

Part 2A of Form ADV: *Firm Brochure*

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3/30/2023

This brochure provides information about the qualifications and business practices of Hooker & Holcombe Investment Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at 860-856-2074 or bkulik@hhconsultants.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 Hooker & Holcombe Investment Advisors, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 125791.

Item 2 Material Changes

The SEC adopted "Amendments to Form ADV" in July, 2010. This Firm Brochure, dated 3/30/2023, is our disclosure document prepared according to the SEC's requirements and rules. This is an update to our Firm Brochure dated 3/23/2022.

This Item is used to provide our clients with a summary of new and/or updated information.

Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

Material Changes Contained in this Brochure:

Our current brochure dated 3/30/2023 contains the following material changes from our brochure dated 3/23/2022:

None

Item 3	Table of Contents	Page
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	10
Item 6	Performance-Based Fees and Side-By-Side Management	12
Item 7	Types of Clients	13
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	13
Item 9	Disciplinary Information	14
Item 10	Other Financial Industry Activities and Affiliations	15
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	16
Item 12	Brokerage Practices	17
Item 13	Review of Accounts	19
Item 14	Client Referrals and Other Compensation	19
Item 15	Custody	19
Item 16	Investment Discretion	20
Item 17	Voting Client Securities	20
Item 18	Financial Information	20

Item 4 Advisory Business

Hooker & Holcombe Investment Advisors, Inc. (HHIA) is an SEC-registered investment adviser with its principal place of business located in Bloomfield CT. HHIA began conducting business in 1996 under the name Hooker & Holcombe Investment Solutions.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Hooker & Holcombe, Inc.

HHIA offers the following advisory services to our clients:

INVESTMENT ADVISORY SERVICES

The primary clients for these services are pension, profit sharing plans, 401(k) plans, 403(b) plans, 457(b) plans, and 401(a) plans, but we offer these services, where appropriate, to other post-retirement employee benefit plans (OPEB), trusts, estates and charitable organizations including foundations and endowments. Under this service model HHIA acts as the primary advisor and is responsible for advising the client on virtually all aspects of their investment program. Investment Advisory Services are comprised of nine distinct services but depending on the type of plan or portfolio, not all services will apply to every client. HHIA can provide these services on a discretionary or nondiscretionary basis. Note that throughout this document the word “plan” is used broadly to refer to both retirement plans of all types, and portfolios for trusts, estates, foundations and endowments.

Investment Policy Statement Preparation (hereinafter referred to as "IPS"):

We will meet with the client (in person, by telephone, or virtual meeting) to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our firm then prepares a written IPS detailing plan objectives, investment objectives, investment committee responsibilities, investment guidelines and restrictions, and performance measurement standards. The IPS also lists the criteria for selection or removal of investment vehicles as well as the procedures and timing interval for monitoring of investment performance.

Asset Allocation Strategy:

For defined benefit pension plans, OPEB plans, foundations, and endowments, HHIA will work with the client to develop an asset allocation strategy which factors in forward looking capital market assumptions, the plan's liability structure, liquidity needs and expected cash inflows and outflows. HHIA, when appropriate, will incorporate modern portfolio theory in evaluating different risk and return scenarios, providing tailored portfolio alternatives to meet a client's specific needs.

Selection of Investment Vehicles:

The HHIA Investment Committee is responsible for maintaining and monitoring a list of quality investment options (primarily mutual funds and ETFs) across the spectrum of asset classes based on a proprietary quantitative and qualitative rating system. This list of “approved” investment options is the primary (although not exclusive) source for selecting investments for clients’ portfolios. Where investment limitations exist on a custodial platform, or as dictated by client-specific needs, other investment options are considered for inclusion in a client’s portfolio. The number of investments to be recommended will be determined in consultation with the client based on plan specific factors such as size, demographics, and funded status, etc. HHIA regularly reviews client portfolios and the performance of investment managers contained therein in light of the Investment Policy Statement. If HHIA believes that a particular manager is performing inadequately, or if HHIA believes a different

manager is more suitable for the client's needs, HHIA will suggest that the client contract with a different one. Under this scenario, HHIA will assist the client in selecting a new manager. Where HHIA acts as a discretionary adviser the same process is followed with the exception that client consent is not required prior to implementation of changes.

