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ADV Part2A Appendix 1

Effective: *March 23, 2023*

DISCLAIMER:

This Wrap Fee Program Brochure provides information about the qualifications and investment advisory business practices of Northstar Financial Companies, Inc. (hereafter "Northstar"). If you have any questions about the contents of this Brochure, please contact us at 800-220-2161 or at www.nstarfinco.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about our firm is available on the SEC's website at www.adviser.info.sec.gov (the CRD number for Northstar is 119396).

NOTE: Please be aware that registration with the SEC does not imply a certain level of skill or training of any firm.



MATERIAL CHANGES:

Material changes are any changes an average client would consider important to making an investment decision.

Since the filing of our last annual updating amendment, dated May 20, 2022, we have the following material change to report:

Under Item 4 – [SERVICES, FEES AND COMPENSATION](#) and Item 6 – [PORTFOLIO MANAGER SELECTION AND EVALUATION](#) we changed our disclosure to reflect the merger of our Managed Service and Comprehensive Wealth Service into a single Investment Management service and removed any reference to these two types of service and combined the two into a single service under a single fee structure. We also added the following language:

Additionally, when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests ahead of yours.

Under this special rule's provisions, we must:

- ◆ *Meet a professional standard of care when making investment recommendations (give prudent advice);*
- ◆ *Never put our financial interests ahead of yours when making recommendations (give loyal advice);*
- ◆ *Avoid misleading statements about conflicts of interest, fees, and investments;*
- ◆ *Follow policies and procedures designed to ensure that we give advice that is in your best interest;*
- ◆ *Charge no more than is reasonable for our services; and*
- ◆ *Give you basic information about conflicts of interest.*

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SERVICES, FEES AND COMPENSATION:

The Northstar Asset Management Program (the “Program”) is an investment advisory program sponsored by Northstar Financial Companies, Inc., a Registered Investment Adviser offering a variety of services, including comprehensive Financial Planning, Investment Management and other services under different service arrangements than those described herein.

Description of the Program

The Program is offered as a wrap fee program, which provides clients with the ability to trade investment products without incurring separate commissions or transaction charges.

In a typical brokerage-only account, your relationship with the firm would be transactional, as you would pay the broker-dealer a commission or other security transaction fee for each transaction that covers the cost of execution, related services and incidental advice based on what the broker determines to be in your “best interest.” A broker is not a fiduciary to you.

In a fee plus commission investment account, you would pay an asset-based fee to Northstar and, if applicable, pay a separate commission or transaction fee to a broker-dealer for each transaction that covers the cost of execution. Depending on the broker-dealer selected, you may also pay a fee for custodial services. Please refer to our Form ADV Part 2A for information on fee plus commission or security execution fee services.

In an account under the Program, on the other hand, the relationship is centered on advice. You pay a single, annual fee based on the value of assets in the account, in exchange for;

- comprehensive financial planning including, but not limited to, retirement, education funding, insurance, executive/employee benefit analysis, business succession, estate and gift planning, and tax planning
- investment management services including, but not limited to, consulting, portfolio construction and monitoring, investment manager due diligence and research, ongoing asset allocation and rebalancing, reporting and quarterly analysis, and the cost of any transactions that may be executed.

Please note that in either a fee plus commission/transaction fee or a wrap fee arrangement, Northstar is a fiduciary to you. This means that we are required to put your interests ahead of our own (rather than simply acting in your “best interest”).

Additionally, when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests ahead of yours.

Under this special rule's provisions, we must:

- ◆ Meet a professional standard of care when making investment recommendations (give prudent advice);
- ◆ Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- ◆ Avoid misleading statements about conflicts of interest, fees, and investments;
- ◆ Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- ◆ Charge no more than is reasonable for our services; and
- ◆ Give you basic information about conflicts of interest.

