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d/b/a

Winans Investments

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FORM ADV PART 2A
DISCLOSURE BROCHURE

June 12, 2024

This brochure provides information about the qualifications and business practices of Winans International dba Winans Investments. If you have any questions about the contents of this brochure, please contact us at (800) 494-6267 or info@winansintl.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 Winans Investments is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Winans Investments is 107125.

Winans Investments is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated February 3, 2023, we have the following material change to report:

- Item 12, Brokerage Practices
    - TD Ameritrade Institutional was acquired by Charles Schwab & Co., Inc. All existing TD Ameritrade accounts were transferred to Schwab's platform in September 2023.
      All disclosures related to TD Ameritrade have been removed and replaced with Charles Schwab references and disclosures specific to products and services provided by Charles Schwab that benefit clients and/or our firm.

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Item 4 Advisory Business

Winans International dba Winans Investments is a registered investment adviser based in Las Vegas, Nevada. We are organized as a corporation under the laws of the State of California and we have been providing investment advisory services since 1992. Kenneth Grant Winans is our principal owner. Currently, we offer the following investment advisory services, which are personalized to each individual client:

- Portfolio Management Services
- Advisory Consulting and Research Services

Portfolio Management Services
We offer discretionary and non-discretionary portfolio management services where our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information (the "suitability information") at the beginning of our advisory relationship. We will use the suitability information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we may customize an investment portfolio for you in accordance with your risk tolerance and investing objectives. We may also invest your assets using a predefined strategy, or we may invest your assets according to one or more model portfolios developed by our firm. Once we construct an investment portfolio for you, or select a model portfolio, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm or a limited power of attorney. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account.

Advisory Consulting and Research Services
We offer consulting services designed to provide experienced investors with information and guidance in managing their investments. We initially conduct a preliminary investment analysis of your existing portfolio plus an analysis of the tax implications or mutual fund expenses. We will then provide you with a written report and assist you in formulating an investment strategy. On a quarterly basis, we will provide you with a performance report which will contain a statistical and fundamental analysis of stock and bond ratings. We will also conduct a meeting or conference call to review the information provided and discuss possible changes to your portfolio.

We also provide research services to unaffiliated third party financial databases where we sell several proprietary market indices and indicators developed by our firm. The research may be available for purchase directly from the third party for a fee which are separate and apart from the advisory fees charged by our firm.

IRA Rollover Recommendations
Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. 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 interest 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.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

Sub-Adviser Relationship
Winans Investments may engage in one or more sub-adviser relationships with other registered investment advisers ("Other Firm"). When engaged iin these sub-adviser relationships, Winans Investments will provide "strategies" or "models" to be used by the Other Firm in their management of Other Firm clients' accounts ("Other Firm Accounts").

Winans Investments will design, monitor on a daily basis, and as necessary or desirable, update the models used by the Other Firm. Winans Investments has no relationship with Other Firm Accounts or the account owners and does not determine suitability or best interest for Other Firm Accounts. The Other Firm shall obtain purchase and sale recommendations from Winans Investments in order to manage Other Firm Accounts in accordance with the recommendations of Winans Investments. The Other Firm implements the recommendations in Other Firm Accounts. Winans Investments does not act as custodian nor does it place trades for any Other Firm Accounts.

Winans Investments may use the same or similar models and trade recommendations for its own or its own clients' accounts.

Wrap Fee Programs
We do not participate in any wrap fee program.

Types of Investments
We primarily offer advice on stocks, bonds, real estate, mutual funds, exchange traded funds and derivatives.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management
As of December 31, 2023, we provide continuous management services for $258,187,586 in client assets on a discretionary basis.

Item 5 Fees and Compensation

Portfolio Management Services
Winans Investments charges a fee for portfolio management services based on a percentage of the assets under management. Fees are billed quarterly in advance based on the value of your account on the last day of the previous quarter based on the following fee schedule:

Total Assets Under Management:	Growth Investments Annual Fee:	75/25 Investments Annual Fee:	50/50 Investments Annual Fee:	25/75 Investments Annual Fee:	Taxable Income Investments Annual Fee:
Up to $500,000	1.46%	1.38%	1.29%	1.20%	1.11%
$500,000 to $1,000,000	1.35%	1.27%	1.19%	1.11%	1.03%
$1,000,001 to $2,000,000	1.25%	1.18%	1.11%	1.03%	0.96%
$2,000,001 to $3,000,000	1.16%	1.09%	1.03%	0.96%	0.89%
$3,000,001 to $4,000,000	1.08%	1.01%	0.95%	0.89%	0.82%
$4,000,001 to $5,000,000	1.00%	0.94%	0.88%	0.82%	0.77%
$5,000,001 to $6,000,000	0.93%	0.87%	0.82%	0.77%	0.71%
$6,000,001 to $7,000,000	0.86%	0.81%	0.76%	0.71%	0.66%
$7,000,001 to $8,000,000	0.80%	0.75%	0.71%	0.66%	0.62%
$8,000,001 to $9,000,000	0.74%	0.70%	0.66%	0.62%	0.58%
$9,000,001 to $10,000,000	0.69%	0.65%	0.62%	0.58%	0.54%
$10,000,0001 and Up	0.65%	0.61%	0.57%	0.54%	0.50%