Monitoring of Investment Performance:

HHIA regularly monitors investment performance of client investments and also monitors non-performance factors of investment managers (e.g. portfolio manager changes, investment objective changes, etc.) based on objective evaluation standards. HHIA keeps clients apprised of investment performance with quarterly reports and regular client meetings and proactively works with the client to assure remedial efforts are taken to deal with investments where performance is not meeting established standards.

Portfolio Trading and Administration:

For defined benefit pension plans, OPEB plans, foundations, and endowments, HHIA will work with the custodian of the assets to set up and remove investment options, effect trades, rebalance the portfolio, and will assist with expense and benefit payments depending on the custodial platform. HHIA acts as a liaison between the client and the custodian to make sure all of the investment related administrative functions of the portfolio are carried out.

Asset Allocation Models:

Our firm offers asset allocation models within defined contribution plans. This service is typically available only to larger plans. Each allocation model is designed to meet a particular risk based investment goal. Models are composed from the plan's menu of funds that are available to participants to invest in individually. The following is a description of the models. Plans have the option of including selected models, or all of them.

Ultra-Conservative Strategy

- The long-term strategic allocation is 0% equities and 100% fixed income
- May be appropriate for those with a very low risk tolerance, or an inability to assume risk, or will begin drawing on their account within the next few years
- Primary objective is preservation of capital
- Primary risks include loss of purchasing power over time due to inflation and reduced likelihood of meeting long-term investment objectives

Conservative Strategy

- The long-term strategic allocation is 20% equities and 80% fixed income
- May be appropriate for those with a very low risk tolerance, or an inability to assume risk, or will begin drawing on their account within the next few years
- Primary objectives are high current income and preservation of capital
- Primary risks include loss of purchasing power over time due to inflation and reduced likelihood of meeting long-term investment objectives

Moderate Strategy

- The long-term strategic allocation is 40% equities and 60% fixed income

- May be appropriate for those with a low risk tolerance and a moderate ability to assume risk, or will begin drawing on their account within the next five years
- Primary objectives are moderate current income and low to moderate capital appreciation
- Primary risks include loss of purchasing power over time due to inflation, loss of principal over the short-term, and reduced likelihood of meeting long-term investment objectives

Balanced Strategy

- The long-term strategic allocation is 60% equities and 40% fixed income
- May be appropriate for those with a medium risk tolerance and a moderate ability to assume risk, and do not expect to draw on their account for at least five years
- Primary objectives are current income and moderate capital appreciation
- Primary risks include loss of principal

Growth Strategy

- The long-term strategic allocation is 80% equities and 20% fixed income
- May be appropriate for those with a high risk tolerance and a great ability to assume risk and do not expect to draw on their account for at least ten years
- Primary objectives are low current income and high capital appreciation over the long-term
- Primary risks include loss of principal and limited ability to meet cash flow needs with low-risk investments

Equity Growth Strategy

- The long-term strategic allocation is 100% equities and 0% fixed income
- May be appropriate for those with a very high risk tolerance and a great ability to assume risk and do not expect to draw on their account for at least fifteen years
- Primary objective is high capital appreciation over the long-term
- Primary risks include loss of principal and inability to meet cash flow needs with low-risk investments

We manage these portfolio models on a discretionary basis. We review the models quarterly and tactical adjustments and/or fund changes are made based on market expectations and individual fund performance. Portfolios are automatically rebalanced regularly (typically quarterly) by the plan's recordkeeper. The models are managed based on the model's goal, rather than on each plan participant's individual needs.

Client Communications:

We will meet with the client at least annually (in person or virtually) to provide an update on the economic and financial markets. In addition we will conduct a thorough review of the plan's or portfolio's investments and keep the client apprised of the latest regulatory developments that may affect them. We also discuss new investment options or suggest alternatives to existing investments. Clients also receive portfolio review reports quarterly.