The benefits of a wrap fee program depend largely upon the size of the account, account management costs, frequency of security transactions or the type of security transactions executed. As such, a wrap fee program may not be suitable for all accounts. Some examples are accounts holding primarily cash or cash equivalents, fixed income securities, no-transaction fee mutual funds or any security that can be traded without commissions or transaction fees.

When deciding if a wrap fee arrangement is appropriate, please compare the agreed upon wrap fee (and any other costs associated with participating in the wrap fee program) to the amounts that would be charged by other advisors, broker-dealers, or custodians for advisory fees, brokerage costs, execution costs and custodial services.

To participate in the Program, you must open an account with either the Schwab Advisor Services division of Charles Schwab & CO. Inc (hereafter "Schwab"), or TD Ameritrade Institutional, a division of TD Ameritrade Inc. (hereafter "TD"). Both Schwab and TD are independent registered broker/dealers and FINRA/SIPC member firms and provide custody of securities, trade execution, transaction clearance and settlement services for clients in the Program.

Please note that both TD and Schwab have eliminated commissions for U.S. equities, ETF's, and option online trades. In most cases, when we buy and sell these types of securities, we will not pay any commissions. We encourage you to review our custodian's pricing to compare doing a wrap fee vs. non-wrap fee arrangement.

While Northstar may recommend Schwab or TD for custody and brokerage services, Northstar is independently owned and operated and is not affiliated with either Schwab or TD, nor is any advice or investment recommendation linked to or contingent upon these services. Other custody arrangements can be made under fee plus commission/transaction fee services, in which case clients may (as applicable) pay transaction-related fees or other charges not covered in this brochure. Please refer to our Form ADV Part 2A for information on our fee plus commission/security execution fee services.

Both TD and Schwab provide Northstar with products and services that may only indirectly benefit your accounts. These include software and other technology that provide access to Client account data (such as trade confirmation and account statements); facilitate trade execution for individual accounts or in block trades; provide research on securities (primarily stocks and bonds), pricing information and other market data; facilitate payment of our fees from your accounts; and assist with back-office functions such as recordkeeping and reporting. Most of these services are used to service all or a substantial number of Northstar's client accounts, regardless of whether they are subject to fees as part of the Program.

TD and Schwab also provide Northstar with back-office consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. Such services are intended to help Northstar manage and further develop its business enterprise and do not necessarily benefit client accounts. These benefits do not depend on the number of transactions directed to our custodians, though receipt of these benefits create a potential conflict of interest and may indirectly influence Northstar's choice of custodian/broker-dealer.

As a fiduciary to your Program accounts, Northstar always endeavors to put your interests ahead of our own.

Northstar provides advisory services through the Program on both a discretionary and non-discretionary basis, always reflecting your stated risk tolerance and financial objectives. Discretion is granted by your written authorization and is limited to trading authority, which allows us to enter securities transactions on your behalf, determining which securities and the amount to buy or sell.

For non-discretionary accounts, we prepare recommendations as we do for our discretionary accounts, but we must receive specific instructions from you, in writing, prior to execution. Note that this may delay the purchase or sale of securities, and in the case of price sensitive securities or an inactive market, may cause a recommendation to go un-implemented.

In rare instances, Northstar may recommend the services of an independent investment manager, under which advisory services are typically discretionary and reflective of a very specific financial objective. That said, most Program assets are under Northstar's direct management and primarily allocated across exchange listed stocks, mutual funds, exchange-traded funds, covered stock options, municipal or Government securities, corporate debt, partnership interests and warrants.

Portfolio allocation in our Asset Management program is strategic in nature and designed to provide broad diversification across different asset classes and investment objectives (growth vs. income) in accordance with your goals, your liquidity needs and your tolerance for market/price risk. You may impose restrictions on the types of securities held in your Program accounts.

Program Fees

We receive compensation for our investment advisory services, balance of the total wrap fee, trading and other management costs when managing a client's account on a wrap fee basis. We have a financial incentive to maximize our compensation by seeking to reduce/minimize the total costs in your account subject to a wrap fee.

