



Disclosure Brochure and Privacy Policy

Main Office:

17040 Pilkington Road, Suite 300

Lake Oswego, OR 97035

503-387-3615

www.etesianwa.com

UPDATED: October 20, 2016

Item 1 - Introduction to Form ADV

This current Brochure provides information about the qualifications and business practices of *ETESIAN WEALTH ADVISORS Inc. (Etesian)* and is being delivered pursuant to Rule 204-3 under the Investment Advisers Act of 1940. As such, Etesian shall furnish each advisory client and prospective advisory client a written disclosure statement containing at least the information required by Part 2 of Form ADV. If you have any questions, or need additional information about the contents of this Brochure, please contact us at 503-387-3615 or

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

ETESIAN WEALTH ADVISORS Inc. is a registered investment adviser.

Registration of an Investment Adviser does not imply any level of skill or training. The written communications of an Adviser are intended to provide you with information about which you determine to hire or retain an Adviser.

Additional information about ETESIAN WEALTH ADVISORS Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This “revised” Brochure dated October 20, 2016 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

Since our last update dated February 1, 2016 we have made the following material changes in Part 2B of our ADV:

- Alex Gruber has become an Investment Advisor Representative at Etesian
- Benjamin Wright has become an Investment Advisor Representative at Etesian
- George Gabriel is no longer an Investment Advisor Representative at Etesian
- Steve King is no longer an Investment Advisor Representative at Etesian
- Item 5.A (Information about our Advisory Business-Employees) Etesian has 6 employees, 4 of which are registered with one or more State Securities Authorities as Investment Advisor Representative’s.
- Item 5.B (Information about our Advisory Business-Employees) Etesian has 4 employees who perform investment advisory functions and are registered by State Securities authorities as Investment Advisor Representative’s.
- Item 4 (Advisory Business Office Locations) Etesian indicates in our previous ADV that it has a branch office in Scottsdale, AZ and that location has been closed.
- Item 4 (Information about our Advisory Business-Employees) Etesian has 4 employees who perform investment advisory functions and are registered by State Securities authorities as Investment Advisor Representative’s. Those individuals are Stan Lochrie, David Green, Alex Gruber, and Benjamin Wright.
- Item 4 (Fees and Compensation) We no longer use or recommend the services of third party investment advisors.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Stan Lochrie, President at 503-387-3615 or Stan.Lochrie@EtesianWealthAdvisors.com. Our Brochure is also available on our web site www.EtesianWealthAdvisors.com, also free of charge.

Additional information about Etesian Wealth Advisors, Inc. is available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Etesian who are registered, or are required to be registered, as Investment Advisor Representatives of Etesian.

Item 3 -Table of Contents

| | |
|---|----|
| Item 2 – Introduction to ADV | 2 |
| Item 3 – Material Changes to ADV..... | 3 |
| Item 4 – Advisory Business | 5 |
| Item 5 – Fees and Compensation | 10 |
| Item 6 – Performance-Based Fees and Side-By-Side Management..... | 15 |
| Item 7 – Types of Clients..... | 15 |
| Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss..... | 15 |
| Item 9 – Disciplinary Information | 21 |
| Item 10 – Other Financial Industry Activities and Affiliations | 22 |
| Item 11 – Etesian’s Code of Ethics | 22 |
| Item 12 – Brokerage Practices..... | 23 |
| Item 13 – Review of Accounts | 30 |
| Item 14 – Client Referrals and Other Compensation..... | 31 |
| Item 15 – Custody | 32 |
| Item 16 – Investment Discretion | 32 |
| Item 17 – Voting Client Securities..... | 33 |
| Item 18 – Financial Information, Privacy Policy, and Business Continuity Plan | 34 |
| From ADV Part 2B..... | 36 |

Item 4 - Advisory Business

Etesian Wealth Advisors Inc. is a Registered Investment Advisory Firm with a main office located at:

17040 Pilkington Road, Suite 300
Lake Oswego, OR 97035

And the other branch offices are located at:

528 East Spokane Falls Boulevard, Suite 501
Spokane, WA 99201

Stanley C Lochrie and Barbara J. Lochrie are the sole owners of Etesian Wealth Advisors Inc. Stan has been in the Advisory business since 1990 and Barb since 2009. Etesian has been in business since January 2010.

Etesian has 6 employees including 4 Investment Advisor Representatives who are registered under Etesian to provide investment advisory services. Stan Lochrie, Alex Gruber, Benjamin Wright, and David Green, are registered as Investment Advisor Representatives of Etesian and statutory employees of Etesian.