Employee Communications:

For defined contribution plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), HHIA offers educational support and investment workshops designed for the plan participants in conjunction with the plan's other service providers. The nature of the topics to be covered will be determined by us and the client under the guidelines established in

ERISA Section 404(c). If deemed appropriate by the plan sponsor, the educational support and investment workshops provide plan participants with individualized investment consultations.

Individual Financial Wellness Services:

Coinciding with on-site employee education for defined contribution plan clients, HHIA offers an optional comprehensive financial planning review for their employees. It provides one-on-one session during which an HHIA financial counselor discusses goals, risk tolerance, cash flow, budgeting, educational and retirement planning, asset allocation, and estate planning considerations with the employee.

INVESTMENT OVERSIGHT SERVICES

The primary clients for these services will be pension plans, OPEB plans, profit sharing plans, 401(k) plans, 403(b) plans 457(b) plans, and 401(a) plans but we also offer these services, where appropriate, to trusts, estates and charitable organizations including foundations and endowments. Under this service model HHIA acts in a limited capacity to oversee the functioning of the plan's investment program. Typically the plan will also have a primary advisor, or the client will have an investment committee that fulfills the functions of a primary advisor. Investment Oversight Services are comprised of four distinct services but depending on the type of plan, not all services will apply to every client.

Investment Policy Statement Review (hereinafter referred to as "IPS"):

Our firm will assist the client in reviewing the plan's written IPS to help ensure that the provisions are adequate and that they are being followed.

Monitoring of Investment Performance:

HHIA will work with the client to establish objective evaluation standards for investment performance, periodically evaluate and report investment manager performance against established standards and proactively work with the client to ensure remedial efforts are taken to deal with investment performance not meeting established standards.

Client Communications:

We will meet with the client at least annually (in person or virtually) to provide an update on the economic and financial markets. In addition we will conduct a thorough review of the plan's investments and keep the client apprised of the latest regulatory developments that may affect them. We also discuss new investment options as warranted. Clients also receive portfolio review reports quarterly.

Employee Communications:

For defined contribution plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), HHIA offers educational support and investment workshops designed for the plan participants in conjunction with the plan's other service providers. The nature of the topics to be covered will be determined by us and the client under the guidelines established in ERISA Section 404(c). If deemed appropriate by the plan sponsor, the educational support and investment workshops provide plan participants with individualized consultations.

REQUEST FOR PROPOSAL SERVICE

HHIA will assist plan sponsors in their search for an investment adviser and/or investment manager or a custodial/trustee/recordkeeping service provider. HHIA assists the client in soliciting RFP's from qualified service providers, and then reviews, screens, scores, and summarizes the RFP's, and assists with interviews of the vendors. The plan sponsor is responsible for making any final decisions at the conclusion of this process. At the client's request, HHIA will also assist in the transition process to the selected service provider, including interim advisory services during the transition period.

INVESTMENT AUDIT SERVICES

HHIA assists clients in reviewing the investment practices of their advisers and/or custodial service providers. In performing audits HHIA reviews quality and breadth of investment options, appropriateness of share classes, direct and indirect fees being assessed, and scope and quality of services provided. HHIA provides benchmarks for reasonableness of fees in relation to services provided, considers conflicts of interest of service providers, and looks at contract provisions to ensure they are being adhered to.

PUBLICATION OF PERIODICALS

HHIA publishes a weekly market review newsletter which includes economic and financial headlines, market performance, interest and currency rates, and commodity prices. No investment recommendations are provided in the newsletter and the information provided does not purport to meet the objectives or needs of any individual or organization. The newsletter is distributed upon request free of charge via email to our advisory clients and is also available for viewing on our website.

