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This brochure provides information about the qualifications and business practices of Brooktree Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at (616) 774-3159. 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. Registration as an investment adviser does not imply a certain level of skill or training.

Additional information about Brooktree Capital Management, Inc., is available on the SEC's web site at www.adviserinfo.sec.gov.

ITEM 2: SUMMARY OF MATERIAL CHANGES

Pursuant to SEC 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's fiscal year. We may also provide other ongoing disclosure information about material changes as necessary. Under the Amendments to the Form ADV we may provide you with this summary of Material Changes detailing any material changes that we made to our Brochure since the last annual update, in lieu of sending a full copy of our Brochure to all our clients.

Effective December 13, 2021, Brooktree Capital Management moved into to a new physical office space for conducting all business related to its investment advisory practice. This change was amended on our form ADV at that time.

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INTRODUCTION

In this brochure, references to “we,” “us,” “our,” or “our firm” refer to Brooktree Capital Management, Inc. Individuals who serve as our directors, officers, and employees are referred to as our “representatives.” Our firm’s clients and prospective clients are referred to as “you,” “your,” or “our clients.”

This brochure contains important information. We encourage you to read it carefully and to ask questions if there is any information that you do not understand. The format and content of this brochure have been prepared based on the instructions to Form ADV, Part 2A, which is prescribed for use by registered investment advisers under federal and state securities laws and related rules.

ITEM 4: ADVISORY BUSINESS

Our firm is an investment adviser registered with the United States Securities and Exchange Commission and was established in October, 1996, by Brian R. Ellis. Effective January 1, 2020, Hunter E. Lewis, CFA purchased a 50% interest in the firm.

Mr. Ellis and Mr. Lewis co-own and co-manage the firm in all aspects and as described later in this brochure. Mr. Ellis and Mr. Lewis have substantial business experience involving financial and investment matters, as well as managing investment portfolios.

Investment Advisory and Management Services

Our firm offers investment advisory services and we manage investment portfolios comprised of various types of securities such as stocks, bonds, mutual funds, exchange-traded funds, and municipal securities. As of December 31, 2021, we managed client accounts valued at approximately \$175,672,177 on a discretionary basis.

While we manage most of our client’s accounts based on similar investment strategies suitable for similar investment objectives, we will take your personal financial circumstances into account in formulating our advice and investment decisions for your account. Based upon the information you provide, we will consider many factors such as your income and expenses, assets and other financial resources, financial or special needs, investment goals, anticipated investment time horizon, and other personal financial circumstances. If you have investments held in other accounts not under our management, we will take those investments into consideration if you tell us about them. In managing your account, we will take income tax planning into consideration if you provide us with your historical, current, and anticipated tax-related information. If you desire, we will coordinate our investment decision-making with your tax accountant or preparer. We rely upon you to keep us up to date about changes in your personal circumstances.

Our investment management agreement contains your authorization for us to manage your account on a discretionary basis. It also contains important terms and conditions governing our services, our fees, and our obligations to you.

Binding Arbitration

We sincerely hope that no dispute will ever arise between us over our advisory services. If you ever have a concern, please talk with us as soon as possible so that your concern can be promptly addressed. In the unlikely event that a dispute cannot be amicably resolved, our investment management agreement provides that all disputes, claims, or controversies, and any related issues, which may arise at any time will be resolved by binding arbitration, rather than by a lawsuit in a court. We believe arbitration is more expeditious and cost-effective than litigation.

ITEM 5: FEES AND COMPENSATION

Investment Management Fees

You will be billed quarterly in advance based upon a percentage of the market value of your assets under our management. The first billing cycle begins on the account inception date and is based on the account value on the inception date. We may prorate the fee for new accounts based on the number of days remaining in the calendar quarter. The quarterly billing value is equal to the closing market value of the account on the last business day of the quarter. Our generally applicable fee schedule for investment management services is:

0.85% per year billed quarterly in advance.

We may negotiate our fees taking into consideration such things as the size of your account, the number of managed portfolios, your relationship with other clients, the length of our relationship with you, the complexity of your personal circumstances, the composition of your portfolio, the complexity of investment strategies, the frequency of desired meetings or special reporting, and other factors that affect our cost of providing services for you. If you, your family, or related persons also have accounts under our management, those accounts may be aggregated for fee calculation purposes. For these reasons, our fees may vary among clients who may be in similar circumstances and they may be higher or lower than the published schedule. Exception to the fee schedule can be made in an individual basis. Other investment advisers may charge higher or lower fees for comparable services.

