



GROW with BRR

Part 2A Form ADV

Firm Brochure

Updated: March 31, 2021

This brochure provides information about the qualifications and business practices of Budros, Ruhlin & Roe, Inc. (BRR). If you have any questions about the contents of this brochure, please contact us at (614) 481-6900. 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. BRR is an investment adviser registered with the SEC. References herein to BRR as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Additional information about BRR is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

BRR's last annual update to Part 2A of Form ADV was made on March 30, 2020. Since that last annual amendment filing, our Brochure has been updated as follows:

- At Item 4 to increase and enhance disclosures related to limitations of BRR's financial planning services
- At Item 13 to increase and enhance disclosures related to eMoney Advisor platform

Table of Contents

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

Advisory Business

Budros, Ruhlin & Roe (“BRR”) is an independently owned, fee-only, wealth management firm, founded in 1979. Currently, a majority of its shares are owned by Daniel Roe and John Schuman, and a minority of its shares are owned by seven other employees and the firm.

As of December 31, 2020, BRR managed \$3,019,512,614 of client assets; \$2,902,800,274 on a discretionary basis and \$116,712,340 on a non-discretionary basis. These amounts do not reflect assets under advisement in which BRR provides only investment advice, not execution, including certain individually held accounts as well as certain ERISA plans under Retirement Plan Services. BRR has four service offerings: 1) Wealth Management Services; 2) Investment Management Services; 3) Retirement Plan Services; and 4) GROW with BRR. For further information regarding BRR’s offerings, please see the offering specific brochure.

GROW with BRR

GROW with BRR primarily offers a wealth management solution to high earning individuals and couples. This service offering is designed to help them develop a solid financial foundation from which they can grow their wealth and transition into Investment Management or Wealth Management services.

GROW with BRR was developed as a way to deliver financial planning and investment advice utilizing a perspective and scope of service uniquely aimed at the challenges that these high earners can face.

GROW with BRR’s investment management service includes working with each client to establish an appropriate investment risk/return profile. Clients typically choose from among five (5) different portfolio strategies ranging from more conservative strategies to more aggressive strategies. GROW with BRR manages each portfolio strategy on a discretionary basis. Each portfolio is managed in accordance with a written investment policy statement, which can impose reasonable restrictions on GROW with BRR’s discretionary management.

Please see *Methods of Analysis, Investment Strategies and Risk of Loss* for how BRR generally manages clients’ investment assets.

In performing this service, BRR shall not be required to verify any information received from the client or from the client’s other professionals and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify BRR if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising BRR’s previous recommendations and/or services. BRR does not serve as an attorney, accountant or insurance agent, and no portion of our services should be construed as legal, accounting or insurance services. With respect to financial planning recommendations, the client retains absolute discretion over all implementation decisions and is free to accept or reject any recommendation from BRR.

A copy of BRR’s written Brochure as set forth on Part 2A of Form ADV shall be provided to each client before, or contemporaneously with, the execution of a services agreement. The Brochure provided shall correspond to the services rendered to that particular client.

Fees and Compensation

BRR has separate fee schedules for each of its service offerings. For further information on the fees and services of other BRR service offerings, please see the offering specific brochures: Wealth Management & Investment Management or Retirement Plan Services.

GROW with BRR fees:

The fee structure for GROW with BRR is as follows:

| | |
|--------------------------------------|------------|
| Setup Fee: | \$1,000.00 |
| Monthly Service Fee: | \$300.00 |
| Quarterly Investment Management Fee: | 0.2125% |

GROW with BRR clients are charged a one-time only setup fee of \$1,000 at the beginning of the relationship. The monthly service fee of \$300 will begin on the 15th of the month following the beginning of the relationship, and the 15th of every month, thereafter. The monthly service fee is paid in advance. Setup Fees and monthly fees are billed by credit or debit card through a third-party vendor, Authorize.net. Clients will create an account directly with Authorize.net to facilitate and authorize their initial payment of \$1,000.00, then the reoccurring monthly fee of \$300. BRR, will not have direct access to the client’s credit card or bank information.

In addition to the Setup Fee and the monthly fee, GROW with BRR clients will be charged a quarterly investment management fee of 0.2125%, billed in advance, on their total assets under management by BRR. The asset management fee is calculated quarterly, based on the asset values at the beginning of the quarterly period, and will be deducted automatically from a client's investment account on a quarterly basis.

