

Roth Asset Management, Inc.

Form ADV Part 2A Brochure

Roth Asset Management, Inc.
15982 Parker Rd
Lake Oswego, OR 97035
Telephone: 206-780-5550
E-mail: steve@rothasset.com
Website: www.rothasset.com
Brochure last updated: February 17, 2020

This Form ADV Part 2A brochure provides information about the qualifications and business practices of Roth Asset Management, Inc. If you have any questions about the contents of this brochure, please contact us at 206-780-5550 or steve@rothasset.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 Roth Asset Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. Roth Asset Management, Inc. is a registered investment advisor. Registration as an investment advisor does not require any certain level of skill or training.

Material Changes (Item 2)

Roth Asset Management, Inc. updates its ADV Part 2A annually, or more frequently in the event of certain material changes. This section outlines and summarizes the specific changes made to this Brochure since our last annual update on February 15, 2019.

- ◆ In November of 2019 we moved our office to Oregon as noted on the cover page of this Brochure.

Table of Contents (Item 3)

Material Changes (Item 2)	2
Advisory Business (Item 4).....	5
Types of Advisory Services.....	5
Types of Investments Used.....	5
Tailored Services and Investment Restrictions.....	6
Assets Under Management.....	6
Fees and Compensation (Item 5)	6
Compensation Methodology and Rates	6
How Clients Pay Advisory Fees.....	8
Other Types of Fees and Expenses	8
Commission Based Compensation	9
Performance-Based Fees and Side-By-Side Management (Item 6).....	9
Side-By-Side Management.....	9
Types of Clients (Item 7)	10
Methods of Analysis, Investment Strategies, and Risk of Loss (Item 8)	10
Methods of Analysis	10
Investment Strategies.....	10
Risks	11
Disciplinary Information (Item 9)	11
Other Financial Industry Activities and Affiliations (Item 10).....	12
Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading (Item 11).....	12
Code of Ethics.....	12
Material Financial Interest and Personal Trading.....	12
Brokerage Practices (Item 12).....	13
Factors Considered When Recommending Broker-Dealers.....	13
Review of Accounts (Item 13).....	17
Reviews	17
Reports	17
Client Referrals and Other Compensation (Item 14)	17
Referral Relationships	18
Custody (Item 15)	18

Investment Discretion (Item 16)	19
Voting Client Securities (Item 17)	19
Financial Information (Item 18)	19
Privacy Statement.....	19

Advisory Business (Item 4)

This section of the brochure tells you about our business, including ownership, and a description of the services we offer.

Roth Asset Management, Inc. is referred to in this document as “Roth Asset Management”, “the Company”, “us”, “we”, or “our”. In this document we refer to current and prospective clients of Roth Asset Management as “you”, “client”, or “your”. Roth Asset Management was created in 2003 and is owned by Steven B. Roth.

Types of Advisory Services

Investment Supervisory Services

Some clients enter into a written Investment Advisory Agreement, where Roth Asset Management and our investment adviser representatives provide asset management services on a continuous and ongoing basis guided by the individual needs of the client. Using the information provided by you, the investment advice provided to you is tailored to your individual situation. We regularly inquire about, and you are responsible for providing, information about your investment goals, time horizon, and risk tolerance. These investment supervisory services are generally not provided to all your holdings or net worth but rather only to assets specifically designated by you and agreed to by us as managed assets.

We may use the services of Third Party Advisors, other investment advisors with special expertise in a particular field or strategy. When Third Party Advisors are used, they will have the day-to-day account management responsibilities, while we oversee them on a periodic basis.

Consulting Services

Roth Asset Management may provide consulting services to accounts including but not limited to qualified retirement plans, foundations, and corporate accounts. The retirement plan services may include the formation of an investment policy statement, investment manager or fund review, manager search and selection, investment manager and fund performance monitoring, and employee education. The fee for these services is negotiated in advance and may be based upon the size of the plan, or complexity and scope of the engagement. We may provide the retirement plan with model portfolio construction and management services for an additional ongoing fee.

