

Form ADV – Part 2A CHECKLIST

Instructions. This checklist was assembled to help federally registered investment advisers review that the firm’s Form ADV Part 2A contains all required information. The information in this table was taken from the instructions and guidance issued by the SEC and is not intended to substitute the SEC’s directions located at the following link: <http://www.sec.gov/about/forms/formadv-part2.pdf>.

If you have any questions please contact us at: info@npcomply.com.

Item 1 - Cover Page

1. Does your brochure contain a cover page?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
2. Do you state the firm’s name? <i>Note: If you primarily conduct advisory business under a name different from your full legal name, and you have disclosed your business name in Item 1.B of Part 1A of Form ADV, then you may use your business name throughout your brochure.</i>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
3. Do you indicate the firm’s business address?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
4. Do you indicate the firm’s contact information (i.e., general telephone number and/or e-mail address)?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
5. Do you indicate the firm’s website address (if you have one)?	<input type="checkbox"/> Yes <input type="checkbox"/> Add <input type="checkbox"/> NA
6. Do you indicate the date of the brochure?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
7. Do you make the statement below? “This brochure provides information about the qualifications and business practices of [firm]. If you have any questions about the contents of this brochure, please contact us at [telephone number and/or email address]. 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 [firm] also is available on the SEC’s website at www.adviserinfo.sec.gov .”	<input type="checkbox"/> Yes <input type="checkbox"/> Add
8. Do you refer to yourself as a “registered investment adviser” or describe yourself as being “registered”?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Include a statement that registration does not imply a certain level of skill or training. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

Item 2 - Summary of Material Changes

1. Is this an annual-updating-amendment of your brochure?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Identify and discuss any material changes since the last annual update on the cover page or the following page or as a separate document accompanying the brochure. <p><i>Note: The standard of materiality is whether there is a substantial likelihood that a reasonable investor would have considered the information important. This is a facts and circumstances test, requiring an assessment of the “total mix of information.”</i></p> <p><i>Note: The summary need contain no more than necessary to inform clients of the substance of the changes to the adviser’s policies, practices or conflicts of interests so that they can determine whether to review the brochure in its entirety or to contact the adviser with questions about the changes.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> State clearly that you are only discussing material changes since the last annual update of your brochure. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Provide the date of the last annual update of your brochure. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

Item 3 - Table of Contents

1. Does the brochure contain a table of contents?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p><i>Note: Your table of contents must be detailed enough so that your clients can locate topics easily. Your brochure must follow the same order, and contain the same headings, as the items listed in Part 2A.</i></p>	

Item 4 - Advisory Business

1. Do you describe your advisory firm?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
2. Do you describe how long you have been in business?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
3. Do you identify your principal owner(s)?	<input type="checkbox"/> Yes <input type="checkbox"/> Add <input type="checkbox"/> NA
<p><i>Note: 1) For purposes of this item, your principal owners include the persons you list as owning 25% or more of your firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E). 2) If you are a publicly held company without a 25% shareholder, simply disclose that you are publicly held. 3) If an individual or company owns 25% or more of your firm through subsidiaries, you must identify the individual or parent company and intermediate subsidiaries. If you are an SEC-registered adviser, you must identify intermediate subsidiaries that are publicly held, but not other intermediate subsidiaries.</i></p> <p>NorthPoint Guidance: Review that this is consistent with Schedule A of Part 1A of Form ADV.</p>	
4. Do you describe the types of advisory services you offer?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>NorthPoint Guidance: Review that this is consistent with Item 5.G of Part 1A of Form ADV.</p>	
5. Do you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing?	<input type="checkbox"/> Yes <input type="checkbox"/> No

