

HFR Investment Advisory Services

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This Brochure provides information about the qualifications, business practices, and investment philosophy of HFR Investment Advisory Services (“HFR”). It is an important tool to assist prospective and current clients to hire and/or retain us to manage money.

The enclosed information should be reviewed in conjunction with personal discussions with us to help prospective clients determine if our firm is a good fit to manage their assets. Clients and prospective clients should contact us at (518) 346-8189 or (315) 668-3332 with any questions regarding the contents of this Brochure or our services.

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 HFR is available on the Securities and Exchange Commission’s website at www.adviserinfo.sec.gov. HFR is a Registered Investment Advisor. Registration of an investment advisor does not imply any level of skill or training.



Navigating through market risks on behalf of clients for over 25 years

Item 2

Material Changes

HFR's current Form ADV, Part 2A is available to existing and prospective clients 24 hours a day through the Investment Adviser Public Disclosure website. Additionally, HFR will annually and within 120 days of the end of our fiscal year, provide you either: (i) a copy of our Form ADV, Part 2 that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV, Part 2A. HFR urges clients and prospective clients to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our firm, including but not limited to advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.

This Material Changes section of our Brochure is dedicated to highlighting and discussing any material changes that are made to update our annual Brochure, and will include a summary of the changes for our clients.

This Brochure contains no material changes since the last annual update filing.

Currently our Brochure may be requested by contacting Herbert F. Reilly III – Owner at (518) 346-8189, or bret@hfrfias.com and will be provided free of charge. Our Brochure and additional information about HFR Investment Advisory Services is also available via the SEC's web site, www.advisorinfo.sec.gov. The SEC's website also provides additional information about our firm and its investment advisor representatives.

Item 3

Table of Contents

Item 1	Cover Page
Item 2	Material Changes
Item 3	Table of Contents
Item 4	Advisory Business
Item 5	Fees & Compensation
Item 6	Performance Based Fees & Side by Side Management
Item 7	Types of Clients
Item 8	Methods of Analysis
Item 9	Disciplinary Information
Item 10	Other Financial Industry Activities & Affiliations
Item 11	Code of Ethics
Item 12	Brokerage Practices
Item 13	Review of Accounts
Item 14	Client Referrals and Other Compensation
Item 15	Custody
Item 16	Investment Discretion
Item 17	Voting Client Securities
Item 18	Financial Information

Item 4

Advisory Business

HFR is a discretionary money management firm, founded in 1995 by Herbert F. Reilly III (Bret). Bret continues to own and run the firm, and has been managing investment portfolios for families, businesses, and charities for more than 30 years.

As of 12/31/2020, HFR managed investment portfolios with assets (all discretionary) totaling \$408,354,719.

We provide a continuous discretionary money management service for individuals, trusts, corporations, charitable organizations, pensions, and retirement accounts. Bret Reilly actively manages the accounts, makes the security selections and trading decisions. Our management service is provided on a fee-only basis, according to a fee schedule detailed in an Agreement between a client and our firm.

Educational Background and Business Experience

Herbert F. Reilly III (Bret)

Born 7/17/61

Owner & Portfolio Manager HFR Investment Advisory Services	1995-present
VP and Senior Portfolio Manager, PaineWebber Inc.	1995
VP and Senior Portfolio Manager, Kidder, Peabody	1992-1995
Trust Investment Officer, NBT Bancorp	1989-1992
Education: Hobart College, BA Economics, Minor Mathematics	1984

Client Focus

While we believe that our general portfolio management approach is appropriate for all clients, it must be customized to meet the needs and risk tolerance of each client. We work closely with clients to:

- Understand a potential client's prior investment experience
- To learn of the client's investment goals and objectives
- To quantify the client's investment risk tolerances (based on the risk of portfolio loss that the client is reasonably willing to potentially accept) through an Investment Policy Statement.

General Investment Management Philosophy

We manage stock and bond portfolios according to the Prudent Investor Rule, the time-tested diversified investment philosophy required of fiduciaries.

Our stock portfolios typically include 35 – 40 stocks of financially strong, well-established companies that are very "liquid", or sellable, and trade frequently on major market exchanges. Stock holdings are diversified across market "sectors", or broad industry categories. Generally, our clients will hold the same stocks as held in our Model Portfolio, though the exact weightings will differ depending on account size, tax considerations, and any specific client needs or concerns.