Types of Investments Used

We consider many different types of securities when formulating the investment advice we give to you. If you come to us with existing investments, we evaluate them with respect to your financial goals, risk tolerance, and investment time horizon. Depending upon your situation, your account(s) managed by us may contain individual stocks, corporate and/or government bonds, municipal bonds, mutual funds, or exchange traded funds (“ETFs”). In some situations, we may recommend that real estate be part of your investment portfolio.

Tailored Services and Investment Restrictions

When we provide investment supervisory services we attempt to tailor your investment portfolio to your situation as you have described it to us. This is why it is so important that you let us know about changes to your financial situation, goals, or investment time horizon. You may impose restrictions on investing in certain securities or types of securities. You must clearly identify these restrictions in writing to us.

Assets Under Management

As of December 31, 2019, Roth Asset Management managed \$92,424,298 of client assets on a discretionary basis.

Fees and Compensation (Item 5)

This section of the brochure describes how we are compensated for the services we offer.

Compensation Methodology and Rates

Assets Under Management

Some clients are charged for our asset management services based on a percentage of the assets being managed. The following fee schedule is a sample of our fee schedule for investment supervisory services (the fee schedule below does not apply to Consulting Services). Your specific annual fee arrangement will be described in the written Investment Advisory Agreement entered into between Roth Asset Management and you. Investment advisory fees charged by us are negotiable at our sole discretion. All clients do not pay the same fee. A lower fee for a comparable service may be available from other sources.

Assets Under Management	Annual Management Fee
\$0 to \$1,000,000	0.75%
\$1,000,001 to \$3,000,000	0.60%
\$3,000,001 to \$5,000,000	0.50%
\$5,000,001 and above	0.40%

All fees on portfolios are calculated on a graduated basis, e.g., an account with a value of \$3,000,000 will pay an annual fee of 0.75% on the first \$1,000,000 and 0.60% on the asset value from \$1,000,001 to \$3,000,000.

In addition to the asset-based fees described immediately above, Roth Asset Management may charge a base administrative fee of five hundred dollars (\$500) per year on each account under their management or supervision. This administrative fee is charged on a quarterly basis in advance.

The annual fee for our services is billed quarterly, in advance, on or near the first day of each calendar quarter based on the value of the portfolio the first day of the calendar quarter, and adjusted for any major cash flows. If the management agreement does not span the entire quarterly billing period, the fee will be pro-rated based on the number of

days the account is open during the billing period. Your account custodian will send client statements, at least quarterly, showing all disbursements for the account including the amount of the advisory fee, if deducted directly from the account. It is the shared responsibility of Roth Asset Management and you to verify the accuracy of the fee calculation as the account custodian will not determine whether the fee has been properly calculated. See Item 12 – Brokerage Practices in this brochure for more information about your account custodian(s).

You may terminate the Investment Advisory Agreement without fee or penalty by providing written notice to Roth Asset Management within five (5) business days from the execution of the agreement. Thereafter, either party may terminate the Investment Advisory Agreement by providing written notice. Any unearned fees collected in advance of services being performed will be returned to you on a *pro rata* basis.

Fixed Fees

You may enter into a Consulting Services Agreement or an Investment Advisory Agreement where the fee for services is determined through negotiations and agreement between you and Roth Asset Management. Fixed fees are not necessarily based upon the value of assets managed or time expended providing services. Fixed fees are normally agreed to for one year, then renegotiated and agreed to for future periods. If you are paying a fixed fee you may pay a fee higher or lower than one based upon the value of assets managed. In the event a fixed fee engagement is terminated, unearned fees will be returned to you on a *pro rata* basis.

Hourly Fees

We may perform services for you where the price of the service is based upon the amount of time to complete the service times an hourly rate. The rate per hour depends upon the level of complexity of the service and experience and expertise of the personnel used to do the work. This negotiable rate would normally not exceed \$300 per hour. The tasks and services to be performed are described in an engagement letter that is signed by you and Roth Asset Management that also includes the hourly rate, an estimate of time to complete the project, and the procedure for refund or partial billing if the engagement is terminated before completion.