<ul style="list-style-type: none"> Explain the nature of the advisory service in which you specialize in greater detail. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>6. Do you provide investment advice only with respect to limited types of investments?</p> <p><i>NorthPoint Guidance: Review that this is consistent with Item 5.J of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Explain the type of investment advice you offer. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Disclose that your advice is limited to those types of investments. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>7. Do you explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>8. Do you explain whether clients may impose restrictions on investing in certain securities or types of securities?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>9. Do you participate in wrap fee programs by providing portfolio management services?</p> <p><i>NorthPoint Guidance: Review that this is consistent with Item 5.I of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Explain that you receive a portion of the wrap fee for your services. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>10. Do you manage assets?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose the amount of client assets you manage on a discretionary basis. <p><i>Note: The amount you disclose may be rounded to the nearest \$100,000.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Disclose the amount of client assets you manage on a non-discretionary basis. <p><i>Note: The amount you disclose may be rounded to the nearest \$100,000.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Disclose the date “as of” which you calculated the amount of assets managed. <p><i>Note: Your method for computing the amount of “client assets you manage” on Part 2A can be different from the method for computing “assets under management” required for Item 5.F in Part 1A. However, if you choose to use a different method to compute “client assets you manage,” you must keep documentation describing the method you use. Your “as of” date must not be more than 90 days before the date you last updated your brochure in response to this item.</i></p> <p><i>NorthPoint Guidance: Review if this is consistent with 5.F of Part 1A of Form ADV. Appendix A contains a template that can help you create such documentation, if necessary.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

Item 5 - Fees and Compensation

<p>1. Do you describe how you are compensated for your advisory services?</p> <p><i>Note: If you are an SEC-registered adviser, you do not need to include this information in a brochure that is delivered only to qualified purchasers as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.</i></p> <p>NorthPoint Guidance: Review that this is consistent with Item 5.E of Part 1A of Form ADV.</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>2. Do you provide your fee schedule?</p> <p><i>Note: If you are an SEC-registered adviser, you do not need to include this information in a brochure that is delivered only to qualified purchasers as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>3. Do you disclose whether fees are negotiable?</p> <p><i>Note: If you are an SEC-registered adviser, you do not need to include this information in a brochure that is delivered only to qualified purchasers as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>4. Do you describe whether you deduct fees from clients' assets or bill clients for fees incurred?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>5. If clients may select either method (direct debit or billing of fees), do you disclose this fact?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>6. Do you explain how often you bill clients or deduct your fees?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>7. Do you describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses?</p> <p><i>Note: This should be simple and brief disclosure and is not required to include the amount or range of the fees.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>8. Do you disclose that clients will incur brokerage and other transaction costs?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>9. Do you direct clients to the section(s) of your brochure that discuss brokerage?</p> <p>NorthPoint Guidance: The section of the brochure that typically discusses brokerage is "Item 12 – Brokerage Practices."</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>10. May or must your clients pay your fees in advance?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Disclose that clients must pay fees in advance. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Explain how you will determine the amount of the refund of any pre-paid fees. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

<p>11. Do you or any of your supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds?</p> <p>NorthPoint Guidance: <i>If you accept the compensation described above, review that this is consistent with Item 5.E, Item 6.A, Item 6.B, and Item 8.B of Part 1A of Form ADV. If your supervised persons accept compensation described above, review that this is consistent with Item 5.B(2) and Item 5.B(5). Note that although Item 6.A of Part 1A of Form ADV asks if the firm has a related person who is a broker dealer, you do not use this section to disclose that some of your employees are registered representative of a broker-dealer unless the related person has a separate business as a broker-dealer.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Disclose that you and/or your supervised persons accept compensation for the sale of securities or other investment products. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Explain that the receipt of compensation for the sale of securities or other investment products presents a conflict of interest and gives you and/or your supervised persons an incentive to recommend investment products based on the compensation received, rather than on a client’s needs. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Describe generally how you address conflicts that arise, including your procedures for disclosing the conflicts to clients. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • If you primarily recommend mutual funds, disclose whether you will recommend “no-load” funds. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Explain that clients have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • If more than 50% of your revenue from advisory clients results from commissions and other compensation for the sale of investment products you recommend to your clients, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation. <p><i>Note: If you receive compensation in connection with the purchase or sale of securities, you should carefully consider the applicability of the broker-dealer registration requirements of the Securities Exchange Act of 1934 and any applicable state securities statutes.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Item 6 - Performance-Based Fees and Side-By-Side Management	
<p>1. Do you accept a performance-based fee?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Disclose that you accept a performance-based fee. <p>NorthPoint Guidance: <i>If you accept a performance fee, review that this is disclosed under Item 5.E of Form ADV.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>2. Do you manage both accounts that are charged a performance-based fee and accountants that are charged another type of fee (e.g., hourly fee, flat fee, asset-based fee, etc.)?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Disclose that accounts are charged another type of fee. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

