

Part 2A of Form ADV: Firm Brochure



Closed-End Fund Advisors, Inc.

7204 Glen Forest Drive, Suite #105
Richmond, Virginia 23226 USA

Website: www.CEFadvisors.com
Email: info@CEFadvisors.com

Toll-Free: (800) 356-3508
Main: (804) 288-2482
Fax: (866) 313-3002

Last Updated: *March 2021*

This brochure provides information about the qualifications and business practices of Closed-End Fund Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at (804) 288-2482 and/or info@cefadvisors.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.

Closed-End Fund Advisors, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about Closed-End Fund Advisors, Inc. is available on the SEC's website at: www.adviserinfo.sec.gov.

Closed-End Fund Advisors, Inc.

Item 2: Material Changes

Annual Update:

The *Material Changes* section of this brochure will be updated annually and when there are material changes at the Firm since the previous release of this Brochure. We will provide you with a new Brochure as necessary based on these changes or new information, at any time, without charge.

Material Changes since Last Update:

Our most recent update to Part 2A of Form ADV was made September of 2020. This update contains the following changes to our business since its last update:

- Item 4 (Advisory Business) – CEFA has included the CEFA Select Six Pack-Income as a model. Additionally, CEFA ceased producing the Scott Letter in 2018, as a result have removed references to it.
- Item 5 (Fees and Compensation) – removed a statement that it is the client’s responsibility to verify the accuracy of fee calculations. CEFA has adopted policies and procedures to help ensure fees are accurately calculated and billed.
- Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) – CEFA has updated various models to more accurately describe as well as to include models with various versions (e.g., tax-advantaged). Additionally, CEFA has included the Select Six Pack-Income as a model. Additionally, CEFA has removed descriptions of inactive portfolio models.
- Item 12 (Brokerage Practices) – CEFA has included a description of the Company’s responsibilities regarding clients that direct CEFA to direct transactions through specific broker-dealers.

How to Get an Updated Brochure:

Currently, our Brochure may be requested by contacting David Carter, General Counsel at (804) 288-2482 or dcarter@CEFadvisors.com. Our most up-to-date Brochure is always available on our web site www.cefadvisors.com, at the bottom of the “Why Invest with Us” page.

Additional information about Closed-End Fund Advisors is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Closed-End Fund Advisors who are registered, or are required to be registered, as investment adviser representatives of Closed-End Fund Advisors.

Table of Contents

Item 1: Cover Page	1
Item 2: Material Changes	2
Item 3: Table of Contents	3
Item 4: Advisory Business	4
Item 5: Fees and Compensation	8
Item 6: Performance-Based Fees and Side by Side Management	11
Item 7: Types of Clients	12
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	13
Item 9: Disciplinary Information	20
Item 10: Other Financial Industry Activities and Affiliations	20
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	20
Item 12: Brokerage Practices	22
Item 13: Review of Accounts	25
Item 14: Client Referrals and Other Compensation	25
Item 15: Custody	26
Item 16: Investment Discretion	27
Item 17: Voting Client Securities	27
Item 18: Financial Information	27

Item 4: Advisory Business

Overview:

Closed-End Fund Advisors, Inc. ("CEFA" or the "Firm") is a fee-based Registered Investment Advisory firm focused on investment management services and was founded on March 15, 1989. The Firm has been located in Richmond, Virginia since October 1997 and has six employees.

The Firm's principal's background includes 27 years on the Board of Directors for a closed-end fund (1976-2003) and co-authoring *"Investing in Closed-End Funds; Finding Value and Building Wealth"* (NY Institute of Finance: 1991). In addition to the Firm's weekly CEF data service they founded and manage the largest CEF focused group on LinkedIn *"The CEF Network"* and a blog, *"Closed-End Fund Education & Ideas"*. They have 35 CEF/BDC indexes: 11 Diversified Portfolio, 9 Equity sector, 9 Taxable Bond Sector, and 6 Tax-Free Bond Sector Indexes. (www.cefddata.com/index).

CEFA's Team:

- ❖ President: *George Cole Scott, III*
- ❖ Chief Investment Officer ("CIO") & Chief Compliance Officer ("CCO"): *John Cole Scott*
- ❖ General Counsel and Compliance Associate: *David W. Carter*
- ❖ Executive Assistant: *Jennifer Rickman Campbell*
- ❖ Portfolio Manager & Investment Advisory Representative: *Daniel Silver*
- ❖ Investment Advisory Representative: *Steven M. Kersey*

The Firm manages assets by primarily selecting an assortment of closed-end funds when combined seek to meet a client's investment goal. They research closed-end funds that best meet a client's objectives, often swapping funds in similar sectors as well as adjusting the asset allocation mixture for each model as market conditions change. When needed to fulfill an investment objective, mutual funds, exchange traded funds or common stocks can be utilized for client accounts.

What Is a Closed-End Fund?

First listed in the United States in 1893, a closed-end fund is a publicly traded investment company that invests in a variety of securities such as stocks and bonds. The fund typically raises capital through an initial public offering ("IPO"). Fund assets are then invested according to the fund's investment objectives. "Closed" refers to the fact that, once the capital is raised, there are typically no more shares available from the fund sponsor and the issuance of new shares is closed to investors.

After the IPO, most closed-end funds are listed on a national exchange, where the shares are purchased and sold in transactions with other investors, not with the sponsor company itself. When an investor wishes to purchase or sell shares of a closed-end fund, the investor finds buyers or sellers on an exchange such as the NYSE or the NASDAQ, just like a stock. Unlike a stock, the typical closed-end fund represents a strategy with an actively managed selection of holdings chosen by the portfolio manager. These investments in securities collectively add up to a value, known as its Net

Asset Value (“NAV”) that typically will be different from the fund's market price. The market price is determined by supply and demand, not the fund's net asset value. This creates either a discount or premium to net asset value in a fund’s price. Fund shares can be purchased intraday with market, limit, stop-loss and good-till-cancelled orders. CEFs are considered by the Firm as the best way to capture market inefficiencies for a client’s benefit.

With approximately 537 funds and \$300 billion in assets, the closed-end fund sector (which includes BDCs) is best known for international equity and income investing. Approximately one-third of closed-end funds are municipal (tax-free) bond funds with about half of these being state specific and half national funds. One-third of closed-end funds are in the taxable bond sector, and the remaining one-third are US equity, international equity and specialized equity funds. There are currently 48 BDCs available to investors. Closed-end funds cover just about every investment sector and even a few that are specialized and unique to CEFs.