Investment Advisor Representative's at Etesian (4) who perform investment advisory functions are Lochrie, Green, Gruber and Wright. They are registered with one or more State Securities Authorities and none are registered with another Registered Investment Advisory firm. All of Etesian's Investment Advisor Representatives' credentials and experience are listed in Part 2B of the ADV at the end of this brochure.

David Green is a licensed CPA and manages a tax practice independent from Etesian. His employment with Etesian allows David Green to perform financial planning services to his clients as a part of his tax practice. As an employee of Etesian David Green also provides input and expertise on complex tax matters as needed. David Green's tax practice and his employment with Etesian are independent from each other. There is no revenue sharing arrangement between Etesian and David Green.

The primary focus of Etesian is multidisciplinary wealth management, financial planning, consulting on financial matters and asset management services. The largest part of our revenue is from asset management service for the management of client accounts on a discretionary basis. We also manage accounts on a non-discretionary basis, furnish investment advice through consultation, and furnish advice on matters not directly involving securities, including financial planning.

Specifically, Etesian provides the following services to clients:

- Supervision of accounts ("*Investment Supervisory Services*")
- Management of accounts on a non-discretionary basis ("*Account Management Services*")
- Consulting on investment-related matters that do not involve management or supervision of assets ("*Consulting Services*")
- Financial planning ("*Financial Planning Services*")
- Retirement Plan Services ("*Retirement Planning Services*")

Because we perform advisory services for more than one client account, there may be conflicts of interest over time as it relates to managing any one account and in context to how we manage the allocation of investment opportunities among all accounts managed by Etesian. When this happens, we try to resolve all such conflicts in a manner that is fair to all of our clients. Sometimes, we may give advice and take action for one client that is different than the advice given or action taken for another client. In that regard, we have no obligation to recommend or conduct the purchase or sale by a client of any security that our advisors, managers, members, officers, or employees may purchase or sell for their own accounts or for the account of another client, if we believe the sale or purchase may be unsuitable, impractical or undesirable for any other client. An example of a purchase for one client being impractical for another client is if there is not a sufficient available supply of a particular security for all of our clients for whom it might be suitable. In such a case of limited availability, we will, within our sole discretion, determine in a manner of our choosing how to allocate the security among our clients. However, it is our policy to allocate investment opportunities over a period of time on a fair and equitable basis to all clients to the extent it is practical to do so.

Investment Supervisory Services - Nature of Services

Etesian's Investment Supervisory Services are generally performed as a consulting project for hourly fees. Projects may include (but not be limited to):

- Assessment of the client's investment needs and objectives
- Development of an asset allocation strategy designed to meet the client's objectives
- Identification of suitable style objectives and investment vehicles for the client's goals
- Recommendations of investment vehicles on behalf of the client
- On-going monitoring and review of client accounts
- Performance of investment manager due diligence, negotiate fees and provide recommendations for selection, monitoring and replacement of investments
- Review custodial platform and expense controls
- Perform evaluation and benchmark reviews
- Develop strategies to address low cost basis stock, concentrated positions and restricted assets

In connection with offering Investment Supervisory Services, Etesian, through discussions with the client, gathers and compiles information about the client's financial circumstances, investment objectives, risk tolerance, time horizon, investment preferences and other relevant factors. Etesian analyzes this information and prepares an investment strategy for each client in the form of an Investment Policy Statement (“IPS”) that includes asset allocation and investment portfolio recommendations for the asset classes, as well as rebalancing strategies.

Account Management Services - Nature of Services

Etesian manages accounts on a discretionary or non-discretionary basis as outlined in Etesian’s Account management service agreement. Our account Management Services include:

- Assessment of the client's investment needs and objectives
- Development of an asset allocation strategy designed to meet the client's objectives
- Preparation of a comprehensive financial plan (as outlined under “Financial Planning Services”)
- Identification of suitable style objectives and investment vehicles for the client's goals
- Creation of an investment policy
- Identification and recommendation of third party money managers
- Initiating trades in client accounts
- Working with custodians to arrange deposits, disbursements, and other transactions within client accounts
- On-going monitoring and review of client accounts
- Account reporting
- Account rebalancing as appropriate

In connection with offering Account Management Services, Etesian, through discussions with the client, gathers and compiles information about the client's financial circumstances, investment objectives, risk tolerance, time horizon, investment preferences and other relevant factors. Etesian analyzes this information and prepares an investment strategy for each client in the form of an investment policy statement (“IPS”) that includes asset allocation and investment portfolio recommendations for the asset classes, as well as rebalancing strategies.

The purpose of the IPS is to provide Etesian with written, strategic plans to direct investment decisions for each client. The creation of the IPS provides Etesian the opportunity to discuss investment objectives with clients as well as educate them on various techniques and strategies.