<ul style="list-style-type: none"> Explain the conflicts of interest that the firm and its supervised persons face by managing these accounts at the same time. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Disclose that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe generally how you address conflicts resulting from managing both accounts that are charged a performance-based fee and accounts that are charged another type of fee. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Item 7 - Types of Clients	
1. Do you describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans? <i>NorthPoint Guidance: Review that this is consistent with Item 5.D of Part 1A of Form ADV.</i>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
2. Do you have any requirements for opening or maintaining an account, such as a minimum account size?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose any requirements for opening or maintaining an account. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	
1. Do you describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
2. Do you explain that investing in securities involves risk of loss that clients should be prepared to bear?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
3. For each significant investment strategy or method of analysis you use, do you explain the material risks involved? <i>Note: A method of analysis or strategy is viewed as significant if more than a small portion of the adviser's clients' assets are advised using the method or strategy.</i>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
4. Does the method of analysis or strategy involve significant or unusual risks?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Discuss the significant or unusual risks in detail. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
5. Does your primary strategy involve frequent trading of securities?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
6. Do you recommend primarily a particular type of security?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Explain the material risks involved in recommending primarily a particular type of security. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
7. Does the particular type of security you recommend primarily involve significant or unusual risks?	<input type="checkbox"/> Yes <input type="checkbox"/> No

<ul style="list-style-type: none"> Explain the significant or unusual risks involved in recommending primarily a particular type of security. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Item 9 - Disciplinary Information	
<p>1. Has the firm or a management person been involved in any of the legal or disciplinary events listed in Appendix B of this checklist?</p> <p><i>NorthPoint Guidance: Review that this is consistent with Item 11 of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose all material facts regarding any legal or disciplinary events listed in Appendix B for ten years following the date of the event, unless: <ul style="list-style-type: none"> The event was resolved in your or the management person’s favor, or was reversed, suspended or vacated. You have rebutted the presumption of materiality to determine that the event is not material. <p><i>Note: For purposes of calculating this ten-year period, the “date” of an event is the date that the final order, judgment, or decree was entered, or the date that any rights of appeal from preliminary orders, judgments or decrees lapsed.</i></p> <p><i>Note: Even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a client’s or prospective client’s evaluation.</i></p> <p><i>Note: You may rebut the presumption that a disciplinary event noted in Appendix B is material. If an event is immaterial, you are not required to disclose it. If you conclude that the materiality presumption has been overcome, you must prepare and maintain a file memorandum of your determination in your records.</i></p> <p><i>NorthPoint Guidance: Appendix C contains a template that can help you review and document if the materiality presumption has been overcome with respect to a disciplinary event.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>2. Has the firm or a management person been involved in a legal or disciplinary event not listed in Appendix B but is nonetheless material to a client’s or prospective client’s evaluation of your advisory business or the integrity of your management?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose all material facts regarding the legal or disciplinary event. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