Fees will generally not be prorated with respect to additions to, or withdrawals from, the account during any quarter; fee adjustments may be made on a case-by-case basis when appropriate and in consultation with you. We appreciate advanced notice of anticipated additions or withdrawals so that we can better plan for the management of your account.

Your payment of our fees is due within ten (10) days following your receipt of our invoice. Clients generally authorize us to bill their account custodian for our fees, and then have the fees deducted from their account and transferred to us when due. This fee deduction authorization is

contained in our investment management agreement and/or a separate authorization form. This fee deduction authorization may be terminated at any time by giving us written notice. If fees are not paid in this manner, your payment is due within 10 days following receipt of our invoice.

For purposes of calculating our fees and generating our reports to you, we utilize a third party performance and reporting service along with the information provided by TD Ameritrade, who is charged with safe guarding, administering and valuing client assets and accounts.

Termination

You may terminate our services at any time by giving us written notice seven days in advance, which will allow us to wrap up our service in an orderly manner. We will have no further responsibilities upon termination and we will promptly refund the prorated or unearned portion of any prepaid advisory fees. We calculate a refund by prorating the amount of fees you paid in advance for the billing period based on the number of days that have elapsed in the billing period prior to the termination's effective date and consistent with our advisory contract language.

Third-Party Fees and Charges

Besides our investment management fees, you will pay all brokerage charges related to securities transactions for your account and, if applicable, any custodian's fees.

If you invest in mutual funds, exchange-traded funds, and other funds or investments that are managed or administered by third-parties, you will be paying additional fees and charges to others that are in addition to our fees. For example, if you purchase mutual fund shares or a variable insurance product, then you will incur additional fees and charges at the fund level. Each mutual fund's or variable insurance product's prospectus describes these fees and expenses. The additional fund-level fees may include, but are not limited to, a management fee, brokerage and custodian fees, other fund expenses, mortality and expense risk charge or possible distribution fees (12b-1 fees). If the product imposes a sales charge, you may pay an initial or deferred sales charge. We are not affiliated with any other service provider or securities issuer, and we do not receive compensation from any source other than the fees we charge, described above. Before investing in a fund, you should consider the total cost of fund-level fees, our advisory fees, and any transaction-related commissions or charges. You may choose to invest in mutual funds, variable insurance products, or other securities directly, without our services.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge performance-based fees. We do not charge fees based on a share of your account's capital gains or the capital appreciation of assets held in your account.

ITEM 7: TYPES OF CLIENTS

We generally provide investment management services to individuals, trusts, pensions and profit sharing plans, estates, charitable organizations, corporations and other business entities.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

We use a fundamental and a technical method to analyze the securities that we may select for your investment portfolio. For some types of securities, we consider additional factors such as the strength of the company's management team.

Fundamental analysis is a technique that attempts to determine a security's value by focusing on the economic well-being of a company, as opposed to movements of its market price. In the course of our analysis, we will review a company's financial statements and consider factors including, but not limited to, the company's historical financial condition, prior operating results and trends, its projected revenue growth, its competitive advantages and disadvantages, the anticipated demand for its current and future products or services, the age and nature of its assets, and other factors affecting the company's anticipated results from future operations. Past performance does not assure similar future performance. A company's fundamental value can be adversely affected by many factors unrelated to its actual operating performance.

We obtain information from a number of sources, both public and by purchase, including financial newspapers and magazines, inspection of corporate activities, research materials prepared by third-parties, corporate rating services, annual reports, prospectuses, reports filed with the SEC, and company press releases. We believe these resources for information are reliable and regularly depend on these resources for making our investment decisions.

Investment Strategies

We use a variety of investment strategies depending on your circumstances and needs. We may recommend long-term purchases (held at least a year), short term purchases (held less than a year), trading (held less than 30 days), or a combination of these strategies. For some clients, we may recommend "short" sales, margin transactions, and certain option strategies (generally, covered call writing and purchased put strategies).

Types of Investments

We give advice about, and may manage clients' account using, various types of investments including: equity securities, warrants, corporate debt securities, commercial paper, certificate of deposits, municipal securities, mutual funds, exchange-traded funds ("ETFs"), U.S. government securities, options contracts on securities, and futures contracts on tangibles and intangibles,

unless you or we elect to restrict the scope of our advice in the investment management agreement or an investment policy statement.