The GROW with BRR Services Agreement, between BRR and the client will continue in effect until terminated by either party by written notice in accordance with the terms of such Agreement. Upon termination, BRR shall refund the pro-rated portion of the unearned advisory fee and monthly service fee, if any, based upon the number of days that services were provided during the billing period or until an agreed upon termination date.

Most clients of GROW with BRR will use Fidelity Brokerage Services LLC ("Fidelity"), an SEC registered broker-dealer and member NYSE, SIPC, as the broker-dealer and custodian for client investment assets. Broker-dealers such as Fidelity charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to GROW with BRR's fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual funds, and exchange traded funds, charges imposed at the fund or manager level (e.g. management fees and other fund expenses).

Performance Based Fees and Side-by-Side Management

BRR does not charge any performance-based fees. Some investment advisors experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to BRR.

Types of Clients

GROW with BRR primarily offers a wealth management solution to high earning individuals and couples, to help them develop a solid financial foundation from which they can grow their wealth. It is anticipated that a typical GROW with BRR client is between the ages of 25-45, have higher than average household incomes, but haven't accumulated the net worth or investable assets of a typical wealth management client.

There are no set specific age, earnings, or asset level requirements to become a GROW with BRR client. BRR evaluates each potential client on a case-by-case basis to determine their suitability of this service offering.

Methods of Analysis, Investment Strategies and Risk of Loss

BRR's investment committee is responsible for setting strategy for all client portfolios. The committee consists of members of the firm's Board of Directors, members of the firm's Executive Team, and members of the Central Portfolio Team. The investment committee is led by the Chief Investment Officer and meets at least quarterly to discuss strategy, client portfolio performance, existing and prospective investments, and asset allocations for portfolios.

BRR's investment process begins with the creation of an investment policy statement for each client portfolio. It is drafted with the input of the client and is based on the client's spending policy, portfolio time horizon and risk tolerance. Asset allocation strategies currently includes the following asset classes: domestic equities, international equities, global fixed income, alternative investments, commodities and real estate. Investment vehicles within each asset class can include individual securities, open-end mutual funds, and exchange traded funds (ETFs).

Each asset class to be utilized in a portfolio will have a stated target allocation, but the strategy and investment policy statement will allow for some variation around the targeted allocation. This not only allows for day-to-day market volatility, but also for BRR to express current views by overweighting and underweighting asset class allocations. Within each asset class, fundamental analysis is prepared and reviewed for all investment securities recommended for client portfolios. This analysis varies depending on the security in question.

For mutual funds and ETFs, the analysis generally includes a review of:

- management team;
- historical risk and return characteristics;
- sector and security exposures;
- marketability and liquidity issues;
- fee structure; and

- any other factors considered relevant.

For stocks and bonds, where BRR is making final purchase or sale decisions, the review may include:

- external research prepared by non-affiliated firms;
- the potential impact of that position on the return of the portfolio; and
- historical and expected performance and volatility.

BRR attempts to educate clients on the risks associated with investments, and the need to have a relatively long time horizon when investing in “risk” assets. The firm also educates on the importance of constructing diversified portfolios that allow for investments in companies and governments around the globe.

BRR has a fiduciary duty to provide services consistent with the client’s best interest. As part of its investment advisory services, BRR will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, mutual fund manager tenure, style drift, and/or a change in the client’s investment objective. Based upon these factors, there may be extended periods of time when BRR determines that changes to a client’s portfolio are neither necessary nor prudent. Of course, as indicated below, there can be no assurance that investment decisions made by BRR will be profitable or equal any specific performance level(s).

Investment Risk. 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 BRR) will be profitable or equal any specific performance level(s). **Please Note:** Investing in securities involves risk of loss that clients should be prepared to bear.

Mutual Funds. BRR may recommend that clients allocate investment assets to publicly-available mutual funds that the client could obtain without engaging BRR as an investment advisor. However, if a client or prospective client determines to access such mutual funds themselves, then the client or prospective client will not receive BRR’s initial and ongoing investment advisory services.

Alternatively, BRR may be able to access institutional share classes not typically available to the public (or retail clients). Specifically, mutual funds, issued by Dimensional Fund Advisors (“DFA”), are generally only available through selected registered investment advisors. BRR may allocate client investment assets to DFA mutual funds. Therefore, upon the termination of BRR’s services to a client, restrictions regarding transferability and/or additional purchases of or reallocation among DFA funds will apply.