- Annual fees will vary based on the asset allocation mix of the portfolio as outlined in the Client Proposal & Information Form.
- Third-party sub-advisory fees can differ from the fees listed above.
- Custodial fees and expenses are not included.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

At our discretion, we may combine the account values of family members to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will send you an invoice for the payment of our advisory fee, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

We encourage you to reconcile our invoices with the statement(s) you receive from the qualified custodian. If you find any inconsistent information between our invoice and the statement(s) you receive from the qualified custodian please call our main office number located on the cover page of this brochure.

You may terminate the portfolio management agreement at any time. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Sub-Adviser Relationship
When providing models and trading recommendations to the Other Firm, Winans Investments will earn fees that are negotiable with the Other Firm. These are generally based on the model type (i.e., equity strategies, blended strategies or fixed income strategies) and are charged directlly to the Other Firm. The fees are oulined in the contract between Winans Investments and the Other Firm.

Clients of Winans Investments that use the same models are not charged separately for these models. Winans Investments' clients pay the annual Portfolio Management Services' fees outlined above and stated in the client agreement with Winans Investments.

Additional Fees and Expenses
As part of our investment advisory services, we may invest, or recommend that you invest in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through which your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the *Brokerage Practices* section of this Brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Advisory Business* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

Winans Investments provides investment advice and management for individuals, trusts, investment companies and pension plans. We generally require that a portfolio contains a minimum of $400,000 to open an account, but Winans Investments reserves the right to waive this minimum.

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

Our investment philosophy is deeply rooted to the following beliefs:

- The current economic and investment environment resembles similar times in the past 100 years. The government will use nearly identical fiscal and monetary policies to deal with these conditions.
- Investment prices generally move in long trends and prices lead most economic and financial data. Technical indicators can be used to identify the direction of current investment trends, as well as changes in the trend's direction.
- Investors should carefully consider the investment objectives, risks, charges and expenses.

Winans Investments primarily focuses on quantitative and technical analysis.
Since the main objective in growth investing is the price appreciation of our investments, we focus on the long-term historical performance of a company's stock itself. We believe that stock price movement leads all other financial and economic information.

With access to data on 7,600 publicly traded companies, we screen for the elite group of stocks, or exchange traded funds (ETF), that have a history of outperforming the overall market in the following ways:

- The security's overall cumulative % return
- The stock's average annual % return
- The % of time the stock outperformed the market's average annual return
- The % of time the investment had negative years
- The % of time the stock had back-to-back negative years.

Our typical growth portfolio has a diversified mix (between 20 and 40 holdings) of largely, but not limited to, U.S-based companies from various industry groups that have a medium to large market capitalization. Exchange traded funds are typically used in smaller portfolios and for clients who prefer them as investments.

Our typical fixed-income portfolio has a mix of corporate bond and preferred stock holdings. The bonds often have an average S&P rating between B and BBB+, a yield of 3% to 4% above 10-year US Treasury bonds, and maturities within 10 years. Preferred stocks have an average S&P rating between B+ and A, a dividend yield of 3% to 4% above 10-year US Treasury bonds, and are exchange listed

with stable liquidity. Some preferred stocks are unrated. Real estate investment trusts, exchange traded limited partnerships, common stocks, and real estate trust deeds are sometimes used in these portfolios. We track investments through our proprietary monitoring system, which is based on numerous price statistics.

All investments involve different degrees of risk. You should be aware of your risk tolerance level and financial situations at all times. All investments are subject to market risk and may result in the entire loss of the client's investment.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO (First-In First-Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Recommendation of Particular Types of Securities
As disclosed under the *Advisory Business* section in this Brochure, we primarily recommend stocks, bonds, real estate, mutual funds, exchange traded funds, and derivatives.

There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to: the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy. In general, larger, more well established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Municipal bonds, while generally thought of as safe, can have significant risks associated with them including, but not limited to: the credit worthiness of the governmental entity that issues the bond; the stability of the revenue stream that is used to pay the interest to the bondholders; when the bond is due to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same amount of interest or yield to maturity.