Fees for our Asset Management Program are based on the value of your total managed portfolio, or per account size. Fees may be a flat fee ranging from 1.25% to .50% of managed assets or may be tiered in accordance with the outline below.

BASIC FEE TIERS

FROM	TO	MAXIMUM FEE TIER
\$0	\$1,000,000	1.25%
\$1,000,001	\$1,500,000	.75%
\$1,500,001	and higher	.50%

Fees are negotiable and are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds. Program fees may also be higher or lower than fees charged by other firms/sponsors for similar services.

The annual fee is prorated and charged quarterly, in advance. Accounts initiated or terminated during a calendar quarter will be charged/refunded a prorated fee, (refunds will cover the unused portion of any prepaid advisory fee, from the date we receive your written notice to terminate to the end of the quarterly period). Fees are not adjusted, however, for contributions or withdrawals made to/from existing accounts during any calendar quarter.

Other Costs

In addition to the Program fees, you may also incur charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions. These charges include internal fees charged by mutual funds or money market funds, exchange-traded securities and REITs or LPs, as well as mark-ups or mark-downs priced in on fixed income securities or alternative investments, transfer fees, wire fees, foreign and/or transfer taxes, and exchange-related fees.

As a client in the Program, you are most likely to incur the costs of internal expenses for mutual funds held in your account, which vary by fund and are disclosed in the fund's prospectus. To help keep these costs low, Northstar utilizes institutional level, advisor-only or low-cost funds whenever possible for Program accounts. You should be aware that Northstar is required to pay a sur-charge to trade certain low-cost funds, and that this presents a conflict of interest as we have an incentive to recommend different funds or to trade surcharge eligible funds less frequently.

Additionally, Northstar pays transaction costs at both Schwab and TD for each trade executed in a wrap fee account. Due to our incurred transaction costs, we may have a financial incentive to limit orders and trade less frequently in a wrap fee account.

Referrals to the Program

Northstar does not provide compensation to anyone for referring clients to our Asset Management Program.

ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS:

Individuals

The majority of our clients are goal-oriented individuals who seek comprehensive planning and investment advice. The Program is ideal for individuals who want active investment management and monitoring without having to monitor the market themselves. The minimum investment for individuals seeking Asset Management services is \$ 10,000.

Trusts & Foundations

Northstar may also provide Asset Management services to Charitable Trusts, Foundations and Endowments established by existing clients as a separate service. The minimum investment for organizations/entities seeking this service is \$ 25,000.

PORTFOLIO MANAGER SELECTION AND EVALUATION:

As mentioned above, Northstar may use the services of independent investment managers in rare instances, but for the most part the Program assets are managed directly by Northstar and its Advisory Representatives. Northstar requires education and experience in investments, insurance, taxation and other related fields as the minimum standard for their Advisory Representatives, and all Associated Persons must be appropriately licensed for securities and/or insurance. Advisory Representatives are encouraged to pursue study toward a Certified Financial Planner or Chartered Financial Analyst designation.

Accounts are not assigned by Northstar to any Advisory Representative, who may have different levels of experience, education and management styles. You may choose your primary Advisory Representative, but all Advisory Representatives work as a team in the Program to design, develop and monitor Program assets. Northstar, nor any third party, reviews investment performance for any Advisory Representative.

Advisory Business

Prior to rendering any service, Northstar offers an Initial Consultation to discuss your situation, goals and concerns. As a potential client, you will receive questionnaires designed to clarify your planning needs, as well as screen for investment risk tolerances, in preparation for

consultation. You may also receive an analysis of current investments as a part of your consultation. The consultation and any analysis presented are free and there is no obligation to proceed with any of our services upon completion.

Northstar's Advisory services begin with the Strategic Plan, which is customized to your goals and includes, at a minimum, a family net worth statement, an investment portfolio analysis, and illustrations of needs/risks.