Third Party Advisor Fees

As appropriate, we may enter into agreements with various third party advisors. We offer clients various types of programs or strategies provided by these third party advisors. We may select and change a particular third party advisor's service or program for a portion of, or your entire portfolio without your consent. The third party advisor provides the investment advice regarding the portfolio under their management. We provide investment advice regarding the selection and replacement of third party advisors.

Each third party advisor provides differing levels of service to clients. The fees you will pay depend upon the size and complexity of your investment portfolio and the services provided. You will pay a fee to the Third Party Advisor that is separate from and in addition to any fee that you pay to us.

Valuation of Publicly Traded Securities

Publicly traded securities in your account(s) managed by us are held at the custodian that we might recommend but is ultimately chosen by you. We use the securities valuation provided by the independent qualified custodian for reporting and billing purposes. Publicly traded securities are usually valued as of the end of business on the last trading day of the calendar quarter.

How Clients Pay Advisory Fees

Fees for investment advisory services are generally deducted directly from your account but upon mutual agreement may be paid by check. You must provide your qualified account custodian with written authorization to have fees deducted from the account and paid to Roth Asset Management.

Fee arrangements paid to Roth Asset Management for Consulting Services will be specified in a Consulting Services Agreement.

Other Types of Fees and Expenses

In addition to the investment advisory fees you pay to us, you will pay transaction fees (commissions) to your custodian or broker-dealer for executing securities transactions and charges for special services elected by you or Roth Asset Management. These fees may include:

- periodic distribution fees
- electronic fund and wire transfer fees
- certificate delivery fees
- reorganization fees
- account transfer fees (outbound)
- returned check fees
- international security transfer fees
- overnight mail and check fees
- Rule 144 transfer fees
- transfer agent fees

This list is not meant to be all inclusive. Any fee on a special service incurred by the client will be fully disclosed. Please refer to Item 12 of this document for an explanation of our brokerage practices.

Investment Company Fees

Investment company funds (e.g., mutual funds or ETFs) that are held by you will bear their own internal transaction and execution costs, as well as directly compensate their investment managers along with internal administrative services. Some funds pay 12b-1 fees, distribution fees, and/or shareholder service fees to broker-dealers that offer

investment company funds to their clients. These fees affect the net asset value of the fund shares and are indirectly borne by fund shareholders such as you.

Some fund companies have imposed a redemption fee. A redemption fee is another type of fee that some funds charge their shareholders when shares are sold or redeemed within a short period of time from the purchase of the fund shares. Although a redemption fee is deducted from redemption proceeds just like a deferred sales load, it is not considered to be a sales load. Unlike a sales load, which is generally used to compensate brokers, a redemption fee is typically used to defray fund costs associated with a shareholder's redemption and is paid directly to the fund, not to a broker. The SEC generally limits redemption fees to 2%. In most cases, the funds will use the "first-in, first-out" (FIFO) method to determine the holding period. Under this method, the date of the redemption will be compared with the earliest purchase date of shares held in the account. While it is not the general practice of Roth Asset Management to sell client's securities in a period that would generate a redemption fee we might do so if we believe the sale is in your best interests, or if fund shares must be redeemed to pay fees from the account.

A complete explanation of these charges is contained in the Prospectus and Statement of Additional Information for each investment company fund. You can get a prospectus through the investment company website, by telephone, or by mail.

Commission Based Compensation

Our investment advisor representatives do not receive any commission based compensation while providing investment advisory services to you.

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

This section of the brochure explains any performance-based fees we may charge you for and how they may be different from other clients' charges.

Roth Asset Management does not charge fees that are based upon a share of capital gains or capital appreciation of client assets.

Side-By-Side Management

We provide investment advisory services to other clients in addition to you. Not all clients receive the same investment advice, nor do they pay the same fee. We strive to act in the best interests of each of our clients at all times.

Types of Clients (Item 7)

This section of the brochure describes who we generally provide our services to.