403(b)(7) PROGRAM ADVISORY AND EDUCATIONAL SERVICES

HHIA provides advisory and educational services to school districts in Connecticut that sponsor a 403(b)(7) mutual fund program. School districts have the option of making this program available to their employees. In general, employees have the option of choosing this program or one of several other programs chosen by the school administrators. The services provided are part of a bundled service arrangement that includes recordkeeping and administrative services provided by Hooker & Holcombe Retirement Services, Inc. (hereinafter, "HHRS"), a corporation related to HHIA through common control and ownership, and custodial services provided by a third party not related to HHIA (the "Custodian"). Services provided by HHIA include:

Investment Menu Selection and Monitoring

HHIA, on a discretionary basis, selects a menu of mutual funds from the universe of funds that are available on the Custodian's platform. HHIA generally selects at least two mutual funds from most of the major asset classes, for a total of 40 –50 funds. The selected funds form a standard menu of mutual funds for all school districts participating in the program. HHIA formulates and maintains an Investment Policy Statement (IPS) which applies to all plans serviced by this program. The IPS establishes performance and other quantitative and qualitative criteria for monitoring the funds. HHIA regularly monitors funds and will, on a discretionary basis, add or delete funds from the menu and map investments from discontinued funds into new funds. HHIA does not have any authority or responsibility for, and does not provide any advisory services with respect to the allocation of participants' contributions and existing account balances among the menu of mutual funds under this program; the participants are solely responsible for determining how to allocate their contributions and account balances.

Participant Communication and Education

HHIA in conjunction with HHRS will disseminate generic investment information to plan participants in connection with this program via any of the following methods (a) group meetings, (b) individual meetings, (c) written communications, (d) electronic communications, and (e) internet access. All such materials and communications will be solely informational and educational in nature and should not be construed to be investment advice specific to the participant's unique circumstances. Participants shall be solely responsible for determining how to allocate their contributions and existing account balances among the menu of mutual funds available under the program.

CONSULTING SERVICES

Institutional clients can also receive investment advice on a more focused basis. This includes advice on only isolated areas of concern such as asset allocation, investment product research, asset / liability modeling, capital market research, etc. Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

INDIVIDUAL PORTFOLIO MANAGEMENT SERVICES

HHIA provides portfolio management services to individuals. Our firm provides continuous advice to the client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop the client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizon, risk tolerance, liquidity needs, and any other assets that should be taken into consideration when deciding upon an appropriate investment allocation. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

Our investment recommendations are limited to products or services with which we have expertise and will generally include advice regarding the following securities:

- Exchange-listed securities
- Corporate debt securities (other than commercial paper)
- US Treasury securities
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- Separately Managed Accounts
- Stable Value Funds

Because some types of investments involve additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives (e.g. capital preservation, growth and income, capital appreciation), risk tolerance, liquidity needs and time horizon, as well as tax considerations. We manage these advisory accounts on a non-discretionary or discretionary basis.

Non-Discretionary Portfolio Management

Non-discretionary portfolio management is available to clients with account balances in excess of \$1.0 million. HHIA will develop a custom portfolio based on input from the client but implementation and changes will be carried out only after getting approval from the client. HHIA imposes reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Discretionary Portfolio Management

Discretionary custom portfolio management is available to clients with account balances in excess of \$1.0 million. HHIA will develop a custom portfolio based on input from the client. Following approval from the client HHIA will implement the portfolio. As deemed appropriate, HHIA's portfolio manager will modify investment options and allocations from time to time based on market conditions, quality of investments, and availability of investment alternatives as part of its portfolio monitoring and maintenance functions. HHIA will inform the client of changes but does not require approval from the client prior to implementation.

INDIVIDUAL INVESTMENT OVERSIGHT SERVICES

Under this program HHIA provides limited non-discretionary oversight, advice, and monitoring of the client's investment accounts. The client is responsible for the day to day administration and trading of their accounts and is free to maintain accounts with brokers of their choice.

AMOUNT OF MANAGED ASSETS

As of 1/1/2023, HHIA had \$477.5 million in Assets Under Management which is defined as accounts for which we provide *continuous and regular supervisory services*. Assets under this definition include all discretionary accounts and only the non-discretionary accounts for which we provide continuous and regular supervisory services including trading and rebalancing authority. Total client assets for which HHIA provides advisory services was \$3.595 billion as of 1/1/2023. Assets under this definition include those mentioned above under the definition of regulatory Assets Under Management plus all additional non-discretionary accounts that don't meet the definition of *continuous and regular supervisory services*.