Retirement Rollovers-Potential for 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 the assets 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). If BRR recommends that a client roll over their retirement plan assets into an account to be managed by BRR, such a recommendation creates a conflict of interest if BRR will earn a new (or increase its current) advisory fee as a result of the rollover. **No client is under any obligation to roll over retirement plan assets to an account managed by BRR. BRR’s Chief Compliance Officer is available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.**

Disciplinary Information

Neither BRR nor any of its employees have been involved in any legal or disciplinary events in the past 10 years that would be material to a client’s evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

Daniel Roe serves on the PIMCO RIA Advisory Board (“The Board”). BRR does currently recommend mutual fund and private investments managed and distributed by, PIMCO. The Board consists of approximately 18 representatives of independent investment advisory firms who have been invited by PIMCO management to participate in meetings and discussions of how PIMCO may better serve their RIA clients. The board serves as a forum for new product ideas as well as a sounding board for PIMCO to learn how to better support the registered investment advisor community. Board members are asked to serve for one three-year term, but the duration can be extended. Daniel Roe’s term ended in the Fall of 2017 but has been temporarily extended.

Board members enter nondisclosure agreements with PIMCO under which they agree not to disclose confidential information shared with them. Board members are not compensated by PIMCO for their service, but PIMCO does pay for or reimburse Board members' travel, lodging, meals and other incidental expenses incurred in attending Board meetings, expected to be held twice a year. Members receive additional access to key PIMCO investment personnel which may be beneficial in performing due diligence on investment strategies.

Otherwise, BRR and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

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

BRR has adopted a written code of ethics that is applicable to all employees. Among other things, the code requires BRR and its employees to act in clients' best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. BRR's restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household. A copy of BRR's code of ethics is available upon request.

BRR maintains a watch list of securities for which employees must obtain pre-clearance from the Chief Compliance Officer prior to executing personal security transactions in those securities. The Chief Compliance Officer does not grant pre-clearance where it would appear that an employee's trading could disadvantage BRR's clients or have the appearance of insider trading.

BRR does not recommend buys or sells of securities for client accounts, in which any employee of, or any related party of, BRR, has a material financial interest.

BRR, and/or its representatives, may buy or sell securities, at or around the same time, as those same securities are recommended to clients. This practice may create a situation where BRR and/or its representatives are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if BRR did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of BRR's clients) and other potentially abusive practices.

BRR has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of its "Access Persons". BRR's securities transaction policy requires that an Access Person of BRR must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date BRR selects.

Brokerage Practices

Clients of GROW with BRR, will be recommended to use Fidelity Brokerage Services LLC ("Fidelity"), an SEC-registered broker-dealer and member NYSE, SIPC, as the broker-dealer and custodian for client investment assets. Clients enter into an account agreement directly with Fidelity. GROW with BRR does not open such accounts for its clients, although it will assist in the preparation of the paperwork. BRR is independently owned and operated and not affiliated with Fidelity.

For GROW with BRR clients' accounts, Fidelity will hold client assets in a brokerage account and buy and sell securities when BRR (or the client) instructs them to do so. Fidelity generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the Fidelity or that settle into Fidelity accounts.

Research and Additional Benefits

Fidelity may make available to BRR other products and services that benefit BRR but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of BRR's accounts, including accounts not maintained either at Fidelity. BRR does not believe that clients whose accounts are held by Fidelity bear any additional costs in connection with BRR's receipt of the products and services.

While as a fiduciary, BRR endeavors to act in its clients' best interests. BRR's recommendation that clients

maintain their assets in accounts at Fidelity may be based in part on the benefit to BRR of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Fidelity, which creates a conflict of interest. Also, some of the products and services listed above benefit clients whose accounts are held by other broker-dealer/custodians, which could create a conflict of interest between the clients at Fidelity, who are indirectly paying for the products and services, and the clients at other broker-dealer/custodians who may benefit from the products and services.

Except as provided herein, BRR's receipt of products and services from Fidelity and/or other brokers is not tied to the level of commissions generated for such brokers, or the amount of client assets that are custodied at such brokers. In regard to Fidelity, BRR has entered a contract and committed to maintain a certain level of client assets and client accounts at Fidelity, in exchange for a specific level of service and pricing. However, BRR sees its duty as a fiduciary for clients as its primary focus and would not recommend a client use Fidelity at a client's detriment.