Investment Risks and Rewards

Investing in securities involves risks of loss that clients should be prepared to bear. Securities, mutual funds, fixed and variable annuities, and other types of investments all bear different types and levels of risk. These risks will be discussed with you to determine the investment objectives that will guide our investment decision-making for your account. Upon request, we can discuss with you the types of investments and investment strategies that we believe may tend to reduce these risks in light of your personal circumstances and financial objectives.

Obtaining higher rates of return on investments typically entails accepting higher levels of risk. Based upon discussions with you, we will attempt to identify the balance of risks and rewards that is appropriate and comfortable for you. It is still your responsibility to ask questions if you do not understand fully the risks associated with any investment or investment strategy.

We strive to render our best judgment on your behalf. Still, we cannot assure you that your investments will be profitable or assure you that no losses will occur in your investment portfolio. Past performance is one relatively important consideration with respect to any investment or investment advisor, but it is not a predictor of future performance. While we will continuously strive to provide outstanding long term investment performance for you and our other clients, many economic and market variables beyond our control can affect the performance of your investments.

There are many types of risks, which vary with the type of investment or strategy. We would be happy to discuss them with you. Generally, some of the more common investment-related risks that may affect your investment portfolio include:

- Business risks are associated with a particular company or industry. For example, start-up companies carry greater business risks than established companies. Companies developing new technologies carry greater business risks than manufacturers of well-established or widely used products and services.
- Financial risks are often associated with the ability of a company to raise capital or finance its operations, as well as its ability to repay indebtedness. Highly leveraged companies face greater financial risks than well-capitalized companies.
- Market risks are related to the effects of economic, political, natural disasters, or other events on the price of a publicly-traded stock, bond, exchange-traded fund, or other securities. This type of risk is typically affected by extrinsic factors that often are not related a particular company's financial condition, performance, or circumstances. For example, investment speculation can materially affect market prices.
- Liquidity risks are associated with an investor's ability to readily convert a security or other asset into cash. Generally, there is greater liquidity for securities that are publicly

traded on stock exchanges or trading facilities that match buy and sell orders. Privately offered securities may be highly illiquid because there is little or no trading or market activity.

- Concentration risks result from a lack of investment diversification, which may be expressed in terms of geography, industry, or economic sector. For example, mutual funds typically invest in a large number of different companies, typically lowering the risk that one or a small number of those companies experience a significant loss.
- Options are complex, derivative securities that involve special risks. Option contracts expire at a stated maturity date and have no further value. Unlike traditional securities, the value of an option and the return from holding an option varies with the value of the underlying security from which it derives and other factors.
- Interest-rate risks are associated with changes to investment prices due to increasing or decreasing interest rates. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Inflationary and deflationary risks are associated with the purchasing power of the dollar, which is affected by broad economic, monetary, governmental policies, and the balance of supply and demand for products and services.
- Reinvestment risks are typically related to fluctuations in the potential interest rate at which future investment proceeds may have to be invested. For example, reinvestment risks may increase during periods of falling interest rates. This risk primarily relates to bonds and other fixed income securities.
- Currency risks are primarily associated with foreign investments. For example, a company's earnings in a foreign country may be affected by fluctuations in the value of the dollar against that foreign currency. Similarly, the investment return of a foreign security may be affected by changes in currency exchange rates.

ITEM 9: DISCIPLINARY INFORMATION

We have no legal or disciplinary events to disclose. We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management, including any criminal or civil actions, any administrative proceedings before the SEC, or any other regulatory agency or self-regulatory organization.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither our Firm nor our representatives are engaged in any other business that is material to our investment advisory business.

Mr. Ellis is the managing member of a family-owned limited liability company (“Family LLC”) that is a client of our firm. The Family LLC includes other individual family members as members, some of whom are also clients individually. The Family LLC is not open to persons who are not immediate or extended family members. The Family LLC generally invests in similar securities that are purchased for all clients.

We have policies and procedures designed to treat our clients, our family-related accounts, and the Family LLC fairly and equitably. We do not favor one client over another. Pursuant to our trade aggregation and allocation policy, described below, we typically aggregate transactions for the Family LLC or other family accounts with all other participating client accounts, and all accounts participate in the transaction on the same basis, including average price and cost, which we believe to be fair and equitable to all participating accounts. Because we typically recommend only readily marketable and liquid securities, we generally do not need to allocate limited investment opportunities among clients, family-related accounts, or the Family LLC.