While many money management approaches attempt to beat the market over the short-term through a myriad of formulas and trend strategies, we believe that a short-term focus will often increase portfolio volatility and exposure to speculative trends. Rather than pursuing or adding to stock holdings in strongly performing market sectors, (quantifiable by increased monthly trading activity), we typically look to pare back on stock exposure in momentum-driven areas.

We do not have multiple stock portfolio strategies, nor do we over-concentrate portfolios with higher risk "beta" holdings to suit aggressive investors.

For clients desiring less risk than a fully invested equity portfolio, we will typically include investment grade bonds and money market instruments. We use mutual funds for smaller client accounts when we believe that sufficient diversification can't be practically and economically reached using individual securities.

Investment Policy Statements

We use Investment Policy Statements to establish maximum stock market exposures for our clients. The stock holdings reflect the portion of accounts with a capital appreciation objective, where a higher level of risk is accepted to attempt to achieve long-term growth. For the portion of client accounts with an income and/or capital preservation objective, we generally invest in money market funds and investment-grade, short to intermediate term bonds.

Clients may adjust their Investment Policy Statements at any time to reflect changes in risk tolerance, cash flow needs, or investment goals.

Occasionally clients will ask us to continue to hold assets that they have purchased, and/or they will have us work to reduce such holdings to minimize taxable consequences. We do help them achieve such goals, and will assist clients in opening separate non-managed custodial accounts to hold such securities that a client wants to self-manage.

Item 5

Fees & Compensation

Our Investment Advisory Fees

HFR is a “fee only” investment management firm: We charge clients an annual fee based on a percentage of assets under management with each client. We have a written Agreement with each client that includes a fee schedule detailing our advisory fees. Our fees are typically paid quarterly in advance and charged at a rate of $\frac{1}{4}$ of the annual fee, based on the value of client account assets at the end of each calendar quarter. Clients may elect to be billed directly for portfolio management fees, though typically clients authorize their custodian, typically Charles Schwab & Co., Inc., to allow us to our directly debit our advisory fees from client accounts. Clients receive copies of bills or receipts, detailing fee calculations and notices of payment. Our standard fee schedule is as follows:

Annual Fee Schedule:

Assets Under Management (\$)	Annual Fee (%)
On the first 500,000	1.0
On the next 500,000	0.8
On the next 1,000,000	0.6
On assets over 2,000,000	0.5

General Minimums:

Account Size\$500,000

Quarterly Fee\$625

Fees and account minimums for all services are negotiable based upon certain criteria (i.e. level of service required, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition and complexity, etc.).

We may group certain related client accounts for the purposes of determining the account size and/or annualized fee.

Certain client agreements may be governed by fee schedules different from those listed above.

The initial billing for a new client account is calculated on a pro-rata basis for the remainder of the current calendar quarter, based upon the market value of the account (provided by the account custodian) either when the assets are transferred in to establish the new account, or when an existing Schwab account is linked to our computer systems. The terms of the specific account’s management fees are detailed in client’s Agreements. Quarterly fees are due on the first business day of each calendar quarter and may be charged by us at any time during that quarter.

Additional Custodial and Brokerage Services Fees and Charges

Our advisory fees are exclusive of custodial and brokerage fees that may be addition to HFR's annual portfolio management fee. Clients pay transactional commissions to their broker/dealer and/or custodian for the purchase and sale of securities, plus mutual fund management fees for mutual funds (including money market funds). Schwab Advisor Services, the custodian we currently use to execute trades for our clients, has generally eliminated stock trading brokerage commission charges for trades that we do in our client's accounts. In the rare event that we need to execute trades with special settlement terms, commission charges may be assessed by Schwab. Mutual fund fees are disclosed in the funds' prospectuses, which we can provide our clients. When clients transfer mutual fund assets into the accounts we manage, generally we will liquidate the funds and Schwab Advisor Services may charge a commission, generally less than \$50, per fund sale. There may be additional brokerage and custodial service charges, fees and taxes.

Generally, we purchase common stocks and investment grade bonds for portfolios. Typically, bonds we purchase are from Schwab Advisor Services, acting as principal, with no bond commission charges. There may be commissions, typically less than \$100 per trade, when Schwab Advisor Services acts as agent for the bond transaction. We minimize the use of mutual funds (though we do use money market funds), except with respect to smaller accounts where it is impractical and difficult to achieve cost-effective diversification with a portfolio of individual stocks and bonds.