Fidelity's products and services that assist BRR in managing and administering clients' accounts include software and other technology that: provide access to client account data (such as trade confirmations and account statements); facilitate trade execution and allocate aggregate trade orders for multiple client accounts; provide research, pricing information, and other market data; facilitate payment of BRR's fees from its clients' accounts; and assist with back-office functions, recordkeeping, and client reporting.

Fidelity also make available to BRR other services intended to help BRR manage and further develop its business enterprise. These services may include consulting, education events, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Fidelity may make available, arrange and/or pay for these types of services rendered to BRR by independent third parties. Fidelity 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 BRR.

The Selection of Trading Counterparties

It is not generally the practice of BRR to accept instruction from clients regarding trading through a particular broker/dealer. If a client directs BRR to utilize a different broker, such direction may negatively impact the ability to obtain best execution for such client's securities transactions, as BRR's ability to negotiate price, commissions and execution may be limited or eliminated.

Best Execution Reviews

BRR has a fiduciary duty to seek best execution for client securities transactions. Best execution takes into account many factors in the execution of transactions other than simply cost. BRR's investment committee evaluates the pricing and services offered by Fidelity, and other trading counterparties, with those offered by other reputable firms. BRR has sought to make a good-faith determination that Fidelity, and other chosen trading counterparties, provide clients with good services at competitive prices. However, clients should be aware that this determination could have been influenced by BRR's receipt of products and services from Fidelity.

Aggregated Trades

BRR may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts it manages. In such event the average price of all securities purchased or sold in such transactions may be determined and a client may be charged or credited, as the case may be, the average transaction price. As a result, however, the price may be less favorable to the client than it would be if similar transactions were not being executed concurrently for other accounts. BRR may also cause a client to buy or sell securities directly from or to another client, if such cross-transaction is in the interest of both such clients.

Brokerage Client Referral Arrangements

BRR does not currently participate in any client referral programs with Fidelity, or any other broker-dealer/custodian.

Review of Accounts

Client portfolios under BRR's wealth management services are monitored on an ongoing basis by the Chief Investment Officer (or another member of the investment team, identified on BRR's Form ADV Part 2B) and/or a Senior Wealth Manager. Client portfolios under BRR's investment management and retirement plan advisory services are monitored on an ongoing basis by the Chief Investment Officer (or another member of the investment team), Senior Portfolio Advisor, or firm's Director of Portfolio Research. Each review is designed

to determine if the client portfolio is in compliance with the investment policy statement, and that the asset allocation and investment selections for each asset class are as specified by the investment committee. Each client portfolio is reviewed on at least a quarterly basis. Reviews of client accounts will also be triggered if a client deposits or withdraws meaningful amounts to or from the portfolio, changes his or her investment objectives, or if the market, political, or economic environment changes materially.

Clients receive account statements directly from their chosen broker-dealer/custodian on at least a quarterly basis. BRR provides annual customized reports to supplement these custodial statements and may provide reports at other times upon a client's request. Clients should carefully review the broker-dealer/custodian's statements and should compare these statements to the reports provided by BRR. In addition to annual customized reports, BRR will provide clients with access to an online Investment Portal where they can review their investment holdings, asset allocation, transactions and investment returns.

Customized reports from BRR, as well as other documents, are delivered to clients electronically through a secure client portal website suite called Planning Portal. Each client has their own portal that is accessed by the client pursuant to a client username and a client selected password. All reports and document files during transport (either upload or download) across the internet, and while stored on the site, are encrypted for client security purposes. In addition, clients may upload document files to their planning portal for delivery to BRR or to store electronically. Clients may elect not to have a planning portal in which reports, and documentation will be delivered to clients via encrypted email, fax or regular mail.

BRR's customized reports may be prepared in conjunction with the services provided by ByAllAccounts, Inc. and eMoney Advisor. These systems allow for clients to track the performance and value of certain assets and accounts, which fall outside the scope of BRR's services, for informational purposes only. Such assets and accounts may be included in a client's customized report, at the direction of the client, even though BRR's service is limited to reporting only and does not include investment management, review, or monitoring services, nor investment recommendations or advice. As such, the client, and not BRR, shall be exclusively responsible for the investment performance of any assets and/or accounts outside the scope of BRR's services. In the event the client desires that BRR provide investment management services or advice with respect to these assets and/or accounts, the client may engage BRR to do so. The eMoney platform may also provide access to other types of information and applications including financial planning concepts and functionality, which should not, in any manner whatsoever, be construed as services, advice, or recommendations provided by BRR. Finally, BRR shall not be held responsible for any adverse results a client may experience if the client engages in financial planning or other functions available on the eMoney platform without BRR's assistance or oversight.