Item 5 Fees and Compensation

INVESTMENT ADVISORY SERVICES

Our annual fees for Investment Advisory Services are either based upon a percentage of assets under management and generally range from 0.05% to 1.00%, or are a flat fee which can range from \$4,000 to \$75,000. The actual amount depends on the type of portfolio (defined benefit, 401(k), endowment, etc.) and the types of services required by the client, and by the size of the portfolio.

INVESTMENT OVERSIGHT SERVICES

Our annual fees for Investment Oversight Services are either based upon a percentage of assets under management and generally range from 0.05% to 0.50%, or are a flat fee which can range from \$4,000 to \$50,000. The actual amount depends on the type of portfolio (defined benefit, 401(k), endowment, etc.) and the types of services required by the client, and by the size of the portfolio.

PUBLICATION OF PERIODICALS OR NEWSLETTERS

We do not charge a fee for this service.

403(b)(7) PROGRAM ADVISORY AND EDUCATIONAL SERVICES

Our annual fees for 403(b)(7) Program Advisory and Educational Services are 0.10% of assets under management.

GENERAL AD HOC CONSULTING SERVICES

Our fees for ad hoc consulting services, which would include Request for Proposal Services, Investment Audit Services, and general Consulting Services are generally a flat fee based on an estimate of how much time will be required to complete the project. The fees can range from \$5,000 to \$50,000 which is dependent on the size and scope of the project.

INDIVIDUAL PORTFOLIO MANAGEMENT SERVICES

Our annual fees for Individual Portfolio Management Services are based on the market value of assets under management. Depending on the type of service being provided the fees are on a graded schedule and range from 1.00%/annum on smaller accounts to 0.25%/annum on large accounts.

INDIVIDUAL INVESTMENT OVERSIGHT SERVICES

Our annual fees for Individual Investment Oversight Services are based on the market value of assets under management. Depending on the type of service being provided the fees are on a graded schedule and range from 1.00%/annum on smaller accounts to 0.25%/annum on large accounts.

Limited Negotiability of Advisory Fees: Although HHIA has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reporting requirements, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

GENERAL INFORMATION

How Fees are Paid: Clients have the option of paying fees directly or by having the custodian deduct them directly from their accounts. In addition, some custodians automatically calculate our fee and deduct them directly from plan assets (or participant accounts) and send us a check. It is important for clients to monitor all fees assessed against their accounts and verify that the calculations and billings are accurate. In general we assess fees quarterly in arrears.

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

Mutual Fund Fees: All fees paid to HHIA for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. HHIA does not recommend funds that impose sales charges. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Generally, mutual funds offer multiple share classes available for investment based upon certain eligibility and/or purchase agreements. For example, in addition to retail share classes, such as A shares, some funds also offer institutional share classes or other share classes that are specifically designed for purchase by investors who meet certain specified eligibility criteria, including whether an account meets certain minimum dollar amount thresholds. Institutional and R6 share classes usually have a lower expense ratio than other share classes.

We will seek to determine the most advantageous share class available to you. While institutional and R6 share classes are usually the lowest cost alternative, for assets held in brokerage accounts you may be better served to pay a higher annual expense ratio and avoid a transaction fee on each trade. When selecting a mutual fund your advisory account, we have a fiduciary duty to select the share class that

helps manage the overall fee structure of your account. We will perform an analysis to determine which class is most beneficial to you. We recognize that in some situations alternative share classes may not be available such as in 401k plans that limit the array of investments or funds that require certain investment amounts, or custodial platforms that do not provide alternative classes.

Some share classes available to retirement plans pay revenue rebates either directly back to the plan or to the plan's custodian. In general, this revenue is available to help offset plan expenses. We do not receive any of this mutual fund revenue and are compensated only as stipulated by our advisory agreement with you. Some plan sponsors prefer to include share classes that pay revenue in order to offset their own expenses or to avoid directly charging participant accounts. In some cases the net fund expenses after accounting for rebates is lower than the expense ratio for corresponding institutional or R6 shares. We encourage all of our clients to use institutional or R6 share classes when available because they provide the most transparency. In addition, in most situations they result in the lowest cost to the plan and uniform treatment to plan participants with regard to plan expenses.