Assets of Closed-End Funds by Type, End of Period

Millions of dollars

	4Q 2020	3Q 2020	2Q 2020	1Q 2020
Total Trad CEF Equity	122,030	108,401	100,746	89,730
U.S. Equity	22,882	20,234	19,075	16,168
Non U.S. Equity	14,157	12,429	11,469	9,620
Hybrid / Balanced	10,541	9,265	6,997	5,946
Specialty Equity	74,450	66,474	63,204	57,995
Total Trad CEF Bond	133,507	128,416	124,624	116,646
Taxable Bond	64,013	60,413	57,995	52,094
National Municipal	51,887	50,681	49,349	47,739
Single State Municipal	17,608	17,323	17,281	16,813
Total Traditional CEF	255,537	236,817	225,370	206,376
Debt Focused BDC	44,773	42,679	41,870	42,567
Equity Focused BDC	431	571	557	651
Total BDC CEF	45,204	43,250	42,427	43,218
CEF GRAND TOTAL	300,741	280,068	267,797	249,595

All data used is from our CEF Universe Report unless otherwise noted

Account Structure & Model Overview:

CEFA uses separate account management for each client at qualified third party custodians. This means that each client has an account titled in their name at a custodian independent to the Firm in which CEFA is authorized to manage on the client’s behalf. The Firm currently has 13 Diversified and 2 sector models. Models can be adjusted to bring out various traits if needed. Examples can include: Taxable vs Tax-Deferred accounts, lowering a models’ Beta, or selecting funds that only pay monthly. They help us in managing a client’s account in accordance to their specific investment goals and risk tolerances:

- ❖ International Opportunity
- ❖ Diversified Equity
- ❖ Diversified Growth
- ❖ Hybrid (High) Income
- ❖ Discount Opportunity
- ❖ Alternative Income
- ❖ Foundation/Balanced
- ❖ Taxable Bond & BDC
- ❖ Dividend Confidence Model

- ❖ Diversified Low Beta
- ❖ Low Correlation
- ❖ Diversified Tax-Sensitive Income
- ❖ BDC Select
- ❖ Select Municipal
- ❖ CEFA Select Six Pack Income

The Firm's portfolio management approach can be described as a *blend* of fundamental research for selecting the asset allocation percentages for each model as well as technical analysis to assist in the timing and price for purchase and sale of the various funds held in an account.

Research Articles & Webcasts:

Since 2012 the Firm has published articles on Seeking Alpha and WealthManagement.com in addition to our blog (www.cef-blog.com). We have found this a great opportunity to increase our coverage of closed-end fund ideas and trends in addition to engaging in a dialogue with closed-end fund investors and investment professionals. We also have continued our quarterly research and closed-end fund review and outlook webcasts in order to help fill the void in current closed-end fund coverage. More can be found on our webinar page: www.cefadvisors.com/webinars.html. The research articles and webinars are a free service.

CEF Data Service:

The Firm offers a weekly data service, *CEFA's Closed-End Fund Universe*, archived since March 2012, which is used to improve the management of client assets, peer to peer- group comparisons and in tracking the closed-end fund industry from a historical perspective. The service currently covers 290+ data points for US listed traditional closed-end funds and 210+ data points for BDCs. *The CEF Universe* is a paid subscription service on our website for individuals and investment professionals.

The service does not give specific recommendations or ratings of funds. Data service fees are usually paid via credit card, but subscription payments can be made via check with the Firm's prior approval. The firm's principals have the authority to offer free or discounted rates on the CEF Universe report when warranted. Payments are made in advance for access to the weekly data.

CEF Data Premium Service:

CEFData.com is the premium web-based extension of CEF Advisors' CEF Universe project. We currently collect and produce data points for US listed traditional closed-end funds and for Business Development Companies (BDCs). Our current offering is weekly XLS and PDF files with our expansive data coverage for the universe of funds and a Daily CEF/BDC News and SEC Filings Alert service. You can learn more about this offering on our main website: www.cefadvisors.com/universe.html

Subscription pricing for the premium CEFData.com service depends on the type of subscriber (i.e. individual investor, small RIA, or hedge fund) and ranges from \$1,250 - \$5,000 per quarter. Please contact CEFA for a quote.

Active Investment Company Alliance:

CEFA is a founding member of the Active Investment Company Alliance (AICA). AICA is a 501(c)(6) non-profit trade association for listed closed-end funds, business development companies, interval and tender offer funds. Membership will be broad-based globally across fund sponsors (member firm who manages a closed-ended management company, BDC or equivalent), or product sponsors (member firm who manages an investment product: open-end, UIT, ETF, CEF, SMA, LP where the underlying investments are focused on closed-ended management companies, BDC or equivalent).

Firm Services:

CEFA specifically does not engage in financial planning services, as it is an investment management firm. The Firm manages both taxable as well as tax-deferred and tax-free accounts. As the Firm's expertise is in analyzing and the utilization of closed-end funds for client investment objectives, there are limitations in CEFA's ability to serve clients interested in a portfolio manager that has expertise in individual common stocks or traditional fixed income securities. The Firm does not offer insurance products including variable or fixed annuities. CEFA offers, with limited availability to no more than five research related services clients, on a retainer or hourly schedule. See Item 5 in this brochure for more information.

Account Individuation:

While CEFA maintains twelve portfolios composites which most clients are assigned, each account and model is allowed to have specific additions or changes to the investment objective. This is most commonly avoiding a sector (like REITs) when the client is a commercial real estate / REIT attorney and does not want the extra exposure to the sector in their portfolio. In addition, clients sometimes request a type of investment be included in their account, like individual stocks, not followed by the Firm, which would preclude them from inclusion in one of the Firm's composites. As long as the Firm's principals agree that the client's request is prudent and the Firm is comfortable handling the management of the asset, we will modify a client's account as needed to fulfill their investment goals. CEFA can tailor its advisory services based on a client's needs and objectives. Investment guidelines and restrictions must be provided to CEFA in writing prior to entering or at time of entering an engagement. Additionally, as a client's risk tolerance, financial conditions or investment objectives change, the Client should ensure to provide updates in writing to its investment guidelines and any restrictions.

Typical Account Types:

CEFA deals primarily in the following account types: Individual, Trust, Partnership, Roth IRA, SEP IRA, Simple IRA, Rollover IRA and Defined Benefit Plans. The account types that the Firm is least interested in managing include 401(k), 403(b) and other similar corporate retirement accounts.

Portfolio Composites:

CEFA maintains composites for all of its portfolio models. We calculate composite performance returns net of the Firm's fees and brokerage commissions on a time-weighted basis. Each client account is placed in a composite unless the account has management or allocation characteristics making it inconsistent with one of CEFA's portfolio models. Composites are used to produce figures for public reporting of performance in CEFA's marketing materials and with investment databases. Accounts are entered into a composite 90 days after being assigned to the specific portfolio model's investment objective.