HFR receives no share of any commissions generated through portfolio trading for any clients, nor does it receive any portion of mutual fund fees or other custodial or trading charges.

All of our Agreements with our clients may be terminated at any time, by either us or by our client, via written notification. Clients can alternatively notify their custodian, who will promptly notify us that our management services have ended. In case of any termination of our services, clients will only be charged for the pro-rated portion of the quarterly fee of management, and will be refunded the pro-rata portion of the quarterly fee not used, within 10 business days of notification. Such refund will be calculated from the day following notification through the remainder of the calendar quarter. If a client terminates an advisory Agreement within five business days of the execution of the Agreement, the client is entitled to a full refund of any advisory fees paid to us.

Referral Fees

We participate in a formal client referral program with Charles Schwab & Co., Inc., called the Schwab Advisor Network™ referral program. Through this program, we compensate Schwab with a percentage of our firm's management fees for those clients referred by Schwab's Financial Consultants. Such referred clients are not charged more than our standard fee schedule, and referred clients sign specific investor acknowledgment forms regarding the details of the referral relationship.

Our referral relationship with Schwab is discussed further under "Brokerage Practices" in Item 12.

Item 6

Performance-Based Fees & Compensation

HFR does not charge any "performance-based" fees. Our management fees are calculated as a percentage of the value of client accounts, and taken quarterly in accordance with the fee schedule in the Agreements with our clients. As our client accounts increase or decrease in value over time, our fees will change accordingly.

Performance-based fees typically would be management fees that are in addition to a base "percentage of assets" fee, allowing a portfolio manager to share in the capital gains, profits, or appreciation of client accounts. Again, we do not manage or participate in any pooled funds, hedge funds, or other investment vehicles whereby performance-based advisory fees may typically be charged to client accounts.

Item 7

Types of Clients

HFR provides portfolio management services for individuals, high net worth individuals, corporations, pension and profit sharing plans, as well as charitable organizations and foundations.

Item 8

Methods of Analysis, Investment Strategies & Risks of Loss

Investment Style & Philosophy

We agree with the philosophy of famed investor Ben Graham, who believed that the further one deviated from owning strong companies with established earnings histories, the more one would need to diversify. As noted in our earlier discussion of our general investment philosophy, we manage portfolios according to the Prudent Investor Rule, with our equity portfolios typically including 35 – 40 stocks of companies assessed by major rating companies as financially strong.

Risks of Loss:

While stock markets have had long periods of strong appreciation, they have also experienced times of devastating losses, and it is important that our clients understand the risks of loss when owning securities. Our Investment Policy Statement offers historic examples of significant periods of losses to provide realistic context as to the risk of investing in stocks. For example, the NASDAQ index fell by over 75% from early 2000 through late 2002, and the Dow Jones Industrial Average lost more than 50% from mid 2007 through early 2009.

We strive to invest in financially strong and profitable companies that do business in areas that have significant barriers to competitive entry. The firms should be managed well and should generally have their stocks' monthly trading activity remain within its historic normal range. If stock trading volume significantly accelerates, the likelihood increases that stock ownership has moved materially from the hands of long-term investors to those of speculators, potentially increasing future volatility.

We study the stock recommendations and ratings of other analysts and investment services as much as we analyze a company's financials directly. Often a change in how the market perceives a company's valuation is a reflection of a change in the prospects of the company, and sometimes it is a reflection of a greater appreciation of the already known prospects. We will look to buy or sell based on the first case, and add or subtract based on the second. Fundamental analysis 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. Therefore, unforeseen market conditions and/or company developments may result in significant price fluctuations that can lead to investor losses.

Trading Strategy

As earlier discussed in the context of trading commissions, our typical annual stock portfolio turnover is less than 25%, meaning that less than a quarter of the client stock positions will change each year. We are as likely to add to or pare down on existing holdings as we are to change securities. We do not establish trading ranges or targets for our stock holdings, and if a company has a strong history and a bright future, we will not likely trade out of it unless significant micro or macro events change the firm's outlook, or if another company within the same industry or general area of business becomes more compelling over the long term.

Item 9

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events regarding firm Principals and Supervised Persons providing investment advice that would be material to your evaluation of each. No information is applicable to this Item with respect to Herbert Reilly or any employee of HFR.