Item 10 - Other Financial Industry Activities and Affiliations

<p>1. Are you or any of your management persons registered, or have an application pending to register as a: 1) broker-dealer or a registered representative of a broker-dealer, or 2) futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities?</p> <p><i>NorthPoint Guidance: If a management person is registered as a registered representative, review that this is consistent with Item 5.B(2) of Part 1A of Form ADV. If the firm or its related persons are registered as a broker-dealer, are a registered representative of a broker dealer, or are registered as a futures commission merchant, commodity pool operator, a commodity trading advisor, or is an associated person of the foregoing entities, review that this is consistent with Item 6.A, Item 7.A, Item 8D and Item 8F of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Disclose if you or any of your management persons are registered, or have an application pending to register, as described above. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>2. Do you or any of your management persons have a relationship or arrangement that is material to your advisory business or to your clients with any of the following related persons: 1) broker-dealer, municipal securities dealer, or government securities dealer or broker, 2) investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund), 4) other investment adviser or financial planner, 5) futures commission merchant, commodity pool operator, or commodity trading advisor, 6) banking or thrift institution, 7) accountant or accounting firm, 8) lawyer or law firm, 9) insurance company or agency, 10) pension consultant, 11) real estate broker or dealer, or 12) sponsor or syndicator of limited partnerships?</p> <p><i>NorthPoint Guidance: If you or any of your management persons have a relationship with any of the related persons listed above, review that this is consistent with Item 6.A, Item 7.A, Item 8D and Item 8F of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Describe the relationship or arrangement. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Identify the related person. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>3. Does any material relationship or arrangement with the related persons described above create a material conflict of interest with clients?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Identify that the relationship or arrangement creates a material conflict of interests with clients. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Describe the nature of the conflict of interest. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Describe how you address the conflict of interest. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>4. Do you recommend or select other investment advisers for your clients?</p> <p><i>NorthPoint Guidance: If you recommend or select other investment advisers for your clients, review that this is consistent with Item 5.G(7) of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No

<p>5. Do you receive compensation directly or indirectly from other investment advisers that you recommend or select for your clients that creates a material conflict of interest?</p> <p><i>NorthPoint Guidance: Review that this is consistent with Item 5.E and 8.I of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe these practices. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss the material conflicts of interest these practices create. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss how you address the material conflicts of interest these practice create. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>6. Do you have other business relationships with other investment advisers that you recommend or select for your clients that create a material conflict of interest?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe these practices. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss the material conflicts of interest these practices create. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss how you address the material conflicts of interest these practice create. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	
<p>1. Do you describe your code of ethics?</p> <p><i>Note: This should be a brief, concise summary of the code of ethics that will be helpful to prospective clients who may not wish or feel the need to request the entire code of ethics and will assist those clients in determining whether they would like to read the entire code of ethics. This summary should not be a reiteration of the entire code of ethics, but rather should provide enough information for the client to determine if it would like to read the full code of ethics and to understand generally the adviser's ethical culture and standards, how the adviser controls sensitive information, and what steps it has take to prevent employees from misusing their inside positions at clients' expense.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>2. Do you explain that you will provide a copy of your code of ethics to any client or prospective client upon request?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add

<p>3. Do you or a related person recommend to clients, or buy or sell for client accounts, securities in which you or a related person has a material financial interest?</p> <p><i>Note: Following are examples: (1) You or a related person, as principal, buys securities from (or sells securities to) your clients; (2) you or a related person acts as general partner in a partnership in which you solicit client investments; or (3) you or a related person acts as an investment adviser to an investment company that you recommend to clients. A conflict could also arise when an adviser with a material financial interest in a company recommends that a client buy shares of that company.</i></p> <p><i>Note: You do not have to provide disclosure in with respect to securities that are not “reportable securities” under SEC rule 204A-1(e)(10).</i></p> <p>NorthPoint Guidance: <i>If you or a related person recommend to clients, or buy or sell for client accounts, securities in which you or a related person has a material financial interest, review that this is consistent with Item 8.A and Item 8.B of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe your practice. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss the conflicts of interest this practice presents. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe generally how you address conflicts that arise with respect to this practice. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>4. Do you or a related person invest in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients?</p> <p><i>Note: You do not have to provide disclosure in with respect to securities that are not “reportable securities” under SEC rule 204A-1(e)(10).</i></p> <p>NorthPoint Guidance: <i>If you or a related person invest in the same securities (or related securities) that you or a related persons recommends to clients, review that this is consistent with Item 8.A of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe your practice. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss the conflicts of interest this practice it presents. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe generally how you address conflicts that arise in connection with personal trading. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