Wrap Fee Programs and Separately Managed Account Fees: Clients participating in separately managed account programs are charged program fees in addition to the advisory fee charged by our firm. Such fees include the investment advisory fees of the independent advisers, which are charged explicitly or as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. A client's portfolio transactions are executed without commission or transaction charges in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, it is possible that the wrap fee will exceed the aggregate cost of such services as charged separately. We will review with clients any separate program fees that are charged to clients.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians, recordkeepers, and third party administrators. In addition, fees may be imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Also, some transactions that HHIA executes on certain custodial platforms are subject to transaction fees. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

ERISA Accounts: HHIA is deemed to be a fiduciary to advisory clients that are employee benefit plans pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, HHIA does not accept any revenue sharing commissions or 12b-1 fees or fees of any kind from any broker or custodian in relation to the plan.

Advisory Fees in General: Clients should note that similar advisory services are available from other registered (or unregistered) investment advisers for similar or higher or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

Hooker & Holcombe Investment Advisors, Inc. does not charge performance-based fees.

Item 7 Types of Clients

Hooker & Holcombe Investment Advisors, Inc. provides advisory services to the following types of clients:

- Qualified retirement plans (both defined benefit and defined contribution)
- Other Post-Retirement Employee Benefit Plans (OPEB)
- Non-Qualified benefit and retirement plans
- Foundations
- Endowments
- Charitable organizations
- Corporations or other businesses not listed above
- State or municipal government entities
- High Net Worth individuals

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Mutual Fund and/or ETF Analysis. We start by evaluating funds using a proprietary quantitative rating system that looks at a number of measures including (but not limited to):

- performance versus an appropriate benchmark
- performance versus other funds with a similar style
- a variety of modern portfolio theory statistics
- reasonableness of fund expenses

We then make qualitative assessments based on research reports, interviews with fund representatives, and information gathered at conferences. When considering an investment for a particular portfolio, we also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund in the client's portfolio. We also monitor investments to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Third-Party Money Manager Analysis. We apply a similar quantitative analysis as described above for mutual funds. We also examine the experience, expertise, investment philosophies, and past performance of independent third-party investment managers in an attempt to determine if that

manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the mutual fund companies or investment managers whose securities we purchase and sell, are providing accurate and unbiased data. While we look for indications that data is incorrect, there is always a risk that our analysis is compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizon, among other considerations:

Long-term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. We generally look at investments over a full market cycle (3 to 5 years) rather than on a short-term (3 month or 1 year) basis. Virtually all investment managers will see fluctuations over the short-term and will fall below their benchmark on occasion as the markets favor differing sectors or investment approaches for short periods of time.

A risk in a long-term purchase strategy is that by holding the security for an extended period of time, we don't take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Tactical Shifts. In making tactical shifts, we temporarily adjust asset allocations (typically a year or less) away from the long-term strategic allocation targets to take advantage of short-term opportunities in the markets. We do this in an attempt to take advantage of conditions that we believe will soon result in a positive price swing in the securities we purchase or to avoid a downward price movement in the securities we sell.

A risk in this strategy is that if our predictions are incorrect, the portfolio will suffer more losses or will not see as much in gains than if the adjustments were not made.

Risk of Loss. Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Hooker & Holcombe Investment Advisors, Inc. is a wholly owned subsidiary of **Hooker & Holcombe, Inc., (H&H)** a pension consulting firm which provides retirement plan consulting, actuarial services, and benefits administration to corporations and municipalities primarily throughout the northeast. H&H at times will refer plan sponsors in need of advisory services to our firm. Conversely, we at times refer clients in need of pension consulting and actuarial services to H&H. However, there are no referral fee arrangements between H&H and our firm for these recommendations. Consulting and actuarial services provided by H&H are separate and distinct from the advisory services we provide, and are provided for separate and typical compensation. No advisory client is obligated to use H&H for any consulting or actuarial services, and no client of H&H is obligated to utilize our advisory services. Sponsors or trustees of pension plans or other client accounts subject to the provisions of ERISA or the prohibited transaction provisions of the Internal Revenue Code are solely responsible for determining whether or not to engage the services of H&H.