Item 10

Other Financial Industry Activities and Affiliations

No Principal or employee of our firm is engaged in any other financial business activity, nor has any financial industry affiliations, other than relationships already described throughout this Brochure.

Item 11

Code of Ethics

HFR invests in the long-term best interest of clients, acting as a fiduciary in accordance with the Prudent Investor Rule.

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct required of our employees, including compliance with applicable federal securities laws. Our Code of Ethics includes policies and procedures for the quarterly review of securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. 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 provides for oversight, enforcement, and recordkeeping provisions. A copy of our Code of Ethics is available to our advisory clients and prospective clients upon request to the Chief Compliance Officer at the firm's principal office address.

Conduct

Our employees shall demonstrate the highest standards of ethical business conduct and diligence with respect to communication with our clients, management of their assets, and protection of their personal and financial information.

Integrity & Objectivity

All services provided by employees of HFR shall be rendered with the highest level of integrity and objectivity. We will provide written disclosures regarding any potential conflicts of interest (for example, being an Advisor in the Schwab Advisor Network TM program), and we will not accept special compensation or service benefits (such as "Soft Dollar" commissions) from any vendor, trader, or custodian. The financial benefits that our firm receives from the custodian relationship that we have with Charles Schwab, including research, industry and compliance updates, trading and client interface technology, and operational client support are in many ways important aspects of providing us the efficiency to best focus on the investment management needs of our clients, and are within standards of the industry.

Confidentiality

All employees take great care to protect and maintain all confidential client documents and other information and communication in accordance with applicable laws. Further details are available in our Privacy Policy. It is sent annually to clients and is available upon request.

Principal & Employee Investing

Our principal (owner) and employees will not embark on any investing activity that could conflict with or compromise the investing interests of our clients. Employees have delegated investment discretion management authority for retirement-related IRAs, and must get pre-approval of the firm's Chief Compliance Officer before establishing any new investment accounts and prior to placing personal stock security transaction trades in investment accounts. Principals and employees must report investment holdings and trading activity quarterly.

Regulatory Compliance

All employees will fully comply with the appropriate Investment Advisory laws and regulations, as well as our internal firm rules with respect to serving Clients.

Item 12

Brokerage Practices

Custodial and Brokerage Services & Our Discretion to Choose Such Services

At HFR we do not actually hold client assets. An advisor is deemed to have constructive custody of client assets

if given the authority by clients to withdraw assets from client accounts. **Our clients authorize us to directly debit our quarterly portfolio management fees, in accordance with the terms in client Agreements.** This is the only withdrawal authority we have regarding client accounts. We have not been given, nor do we accept, the authority to otherwise withdraw assets from client accounts. Additional discussion of Custody is discussed in item 15.

Brokerage & Custodial Discretion

For clients in need of brokerage and custodial services, we will typically recommend Charles Schwab & Company, Inc.

Due to use of a particular broker or dealer, it should be understood that we will not have authority or ability to negotiate commissions among various broker-dealers, and best execution may not be achieved on a trade-by-trade basis.

We have an arrangement with Schwab Institutional, a division of Charles Schwab & Co., Inc., a registered broker-dealer, Member SIPC/NYSE, to maintain custody of our client assets. **HFR is independently owned and operated, and is not affiliated with Charles Schwab & Co., Inc.**

Charles Schwab & Co., Inc., has been a leader in the brokerage industry, providing individuals and institutions with brokerage, custodial, trading, and support services. We continually monitor Charles Schwab & Co., Inc., particularly Schwab Advisor Services, to ensure that our clients are receiving very high quality custodial services that complement our Advisory services.

Schwab Advisor Services provides monthly reporting services for us and for our clients. Schwab executes trades for our client accounts, and provides us with research and electronic, web-based account services. Schwab also provides us with operational services, at no charge, which are typically not available to Schwab retail clients. These services are generally available to independent investment advisors on an unsolicited basis at no charge to them, so long as a total of at least \$10 million of the Advisor's clients' account assets are maintained at Schwab Institutional, and the services are not otherwise contingent upon us committing to Schwab any specific amount of business.