Real estate is increasingly being used as part of a long-term core strategy due to increased market efficiency and increasing concerns about the future long-term variability of stock and bond returns. In fact, real estate is known for its ability to serve as a portfolio diversifier and inflation hedge. However, the asset class still bears a considerable amount of market risk. Real estate has shown itself to be very cyclical, somewhat mirroring the ups and downs of the overall economy. In addition to employment and demographic changes, real estate is also influenced by changes in interest rates and the credit markets, which affect the demand and supply of capital and thus real estate values. Along with changes in market fundamentals, investors wishing to add real estate as part of their core investment portfolios need to look for property concentrations by area or by property type. Because property returns are directly affected by local market basics, real estate portfolios that are too heavily concentrated in one area or property type can lose their risk mitigation attributes and bear additional risk by being too influenced by local or sector market changes.

Mutual funds and exchange traded funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Exchange traded funds differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. During time of extreme market volatility ETF pricing may lag vs. the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day) however there is no guarantee this relationship will always occur.

Derivatives are types of investments where the investor does not own the underlying asset, but he makes a bet on the direction of the price movement of the underlying asset via an agreement with another party. There are many different types of derivative instruments, including options, swaps, futures and forward contracts. Derivatives have numerous uses as well as various risks associated with them, but are generally considered an alternative way to participate in the market. Investors typically use derivatives for three reasons: to hedge a position, to increase leverage or to speculate on an asset's movement. The key to making a sound investment is to fully understand the risks associated with the derivative, including, but not limited to: counterparty, underlying asset, price and expiration risks. The use of a derivative only makes sense if the investor is fully aware of the risks and understands the impact of the investment within a portfolio strategy. Due to the variety of available derivatives and the range of potential risks, a detailed explanation of derivatives is beyond the scope of this disclosure.

Item 9 Disciplinary Information

Neither our firm nor any of our management persons have any reportable disciplinary information that is material to your evaluation of our firm or the integrity of our management.

Item 10 Other Financial Industry Activities and Affiliations

We have not provided information on other financial industry activities and affiliations because we do not have any relationship or arrangement that is material to our advisory business or to our clients.

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

It is the policy of Winans Investments to maintain the highest standards of professional competency, integrity, and judgment and we have adopted a Code of Ethics to formalize the principals practiced by Winans Investments and its associated persons. The ethical standards are intended to reflect standards expected of Winans Investments and our associated persons in the performance of our fiduciary obligations to our clients and serve as a guide for professional responsibility and a benchmark of ethical judgment. A copy of the company's code of ethics will be provided to any client or prospective client upon request. Because the Firm engages in an investment advisory business and manages more than one account, there may be conflicts of interest over the amount of time devoted to managing any one account and the allocation of investment opportunities among all accounts managed by us.

It is our policy to attempt to resolve all such conflicts in a manner that is generally fair to all of our clients. We may give advice and take action with respect to any of our clients that may differ from advice given the timing or nature of action taken with respect to any particular client so long as it is our policy, to the extent practicable, to allocate investment opportunities over a period of time on a fair and equitable basis relative to other clients. During market hours, trades are placed in the order that is fair and equitable to all clients. Generally, the decision to purchase or sell a particular security is usually done for all accounts. The orders are simultaneously placed in all accounts. In certain circumstances, orders will be aggregated and shares will be distributed at the average price of execution.

Because Winans Investments and its associates have a fiduciary relationship to clients, there is an affirmative duty not to overreach or disadvantage any client or otherwise take unfair advantage of his/her trust.

With respect to personal securities transactions, our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

The trading records required under the Code of Ethics are intended as a means of bringing inappropriate trading practices to light. For this reason, our Chief Compliance Officer will monitor personal securities transactions as described in the Code of Ethics to ensure that such persons are fulfilling their fiduciary responsibilities to our clients.

Item 12 Brokerage Practices

The Custodians and Brokers We Use
We do not maintain custody of your assets that we manage. Your assets must be maintained in an account at a "qualified custodian", generally a broker/dealer or bank. We may recommend that our clients use Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member FINRA/SIPC as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. In recognition of the value of the services that Schwab provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

We seek to recommend a custodian/broker that will hold your assets and execute transactions on terms that are, overall, the most favorable compared to other available providers and their services. We consider various factors, including:

- Capability to buy and sell securities for your account itself or to facilitate such services.
- The likelihood that your trades will be executed.
- Availability of investment research and tools.
- Overall quality of services.
- Competitiveness of price.
- Reputation, financial strength, and stability.
- Existing relationship with our firm and our other clients.