Personally Identifiable Information:

All information collected by CEFA for clients will be treated in the strictest confidence. CEFA will not voluntarily disclose confidential information to third parties without the clients' prior consent, unless required by law or regulatory agency directive. In the event that the client information is no longer retained by CEFA, the Firm will take responsible measures to destroy client information.

Firm Ownership:

Since 1997 President, George Cole Scott, III has owned 100% of the Firm's common stock. There are no intermediate subsidiaries.

Firm Assets, Accounts & Households:

As of December 31, 2020, CEFA managed approximately \$131,479,463 in assets for 124 active accounts or around 73 Clients. The Firm manages both discretionary (\$42,189,168) and non-discretionary (\$89,290,295) assets.

More Information on CEFA:

Prospective clients are encouraged to attend a live or on-demand session of the webinar: *"Why Hire CEFA as Your Portfolio Manager"* and *"The ABCs of BDCs and CEFs"* located on our website: www.cefadvisors.com/webinars.html.

Item 5: Fees and Compensation

CEFA charges an asset based fee for its portfolio management services. CEFA charges its fee in advance of any services rendered at the beginning of each calendar quarter. These fees are directly deducted from the client's account (see example below). The fee is calculated by using the account value on the last day of the previous quarter. If an account is opened during a quarter, the quarter's fee is prorated based on the number of days CEFA will be actively managing the account. There are no back-end fees or lock-up periods. If a client closes their account during a quarter then CEFA will return to the client any unearned fees on a pro-rata basis (see Account Termination section below). For example, if the client pays their fee in advance and closes their account exactly half-way into the quarter then CEFA will return 50% of the fee paid up-front.

Fees are directly deducted from client accounts, though clients are welcome to choose which accounts are debited for fees. For example, some clients prefer to pay IRA fees out of a taxable account. Management fees are calculated by multiplying one-fourth by the appropriate fee schedule bellow:

Direct Client / Individual Investor Fee Schedule

Regular Client Billing	
Assets Under Management	Fee Rate
\$500,000	1.50%
Next \$500,000	1.25%
\$1,000,000 - \$5,000,000	1.00%
Over \$5,000,000	0.85%

Small Account Billing	
Assets Under Management	Fee Rate
First \$50,000	2.50%
Next \$50,000	2.25%
\$100,000 - \$175,000	2.00%
\$175,001 - \$250,000	1.75%

Municipal Models Client Billing	
Assets Under Management	Fee Rate
Accounts \$1,500,000 to \$3,000,000	0.50%
Accounts over \$3,000,000	0.39%

Minimum Quarterly Fee: \$1,875. CEFA takes small accounts alongside other household or family assets. CEFA has a stated household minimum investment value of \$1,000,000. When an account managed by the Firm is valued less than \$250,000, the Firm has the option to charge the Small Account Billing Rate as long as the rate is included in the client's investment advisory contract. Disclosure: Similar investment advisory services may be offered by other advisers at a lower rate.

Institutional / Sub-Advisor Fee Schedule

Accounts that qualify for Institutional/Sub-Advisor Fee Schedule:

- ❖ Other Registered Investment Advisory Firms
- ❖ Investment Companies as defined in The Investment Company Act of 1940
- ❖ Investment Adviser Representatives
- ❖ Hedge Funds (Limited Partnerships)

Institutional Billing	
Assets Under Management	Fee Rate
First \$500,000	0.500%
Next \$500,000	0.425%
\$1,000,000 - \$5,000,000	0.333%
Over \$5,000,000	0.275%
Municipal Models	0.250%

Minimum Quarterly Institutional Fee: \$625

At CEFA, each client pays their pre-determined quarterly fee for our advisory services as well as custodial and trading costs. In some cases, CEFA may elect to pay some or all transaction fees for a

client account. In those cases, TD Ameritrade will not charge fees to the clients account, but will bill CEFA directly for those costs on a periodic basis.

Senior Management reserves the right to offer discounted fees or account minimums for clients. Fees may be negotiable in certain circumstances. The maximum fee allowed is 2.50% annualized of the account's present value.

CEFA is compensated primarily from these professional fees paid by its clients. The Firm does not receive any sales fees, referral fees or other forms of compensation from any third party on securities, investment selections and/or allocations. Client accounts are not aggregated when determining the breakpoints noted in the above fee schedule.

Research Retainer / Hourly Consulting:

The Firm can offer a consulting arrangement with institutional clients in need of a closed-end fund expert on retainer. Current minimum institutional fees are \$5,000 per quarter up to 20 hours and individual investor fees are \$1,500 per quarter for 6 hours of personalized consulting. We currently limit this to a maximum of five relationships at a time. Our primary fiduciary responsibility is always to our managed account clients, and we treat research clients second to them. However, we will never recommend a closed-end fund to a research client we are selling or have recently sold in a portfolio composite without written disclosure and documentation to our research clients. Consulting fees can be waived or reduced by senior management. CEFA's data manager is billed out at \$95 an hour, data analysts at \$45 an hour and John Cole Scott is billed out at \$495 an hour for consulting projects for individuals and \$830 an hour for consulting projects for professional institutions.

Account Termination:

Clients have the right to terminate CEFA's services by delivering written notice to that effect bearing their signature. If a client terminates an account, the previously billed management fee is promptly returned on a pro-rated basis. The effective termination date will be the date of the notice, unless a future termination date is specified. Clients are also able to end their relationship with the Firm by submitting those intentions to the custodian and removing the account from CEFA's management privileges.

Brokerage & Custodian Fees:

Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. These transaction charges are usually relatively small and are incidental to the purchase or sales of a security. Closed-end, open-end and exchange traded funds also charge internal management fees, which are part of the expense ratio and are disclosed in a fund's prospectus or annual report. Such charges, fees and commissions are exclusive of and in addition to CEFA's fee, and CEFA shall not receive any portion of these commissions, fees, and costs.

This section further describes the factors that CEFA considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions). Each custodian has a slightly different schedule of charges and fees, and it may be possible to find lower commissions or fees than at the custodians used by the Firm. CEFA looks at the total cost and benefits for client accounts when making such determinations.

Compensation for Sales of Investment Products:

The Firm's compensation is solely from fees paid directly by clients. The CEFA does not receive commission based on the client's purchase of any financial product, including insurance. No commissions in any form are accepted.

Subscription Fees For CEFA's Closed-End Fund Universe:

CEFA produces a weekly report on all US listed closed-end funds. It currently covers 250+ data points for US listed traditional closed-end funds and 200+ data points for BDCs. We also produce a CEF Press release archive and charts on data points on peer-groups as they are organized in the service. The cost is \$425 - \$3,500 per quarter depending on whether the subscriber is an individual, investment professional, or fund sponsor. Details are available at www.cef universe.com. We specifically do not give out recommendation or advice in the service. We simply collect and organize data on the funds. Subscriptions for this service are paid in advance on a quarterly basis.