The Strategic Plan forms the basis for our recommendations, as well as any ongoing services including our Asset Management Program. There is no obligation for you to proceed with any service offering upon delivery of a Strategic Plan, and you may choose to implement the Strategic Plan, or any part thereof, through any other financial professional.

Northstar's Advisory services are designed to be long-term, and may include tax planning, estate planning, business planning, protection and insurance planning, retirement planning, education funding, cash flow, and/or employee benefits analysis, depending upon your needs. As part of this service, Northstar will review your entire financial situation on at least an annual basis and will be available as needed for consultations related to any aspect of your financial situation.

Investment management through our Asset Management wrap fee Program can be on both a discretionary or non-discretionary basis, always reflecting your stated risk tolerance and financial objectives. Recommendations/trades for all Program accounts may involve exchange listed stocks, mutual funds, exchange-traded funds, stock options, municipal or Government securities, corporate debt, partnership interests and warrants. In rare instances, Northstar may recommend investment in private placement offerings. You may impose restrictions as to the types of investments/securities held in your Program accounts.

Northstar's representatives are also able to implement insurance recommendations in financial plans. You have no obligation to purchase insurance through these individuals. If you do purchase insurance through our associated persons, they will receive separate and typical compensation. This presents a conflict of interest in that they have an incentive to recommend insurance products in financial plans.

You may request that Northstar execute transactions that are recommended on your behalf in any non-discretionary account by providing specific instructions in writing prior to each transaction. Note that this may delay the purchase or sale of securities that are recommended, and in the case of price sensitive securities or an inactive market, may cause a recommendation to go un-implemented.

Performance Based Fees and Side-by-side Management

Compensation for the firm or any Advisory Representative is never based on a share of the capital gains upon, or capital appreciation of, the funds in any account.

Methods of Analysis, Investment Strategies and Risk of Loss

Fundamental analysis is applied to equities to determine fair value of a stock and some exchange-traded funds by evaluating earnings, price and dividends paid, as well as key information from a company's balance sheet, income statement and overall financial condition. As applied to debt securities, credit history, duration and yield are all evaluated. Fundamental, fair value analysis may be applied to individual companies or industry sectors.

For mutual funds, which represent Northstar's typical investment and form the bulk of our client portfolios, fundamental analysis involves the evaluation of the fund manager against a specific set of criteria such as manager experience, methodology and personal investment (does the manager invest in their own fund). Additionally, we measure overall cost and past performance relative to a peer group of similar managers. We will also evaluate and monitor Modern Portfolio Theory statistics such as Beta (risk) Alpha (reward) and Standard Deviation (volatility).

Despite our analyses and research, investment decisions made by Northstar's Advisory representatives are subject to various market, currency, economic, political, and business risks, such as

- *Interest-rate Risk:* Fixed income securities are subject to interest rate risk because the prices of fixed income securities tend to move in the opposite direction of interest rates. When interest rates rise, fixed income security prices fall. When interest rates fall, fixed income security prices rise. In general, fixed income securities with longer maturities are more sensitive to changes in interest rates. In addition, falling interest rates may cause a portfolio's income to decline.
- *Market Risk:* The price of a security, bond or mutual fund, or exchange-traded fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's underlying circumstances
- *Inflation Risk:* When an inflationary economic environment exists, a dollar in the future does not buy as much as a dollar today will buy. This negatively impacts people on fixed incomes.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may be reinvested at a potentially lower rate of return. This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product.
- *Business Risk:* These risks are associated with an industry or a particular company within an industry.
- *Financial Risk:* Excessive borrowing to finance the operations of a business increases risk because the company must meet the terms of its obligations in good times and bad.