<p>5. Do you or a related person recommend securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account?</p> <p><i>Note: You do not have to provide disclosure in with respect to securities that are not “reportable securities” under SEC rule 204A-1(e)(10).</i></p> <p>NorthPoint Guidance: <i>If you or a related person invest in the same securities (or related securities) that you or a related persons recommends to clients, review that this is consistent with Item 8.A of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe your practice. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss the conflicts of interest this practice presents. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe generally how you address conflicts that arise. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Item 12 - Brokerage Practices	
<p>1. Do you describe the factors that you consider in selecting or recommending broker-dealers for client transactions?</p> <p>NorthPoint Guidance: <i>The factors described should be consistent with the firm’s brokerage policies and procedures and also with the factors considered in the firm’s evaluation of best price and execution. Review that this is consistent with Item 8.E and Item 8.F of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>2. Do you describe the factors that you consider in determining the reasonableness of broker-dealers’ compensation (e.g., commissions)?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<p>3. Do you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”)?</p> <p>NorthPoint Guidance: <i>If you receive soft dollar benefits in connection with client securities transactions, review that this is consistent with Item 8.G of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose your practices with respect to the receipt of soft dollar benefits. <p><i>Note: Your disclosure and discussion must include all soft dollar benefits you receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss the conflicts of interests that the receipt of soft dollar credits creates. <p><i>Note: Your disclosure and discussion must include all soft dollar benefits you receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Explain that when you use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your clients’ interest in receiving most favorable execution. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

<ul style="list-style-type: none"> If you may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Disclose whether you use soft dollar benefits to service all of your clients' accounts or only those that paid for the benefits. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Disclose whether you seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe the types of products and services you or any of your related persons acquired with client brokerage commissions (or markups or markdowns) within your last fiscal year. <p><i>Note: This description must be specific enough for your clients to understand the types of products or services that you are acquiring and to permit them to evaluate possible conflicts of interest. Your description must be more detailed for products or services that do not qualify for the safe harbor in section 28(e) of the Securities Exchange Act of 1934, such as those services that do not aid in investment decision-making or trade execution. Merely disclosing that you obtain various research reports and products is not specific enough.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits you received. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>4. In selecting or recommending broker-dealers, do you consider whether you or a related person receives client referrals from a broker-dealer or third party?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose this practice. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss the conflicts of interest this practice creates. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Explain the procedures (meaning the system of controls used by the adviser when allocating brokerage) you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>5. Do you routinely recommend, request or require that a client direct you to execute transactions through a specified broker-dealer?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe your practice or policy. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Explain that not all advisers require their clients to direct brokerage. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, discuss the conflict of interest this relationship presents. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

<ul style="list-style-type: none"> Explain that by directing brokerage you may be unable to achieve most favorable execution of client transactions, and that this practice may cost clients more money. <p><i>Note: If your clients only have directed brokerage arrangements subject to most favorable execution of client transactions, you do not need to respond to this item.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
6. Do you permit a client to direct brokerage?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe your practice. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> If applicable, explain that you may be unable to achieve most favorable execution of client transactions. <p><i>Note: If your clients only have directed brokerage arrangements subject to most favorable execution of client transactions, you do not need to respond to this item.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Explain that directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices. <p><i>Note: If your clients only have directed brokerage arrangements subject to most favorable execution of client transactions, you do not need to respond to this item.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
7. Do you discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
8. Do you ever not aggregate orders when you have the opportunity to do so?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Explain your practice with respect to not aggregating transactions. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe the costs to clients of not aggregating transactions. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Item 13 - Review of Accounts	
1. Do you indicate whether you periodically review client accounts or financial plans?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
<ul style="list-style-type: none"> Describe the frequency of the review. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe the nature of the review. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe the titles of the supervised persons who conduct the review. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
2. Do you review client accounts on other than a periodic basis?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Describe the factors that trigger a review on other than a periodic basis. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