Subscription pricing for the premium CEFData.com service depends on the type of subscriber (*i.e.* individual investor, small RIA, or hedge fund) and ranges from \$1,250 - \$10,000 per quarter. Please contact CEFA for a quote. Subscriptions for this service are paid in advance on a quarterly basis.

CEFA Offers access to our Daily News and SEC Filings Alert Service from \$295 - \$795 per year. A trial is available and you can learn more on our website: www.cef universe.com. Subscriptions for this service are paid in advance on a quarterly or semi-annual basis.

If subscribing during a quarter or annually (the "billing period"), the billing period's fee is prorated based on number of days left in the billing period. If a client cancels their subscription prior to the end of the billing period then CEFA will return to the client any unearned fees on a pro-rata basis. Senior Management reserves the right to offer discounted subscription fees for clients. Subscription fees may be negotiable in certain circumstances.

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

CEFA does not use a performance-based fee structure because of the potential conflict of interest (fees based on a share of capital gains on or capital appreciation of the assets of a client). Performance-based compensation may create an incentive for the advisor to recommend an investment that may carry a higher degree of risk to the client. However, the nature of asset-based fees allows CEFA to

participate in the long-term growth of the client's assets. This also means that our fees can decline when the client's portfolio declines in value.

Item 7: Types of Clients

Typical Clients:

The Firm has traditionally dealt with individual high net worth (HNW) clients but has been increasing its efforts to serve institutional clients, primarily independent financial advisors and financial planners in need of an outsourced investment solution as well as small to medium-sized foundations and endowments in need of CEFA's services. The majority of our current client base is comprised of individuals and couples and their related accounts. These relationships come both "direct" to the Firm and from "third-party" relationships (servicing financial advisors or financial planners).

Minimum Account Size:

The Firm expects clients to maintain accounts with \$2,000,000 per household in assets for most models and \$5,000,000 for the municipal bond models. Senior management has the authority to reduce this figure as it fits into the business goals of the Firm. Smaller accounts may be accepted if the client also has a larger account or a family relationship already maintained with CEFA. See Item #5 for more detail on CEFA's Fee Schedule. Minimum Quarterly Fee: \$5,000 or 2.50% of the account's value annually, whichever is lower.

Requirements to Open a Discretionary Account:

CEFA Requires That Each Client:

- ❖ Completes and Signs CEFA's Suitability Questionnaire
- ❖ Selects a CEFA Portfolio Model for Each Account to Be Managed
- ❖ Completes the Required Custodial Paperwork to Open an Account
- ❖ Executes the Firm's Investment Advisory Agreement
- ❖ Submits the Required ACAT/Transfer Paperwork or Sends a Check or Wire Transfer to the Custodian
- ❖ Receives a Copy of: Form ADV PART 2A & 2B, Form CRS, CEFA's Privacy Statement, and Custodian Disclosures
- ❖ Send CEFA a Copy of a government issued photo ID

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

Investment Philosophy:

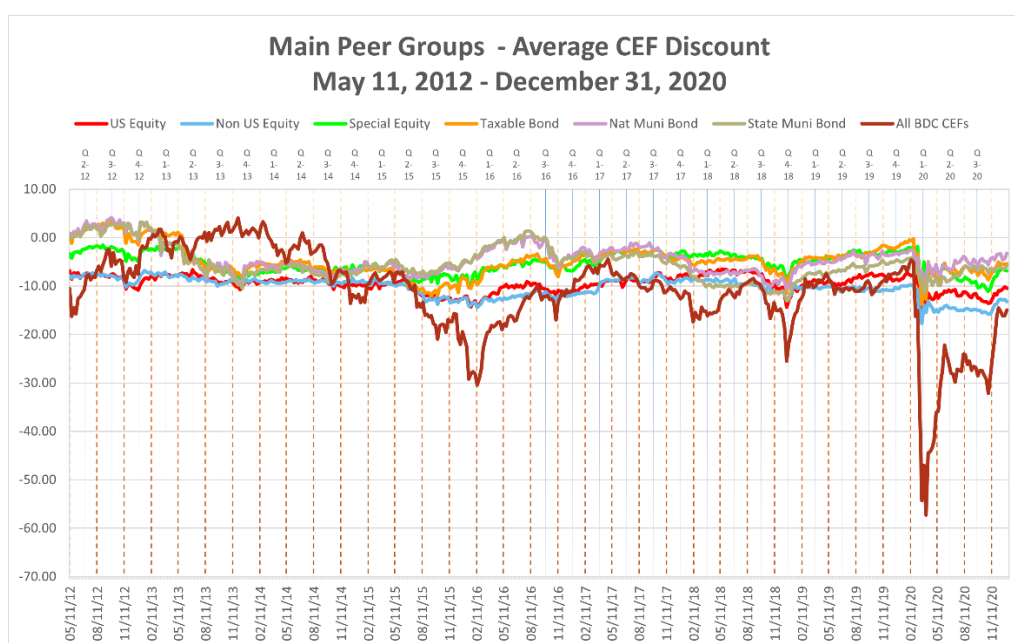
The primary investment strategy of CEFA is long-term capital appreciation for its portfolios, using total return derived from capital gains, income distributions and principal growth. Dividend distributions are important, and funds paying a regular distribution are often favored. For growth oriented accounts, CEFA typically chooses a regional focus on part of the world or sector to overweight its investment exposure.

For income-oriented accounts, we use both equity and fixed income oriented funds, seeking monthly or quarterly distributions. More and more funds have followed market demand for regular “managed distributions” or regular pay-outs from income and capital gains to shareholders. We seek to avoid distributions comprising significant return of principal payments if we deem them to be eroding net assets and can lead to a potential dividend cut. Managed distributions tend to narrow fund discounts. Funds that repurchase their shares are also quite common, which can add to the value of the position.

Discounts & Premiums:

As a general rule, CEFA only buys funds trading at a discount to NAV as premiums are considered headwinds that often greatly increase the principal risk in a closed-end fund. However, it is important to know that CEFA doesn't buy a deep discount without other significant factors that lead us to believe the NAV and discount will narrow. Some discount levels are pervasive, and the Firm uses the concept of relative discounts and historical discount trends to assist in selecting funds for client accounts.

A fund selling at a premium to net asset value will often be sold, replacing it with replacement funds usually at a discount. Not only is it unlikely that this premium will remain, but the fund could issue a rights or secondary offering, depressing the stock. When CEFA sells a particular fund at a premium we try to allocate the assets into a fund selling at a discount in the same region or sector.