During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Northstar's overall management philosophy is goals-based. Investment strategies utilized will reflect your needs and goals and will differ from strategies used for different clients. Strategies may include short as well as long-term purchases of equities, debt instruments, mutual funds, and options. If you have a low risk tolerance, or if capital preservation is a primary objective, emphasis will be on more passive, fixed-income strategies. For more aggressive or growth-oriented objectives, strategies will generally be more active and equity-based.

Active investment strategies may carry more risk than passive strategies due to a greater frequency of transactions, which may involve additional costs such as transaction or exchange fees and taxes. Strategies involving options carry additional risk, as losses incurred may exceed losses on the underlying stock and covered calls may make the underlying equity illiquid for the duration of the contract. On occasion, and at your request, we may buy and sell a security within 30 days or less (trading) but it is not a normal part of our strategies.

NOTE: Investing in securities involves risk of loss, which you should be prepared to bear. There is no guarantee that you will be able to meet your investment goals

Voting Client Securities

For any security that entails a voting right in the underlying company, Northstar will not have or accept authority to vote on your behalf. All voting issues, proxies, and solicitations will be communicated to you through your broker-dealer/custodian. Upon request, however, we may help explain or answer questions regarding a given voting issue.

CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS:

Northstar and its Advisory Representatives will collect personal information from you on a regular basis in the interest of appropriately managing your accounts under the Program. Information we may collect includes investment objectives and goals, personal information such as social security number, address, birth date and other information to verify your identity, financial information such as net worth, income, liquid net worth, prior investment experience, employer information, etc.

During regular reviews your Advisory Representative may request information about investments held outside Northstar's purview, including updated statements, or ask to verify that the information that you have previously provided is still current.

CLIENT CONTACT WITH PORTFOLIO MANAGERS:



Northstar will contact you about your Program accounts at least once every quarter as we conduct our regular evaluations, but you may contact your primary Advisory Representative or any Associated Person at Northstar, at any time if you have a question or need assistance.

ADDITIONAL INFORMATION:

Disciplinary Information

In March of 2015, Northstar Financial Companies, Inc. reported to the State of Florida's Office of Financial Regulation that the firm had been providing financial advice to more clients in the state than the current de minimus of five (5). As such, we self-reported our own violation of Florida regulatory statute, at which time the state opened administrative proceedings against our firm. We worked with the state to disclose all relevant information and, upon paying a fine of \$13,000, Northstar became registered as an advisor in the State of Florida in 2016.

We have retained the services of an independent Compliance Consultant/attorney to assist in developing policies to prevent such violations from occurring in the future.

Other Financial Industry Activities and Affiliations

Northstar Financial Companies Inc. is affiliated with A. H. Williams & Company, Inc., (AHWCO) an independently Registered Investment Adviser specializing in managing municipal bonds in a series of Separately Managed Accounts. Some of the shareholders of Northstar serve as officers and perform advisory functions for AHWCO.

Northstar may also recommend placing some or all of your assets with AHWCO, our affiliated adviser, when a municipal bond trading strategy is deemed appropriate. Northstar will review the use of AHWCO with you and formally open a separate account for this purpose. You are not obligated to use AHWCO for municipal bond trading, and Northstar will recommend other managers or funds for this strategy, which may have costs that are more or less than AHWCO and for which performance may be better or worse.

Recommending AHWCO for municipal bond trading represents a conflict of interest because AHWCO is a wholly owned subsidiary of Northstar and both firms will benefit. Northstar addresses this by disclosing this conflict in advance of opening a sub-advised account and keeping your fees the same regardless of manager affiliation.

While accounts managed by AHWCO are not part of the Program, Northstar will include those values in calculating the advisory fees paid by Program clients. AHWCO is paid a portion of advisory fees billed by Northstar, pro-rata in accordance with our sub-advisor agreement, and does not bill your accounts directly.

Also, AHWCO may refer clients to Northstar when consistent with the best interests of the client. No compensation will be paid by Northstar for these referrals, but Glenn A. Williams, the

President of AHWCO, is also a shareholder of Northstar and so will indirectly benefit from these referrals.