Hooker & Holcombe Investment Advisors, Inc. is also affiliated with **Hooker & Holcombe Retirement Services, Inc. (HHRS)**, a recordkeeper and third-party administrator which provides back office support services to the sponsors of qualified retirement plans for a fee. In particular, HHRS provides account recordkeeping services and a trading platform (via internet and telephone) by which plan participants direct the investment of assets in their qualified plan account. HHRS at times will refer plan sponsors in need of advisory services to our firm. Conversely, at times will refer clients in need of third-party administrative services to HHRS. However, there are no referral fee arrangements between HHRS and our firm for these recommendations. Recordkeeping and third-party administrative services provided by HHRS are separate and distinct from the advisory services we provide, and are provided for separate and typical compensation. No advisory client is obligated to use HHRS for any third-party administrative services, and no client of HHRS is obligated to utilize our advisory services. Sponsors or trustees of pension, profit-sharing, 401(k), IRA or other client accounts subject to the provisions of ERISA or the prohibited transaction provisions of the Internal Revenue Code are solely responsible for determining whether or not to engage the services of HHRS.

Clients should be aware that the receipt of additional compensation by HHIA and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. HHIA endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we are a fee only advisor and receive only the amount of compensation stipulated by our advisory agreement. We do not accept and commissions, revenue sharing, 12b-1's or other revenues from brokers, custodians or other third parties in connection with our services..
- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity to ensure that any conflicts of interests in such activities are properly addressed;

- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

In addition, some of HHIA's employees are registered representatives of **Pensionmark Securities, LLC**, a registered broker dealer, Member FINRA/SIPC. As a registered broker dealer, Pensionmark is able to hold certain FINRA securities licenses for such employees. In addition, Pensionmark provides our firm with a variety of resources and tools that help with our advisory services. Pensionmark may also refer our firm to new business opportunities. Note that HHIA pays Pensionmark a flat annual fee for its services and we do not pay Pensionmark any commissions or fees for their referrals. HHIA is not a subsidiary or control affiliate of Pensionmark.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

HHIA and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

HHIA's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information cannot be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to bkulik@hhconsultants.com, or by calling us at 860-856-2074.

Our Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of our employees 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.

Our firm and/or individuals associated with our firm are permitted to buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) is permitted to have an interest or position in certain securities that are also recommended to a client.

It is the expressed policy of our firm that no person employed by us is allowed to purchase or sell any individual security prior to a transaction being implemented for an advisory account, thereby preventing such employee from benefiting from transactions placed on behalf of advisory accounts.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

- No principal or employee of our firm may put his or her own interest above the interest of an

advisory client.

- No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
- It is the expressed policy of our firm that no person employed by us may purchase or sell any individual security prior to a transaction being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
- Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
- We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
- We have established procedures for the maintenance of all required books and records.
- All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
- We have established policies requiring the reporting of Code of Ethics violations to our senior management.
- Any individual who violates any of the above restrictions is subject to disciplinary action or termination.

Item 12 Brokerage Practices

Hooker & Holcombe Investment Advisors, Inc. does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

In general, HHIA does very little trading in individual securities, relying primarily on mutual funds, ETF's and separate accounts. On rare occasions we are involved in transitioning clients out of a portfolio of individual securities, in which case we are required to sell the securities. In addition we purchase bonds on occasion when appropriate for a client's situation. We do not block client trades; transactions are entered separately for each account, therefore our clients do not receive volume discounts available to advisers who block client trades.

