSULTING SERVICES

Clients can also receive investment advice on a more focused basis. This may include advice on an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

AMOUNT OF MANAGED ASSETS

As of 12/31/2019, we were managing \$12,639,589 of clients' assets on a discretionary basis, plus \$375,000,575 of clients' assets on a non-discretionary basis.

Item 5 Fees and Compensation

PORTFOLIO MANAGEMENT FEES

The annualized fee for portfolio management services is charged as a percentage of assets under management, according to the following schedule, unless negotiated:

Assets Under Management	Annual Fee
Less than \$50,000	Minimum fee of \$300 per year; however, fee may be waived upon discretion of Advisor.
Greater than or equal to \$50,000	6/10 of 1% per year, billed quarterly

The above fee schedule is current as of the date of this Form ADV, Part 2A. Clients that were subject to an earlier fee schedule are grandfathered in at their existing rates.

Portfolio management fees are payable quarterly in arrears based on the value of the portfolio on the last day of the previous quarter, adjusted for inflows and outflows throughout the quarter. Fees are prorated if Advisor manages client's assets for less than a full quarter. In addition, to the extent that clients authorize the use of margin, and thus employ margin in their investment portfolios, we will bill on the gross market value of the portfolio, net of any margin debt.

Fees may be also charged on a flat fee basis, negotiated on a case-by-case basis depending upon the type of the account, the amount of assets to be managed and the complexity of the client's circumstances.

Fees will be debited from the client's account in accordance with the client authorization in the client's Investment Advisory Agreement.

Limited Negotiability of Advisory Fees: Although Hemsley Advisors, Ltd. has established the fee schedule above, we retain the discretion to negotiate alternative fees on a client- by-client basis. Client facts, circumstances, and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports, among other factors. The specific fee schedule is identified in the agreement between the Advisor and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee. Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of the Firm.

FINANCIAL PLANNING FEES

Hemsley Advisors, Ltd.'s financial planning fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into an agreement with any client.

Our financial planning fees are calculated and charged on an hourly basis, at \$200.00 per hour. Although the length of time it will take to provide a Financial Plan will depend on each client's personal situation, we will provide an estimate for the total hours at the start of the advisory relationship.

Financial Planning Fee Offset: Hemsley Advisors, Ltd. reserves the discretion to reduce or waive the hourly fee and/or the minimum fixed fee if a financial planning client chooses to engage us for our

portfolio management services.

The client is billed in arrears and upon completion of the Financial Plan. The client can request to be billed in arrears and on a monthly basis as earned.

CONSULTING SERVICES FEES

Hemsley Advisors, Ltd.'s consulting services fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Our consulting services fees are calculated and charged on an hourly basis, at \$200.00 per hour. An estimate for the total hours is determined at the start of the advisory relationship.

The client is billed in arrears and upon completion of the services provided.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. It will be the client's obligation to pay advisory fees, pro-rated through the date of termination.

Mutual Fund and ETF Fees: All fees paid to Hemsley Advisors, Ltd. for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by the custodian and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer who effects transactions for the client's account(s). Please refer to Item 12: Brokerage Practices of this Form ADV for additional information.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Hemsley Advisors, Ltd.'s minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

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

Hemsley Advisors, Ltd. does not charge performance-based fees.

Item 7 Types of Clients

Hemsley Advisors, Ltd. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)

- High net worth individuals
- Charitable organizations
- Corporations or other businesses not listed above

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis: We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Asset Allocation: Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Risks for all forms of analysis: Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases: We purchase securities with the idea of holding them in the client's account for two years or longer. Typically, we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Margin transactions: We may, with your consent, purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash and allows us to purchase stock without selling other holdings.

Risk of Loss: Clients should understand that investing in any securities, including mutual funds, involves a risk of loss of both income and principal, and there are no guarantees. We ask that you work with us to help us understand your tolerance for risk.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Hemsley Advisors, Ltd. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the Firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Hemsley Advisors, Ltd.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to NMartin@HemsleyAdvisors.com, or by calling us at 847-381-7314.

Hemsley Advisors, Ltd. and individuals associated with our firm are prohibited from engaging in principal transactions. Hemsley Advisors, Ltd. and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security that may also be recommended to a client. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

We have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any

- security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefitting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the Firm.
 5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
 6. We have established procedures for the maintenance of all required books and records.
 7. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
 8. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
 9. We require delivery and acknowledgment of the Code of Ethics by each supervised person of our firm.
 10. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
 11. Any individual who violates any of the above restrictions may be subject to termination.

Item 12 Brokerage Practices

General: Hemsley Advisors, Ltd. does not maintain custody of your assets that we manage or on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank.