Methods of Analysis:

Investment analysis methods for CEFA's models include fundamental and technical analysis. In addition to the Firm's proprietary sources *The CEF Universe*, the Firm also uses the following information and resources to make investment decisions:

- Telemet Live Trade Data & Economic Research
- Wall Street Journal, Financial Times, Barron's & The New York Times
- Numerous Industry & Sector Periodicals
- Contact with Many CEF Managers and Investor Relations Departments
- Relationships with most CEF Analysts
- Access to Updated NAV Values Intraday
- Access to Paid CEF Research and Data Sources
- Monitor All Known CEF Discussion Groups and Online Forums
- Public CEF Resources: www.cefa.com, www.cefconnect.com, www.morningstar.com
- Access to CEF Specialist Trading & Execution Firms
- Closed-End Fund & Industry Conference Calls
- CEF & Industry Conferences
- Research Reports Prepared by Others
- Filings with The Securities & Exchange Commission
- Fund Annual, Semi-Annual, Quarterly and Monthly Reports

Research:

Primary research is conducted at CEFA's Richmond-based corporate headquarters weekly, and files are kept for periodic reports on individual funds. CEFA seeks undervalued closed-end funds in every region and sector of the global stock and bond markets that have strong, NAV performance, manager tenure and favorable data characteristics. Interviews with fund portfolio managers are key to CEFA's investment research and analysis of funds.

Most of the economic and market analyses can be classified as fundamental, though CEFA often uses its analyses on the technical aspects of an investment to helping the timing of purchases or sales.

The financial services industry has moved more and more toward global investment. Flow-of-fund trends are tracked worldwide. When a sector looks overvalued or the particular fund sells above net asset value, CEFA is likely to start selling or swapping funds in this sector.

Closed-End Fund Data Team:

In 2011 CEFA hired an in-house data team to supplement our data on closed-end funds. In May of 2012 we commenced self-sourcing the data for our weekly data service "*CEFA's Universe Report*", replacing Morningstar as our data vendor. At the time we collected 26 data points per fund. Almost

three years later, we produced 235+ data columns per fund. Currently we produce 290+ data points for CEFs and 210+ data points for BDCs. The team reviews all press releases, SEC filings and fund updates from the fund sponsors websites as well as reviews and monitors the newswires and closed-end discussion groups. We offer free public CEF/BDC fund profiles, 30+ CEF/BDC indexes and a fund screener.

Firm Buy/Sell Disciplines:

Each week, CEFA reviews all the funds in the portfolios and Firm watch list. We review the previous week's net asset value, stock price, and discount to net asset value, the relative discount and the total returns for both the net asset value and the market price. Each fund is then rated as a buy, sell or hold.

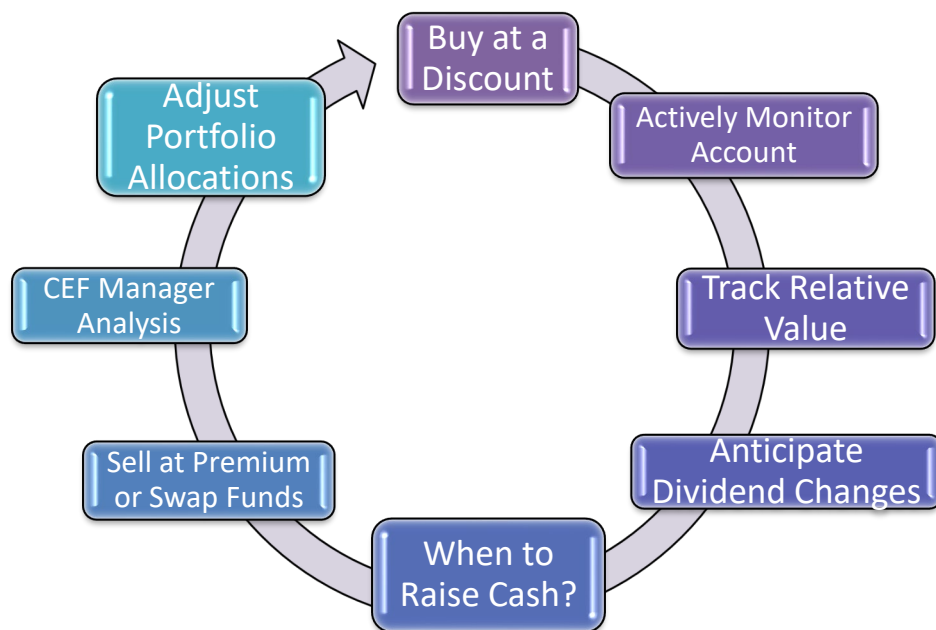
CEFA has a list of potential core holdings for new client accounts or assets and chooses positions according to the client's individual investment objectives. For new accounts or large amounts of new assets it typically takes 30 -90 days to fully invest into the selected model. This is the Firm's endeavor to reduce entry risk, by placing assets at a relative high in the markets or sectors. CEFA uses levels of discounts and other value-oriented analyses for fund purchases and sales.

Closed-End Fund Evaluation Factors:

Yield	Fundamental	Value
Fund's Dividend Policy	Manager Reputation	Historical Discount or Premium
Income Yield vs. Indicated or Distribution Yield	Portfolio Characteristics	Peer and Peer Average Discounts
Undistributed Net Investment Income Levels (UNII) & Relative UNII	Who Owns the Fund (institutions & activists)	Liquidity & Volatility
Dividend Changes	Expense Ratio (amount and make-up)	Correlation Analysis
Return of Capital (levels and effects)	Regulatory and Tax Changes	52 Week Relative Price
		Upcoming IPOs in the Sector

Typical Portfolio Investment Process:

Portfolio Models:



CEFA's asset allocation models are derived to balance the investment risks with a client's goals and needs. The company's investment approach focuses on the following areas of investment:

Active CEFA Managed Portfolio Models

- ❖ **International Opportunity:** Diversified portfolio of non-US and global sector of closed-end funds. We seek to blend our global market outlook with the ability to buy funds, often at significant discounts to NAV while having the opportunity for discount narrowing over time. Yield is a byproduct of the model as many CEFs pay at least annual or semi-annual distributions. We expect the model to be 60%-80% Equity exposure and 55% to 85% Non US holdings at the fund level. We seek duration of the portfolio on a "cash weighted" basis under 2 and a Beta to the S&P 500 between 0.75 and 0.90.
- ❖ **Diversified Equity:** Diversified portfolio seeking primarily equity exposure. The Beta to the S&P 500 is expected to be 0.85 to 1.15. This model is a good candidate for adding SpiderRock's option overlay, as you could outperform in an option-overlaid portfolio when the holdings are more volatile by nature. This portfolio is expected to have little to no duration exposure.
- ❖ **Diversified Growth:** Diversified portfolio focusing on the sectors and funds where we see the best risk-adjusted growth potential. Yield is a byproduct of the model as many CEFs pay at least annual or semi-annual distributions. We expect the model to be 65% to 90% equity exposure based on the fund's reported holdings and seeking to have duration of the portfolio on a "cash weighted" basis around 1 and a Beta to the S&P 500 between 0.70 and 1.0.
- ❖ **Hybrid (High) Income:** Diversified portfolio seeking 50/50 allocation to equity and debt at the fund level; focusing on the highest sustainable dividend levels possible in the current environment with at least 75% of funds paying monthly. Historically 8%-9% is our target

income level. We seek to have duration of the portfolio on a “cash weighted” basis under 2 and a Beta to the S&P 500 between 0.75 and 0.95. We offer a 100% monthly paying version of this model (#4.2) for investors that seek this feature to their investment needs and a Tax Advantaged version of this model (#4.1). A SpiderRock overlay can be a nice addition to this model.