Our family-related interests may invest in speculative non-marketable securities. We do not provide any investment advisory services to the Family LLC for the purchase or sale of these non-marketable securities. We generally do not advise about or recommend these types of non-marketable securities to our other advisory clients, but upon request and in special situations, we are willing to discuss them with you.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

We have adopted a Code of Ethics setting the standards of business conduct that we expect our representatives to follow. The Code of Ethics also describes certain reporting and recordkeeping requirements applicable to our representatives for regulatory examination purposes. We will provide a copy of our Code of Ethics upon request.

Participation or Interest in Client Transactions and Personal Trading

We may buy or sell securities for our proprietary and family-related accounts that we also recommend to other clients. We provide investment management services for the personal accounts of our president, Mr. Ellis, his family members, and the Family LLC described above as well as Mr. Lewis our Vice President Portfolio Manager. Consequently, there may be many similarities in portfolio holdings among these proprietary and family-related accounts and other clients’ accounts. Their respective investment portfolios are not designed to imitate each other but there may be some degree of similarity and correlation. You should understand, however, that our advice is affected by your personal financial needs and circumstances. Investments that are appropriate for you are not necessarily appropriate for other accounts based on many factors such as risk tolerance, investment objectives, account size, investment time horizon, and tax planning considerations. Therefore, from time to time, our advice may differ from account to

account based on each client's personal financial needs, objectives, and circumstances. See the additional discussion under the subheading below, "*Affiliated or Proprietary Accounts.*"

We give advice and manage all accounts, regardless of their ownership, on what we believe to be a fair and equitable basis. We are happy to discuss our trading policies and practices further if you have any questions or concerns.

ITEM 12: BROKERAGE PRACTICES

If you engage our services, you will grant us discretion in our investment management agreement to determine the specific securities and amounts to be bought or sold. Unless otherwise directed, you will also grant us authority to select the broker or dealer to be used in a transaction and the commissions you will pay for brokerage-related services. We do not have discretionary authority to transfer money or securities out of your account or into any other person's name. You may limit our authority in our investment management agreement or in a mutually acceptable investment policy statement, which we will develop upon your request.

We will use our best efforts to negotiate brokerage commissions, concessions, and charges on behalf of your account. We seek to obtain the best execution for your account by which your total cost or proceeds will be more favorable under the circumstances, which may include other factors beyond price and cost. In general, we do not receive any products, research, or services from brokerage firms (also known as "soft dollar" benefits) and so these factors will not be a consideration in their selection or recommendation.

When your custodian is a broker-dealer, we typically use that brokerage firm to execute all trades for the account because of the efficiencies and convenience of doing so and to avoid additional custodial charges that may be incurred to settle transactions if a different execution broker-dealer is used. Therefore, your selection of custodians may materially affect our ability to obtain the lowest price or cost in any particular transaction. We periodically check with various brokerage firms about their commissions, concessions, and charges.

Recommended Brokerage and Custodial Services

Currently, Brooktree Capital Management recommends TD Ameritrade Institutional ("TD Ameritrade") as the custodian for all client accounts. Brooktree Capital Mgt. is not affiliated with TD Ameritrade or any broker-dealer and we do not earn any compensation on brokerage transactions or from assets held in their custody. We also do not accept "soft dollar" credits for allocating brokerage transactions to them or any other brokerage firm.

While we recommend that you use TD Ameritrade as the custodian/broker for your account, you will decide whether to do so and you will open your account with them 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 via the systems made available to us via TD Ameritrade. Even though your account is maintained with TD Ameritrade, we can still use other brokers to execute trades for your account as described below.

TD Ameritrade offers services to independent investment advisers like us, which include safe guarding and custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our use of their services. We believe that TD Ameritrade provides quality execution services for you at competitive prices. TD Ameritrade's commission for U.S. equity trades is zero at the present time. However, price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by TD Ameritrade, including the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and to us.