Depending on the services a client desires, HHIA will recommend that clients establish brokerage accounts with Schwab Advisor Services, an affiliate of Charles Schwab & Co., Inc. ("CS&Co"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. HHIA is independently owned and operated and not affiliated with Schwab. The client has the option to custody assets with a custodian of their own choosing. HHIA does not receive any commissions or fees from Schwab for recommending that clients utilize their services.

Schwab Advisor Services serves independent advisory firms like ours. Through Schwab Advisor

Services, CS&Co provides us and our clients with access to its institutional brokerage services – trading, custody, reporting and related services – many of which are not typically available to CS&Co retail customers. CS&Co also makes available various support services. Some of those services help us manage or administer our clients’ accounts while others help us manage and grow our business. CS&Co’s support services described below are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. The availability to us of CS&Co’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients. Here is a more detailed description of CS&Co’s support services:

CS&Co’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some of which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. CS&Co’s services described in this paragraph generally benefit the client and the client’s account.

CS&Co also makes available to us other products and services that benefit us but that do not directly benefit the client or its account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We use this research to service all or some substantial number of our clients’ accounts, including accounts not maintained at CS&Co. In addition to investment research, CS&Co also makes available software and other technology that:

- provides access to client account data (such as duplicate trade confirmations and account statements);
- facilitates trade execution and allocate aggregated trade orders for multiple client accounts;
- provides pricing and other market data;
- facilitates payment of our fees from our clients’ accounts; and
- assists with back-office functions, recordkeeping and client reporting.

CS&Co also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

CS&Co provides some of these services itself or it arranges for third-party vendors to provide the services to us. CS&Co, at its discretion, will also discount or waive its fees for some of these services or pay all or a part of a third party’s fees. CS&Co also provides us with other benefits such as occasional business entertainment of our personnel.

The availability of services from CS&Co benefits us because we do not have to produce or purchase them. We don’t have to pay for these services, and they are not contingent upon us committing any specific amount of business to CS&Co in trading commissions or assets in custody. This arrangement with Schwab, provides an incentive for us to recommend that clients maintain their accounts with CS&Co based on our interest in receiving Schwab’s services that benefit our business rather than based on the client’s interest in receiving the best value in custody services and the most favorable execution of transactions. This is a potential conflict of interest. We believe, however, that our selection of CS&Co as custodian and broker is in the best interests of our clients due to the scope and quality of services, and the price of services that CS&Co is able to offer our clients..

Item 13 Review of Accounts

While the underlying funds and separate accounts within a client's account are continually monitored, ongoing clients' accounts for which we provide advisory or oversight services are reviewed at least *quarterly*. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews are triggered by material changes in variables such as a plan's funded status, a client's individual circumstances, market conditions, or political or economic environment.

These accounts are reviewed by: *Rodger K. Metzger, CFA; Arthur J. Meizner, CFA, CFP, CAIA, AIF, or Pamela Minish, CFA, CAIA.*

In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer or custodian, we provide *quarterly* reports summarizing account performance, balances and holdings.

Clients for which we provide ad hoc consulting services will receive reviews at different stages depending on the nature and terms of the specific engagement. Such reviews will be conducted by the client's account representative. These client accounts will receive reports as contracted for at the inception of the advisory engagement.

Item 14 Client Referrals and Other Compensation

HHIA may engage solicitors to refer potential clients to our firm. The prospect receives full disclosure of the relationship between HHIA and the solicitor and their compensation arrangement along with our firm's ADV Part 2 at the time of the solicitation.

It is HHIA's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us. These products and services, how they benefit us, and the related conflicts of interest are described above under Item 12 Brokerage Practices. The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15 Custody

Under government regulations, we are deemed to have custody of a client's assets if the client authorizes us to instruct the custodian of the assets to deduct our advisory fees directly from the client's account.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to make available to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there is an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a *quarterly* basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Our firm does not have actual or constructive custody of client accounts.

Item 16 Investment Discretion

HHIA provides both discretionary and non-discretionary asset management services.

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm provides investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

Upon request, we are able to provide clients with consulting assistance regarding proxy issues.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Hooker & Holcombe Investment Advisors, Inc. has not been the subject of a bankruptcy petition at any time during the past ten years.