Additional services that Schwab Advisor Services provides to us include research, access to mutual funds, software and technology, pricing information and other market data, client account data links, back-office support, record keeping, client reporting, and access to performance analysis systems. Schwab Advisor Services provides us with access to such benefits consistent with the benefits generally offered to clients of Schwab Advisor Services, and these benefits are considered a proprietary soft dollar arrangement. We do not participate in any "third party" soft dollar compensation or benefit arrangements tied to trading activity with any custodian. Generally, client trading will be done through Schwab Advisor Services at nominal, if any, commission rates. We do not receive any part of transactional commissions or brokerage fees.

Schwab also makes available to HFR other products and services that benefit us but may not directly benefit our clients' accounts. Some of these other products and services assist us in managing and administering clients' accounts. These include the above mentioned software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of our fees from clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of our client accounts, including accounts that may not be maintained at Schwab Institutional. Schwab Institutional also makes available to HFR other services intended to help us manage and further develop our business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing.

In addition, Schwab may make available, arrange, and/or pay for these types of services rendered to HFR by independent third parties. Schwab Institutional 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 us. As a fiduciary, HFR endeavors to act in its clients' best interests. However, our recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to us 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 Schwab,

which may create a potential conflict of interest.

The use of Schwab Institutional as custodian and trade broker for HFR services is based on an ongoing assessment that Schwab Institutional's services are in the best interest of Advisor's practice management on behalf of clients. Schwab Institutional is a leader of custodial services for investment advisors, and continues to offer attractive administrative, custodial, reporting and security trading services, as well as very competitive commission rates. We are under no contractual requirement to use Schwab Institutional as the custodian or trader for our clients.

We may (and currently do) invest in the stock of Charles Schwab & Co., Inc. on behalf of clients whose assets are held at Schwab Institutional, and we vote proxies on behalf of clients that have delegated such authority to us. We believe that any investments in securities of Charles Schwab & Co., Inc. are made purely for the benefit of achieving investment returns for our clients and do not impact the business relationship between us and Schwab or our clients.

As detailed in a separate Proxy Voting Guidelines Form, potential conflicts of interest arise from our owning and investing in securities of a firm that we use as custodian for our client accounts, including on matters of proxy voting. We generally vote proxies in accordance with company directors' recommendations.

However, as noted in our Proxy Voting Guidelines Form, if a proxy vote matter could pose a significant real conflict between our relationship with Schwab Institutional, and the representation of interests on behalf of our clients (such as merger or tender offer issues), we would present such information to our clients for consent before voting or trading on behalf of them, and offer them the opportunity to undertake the voting responsibility themselves.

Trade Aggregation and Allocation

We may aggregate client trades when doing so is advantageous to our clients. Mostly, we will batch client transactions to obtain better and more uniform pricing across client accounts. If we determine that aggregation of trades in a certain situation will be beneficial to our clients, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day.

Trade Error Policy

From time-to-time, we make errors in submitting trade orders on behalf of clients, or via a block order placed and allocated on behalf of multiple clients. When this occurs, we place correcting trades, or do trade "cancel and re-bill" orders with the clients' custodian, Schwab Institutional.

A correcting trade might have a gain or loss associated with the transaction. In the event that the correcting trade results in an investment gain, the gain will remain in the impacted client account, unless the same error involved other client account(s) that should have received the gain, it is not permissible for the client to retain the gain, or we confer with our client and the client decides to forgo the gain (e.g., due to tax reasons). If the gain does not remain in the impacted client account, and Charles Schwab & Co., Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, we will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in the client account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in a client account, they will be netted.

Item 13

Review of Accounts

Firm owner and Portfolio Manager, Bret Reilly, reviews all accounts quarterly with the Director of Operations when quarterly Portfolio Statements, fee receipts, and Performance Analysis reports are prepared and sent to clients along with our quarterly newsletter.

We perform batch account reconciliations, which are computer programs that compare the client portfolio holdings as recorded on our portfolio management system with the assets as recorded by, and sent directly from, the clients' custodian, Schwab Institutional, a division of Charles Schwab & Co., Inc.

Performance Analysis reports are run and reviewed at the “Portfolio” and “Asset Class” levels for client accounts so that we can report to the clients how their total portfolio has performed, as well as compare their stock, bond, and mutual fund holdings to major market indices. Portfolio stock, bond, and mutual fund holdings are continuously reviewed as market information warrants, and holdings are cross-referenced to all client accounts before block purchase or sale actions are taken.

Clients receive mailed or e-mailed trade confirmations (depending on client preference) for all trade activity as it occurs, directly from their custodian. Clients also receive monthly account statement reports directly from Schwab Institutional, again either by regular mail or email.