How we select brokers/custodians: We seek to use a custodian/broker that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

1. Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
2. Capability to execute, clear, and settle trades (buy and sell securities for your account)
3. Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
4. Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
5. Availability of investment research and tools that assist us in making investment decisions
6. Quality of services
7. Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
8. Reputation, financial strength, and stability
9. Prior service to us and our other clients
10. Availability of other products and services that benefit us, as discussed below

For the above reasons, we recommend that our clients use Charles Schwab & Co., Inc. (“Schwab”), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when you or we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with Schwab, then we cannot manage your account. Not all advisors require their clients to use a broker-dealer or other custodian selected by the advisor.

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. It provides us and our clients with access to its institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage

and grow our business. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services: Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts, and any investment income earned on clients' cash balances.

Schwab Advisor Services™ also makes available to our firm other products and services that benefit Hemsley Advisors, Ltd. but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts.

Services that may not directly benefit you: Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

1. Provide access to client account data (such as trade confirmations and account statements);
2. Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
3. Provide research, pricing and other market data;
4. Facilitate payment of our fees from clients' accounts; and
5. Assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services™ also offers other services intended to help us manage and further develop our business enterprise. These services may include:

1. Educational conferences and events compliance
2. Consulting on technology, compliance, legal, and business needs
3. Publications and conferences on practice management and business succession; and
4. Access to employee benefits providers, human capital consultants and insurance providers

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Hemsley Advisors, Ltd. Schwab Advisor Services™ may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Advisor Services™ may also provide other benefits such as educational events or occasional business entertainment of our personnel.

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. These services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. We may have an incentive to request that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit only us.

Trade Aggregation: Generally, Hemsley Advisors, Ltd. does not aggregate client trades due to the customized nature of the investment advice it provides to its clients. However, Hemsley Advisors, Ltd. may perform block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as clients receive average price on the trade and transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity and bond trades in a timelier, more equitable manner, at an average share or bond price. Our block trading policy and procedures are as follows:

1. Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's investment advisory agreement with Hemsley Advisors, Ltd.
2. The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
3. The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Hemsley Advisors, Ltd. to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
4. Prior to entry of an aggregated order, the trader completes an allocation form that identifies each client account participating in the order and the proposed allocation of the order.
5. If the order cannot be executed in full at the same price or time, the securities purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
6. In the event, the order cannot be filled prorata, Hemsley Advisors, Ltd will assess other factors in determining a fair allocation.
7. Generally, each client that participates in the aggregated order will receive the average price for all separate transactions made to fill the order and share in the commissions on a pro rata basis in proportion to the client's participation. However, under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client, as well as asset level at the custodian or method of confirmation receipt.

Trade Errors: We correct all trade errors through an Error Account at Schwab. If there is a loss due to a trade error by Hemsley Advisors, the Firm will make the client whole. If there is a gain in correcting the trade error, the gain will be retained by Schwab.

Brokerage for Client Referrals: We have no arrangements whereby we direct brokerage for advisory clients in order to obtain client referrals from broker-dealers.

Item 13 Review of Accounts

PORTFOLIO MANAGEMENT

Reviews: While the underlying securities within Portfolio Management services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political, or economic environment.

Reports: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.

FINANCIAL PLANNING SERVICES

Reviews: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for financial planning clients unless otherwise contracted for.

Reports: Financial Planning clients will receive a completed financial plan. Additional reports will not

be provided unless otherwise agreed upon.

CONSULTING SERVICES

Reviews: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for consulting services clients unless otherwise contracted for. Such reviews will be conducted by the client's account representative.

Reports: Consulting Services clients will not typically receive reports due to the nature of the service.

Item 14 Client Referrals and Other Compensation

It is Hemsley Advisors, Ltd.'s policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

It is Hemsley Advisors, Ltd.'s policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12: Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying securities for our clients.

Item 15 Custody

Our firm does not have actual or constructive custody of client accounts. We may be deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account, or if you grant us authority to move your money to another person's account. Schwab maintains actual custody of your assets. Schwab will send account statements directly to you at least quarterly. You should carefully review those statements promptly when you receive them. We also urge you to compare Schwab's account statements with the periodic account statements/portfolio reports you will receive from us.

As part of this billing process, we advise Schwab of the amount of the fee to be deducted from the client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period including fee deductions. It is important for clients to carefully review their custodial statements to verify the accuracy of the fee calculation.

Item 16 Investment Discretion

As previously disclosed in Item 4 of this brochure, Hemsley Advisors, Ltd. provides discretionary management services and non-discretionary management services. If a client has entered into a discretionary agreement, the Advisor may exercise discretion over the specific securities to be bought or sold, the amount of securities to be bought or sold and the broker-dealer to be used for such transactions. Hemsley Advisors, Ltd. will have authority to exercise full direction without restriction. The Advisor will observe any specific limitations imposed by the client in relation to this discretion.

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility 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 client's investment assets. Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

Item 18 Financial Information

As an advisory firm we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Hemsley Advisors, Ltd. has no additional financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Hemsley Advisors, Ltd. has not been the subject of a bankruptcy petition at any time during the past ten years.