Research and Other Soft Dollar Benefits
We do not have any soft dollar arrangements.

Economic Benefits
As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms, and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

Brokerage for Client Referrals
We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage
Whichever custodian you decide to use will hold your assets in a brokerage account and buy and sell securities when instructed. While we recommend these custodians as broker/dealers, you will decide whether to use them and will open your account with either one by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

Each client is responsible for selecting the brokerage firm to be used for his/her account. Although we will consult with a client regarding the selection of a brokerage firm and assist with any negotiations with that firm if the client so requests, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by such brokers and for ensuring that the client is satisfied with such terms and conditions.

Because clients select their own brokers and negotiate their own commission rates, a client may pay commission rates different from those paid by other clients. We have no responsibility for obtaining for clients the best prices or any particular commission rates as low as it might obtain if we had discretion to select broker-dealers other than those chosen by the client, and may not obtain the best execution of each transaction. We do not review the commissions charged by a client's brokerage firm on a trade-by-trade basis, but we may periodically review the commission rates being charged to clients.

Block Trades
Transactions for each client generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may, but are not obligated to, combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given day. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Item 13 Review of Accounts

The Chief Compliance Officer, and investment adviser representative assigned to your account, will monitor your accounts on an ongoing basis and will conduct account reviews at least quarterly to ensure the advisory services provided to you are consistent with your investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

We may provide you with additional or regular written reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information such as an inventory of account holdings and account performance. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Item 14 Client Referrals and Other Compensation

We may directly compensate other non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this brochure along with the Solicitor's disclosure statement at the time of the referral. If you become a client, the Solicitor that referred you to our firm will receive either a percentage of the advisory fee you pay our firm for as long as you are a client with our firm, or until such time as our agreement with the Solicitor expires or a one-time, flat referral fee upon your signing an advisory agreement with our firm. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our Solicitors disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where the Solicitor's compensation is less favorable.

We have entered into contractual arrangements with employees of our firm, under which the individuals receive compensation from our firm for the establishment of new client relationships. Employees who refer clients to our firm must comply with the requirements of the jurisdictions where they operate. The compensation is a percentage of the advisory fee you pay our firm for as long as you are a client with our firm, or until such time as our agreement with the Solicitor expires. You will not be charged additional fees based on this compensation arrangement. Incentive based compensation is contingent upon you entering into an advisory agreement with our firm. Therefore, the individual has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Item 15 Custody

Your independent custodian will directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide statements to you reflecting the amount of advisory fee deducted from your account.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement, or if you did not receive a statement from your custodian, please contact us directly at the telephone number on the cover page of this brochure.

Item 16 Investment Discretion

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Item 17 Voting Client Securities

In the event clients authorize us to vote proxies on their behalf, we will determine how to vote proxies based on our reasonable judgment of the vote most likely to produce favorable financial results for you. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders. Generally, proxy votes will be cast against proposals having the opposite effect. However, we will consider both sides of each proxy issue.

Except in the case of a conflict of interest as described below, we do not accept direction from you on voting a particular proxy.

Conflicts of interest between you and our firm, or a principal of our firm, regarding certain proxy issues could arise. If we determine that a material conflict of interest exists, we will take the necessary steps to resolve the conflict before voting the proxies. For example, we may disclose the existence and nature of the conflict to you, and seek direction from you as to how to vote on a particular issue; we may abstain from voting, particularly if there are conflicting interests for you (for example, where your account(s) hold different securities in a competitive merger situation); or, we will take other necessary steps designed to ensure that a decision to vote is in your best interest and was not the product of the conflict.

We keep certain records required by applicable law in connection with our proxy voting activities. You may obtain information on how we voted proxies and/or obtain a full copy of our proxy voting policies and procedures by making a written or oral request to our firm.

If you do not authorize us to vote proxies on your behalf, you are responsible for exercising your right to vote as a shareholder. In such cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Class Action Lawsuits
We engage an outside third party company, Securities Class Action Advisers ("SCAA"), to determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation. We take no action ourselves to make such determinations nor obtain such information. In the event that any litigation results in the recovery damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you, SCAA will receive compensation by retaining a portion of the recovery. More specifically, SCAA will receive 20% of the amount awarded as their commission, which is paid out of the client's portion of the class action settlement. We receive no part of the recovery and there are no additional fees or charges to you for our engaging SCAA.

Item 18 Financial Information

Our firm does not have any financial conditions or impairments that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than $1200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

Item 19 Requirements for State Registered Investment Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.