3. Do you describe the content of regular reports you provide to clients regarding their accounts?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
4. Do you indicate the frequency of regular reports you provide to clients regarding their accounts?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
5. Do you state whether regular reports are written?	<input type="checkbox"/> Yes <input type="checkbox"/> Add
Item 14 - Client Referrals and Other Compensation	
1. Does someone who is not a client provide an economic benefit to you for providing investment advice or other advisory services to your clients? <i>Note: For purposes of this Item, economic benefits include any sales awards or other prizes.</i> <i>NorthPoint Guidance:</i> Review that this is consistent with Item 5.E and Item 8.I of Part 1A of Form ADV.	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Generally describe the arrangement. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Explain the conflict of interest. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Describe how you address the conflicts of interest. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
2. Do you or a related person directly or indirectly compensate any person who is not your supervised person for client referrals? <i>Note: If you compensate any person for client referrals, you should consider whether SEC rule 206(4)-3 or similar state rules regarding solicitation arrangements and/or state rules requiring registration of investment adviser representatives apply.</i> <i>NorthPoint Guidance:</i> Review that this is consistent with Item 5.B(6) and Item 8.H of Part 1A of Form ADV.	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Describe the arrangement. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Describe the compensation. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

Item 15 - Custody

<p>1. Do you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, accounts statements directly to your clients?</p> <p><i>NorthPoint Guidance: Review that this is consistent with Item 9 of Part 1A of Form ADV. Note that a firm has custody if it directly debits fees from client accounts.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. <p><i>Note: You only need to respond to this item if a qualified custodian sends quarterly, or more frequent, account statements directly to your clients.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> If your clients also receive account statements from you, make a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you. <p><i>Note: You only need to respond to this item if a qualified custodian sends quarterly, or more frequent, account statements directly to your clients and your clients also receive account statements from you.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

Item 16 - Investment Discretion

<p>1. Do you accept discretionary authority to manage securities accounts on behalf of clients?</p> <p><i>NorthPoint Guidance: Review that this is consistent with Item 8.C of Part 1A of Form ADV.</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose that you accept discretionary authority to manage securities accounts on behalf of clients. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe any limitations clients may (or customarily do) place on your discretionary authority. <p><i>Note: For example, clients may not understand that they may ask the adviser not to invest in securities of particular issuers.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney). 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

Item 17 - Voting Client Securities

<p>1. Do you have, or will accept, authority to vote client securities?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe how you address conflicts of interest between you and your clients with respect to voting their securities. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Describe how clients may obtain information from you about how you voted their securities. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

<ul style="list-style-type: none"> Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>2. Do you not have authority to vote client securities?</p> <p><i>Note: If you accept proxy voting authority for some accounts but not others, disclose the relevant information for each type of account (unless the adviser has prepared separate brochures for the other accounts for such clients).</i></p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose that you do not have authority to vote client securities. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> Discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Item 18 - Financial Information	
<p>1. Do you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Include a balance sheet for your most recent fiscal year. <ul style="list-style-type: none"> The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity. Show parenthetically the market or fair value of securities included at cost. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X. <p><i>Note: If you are a sole proprietor, show investment advisory business assets and liabilities separate from other business and personal assets and liabilities. You may aggregate other business and personal assets unless advisory business liabilities exceed advisory business assets.</i></p> <p><i>Note: If you have not completed your first fiscal year, include a balance sheet dated not more than 90 days prior to the date of your brochure.</i></p> <p><i>Note: You are not required to include a balance sheet if you also are: (i) a qualified custodian as defined in SEC rule 206(4)-2 or similar state rules; or (ii) an insurance company.</i></p>	<input type="checkbox"/> Included <input type="checkbox"/> Add <input type="checkbox"/> NA
<p>2. Do you have discretionary authority or custody of client funds or securities, or require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance?</p> <p><i>NorthPoint Guidance:</i> Review that this is consistent with Item 9 and Item 8.C of Part 1A of Form ADV.</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> Disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients. <p><i>Note: A determination about what constitutes financial condition reasonably likely to meet contractual commitments is inherently factual in nature but will generally include insolvency or bankruptcy.</i></p>	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