However, there is no direct link between our use of TD Ameritrade's services and the investment advice we give our clients, although we receive some economic benefits that are typically not available to TD Ameritrade's retail investors. These benefits include the following services (provided without cost): receipt of duplicate client statements and confirmations; access to research related products and tools; access to a trading desk; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to our client accounts); the ability to have our fees deducted directly from our client accounts; access to an electronic communications network for client order entry and account information, as well as access to mutual funds with no transaction fees. None of the services made available by TD Ameritrade depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to our clients, we endeavor at all times to put the interests of our clients first. Because the services provided by TD Ameritrade are typical of most broker-dealer custodians who offer services to independent investment advisers at no cost, we do not believe that our receipt of economic benefits creates a material conflict of interest such that it would influence our choice of recommending TD Ameritrade to our clients for custody and brokerage services.

Directed Brokerage

Some clients select a brokerage firm because it also provides custodial services, either directly or through a clearing brokerage firm. Often, a brokerage firm does not impose additional charges for related custody services. Most brokerage firms do not separately charge for their custodial services if you use their brokerage services. However, when the brokerage services of a different firm are used for a particular transaction, most custodial brokerage firms charge an additional fee because they must handle the custodial aspects of the transaction and related recordkeeping but do not receive compensation from the transaction itself.

While directed brokerage can reduce or avoid additional custodial fees for your account, there are some disadvantages to directed brokerage arrangements such as:

- Using a brokerage firm to act as custodian may limit or eliminate our ability to obtain best price and execution for the account in some transactions involving exchange-traded securities.

- We negotiate commissions with each brokerage firm and, in many instances, obtain better than those firms' standard rates for comparable transactions. However, if we cannot choose a different brokerage firm to handle specific transactions, then in some transactions you may pay substantially higher brokerage fees, charges and/or dealer mark-ups or mark-downs than could be obtained if we could have placed the trade with a different brokerage firm.
- When we are not able to go directly to a market maker to buy or sell a particular security on a principal basis, you may not get the best execution price in the transaction or may pay additional transaction-related fees for a transaction handled on their behalf on an agency basis. This is because your brokerage firm may fill the orders by going to a market-making contra broker, who may mark-up the securities it sells (or mark-down the securities it buys), imposing transaction costs that are in addition to the commissions you pay to the brokerage firm that serves as your custodian.
- When trades in exchange-listed securities are effected on an agency basis in an off-exchange over-the-counter market, you may incur transaction costs in addition to any commissions charged by your custodial brokerage firm.

We may use various broker-dealers for various types of securities transactions, which may change from time to time. Presently we are utilizing TD Ameritrade and its systems for equity, mutual funds and any ETF trading for client accounts. We also may utilize other brokerages for fixed income purchases. We have generally used Oberweis Securities, Inc., Piper Jaffrey, and Stifel Nicholas for municipal bonds, as well as Crews & Associates and Piper Jaffrey for corporate bonds. We are increasing our usage of TD Ameritrade and will likely place more, if not all, fixed income trades with TD Ameritrade over time. We may use different broker-dealers in the future as circumstances warrant.

While it is possible that you may pay higher commission or transactions fees in some transactions, we believe these brokerage firms currently offer the best overall value for our clients for the execution-related services and technology they provide. Periodically, or upon your request, we systematically review the services and charges of other brokerage and custodial firms and, based upon new information or circumstances, may choose to use different brokerage firms and/or custodians in the future unless directed by you to use a specific brokerage firm.

Trade Allocation Policy

We have adopted a trade allocation policy to govern how we handle the aggregation of orders for more than one client's account. From time to time and only where appropriate, we may aggregate orders for your account with other clients' accounts and, in appropriate circumstances, may include proprietary or family-related accounts. In doing so, we strive to treat all clients fairly. We will not favor one client over another client. We will not favor a proprietary or family-related account over our other client's accounts. When executed, we will allocate the aggregated order in accordance with policies and procedures intended to achieve fair treatment. The purpose of aggregating orders is for our administrative convenience and, in some

transactions, to obtain better execution for the aggregated order than might be achieved by processing each of the transactions separately.

We will not aggregate orders for a client having a directed brokerage relationship with a client who does not have a directed brokerage relationship with the same broker-dealer if, by doing so, the directed-brokerage client would receive any undisclosed rebate or extra economic benefit than is obtained by other clients participating in the aggregated order on a pro rata basis. A consequence of not aggregating a client's order with other orders for the same securities is that the client may not obtain as good a price or as low a cost in a separate transaction as clients whose orders have been aggregated.