- ❖ **Discount Opportunity:** Diversified portfolio seeking 50/50 allocations to equity and debt at the fund level. Researching funds that both have a larger than average absolute discount to NAV as well as wider than normal Comp Discount (vs. peer-group average) without a significantly worse NAV total return performance vs. their peer funds. This model can work well for contrarian investors. A SpiderRock overlay can be a nice addition to this model.
- ❖ **Alternative Income:** Diversified portfolio seeking 40 / 60 allocation to equity and debt at the fund level; focusing on less “plain vanilla” or core sectors and managers that could offer a more “hedge fund” like experience and a diversifier to traditional equity and bond allocations. We seek 2% a quarter in distributions at roughly half the Beta to the S&P 500 during normal market conditions with “cash weighted” duration under 2. We offer a Tax-Advantaged version of this model (#6.1). A SpiderRock overlay can be a nice addition to this model.
- ❖ **Foundation/Balanced:** Diversified model based on a 60% equity / 40% debt allocation at the fund level. We believe this model is a “medium risk portfolio” for a typical retired investor. Historically 7%-8% is our target income level. We seek to have duration of the portfolio on a “cash weighted” basis under 2.5 and a Beta to the S&P 500 between 0.60 and 0.85. This model is a good candidate for adding SpiderRock’s option overlay, as you could outperform in an option-overlaid portfolio at these Beta levels. We offer a “Tax Advantaged” version of this model (#7.1), that could reduce the after-tax friction by 65%-75% for a typical investor in a taxable environment. We also offer more conservative portfolio (Conservative Diversified), comprised of 2/3 the F/B model and 1/3 invested in non-traditional asset classes using ETFs and open-end funds to reduce the expected volatility over time.
- ❖ **Taxable Bond and BDC:** Diversified portfolio focused on the taxable bond and debt-focused business development company (BDC) sectors. This income focused model historically targets a 7%-8% income level. It seeks “cash weighted” duration under 4 and a Beta to the S&P 500 from 0.35-0.50.
- ❖ **Dividend Confidence Model:** Diversified portfolio of roughly 50% equity and bond funds where we see above average dividend coverage as the primary factor after our Trifecta analysis. Historically 6.25% - 7.5% is our target income level and we expect durations under 2.5 and a beta under 0.80.
- ❖ **Diversified Low Beta:** Diversified portfolio seeking 50/50 allocations to equity and debt at the fund level focusing on a lower Beta for to the S&P 500 in the sector when selecting funds. We seek to have duration of the portfolio on a “cash weighted” basis under 1.75 and a Beta to the S&P 500 between 0.40 and 0.60. This model is a good candidate for adding SpiderRock’s option overlay, as you could potentially lower the Beta to 0.25 to 0.40 levels.

- ❖ **Low Correlation:** Diversified portfolio seeking roughly 50/50 allocations to equity and debt at the fund level. Focusing on exposure to the CEF sectors we find have the lowest long-term NAV correlations to each other. Historically 6%-7% is our target income level. We seek to have duration of the portfolio on a “cash weighted” basis under 3.25 and a Beta to the S&P 500 between 0.50 and 0.70. We offer an “IRA” version of this model (#11.1) that replaces Build America Bond (BABs) exposure for the municipal bond exposure. A SpiderRock overlay can be a nice addition to this model.
- ❖ **Diversified Tax-Sensitive Income:** Designed to maximize after-tax yield for high income investors seeking little-to-no tax friction. Equal weight exposure to three CEF sectors who historically have low correlation: municipal bonds, master limited partnerships and tax-advantage equity funds. Muni’s, the most common tax-avoidance sector for many investors has a 39% 10 Year NAV correlation to MLPs and 33% correlation to Covered Call Funds. Covered Call funds have only a 70% correlation to MLP funds. We seek a Beta to the S&P 500 of 0.55 to 0.70 and an after-tax yield of 6% to 7%. Duration is expected to be under 4. We offer a Municipal bond overweight version of this model (#12.1) where 50% of the portfolio is Muni bond CEFs.
- ❖ **Business Development Company Select:** Diversified portfolio of BDCs with strong fundamental research on each BDC’s portfolio and management. Seeking BDCs exposure with above average dividend sustainability, NAV performance, variable and senior secured loan exposure as well as low non-accruals (defaults). We look for sector and geographic diversity. We expect a Beta to the S&P 500 of 0.6 to 0.8 and historically yield levels of 8.5% to 9.5% are common. BDCs have low 10-year correlation to most asset classes; including 15% to municipal bond, 13% to preferred equity and 27% to REITs and only a 40%-43% correlation to high yield and Sr. loans. We offer a “100% monthly paying only” (#13.1), “low Beta” (#13.2) and Premium BDC version of this model (#13.3).
- ❖ **Municipal Bond Select:** A focused portfolio managed for 100% tax-free municipal bond exposure. We seek to build and manage the portfolio for better than average: discount to NAV, NAV total return performance, distribution levels, duration exposure, dividend coverage and other criteria we believe can give investors a better experience when looking to allocate funds into this sector. We also offer this model with lower duration (and yield) exposure (#14.1).
- ❖ **CEFA Select “Six Pack” Income:** This is a Diversified portfolio of fund in the following six sectors: Business Development Companies, Covered Call Funds, Loan Participation Funds, Preferred Equity Funds, REIT/ Real Asset Funds and Utility / Infrastructure Funds. They are expected to be weighted with a min allocation of 10% and Maximum allocation of 20% per sector. Exposure should be at a minimum of 40% for both equity and fixed-income holdings for the underlying funds. We anticipate the yield being about 1% higher than the 12 Major Sector Index under normal market conditions.

Rebalancing of Accounts:

Account allocations are rebalanced at periodically, reducing positions or sectors that have made the biggest moves and adding to those selling at better value. Model allocations are adjusted as needed based on market changes.

Every account is separately managed and usually monitored on a daily basis, attending to specific objectives of the client. The allocations may be adjusted up to a variance of 10% of the portfolio model allocations and still be considered part of the composite.