Some of our Advisory representatives are also independent insurance agents and work with various insurance companies whose products they may be licensed to sell. As such, our Advisory representatives may recommend insurance products and, as agent, sell the products they recommend to you. A conflict of interest exists as there will be compensation for these transactions, which creates an incentive to recommend those products.

Northstar compensates all associated persons on a salary basis, to mitigate any incentive advisors may have to recommend specific services or products.

You are not obligated to utilize AHWCO Separately Managed Account programs for municipal income exposure, or to purchase insurance products through Northstar's Advisory representatives in this separate capacity.

Code of Ethics

Northstar has a Code of Ethics that reflects the fiduciary principles that govern our conduct, highlights the importance of trust and communication as the foundations of our relationship and establishes policies and procedures to ensure that Northstar and all its associated persons place your best interests above all else.

The Code of Ethics also requires Northstar and its associated persons to follow industry "best practices" involving the handling of confidential information, insider trading, personal trading on the part of the Adviser or its representatives and the disclosure of conflicts of interest, among other things. All associates at Northstar must acknowledge the terms of the Code of Ethics annually, or as amended. A copy of our Code of Ethics is available upon request.

Participation or Interest in Client Transactions And Personal Trading

While Northstar Financial Companies Inc. does not execute principal trades (trades from our own account to yours) and has no proprietary interest in your transactions, our associated persons may have a financial interest in recommended transactions that involve the purchase of insurance. As explained above, Advisory Representatives are also independent licensees of various insurance companies.

As such, recommendations for insurance can also be sold to you through our Advisory representatives' separate registrations or licenses. When this happens a conflict of interest exists, as he/she may be compensated based on these transactions, which may create an incentive to recommend those products. Northstar requires that all Advisory representatives disclose this conflict of interest when such recommendations are made, and that you may purchase the recommended products through other representatives or agents not associated with Northstar if you wish.

Additionally, associated persons may from time to time buy or sell securities for themselves that are also recommended to you. This represents a potential conflict of interest, as we may benefit from an increase in price due to subsequent purchases by you.

To address this potential conflict, Northstar requires that all transactions made on behalf of its associated persons are recorded, and that any similar trades for clients are placed ahead of Northstar or its representatives. Northstar's Principal will review these trades quarterly to ensure your interests are given the utmost priority and importance. Additionally, all associated persons are prohibited from participating in any Initial Public Offering or trading any public company for which we may have an *Insider* client, as well as any private placement or other illiquid offerings that are made to you.

Review of Accounts

Account holdings for Comprehensive Wealth Services clients are monitored on a regular and continuous basis by Steven Girard and/or Julia Randall. You will receive a report and analysis of your entire portfolio on a quarterly basis, including accounts that are not managed by Northstar (with your permission and assistance). Additionally, we are available to meet with you at your convenience, whenever you have a concern.

Northstar's associated persons review all Comprehensive Wealth Services and Investment Management holdings, including non-discretionary accounts, on a quarterly basis in conjunction with calculating the fee or generating reports. We will typically recommend adjustments/rebalance your holdings at this time, but we will also schedule a more in-depth review of your situation at least annually to ensure your portfolios still match your stated goals and risk tolerances.

Client Referrals and other Compensation

Northstar Financial Companies Inc. currently does not, directly or indirectly, pay compensation for referrals or solicitation of Advisory clients, nor do we receive any direct or indirect compensation for referring our clients to other professionals or firms.

Financial Information

Northstar does not bill for services more than six (6) months in advance, in any amount. However, registered investment advisers with discretionary authority who take custody, even in a limited capacity, are required to provide you with certain financial information or disclose their financial condition.

Northstar, its controlling owners, and its associated persons have no financial commitment that impairs its ability to meet contractual and fiduciary commitments to you, and nor has the firm or its associated persons been the subject of a bankruptcy proceeding.