Each account that participates in an aggregated order will participate at the average share price for all transactions ordered by our firm in that security on a given business day. If permitted by the broker-dealer effecting the transaction, transaction costs will be shared on a pro rata basis. Some broker-dealers charge brokerage commissions to each participating client in accordance with the size of that client's share of the aggregated order, regardless of the total size of the aggregated order. If an aggregated order is not filled in its entirety, it will be allocated among participating accounts on fair and equitable basis, which is typically a pro rata basis.

Affiliated or Proprietary Accounts

It is our policy to avoid purchasing or selling securities for our own affiliated or proprietary accounts in a manner or at a time when doing so could adversely affect client accounts or could improperly benefit our firm or our related accounts. In order to assure that no advantage is obtained by affiliated or proprietary accounts with respect to the purchase of the same security, we will typically aggregate orders for these accounts with other clients purchasing the same security on the same day, in accordance with our trade aggregation policy described above, unless in a particular transaction doing so would create an economic benefit to the affiliated or related accounts that is not shared fairly and equitably by all client accounts participating in the transaction. If affiliated or proprietary accounts are not aggregated with other clients' orders, then it is our practice to sell clients' securities positions, or to purchase securities for clients, before entering similar orders for affiliated or proprietary accounts.

Your investable assets, available cash balances, and investment strategy may affect your ability to participate in any order for the purchase or sale of securities at the same time or on the same basis as other clients. Volatile securities markets and other factors may cause material changes in securities prices within short periods of time, which can result in materially different prices for the same securities when they are not included in the same aggregated order.

We welcome questions and discussion about our trade aggregation policies as described above.

ITEM 13: REVIEW OF ACCOUNTS

Reviews and Reviewers

Mr. Ellis and Mr. Lewis review each account monthly. After reviewing each account, any recommended changes to the current action plan will be implemented consistent with the authority granted to us in our investment management agreement. Regular client reviews will occur on mutually agreeable schedule, typically once per year but more frequently if desired or warranted by the circumstances.

Nature and Frequency of Regular Reports

Your custodians will provide periodic account statements showing the current positions in your account and all account activity during the preceding period. We rely upon, and are not responsible for, the accuracy of the custodian's statements. Our firm will provide you with our own monthly reports. Our reports are in addition to your custodian's periodic account statements.

You should compare our reports with your custodian's account statements for consistency and accuracy. Do note that these reports and account statements may be as of different dates and, because we rely upon a third-party valuation service, there could be minor differences between the values contained the respective reports. Promptly contact us or your custodian if you find material differences between the reports and account statements or if you have any questions.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We do not receive cash or any other economic benefit from any person who is not a client in connection with giving advice to you. We do not directly or indirectly compensate anyone for sending us client referrals.

ITEM 15: CUSTODY

While we do not have physical custody of the assets held in your account, as described under the heading above, "*Fees and Compensation*," we do have authority to bill your custodian for our fees and, upon billing, to receive our fees by deducting them directly from your account. This fee-deduction authority gives us the ability to obtain money from your account and so is deemed to constitute custody of your account assets.

You should receive at least quarterly statements from the broker-dealer, bank, mutual fund transfer agent, or other qualified custodian you select to hold your account assets. We urge you to carefully review your custodian's periodic statements and to compare those records with the reports that we periodically provide to you. Our reports are not intended to replace or supersede your custodian's periodic statements and may vary based on accounting procedures, reporting dates, or valuation methodologies, as noted under the heading above, "*Review of Accounts*."

ITEM 16: INVESTMENT DISCRETION

As explained under the heading above, “*Advisory Business*,” in our investment management agreement you grant us discretionary authority over your account, including authority to select the identity and amount of securities to be bought or sold for your benefit and risk. Our discretion will be exercised in accordance with your stated investment objectives. You may provide us with written investment guidelines or restrictions to limit our discretionary authority or we may develop an investment policy statement with you.

ITEM 17: VOTING CLIENT SECURITIES

Many of the companies who issue the securities held in your investment account will solicit proxies for the election of directors and voting on questions presented to shareholders at annual or special meetings. We do not vote proxies on your behalf. You are responsible for voting proxies. Proxy solicitation materials will be forwarded directly to you by your account custodian. If you have any questions about a particular proxy voting matter, please do not hesitate to ask.

ITEM 18: FINANCIAL INFORMATION

We have no financial liabilities, obligations, or commitment that impairs our ability to meet our contractual and fiduciary commitments to you. We have not been the subject of a bankruptcy proceeding.

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