Our firm has a web-based portal to access copies of all monthly and tax-related reports sent to clients from Schwab Institutional. As per our client Agreements, clients with accounts in excess of \$100,000 receive quarterly Portfolio Statements and Portfolio Analysis reports from us. Portfolio Statement reports detail security holdings, and Portfolio Analysis Reports detail account performance compared to major market indices.

Item 14

Client Referrals and Other Compensation

We do not permit principals or employees to receive economic benefits related to providing investment advisory services from any outside person, firm, or entity that is not a client of the firm, **except for benefits derived from the relationship with custodian Charles Schwab & Co., Inc., including a formal client referral program with Schwab. Details of the brokerage relationship, and inherent conflicts of interest are disclosed in Item 12, Brokerage Practices, of this Brochure.**

We receive client referrals from Charles Schwab & Co., Inc. (“Schwab”) through our participation in Schwab Advisor Network® (“the Service”). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with us. Schwab does not supervise us and has no responsibility for our management of clients’ portfolios or any other advice or services we may provide. We pay Schwab fees to receive client referrals through the Service. Our participation in the Service may raise potential conflicts of interest described below.

We pay Schwab a Participation Fee on all referred clients’ accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by us is a percentage of the fees the client owes to us or a percentage of the value of the assets in the client’s account, subject to a minimum Participation Fee. We pay Schwab the Participation Fee for so long as the referred client’s account remains in custody at Schwab. The Participation Fee is billed to us quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by us and not by the client. We have agreed not to charge clients referred through the Service fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred through the Service.

We generally pay Schwab a Non-Schwab Custody Fee if custody of a referred client’s account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, we will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of our clients who were referred by Schwab and those referred clients’ family members living in the same household. Thus, we will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit our fees directly from the accounts.

For accounts of our clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from our clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab’s fees for trades executed at other broker-dealers are in addition to the other broker-dealer’s fees. Thus, we may have an incentive to cause trades to be executed through Schwab rather than

another broker-dealer. We nevertheless, acknowledge our duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for our other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Payment of referral fees for prospective client referrals creates a potential conflict of interest to the extent that such a referral is not unbiased and the solicitor is, at least partially, motivated by financial gain. Therefore, such a referral may be made even if our advisory services are not suitable to a particular client's needs or entering into an advisory relationship with us is not, overall, in the best interest of the client. As these situations represent a conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities:

- All such referral fees are paid 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 will be paid solely from our investment management fee, and will not result in any additional charge to the client;
- If the client is introduced to us by an unaffiliated solicitor, the solicitor, at the time of the solicitation, will disclose the nature of his/her/its solicitor relationship and provide each prospective client with a copy of our Form ADV Part 2 Brochure, together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between our firm and the solicitor, including the compensation to be received by the solicitor from us; and
- All referred clients will be carefully screened to ensure that our fees, services, and investment strategies are suitable to their investment needs and objectives.

We do not permit principals or employees to receive outside compensation or economic benefits related to investment decisions and/or brokerage products. Such potential economic benefits not allowed would include sales awards, prizes, and financial or entertainment-related incentives.

Any economic benefit that might be offered by a client, or that might be received from a current or prospective brokerage custodian, via a training conference or business meeting, must approved in advance by firm owner, Bret Reilly.

Item 15

Custody

Under government regulations, we are deemed to have custody of client assets if, for example, a client authorizes both us and the client's custodian to allow us to directly deduct our investment advisory fees from the client's account. All of our clients have indeed authorized their custodian and us to directly debit fees from accounts.

However, while our standard fee arrangement meets the definition of having custody, we do not actually hold client securities in their investment portfolios, nor do we have any other authority to withdraw funds from client accounts. An independent custodian holds all of our client funds and securities.

All of our clients hold their assets at Charles Schwab & Co., Inc., a leader in brokerage and custodial services, through Schwab Institutional. Schwab sends monthly account statements directly to clients. These statements are sent to the email or postal mailing address that the clients have provided to Schwab. It is important for clients to promptly review the statements from Schwab, and compare them to the quarterly Portfolio Statements sent from us.

Item 16

Investment Discretion

Our clients authorize us to manage their investment accounts for them, both through our Agreement and through Limited Power of Attorney forms and/or language in new account forms at Schwab Institutional. **As noted further in Item 5, Fees & Compensation**, our clients can stop our investment discretion over their accounts at any time by written notice.