Roth Asset Management provides advisory services to a variety of types of clients including individuals, trusts, qualified retirement plans, and companies.

Roth Asset Management also provides advisory services to qualified retirement plans, foundations, corporate accounts, and health and welfare trusts. These services might include recommendations to the client which are then approved by the pension plan sponsor or other fiduciary representative of the client. In some cases we will serve as a discretionary advisor to the plan. You are encouraged to ask your plan sponsor what services we are providing your plan.

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

This section of the brochure explains how we formulate our investment advice and manage client assets.

Methods of Analysis

As part of our analysis of investments, we set out to diversify our portfolios by asset class, investment style, market capitalization, and geography. We analyze an investment by examining its publicly available financial statements or reports, its management, and analysis of independent research services. This analysis is followed by an active risk budgeting process. Various segments of portfolio will be invested with active managers who we have reasonable belief will outperform their relevant benchmark. Indexing, or passive management, is also utilized in those portfolio segments where we have reasonable belief that active managers do not offer the ability to outperform those indexes.

Investment Strategies

As part of our investment strategy we attempt to adjust a portfolio's asset allocation to reflect current market conditions and client objectives. Our goal in using this strategy is to improve the risk-adjusted returns of an investment portfolio when compared with other investment strategies. We modify our asset allocation advice according to our opinion of the valuation of the markets in which our clients are invested consistent with our diversification goals. We attempt to adjust our asset allocation advice to over-weight or focus on a market or sector of the market that we feel will perform better than others. We strive to buy investments with the goal of holding them as long-term investments, but we might sell a particular investment if, in our opinion, it is no longer in your best interest to hold.

Risks

General Risks to Investing

Investing is not without risk, and involves the risk of loss of principal which you should be prepared to bear. We use several strategies to try to reduce risk, including (i) diversifying a portfolio across multiple asset classes and monitoring the portfolio and the markets for changes in fundamentals. Despite these strategies, historical evidence clearly shows that every asset class has experienced severe declines in value—sometimes sustained over many years—throughout several periods of time in history. In addition, each of our strategies to minimize risk may not achieve that goal as the benefits of diversification decline if asset classes become more correlated. As with any investment, you could lose all or part of your investments managed by Roth Asset Management, and your account's performance could trail that of other investments.

Asset Class Risk

Securities in your portfolio(s) or in underlying investments such as mutual funds may underperform in comparison to the general securities markets or other asset classes.

Management Risk

The performance of your account is subject to the risk that our investment management strategy may not produce the intended results.

Market Risk

Your account could lose money over short periods due to short-term market movements and over longer periods during market downturns. The value of a security may decline due to general market conditions, economic trends, or events that are not specifically related to the issuer of the security or to factors that affect a particular industry or industries. During a general downturn in the securities markets, multiple asset classes may be negatively affected.

Passive Investment Risk

Roth Asset Management may use a passive investment strategy that is not actively managed where we do not attempt to take defensive positions in declining markets.

Key Man Risk

We are a small firm with Steve Roth performing several critical services. This fact of course leads to "key man risk," or the risk that something could happen to Steve Roth that negatively affects your portfolio.

Disciplinary Information (Item 9)

This section of the brochure lists legal and disciplinary information for Roth Asset Management, its owners, and management team.

Neither Roth Asset Management nor any of our owners or management team members has been involved in any civil or criminal investment-related events.

Other Financial Industry Activities and Affiliations (Item 10)

This section of the brochure describes other financial services industry affiliations we may have that could present a conflict of interest with you.

Roth Asset Management does not have any material business affiliations within the financial services industry.

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

This section of the brochure describes our code of ethics, adopted pursuant to SEC rule 204A-1, and how we deal with client and related person trading.

Code of Ethics

We have adopted a code of ethics designed to prevent and detect violations of securities rules by our employees and affiliated persons. Our controls in this area focus upon securities transactions made by our employees that have access to material information about the trading of Roth Asset Management. We will provide a copy of our code of ethics to clients or prospective clients upon request.