Typical Model Turnover:

CEFA's model portfolios can be considered actively managed with the average turnover being about 35% to 150% per year based on the investment objective and tax status of the account. For example, harvesting losses in a taxable account when possible and prudent. The two main factors that determine this are: 1) The account size; large accounts tend to have more positions and thus more transactions, and 2) Changes in market, sector and fund conditions. We sell or swap funds when we feel it is prudent for the portfolio model.

This means clients could have frequent trading of securities in their accounts, and frequent trading can affect investment performance, particularly through increased commissions and taxes paid on short-term and long-term gains.

Closed-End Fund Specific Risk Factors:

The primary risk factors for closed-end funds include:

- ❖ **Liquidity Risk:** Some funds trade with wide bid/ask spreads and limited shares per day. CEFA generally avoids funds with less than \$100 million in NAV assets or trading less than \$250K a day in USD.
- ❖ **Discount Risk:** This risk is when a fund's discount moves wider than your purchased discount.
- ❖ **Dividend Cut Risk:** When a fund significantly reduces its monthly or quarterly dividend payment, the market price of the fund often suffers a quick and significant pullback. This hurts both principal and income production in the account. CEFA monitors fund press releases, CEF discussion groups and income risk data points to reduce this likelihood.
- ❖ **Market Price Risk:** Closed-end funds trade at market prices but are inherently worth their net asset value. There can be long-term disparity between the NAV performance and the market price performance which could potentially hurt shareholders.

Investment Risk:

Investing in securities involves a risk of loss that clients should be prepared to bear. The investment strategy offered by CEFA could lose money over short or even long periods. Our various investment approaches keep the risk of loss in mind. However, as with all investments, clients face investment risk including the following: Loss of Principal, Interest Rate Risk, Market Risk, Inflation Risk,

Currency Risk, Reinvestment Risk, Business Risk, Liquidity Risk and Financial Risk. CEFA cannot guarantee results of its models, and past performance cannot be used to predict future results. Investments in a CEFA managed account are not FDIC insured and may lose value.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of CEFA or the integrity of CEFA's management. CEFA and its employees have not been involved in any legal or disciplinary events related to past or present activities and thus we have no information applicable to this item.

Item 10: Other Financial Industry Activities and Affiliations

CEFA's management persons are solely employed by CEFA and have no relationships or arrangements that could pose a conflict of interest or are material in the management of our client accounts. We are not required to disclose any information in this section.

CEFA utilizes TD Ameritrade and Wells Fargo as custodians for client accounts. With TD Ameritrade we have institutional access which greatly assists us in managing the client accounts. Primary benefits include block trading, step-out trading, direct account billing, access to research and software integration between our customer relationship management ("CRM") software, portfolio reporting software and our custodians.

CEFA provides sub-advisory services to other investment managers. As of the date of this Brochure, CEFA provides sub-advisory services to one client at Wells Fargo.

Clients may be referred to CEFA by a third party solicitor. Any client that is referred to CEFA from a third party solicitor will at the time of referral be required to sign a separate written disclosure agreement that details the arrangement between CEFA and the solicitor, such as fees paid to the solicitor for such referral.

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

CEFA has adopted a Code of Ethics pursuant to SEC rule 204A-1 for all supervised persons of the Firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts, business entertainment items and personal securities trading procedures, among other things. All supervised persons at CEFA must acknowledge the terms of the Code of Ethics annually, or as amended.

CEFA anticipates that, in appropriate circumstances consistent with clients' investment objectives, it will cause accounts over which CEFA has management authority to affect and will recommend to investment advisory clients or prospective clients the purchase or sale of securities in which CEFA, its affiliates and/or clients directly or indirectly have a position of interest. CEFA's employees and persons associated with CEFA are required to follow CEFA's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of CEFA and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for CEFA's clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of CEFA will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of CEFA's clients. In addition, the Code of Ethics requires pre-clearance of many transactions and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between CEFA and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with CEFA's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. CEFA will retain records of the trade order specifying each participating account and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro-rata basis unless trade commissions make such proration costly to clients. Any exceptions will be explained on the order.

CEFA's clients or prospective clients may request a copy of the Firm's Code of Ethics by contacting David Carter.

It is CEFA's policy that the Firm will not affect any principal or agency cross securities transactions for client accounts. CEFA will also not cross trade between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the

transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12: Brokerage Practices

CEFA is an independent investment advisory firm unaffiliated with any custodian. Currently all but one direct client accounts are held at TD Ameritrade. The Firm considers TD Ameritrade a vendor vs. an employer as is sometimes the case for other investment advisory services. CEFA monitors the level of service it and its client(s) receive from TD Ameritrade on an ongoing basis. At any point CEFA is free to select a new custodian for its clients.

The benefits of working with one primary direct custodian includes consolidated access to institutional trading and a dedicated service team which assists CEFA in managing the operational aspects of our client's accounts. CEFA has access to consolidate block and error accounts which allows the Firm access to step-out trading and average pricing of funds for client accounts. Step-out trading is when the Firm utilizes a specialist execution firm to assist in buying or selling large amounts of (closed-end fund) shares in the same period of time (usually within a few days) and having those shares allocated to our block account at the custodian each day to then allocate to client accounts.

Directed Brokerage:

If the Client requests CEFA to arrange for the execution of securities brokerage transactions for the Clients' account, CEFA shall direct such transactions through broker-dealers that CEFA reasonably believes will provide best execution. These arrangements shall be referred to herein as "Non-Directed Brokerage Arrangements." CEFA shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its Client in light of its duty to obtain best execution. The Client may direct CEFA in writing to use a particular broker-dealer to execute some or all transactions for the Client. These arrangements shall be referred to herein as "Directed Brokerage Arrangements." In that case For Directed Brokerage Arrangements, the Client will negotiate their arrangements for the account with that broker-dealer, and CEFA will not seek better execution services or prices from other broker-dealers. As a result, the Client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the Directed Brokerage Arrangement account than would otherwise be the case.

Other Custodians:

CEFA is open to relationships with any custodian that allows similar access to services as long as the relationship makes business and compliance sense for the Firm and especially our clients. Wells Fargo Advisors currently has accounts with CEFA, and, in order to work through their advisors, the accounts are maintained on their custodian, First Clearing.

CEFA does not direct brokerage or allow a client to direct brokerage outside of the custodian where the client assets are held. The firm as a general rule uses aggregate or block trading when making a buy or sell decision across an entire composite across the entire firm. We make trades inside the account on an individual basis when the client has added or requested funds, or when an account is new to the composite and individual trading may be the most effective way to add or change a position. Non-aggregated trades can give less favorable execution to client portfolios. As our interest are closely aligned with the client, as an asset-based fee-only firm, it is in our best interest and the best interest of the clients to make the most favorable trading arrangements possible for each transaction.