Should the client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in this written authority statement. Clients may change or amend these limitations as desired. Such amendments must be submitted to us by the client in writing.

It is important to draw the distinction between management authority and portfolio clarity. We believe that a client is best served through portfolio transparency, or the ability for a client to understand exactly what is in a portfolio with respect to valuation, liquidity, quality, and diversification. Often a client, whether self-managing or delegating management to a money manager, will own products and services that can be very hard to understand, particularly from a risk assessment standpoint. Our client portfolios are comprised of very marketable stock and bond securities of established companies, so that clients can self examine, or further delegate review of what we manage on their behalf. We generally avoid derivative securities and investment products that many use to achieve specific investment objectives, as they are often hard to analyze and value.

Item 17

Voting Client Securities

We have a Proxy Voting Guidelines Notice that discusses our firm's voting practices on behalf of our clients. Clients may obtain a copy of our voting policies, procedures and guidelines by contacting the Chief Compliance Officer directly. Clients may request, in writing, information on how proxies for their shares were voted. If any client requests a copy of our complete proxy policies and procedures or information on how we voted for his/her account(s), we will promptly provide such information to the client.

As a discretionary money management firm that buys securities on behalf of our clients, we recommend that our clients authorize us to vote their shares, since typically we have purchased the securities on behalf of their investment interests. **However, it is entirely the client's right to vote on shareholder matters, and/or to receive shareholder material, even if they chosen to have us vote their shares.** Clients can change, or revoke, any "proxy voting authority" authority previously granted to us at any time. A client would send written notification of the change to the custodian. We will assist our clients, and can provide forms for clients to complete and submit to their custodian.

When and if clients decide to vote their own shares, proxy notices will be sent directly to them from either their custodian, or from the company (or its "Transfer Agent").

Clients can change proxy vote elections if made within a reasonable amount of time in advance of a particular company's vote "cut-off" time (to allow for votes to be recorded). Alternatively, clients can typically attend company meetings and vote at that time.

General Annual Meeting Voting Issues

Since we typically invest in large companies with established management track records, we generally vote in accordance with management recommendations. We believe that if sizable opposition to management arises on voting matters, it could have a material impact on both the short-term dynamics of stock trading and ownership and on the long-term outlook of company earnings. This could lead us to sell our clients' shares, even if we voted with management recommendations.

Other Potential Voting Issues

Periodically, we are presented with voting issues that can affect corporate governance, including mergers, spin-offs, restructurings, and anti-takeover provisions. After reviewing the proposals and resulting stock trading behavior, we will vote based on the perceived long-term best interest of our clients. Even if we agree with a management recommendation for significant change, we may sell some or all of our client holdings. We do not invest with a short-term investment motivation.

Potential and Actual Conflicts of Interests When Voting on Behalf of Clients

HFR's owner and employees have investment portfolios that are managed in the same manner as our client's portfolios, and believe that this helps to align our investment interests with those of our clients. We do not serve on the boards of any publicly traded companies, and our discretionary management and voting authority does not

represent a significant percentage of any outstanding shares of any company that we invest in for our clients.

We are part of the Schwab Advisor Network™ referral program, and have a custodial and trading relationship with Charles Schwab & Co., Inc, on behalf of our clients. We hold shares of Charles Schwab & Co., Inc. in our personnel and client accounts, believing that the company is an attractive investment, that the stock holdings do not impact the business relationship between us and custodian Schwab Institutional, and that the relationship does not impact our decision to hold such shares in client accounts. We vote the shares of Charles Schwab & Co., Inc. in accordance with the management's recommendations for routine, non-contentious issues, as is consistent with our voting policy with respect to all other stock holdings.

In the event that a proxy vote comes before shareholders whereby our relationship with Charles Schwab & Co., Inc. could be in conflict with the investment decisions made on behalf of our clients (for example a merger or tender offer for the company), we would present such information to our clients for consent before voting on behalf of clients.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s). We will however, upon client request, file "Proofs of Claims" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

Item 18

Financial Information

Under no circumstances will we earn fees in excess of \$1,200 more than six months in advance of services rendered, and therefore we have no obligation to disclose our firm financials as part of this Brochure. Our firm has no financial condition that impairs our ability to meet our contractual obligations to our clients, and it has never been the subject of a bankruptcy proceeding.