Client Referrals and Other Compensation

If a client is introduced to BRR by either an unaffiliated or an affiliated solicitor, BRR may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from BRR's wealth management, investment management or retirement plan advisory fee, and shall not result in any additional charge to the client. If the client is introduced to BRR by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of their solicitor relationship, and shall provide each prospective client with a copy of BRR's written ADV brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between BRR and the solicitor, including the compensation to be received by the solicitor from BRR.

As described above, BRR does not currently participate in any client referral programs with Fidelity or any other broker-dealer/custodian. However, BRR has participated in such programs in the past and is continuing to pay a portion of its advisory fees to Charles Schwab & Co., Inc. ("Schwab") for certain legacy accounts in connection with Schwab's referral of those clients to BRR.

Other than the previously described products and services that BRR receives from Fidelity, BRR does not receive any other economic benefits (i.e. 12b-1 fees or commissions) from non-clients in connection with the GROW with BRR service.

Custody

All client accounts are held in custody by unaffiliated broker-dealers/custodians or banks. Under Rule 206(4)-2 under the Investment Advisers Act of 1940 (the "Custody Rule"), BRR is deemed to have custody of client

assets in certain circumstances: 1) where BRR has the ability to withdraw advisory fees from client accounts; 2) where clients maintain standing letters of authorization to move money to third parties under their agreements with qualified custodians; and 3) where clients have granted permission to manage their accounts held at qualified custodians other than Schwab through granting BRR Limited Power of Attorney for those accounts.

BRR adheres to the regulatory requirements and safeguards described in the Custody Rule and related regulatory guidance with respect to the custody of client funds and securities. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian. BRR may also provide a written periodic report summarizing account activity and performance. Clients should carefully review these statements, and clients are urged to compare these statements to any account information provided by BRR for accuracy of all information, including the accurate deduction of fees.

For clients who have established asset transfer authorizations, such arrangements are disclosed on Form ADV Part 1, Item 9. BRR follows the protocols discussed in the SEC's February 21, 2017 Investment Adviser Association No-Action Letter, and, accordingly, these arrangements are not subject to annual surprise examination by an independent accounting firm.

Finally, with respect to custody arising from the Limited Power of Attorney arrangements described above, BRR reports such arrangements on Form ADV, Part 1, and these client accounts are subject to an annual surprise examination by an independent accounting firm. The results of such examinations are filed directly with the SEC.

Investment Discretion

BRR has investment discretion over nearly all clients' accounts. Clients grant BRR trading discretion through the execution of a limited power of attorney with the account broker-dealer/custodian. GROW with BRR clients grant BRR investment discretion for all accounts under BRR's management.

Clients can place reasonable restrictions on BRR's investment discretion by noting such restrictions on the investment policy statement. For example, some clients have asked BRR not to sell certain securities where the client has a particularly low tax basis or wishes to maintain an investment position.

Voting Client Securities

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Investment Advisers Act, BRR has adopted and implemented written policies and procedures governing the voting of client securities (proxy statement). All proxies that BRR receives will be treated in accordance with these policies and procedures.

BRR considers the reputation, experience, and competence of a company's management and board of directors when it evaluates a prospective investment. In general, BRR votes in favor of routine corporate matters, such as the re-approval of an auditor or a change of a legal entity's name. BRR also generally votes in favor of compensation practices and other measures that are in line with industry norms, that allow companies to attract and retain key employees and directors, that reward long-term performance, and that align the interests of management and shareholders. BRR supplements its evaluation of client proxies with guidance from an independent corporate governance consulting firm.

BRR has not identified any material conflicts of interest in connection with past proxy votes. Such a conflict could arise if, for example, a client was a senior executive with a publicly traded company and other clients held securities issued by that company. Absent specific client instructions, if BRR identifies a material conflict of interest it will follow the voting recommendation of the independent corporate governance consulting firm that it has retained.

A copy of BRR's proxy voting policies and procedures, as well as specific information about how BRR has voted in the past, is available upon written request. Upon written request, clients can also take responsibility for voting their own proxies or can give BRR instructions about how to vote their respective shares.

Financial Information

BRR does not solicit fees of more than \$1,200.00 per client six months or more in advance, has never filed for bankruptcy, and is not aware of any financial condition that is expected to affect its ability to manage client accounts.