TD Ameritrade Program:

The Firm participates in the TD Ameritrade Institutional program for advisors. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer.

- ❖ TD Ameritrade offers to independently registered investment advisers services which include custody of securities, trade execution, and clearance and settlement of transactions. CEFA receives some benefits from TD Ameritrade through its participation in the program.
- ❖ The Firm may recommend TD Ameritrade to clients for custody and brokerage services.
- ❖ The Firm receives economic benefits through its participation in the program which may include any one or more of the following: compliance, marketing, technology and practice management products or services provided to the Firm by third party vendors.
- ❖ TD Ameritrade and the Firm are separate and unaffiliated. The Firm and TD Ameritrade are independent of one another and have neither an agency nor employment relationship.

There is no direct link between the Firm's participation in the program and the investment advice it gives to its Clients, although the Firm receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits include the following products and services (provided without cost or at a discount):

- Receipt of Duplicate Client Statements and Confirmations
- Research Related Products and Tools
- Consulting Services; Access to a Trading Desk Serving Advisor Participants
- Access to Block Trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts)
- The Ability to Have Advisory Fees Deducted Directly from Client Accounts
- Access to an Electronic Communications Network for Client Order Entry and Account Information

- Access to Mutual Funds with No Transaction Fees and to Certain Institutional Money Managers
- Discounts on Compliance, Marketing, Research, Technology, and Practice Management Products or Services Provided to the Firm by Third Party Vendors
- TD Ameritrade May Also Have Paid for Business Consulting and Professional Services Received by the Firm's Related Persons

Some of the products and services made available by TD Ameritrade through the program may benefit the Firm but may not benefit its Client accounts. These products or services may assist the Firm in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help the Firm manage and further develop its business enterprise.

The benefits received by the Firm or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, the Firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by the Firm or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Firm's choice of TD Ameritrade for custody and brokerage services.

TD Ameritrade Additional Services:

CEFA also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program.

TD Ameritrade provides the Additional Services to the Firm in its sole discretion and at its own expense, and Firm does not pay fee to TD Ameritrade for the Additional Services. The Firm and TD Ameritrade have entered into a separate agreement to govern the terms of the provision of the Additional Services. The Firm's receipt of Additional Services raises potential conflicts of interest.

In providing Additional Services to the Firm, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, the Firm's Client accounts maintained with TD Ameritrade.

TD Ameritrade has the right to terminate the Additional Services Addendum with the Firm, in its sole discretion, provided certain conditions are not met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, the Firm has an incentive to recommend to its Clients that the assets under management by the Firm be held in custody with TD Ameritrade and to place transactions for Client accounts with TD Ameritrade.

The Firm's receipt of Additional Services does not diminish its duty to act in the best interest of its Clients, including seeking best execution of trades for Client accounts.

Soft Dollars:

CEFA does not engage in soft dollar benefits.

Item 13: Review of Accounts

Frequency of Review:

Client accounts are monitored on an ongoing basis. A formal review occurs each quarter. However, accounts are monitored on an almost daily basis. Each account is reviewed, in particular, for the need to re-balance or swap one fund for a superior investment exposure.

Review Triggers:

Account reviews for client accounts are performed more frequently when market conditions dictate, or when a client's objectives change. A review may be triggered by client request, changes in market conditions, new information about an investment, changes in tax laws or other important changes.

Performance & Client Reporting:

The performance for each account is currently measured using portfolio management software. Clients are mailed or emailed quarterly reports as well as have access to their accounts via the web both through their custodian and CEFA's portfolio management software's web portal. Clients can access this through a link on our website in the upper left-hand corner named "client login".

Account Reviewers:

Accounts are reviewed by the Firm's portfolio managers, John Cole Scott and Daniel Silver.

Account Custody:

Detailed information about client custody is available in Item 15.

Item 14: Client Referrals and Other Compensation

CEFA's Compensation for Referrals:

CEFA has adopted the following referral compensation schedule which can be used to compensate a solicitor on a one-time basis for significantly assisting the Firm in gaining a new client household relationship.

In order to be paid the referral fee, the individual must disclose in writing to the referee that they will be compensated for making the introduction as 65%-80% of the first full quarter's fee (depending on the account size). Payments will be made once a full quarter's fees are paid by the client, unless otherwise agreed upon. The referring individual will be sent a 1099 for the income by CEFA during the first quarter of the following calendar year. Any referring party receiving compensation related to our investment advisory services must be registered with the appropriate regulatory authority.

One-Time Referral Fee Schedule

Example Account Size	Example Client Fee	Est. Quarterly Fee	Referral Pay-Out %	Referral Pay-Out \$
\$500,000	1.50%	37.5 bp	65%	\$1,219
\$500,001 - \$1,000,000	1.25%	31.25 bp	70%	\$1,094 - \$2,188
\$1,000,001 - \$5,000,000	1.00%	25 bp	75%	\$1,875 - \$9,375
\$5,000,001+	0.85%	21.25 bp	80%	\$8,500+

The referral fee will be calculated by the actual fee paid by the client, which sometimes can differ from CEFA's Regular Fee Schedule.

Compensation to CEFA:

CEFA participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade, Inc., member FINRA/SIPC/NFA, an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. The Firm receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 12 above.)

CEFA receives no sales awards or other prizes from any sources.

Item 15: Custody

CEFA has custody of client funds and securities solely as a consequence of its authority to make withdrawals from client accounts to pay its advisory fee. Each client's agreement gives CEFA written authorization to deduct advisory fees from the account held with a qualified custodian.

All investments are held at qualified custodians, who provide account statements directly to clients at their address of record or via email and web-access at least quarterly.

The Firm urges clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16: Investment Discretion

Discretionary Authority for Trading:

CEFA usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, CEFA observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, CEFA's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Limited Power of Attorney:

Clients must sign a limited power of attorney and our Investment Advisory Agreement before CEFA is given discretionary authority. The limited power of attorney is often included in the qualified custodian's paperwork and in the Firm's Investment Advisory Contract.

Investment Guidelines and Restrictions:

Investment guidelines and restrictions must be provided to CEFA in writing as a client's risk tolerance, financial conditions or investment objectives change.

Item 17: Voting Client Securities

As a matter of Firm policy and practice, CEFA does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. CEFA may provide advice to clients regarding the clients' voting of proxies and welcomes questions at any time about a particular proxy solicitation.

Item 18: Financial Information

CEFA does not have any financial impairment that will preclude the Firm from meeting contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding. A balance sheet is not required to be provided because CEFA does not serve as a custodian for client funds or securities and does not require pre-payment of fees more than \$1,200 per client, six months or more in advance.