3. Have you been the subject of a bankruptcy petition at any time during the past ten years?	<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> • Disclose that you been the subject of a bankruptcy petition during the past ten years. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
<ul style="list-style-type: none"> • Disclose the date the petition was first brought. 	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA
Disclose the current status of the bankruptcy petition.	<input type="checkbox"/> Disclosed <input type="checkbox"/> Add <input type="checkbox"/> NA

APPENDIX A

INTEROFFICE MEMORANDUM

TO: COMPLIANCE FILE
FROM: COMPLIANCE
SUBJECT: FORM ADV REGULATORY ASSETS UNDER MANAGEMENT
DATE: 3/31/2013

This memorandum serves as formal documentation describing the method used to calculate assets managed for purposes of Item 4.E. in Part 2A of Form ADV, which is different than the method used to calculate “regulatory assets under management” in Part 1A of Form ADV.

In calculating “regulatory assets under management” for Part 1A, the firm [insert calculation methodology].

Part 1A	
Assets Under Management as of December 31, 2012	
Discretionary	\$ 100,000,000
Non-Discretionary	\$ 50,000,000
Total	\$ 150,000,000

The firm uses a different method for computing the amount of “assets managed” on Part 2A of Form ADV. The firm elected to use a different method in order to convey more meaningful information about the scope of the firm’s business. Specifically, the firm [insert calculation methodology].

Part 2A	
Assets Managed as of December 31, 2012	
Discretionary	\$120,000,000
Non-Discretionary	\$50,000,000
Total	\$170,000,000

Name

Signature

Date

APPENDIX B

DISCIPLINARY QUESTIONNAIRE (FORM ADV PART 2A)

Please respond to the questions below.

SECTION A

Have you been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which you:

- | | |
|--|--|
| 1. were convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 2. were the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 3. were found to have been involved in a violation of an investment-related statute or regulation | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 4. were the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order | <input type="checkbox"/> Yes <input type="checkbox"/> No |

SECTION B

Have you been involved in an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which you:

- | | |
|---|--|
| 1. were found to have caused an investment-related business to lose its authorization to do business | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 2. were found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority:
a. denying, suspending, or revoking the authorization of your firm or a management person to act in an investment-related business;
b. barring or suspending your firm’s or a management person's association with an investment-related business;
c. otherwise significantly limiting your firm’s or a management person's investment-related activities; or
d. imposing a civil money penalty of more than \$2,500 on your firm or a management person. | <input type="checkbox"/> Yes <input type="checkbox"/> No |

SECTION C

Have you been involved in A self-regulatory organization (SRO) proceeding in which you:

- | | |
|--|--|
| 1. were found to have caused an investment-related business to lose its authorization to do business | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 2. were found to have been involved in a violation of the SRO ’s rules and was:
a. barred or suspended from membership or from association with other members, or was expelled from membership;
b. otherwise significantly limited from investment-related activities; or
c. fined more than \$2,500. | <input type="checkbox"/> Yes <input type="checkbox"/> No |

Signature

Date

Name

APPENDIX C

**DISCIPLINARY INFORMATION
REBUTTAL MEMO PURSUANT TO RULE 204-2(a)(14)(iii)**

SECTION I

Describe the legal or disciplinary event presumed to be material under the directions to Item 9 of Part 2A or Item 3 of Part 2B of Form ADV.

SECTION II

To determine whether it is appropriate to rebut the presumption of materiality, the firm considers all of the following factors:

1. The proximity of the person involved in the disciplinary event to the advisory function.

2. The nature of the infraction that led to the disciplinary event.

3. The severity of the disciplinary sanction.

4. The time elapsed since the date of the disciplinary event.

SECTION III

Explain the firm's determination that the presumption of materiality is overcome.

The firm has concluded that the materiality presumption is overcome with respect to the disciplinary event described above and that disclosure of this event is not required in Part 2 of Form ADV.

Signature

Date

Name

To receive a Microsoft Word version of this document, please contact us at info@npcomply.com.