Material Financial Interest and Personal Trading

From time-to-time the interests of the principals and employees of Roth Asset Management may coincide with yours and other clients. Individual securities may be bought, held, or sold by a principal or employee of Roth Asset Management that is also recommended to or held by you or another client. If potential insider information is inadvertently provided or learned by a principal or employee, it is our policy to strictly prohibit its use.

It is the policy of Roth Asset Management to permit the firm, its employees and investment advisor representatives ("IARs") to buy, sell, and hold the same securities that the IARs also recommend to clients. It is acknowledged and understood that we perform investment services for different types of clients with varying investment goals, risk profiles, and time horizons. As such, the investment advice offered to you may differ from other clients and investments made by our IARs. We have no obligation to recommend for purchase or sale a security that Roth Asset Management, its principals, affiliates, employees, or IARs may purchase, sell, or hold. When a decision is made to liquidate a security from all applicable accounts, priority will always be given to client orders before those of a related or associated person to Roth Asset Management. In some cases the trades of the clients and advisory personnel will be combined in a single block trade, and all trades will receive the average price. We have procedures for dealing with insider trading, employee-related accounts, "front running" and other issues that may present a potential conflict when buy/sell recommendations are made. These procedures include reviewing employee security transactions and holdings to eliminate, to the extent possible, the adverse effects of potential conflicts of interest on clients.

Brokerage Practices (Item 12)

This section of the brochure describes how we recommend broker-dealers for client transactions.

Roth Asset Management does not maintain custody of your assets that 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. We recommend either Charles Schwab & Co., Inc., or Fidelity Investments Institutional Services Company, Inc. both registered broker-dealers, member SIPC, as the qualified custodian (collectively “Schwab/Fidelity”), or we may agree to manage an account maintained with a Directed Custodian. Whichever is the case, your assets will be maintained with the qualified custodian.

We are independently owned and operated and are not affiliated with Schwab/Fidelity. Schwab/Fidelity will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab or Fidelity as custodian/broker, you will decide whether to do so and will open your account with Schwab/Fidelity by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14 – Client Referrals and Other Compensation. You should consider these conflicts of interest when selecting your custodian.

We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab/Fidelity, and we anticipate that most trades will be executed through Schwab/Fidelity, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”).

How We Select Brokers/Custodians

We do not have any formal soft dollar arrangements. However, when considering whether the terms that Schwab/Fidelity provides are, overall, most advantageous to you when compared with other available providers and their services, we take into account a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payment to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds etc.)
- Availability of investment research and tools that assist us in making investment decisions

- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, security and stability
- Prior service to us and our clients
- Services delivered or paid for by Schwab/Fidelity
- Availability of other products and services that benefit us, as discussed below (See “Products and Services Available to us From Schwab/Fidelity”)
- Other operational and fiduciary considerations

Your Brokerage and Custody Costs

For our clients’ accounts that Schwab/Fidelity maintains, they generally do not charge you separately for custody service but are compensated by charging you commissions or other fees on trades that they execute or that settle into your Schwab/Fidelity accounts. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab/Fidelity commissions or transaction fees. Schwab/Fidelity is also compensated by earning interest on the uninvested cash in your account in. For some accounts, Schwab/Fidelity charges you a percentage of the dollar amount of assets in the account in lieu of commissions. In addition to commissions and/or asset-based fees, Schwab/Fidelity charges you a flat dollar amount as a ‘prime broker’ or ‘trade away’ fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab/Fidelity account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab/Fidelity execute most trade for your account.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through Schwab/Fidelity, we have determined that having Schwab/Fidelity execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians). By using another broker or dealer you may pay lower transaction costs.

Products and Services Available to us from Schwab/Fidelity

Both Schwab and Fidelity offer services and support for independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage series (trading, custody, reporting, and related series), many of which are not typically available to Schwab/Fidelity retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab/Fidelity without going through us. Schwab/Fidelity 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. Schwab/Fidelity'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/Fidelity's support services:

Services that benefit you. Schwab/Fidelity's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab/Fidelity include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab/Fidelity's services describe in this paragraph generally benefit you and your account.

Services that do not directly benefit you. Schwab/Fidelity also makes available to us other products and services that benefit us but do not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and operating our firm. They include investment research, both Schwab/Fidelity's own and that of third parties. We use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab/Fidelity.

In addition to investment research, Schwab/Fidelity also makes available software and other technology that:

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

Services that generally benefit only us. Schwab/Fidelity also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology and business needs
- Consulting on legal and related compliance needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

Schwab/Fidelity provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab/Fidelity also discounts or waives its fees for some of these services or pays all or part of a third party's fees. Schwab/Fidelity also provides us with other benefits, such as occasional business entertainment of our

personnel. If you did not maintain your account with Schwab/Fidelity, we would be required to pay for these services from our own resources.

Our Interest in Schwab/Fidelity's Services

The availability of these services from Schwab/Fidelity benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab/Fidelity's services. These services are not contingent upon us committing any specific amount of business to Schwab/Fidelity in trading commissions or assets in custody. The fact that we receive these benefits from Schwab/Fidelity is an incentive for us to recommend the use of Schwab/Fidelity rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taken in the aggregate, our recommendation of Schwab/Fidelity 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/Fidelity's services (see "How We Select a Broker-Dealer/Custodian to Recommend") and not Schwab/Fidelity's services that benefit only us.

Brokerage for Client Referrals

Roth Asset Management does not have any agreements in place where securities transactions are directed to particular broker-dealers in exchange for client referrals.

Directed Brokerage

If you direct Roth Asset Management to execute securities transaction at a broker-dealer other than one we use for our other clients you will forgo any benefit from savings on execution costs that we may have obtained through our negotiation of volume discounts or batched orders. In directing the use of a particular broker-dealer, it should be understood that we will not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. You may incur higher commissions, other transactions costs, greater spreads, or receive less favorable net prices, on transactions for your account than would otherwise be the case had you used a broker-dealer we prefer.

Aggregated Orders

When we decide to purchase or sell a specific security for multiple clients at the same time, we will consider aggregating, or combining the orders. This procedure will result in a single average price for all client transactions in the aggregated order. The account custodian charges for each transaction as if it were placed individually.

Allocation of Thinly Traded Securities

Roth Asset Management may allocate securities among accounts when enough of a particular security or securities cannot be purchased or sold on a given day at a desired price. In this event, we will allocate the shares actually purchased or sold on pro rata basis. We may remove small allocations from the process if we believe it would not be in the best interest of our client(s).

Trade Error Policy

From time-to-time we may make an error in submitting a trade order on your behalf. When this occurs, we may place a correcting trade with the broker-dealer which has custody of your account. If an investment gain results from the correcting trade, the gain will be placed in your account maintained at your custodian. If a loss occurs we will pay for the loss using our own funds. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Review of Accounts (Item 13)

This section of the brochure describes how often client accounts are reviewed and by whom.

Reviews

Roth Asset Management reviews the securities held in its clients' investment supervisory accounts on a weekly basis to assure that the portfolio adheres to the agreed upon asset allocation guidelines we established with you. Mutual fund holdings will be reviewed monthly for style, performance, sector and capitalization characteristics. The reviews are conducted by Steven Roth. Reviews may be triggered by changes in a client's personal, tax, or financial status. Macroeconomic and company-specific events may also trigger reviews.

Reports

Our investment advisory clients will receive monthly statements directly from your independent qualified account custodian (typically Fidelity). These account statements describe all activity in the clients' accounts including account holdings, transactions, and investment advisory fees deducted from the account. We also prepare and distribute written account summaries to our investment advisory clients quarterly and annually.

Our consulting services clients receive reports from us. The frequency and content of the reports is customized for each consulting client.

Client Referrals and Other Compensation (Item 14)

This section of the brochure discloses our arrangements with people who are compensated for referring us business.

We receive an economic benefit from Schwab/Fidelity 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/Fidelity. You do not pay more for assets maintained at Schwab/Fidelity as a result of these products and services. However, we benefit because the costs of these products and services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab/Fidelity, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices).

Referral Relationships

Roth Asset Management has not entered into any agreements with third parties to give or receive referrals for compensation.

Custody (Item 15)

This section of the brochure encourages you to check the statements sent to you by your account custodian to ensure the accuracy of the fee calculation.

~~We are deemed to have custody of your assets if you authorized us to instruct Schwab/Fidelity to deduct our advisory fees directly from your account. Schwab/Fidelity maintains actual custody of your assets. You have authorized us to deduct periodic investment advisory fees directly from one or more of your accounts managed by Roth Asset Management.~~ These deductions from your account are shown on the periodic statements sent by your qualified custodian (typically Fidelity) directly to you. You are encouraged to review these statements carefully and compare the amounts on the custodian statements with any statements we send and the fee schedule outlined in your Investment Advisory Agreement.

When our clients enter agreements with their custodian where the client requests the custodian transfer funds to a third-party, we are considered to have custody of client funds. To assure that our client's funds are safeguarded we take the following steps:

1. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- ~~1-2.~~ 2. The client authorizes us, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- ~~2-3.~~ 3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization and provides a transfer of funds notice to the client promptly after each transfer.
- ~~3-4.~~ 4. The client can terminate or change the instruction to the client's qualified custodian.
- ~~4-5.~~ 5. We don't have the authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- ~~5-6.~~ 6. We maintain records showing that the third party is not a related party of ours or located at the same address as us.
- ~~6-7.~~ 7. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Formatted: Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0.25" + Indent at: 0.5", Tab stops: Not at 0.5"

Investment Discretion (Item 16)

This section of the brochure discloses the power we have to make trades in your account.

Our investment advisory clients grant Roth Asset Management a limited power of attorney to select, purchase, or sell securities without obtaining your specific consent within the account(s) you have under our management. The limited powers of attorney are granted in the written Investment Advisory Agreement entered into between us. There are no restrictions upon the securities that may be purchased, sold, or held in your account unless you provide these restrictions to us in writing.

Our consulting services clients are normally provided recommendations regarding changes to portfolio allocations and the plan sponsor or other fiduciary approves the recommendation before it is implemented.

Voting Client Securities (Item 17)

This section of the brochure explains our proxy voting policy and your ability to get proxy voting information from us.

Roth Asset Management will not vote proxies for securities held in your investment account. Your account custodian or transfer agent will send proxy statements directly to you. If the investment account is for a pension or other employee benefit plan governed by ERISA, you direct us not to vote proxies for securities held in the account, because the right to vote such proxies is expressly reserved for you or your plan fiduciary not Roth Asset Management.

Financial Information (Item 18)

This section of the brochure is where investment advisors that collect more than \$1200 in fees per client and six months or more in advance would include a balance sheet.

Roth Asset Management is not aware of any circumstance that is reasonably likely to impair our ability to meet contractual commitments to you or our other clients. We do not require pre-payment of investment advisory fees of greater than \$500 and more than six months in advance.

Privacy Statement

We, like other professionals who advise on personal financial matters, are required by federal law to inform our clients of their policies regarding the privacy of client information.

In the course of providing our clients with certain advice, we may receive nonpublic personal financial information such as financial statements, account statements, and tax returns from our clients, their accountants and other representatives. All nonpublic

personal information that we receive regarding our clients or former clients is held in strict confidence in accordance with our professional obligations, and is not released to people outside Roth Asset Management, except with your consent, as required by law or to explain our actions to professional organizations that we are members of. We may share certain information with third parties who assist us in providing our services to you (such as administrative and client service functions) or marketing services, as permitted by law, subject to the obligation of these third parties not to use or disclose such information for any other purpose.

We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and, in some cases to comply with professional guidelines. In order to guard your nonpublic personal information from unauthorized disclosure, we maintain physical, electronic, and procedural safeguards.