This information will allow Etesian to assess whether a particular security or investment manager is suitable for a client and serve as the basis for establishing the client’s strategic asset allocation. A focus on downside loss potential is discussed to help a client visualize historical

examples of risk/reward potentials and serve as the basis for establishing the client's strategic allocations.

Etesian then recommends portfolio assets based upon each client's strategic and tactical investment strategy as outlined in the IPS and, with the client's authorization, allocates them among various securities and investments and any third party money managers recommended by Etesian and selected by the client.

Consulting Services - Nature of Services

In certain cases, Etesian provides investment advice and consulting services that do not directly involve the management or supervision of assets. For example, Etesian may be retained by a client to assist them with various financial matters. These are generally hourly fee projects involving estate planning, life insurance analysis, etc.

Financial Planning Services - Nature of Services:

Etesian provides personal financial planning services to individual clients which include:

- Assisting the client in setting long and short term goals
- Preparing a personal financial statement, cash flow statement and asset allocation
- Discussing appropriate emergency reserves
- Preparing a retirement/long-term planning analysis
- Preparing of an insurance analysis
- Developing a savings plan to reach long-term goals
- Reviewing auto and home insurance coverage
- Providing a customized financial plan and cash flow analysis

The Personal Financial Plan will not express any form of assurance on the achievability of the projections or reasonableness of the underlying assumptions. Each client is responsible for providing current and accurate financial information and communicating to us any significant information that might affect the ultimate realization of the projected results. All reports, financial statement projections and analyses are intended exclusively for use in developing and implementing the financial plan. Accordingly, such reports may not be used to obtain credit or for any purpose other than developing the personal financial plan. We will not compile, review or audit such statements and we will not express our opinion or other forms of assurance on them, including the reasonableness of assumptions and other data on which any prospective financial statements are based. It is likely that there will be differences between projected and actual results because events and circumstances frequently do not occur as projected and such differences may be material. Clients are under no obligation to act upon the written

recommendations; however, if they do act on any of the recommendations, the client is under no obligation to purchase products recommended through Etesian.

Etesian provides financial plans to each of its investment management clients without additional planning charges. These plans are updated annually as part of our service.

Retirement Plan Services - Nature of Services

Etesian provides retirement plan services to plan sponsors, which include:

- Preparation of Investment Policy Statement
- Performance Monitoring Reporting
- Performance Reports
- Investment Recommendations
- Education Services to Plan Committee
- Participant Enrollment and Education
- Selection of Qualified Default Investment Alternative
- Plan Search Support/Vendor Analysis

At no time will Etesian act as a trustee to the Plan. We cannot be responsible for the acts, omissions, or solvency of any broker, agent, or independent contractor or other advisor selected in good faith to take any action to negotiate or consummate a transaction for a consulting service we provide. Our services are not designed and should not be relied upon as a substitute for individual business judgment, nor are they meant to mitigate the necessity of personal review and analysis of a particular investment. Our services are designed to supplement the fiduciaries' own planning analysis and aid them in fulfilling their business financial goals and objectives.

Types of Investments used

Etesian offers advice on a wide spectrum of investments and investment programs, including short term money market securities; corporate, municipal and US government fixed income securities; exchange listed, over-the-counter and foreign equities; investment company securities such as mutual funds; derivative securities such as warrants and options; direct participation partnerships, and privately issued notes. Investments such as commodities and futures contracts will be provided as part of mutual funds. We may also provide advice about any type of preexisting investment held in a client's portfolio when opening an account with Etesian Wealth Advisors, Inc.

Client restrictions on assets managed

In certain circumstances, a client may restrict what securities can and cannot be held, bought, or sold in their individual portfolios. In such cases, the specific restrictions must be in writing and listed on the IPS and then those assets will be held in a separate account with restricted trading authority by Etesian under which no trades will be initiated without the client's approval.

In other circumstances, a client can specify what type of securities he/she would not like held in the account. This is generally the case with socially responsible investing. The specific restrictions must be provided to us in writing and incorporated as part of the client IPS.

Where restrictions apply on accounts managed by Etesian, the potential for loss in the account might be elevated.

Assets managed by Etesian Wealth Advisors

As of October 19, 2016 we manage the following client assets:

| | |
|-----------------------------|--------------------|
| Discretionary assets -- | \$200,618,686 |
| Non-Discretionary Assets -- | <u>\$1,056,288</u> |
| Total Asset Managed -- | \$201,674,974 |

ITEM 5 -Fees and Compensation

Etesian and its investment advisory representatives receive compensation in connection with services offered to clients. The compensation paid to Etesian and its investment advisory representatives may vary depending on the services provided. Therefore, Etesian or the investment advisory representative may have an incentive to recommend a service that provides greater compensation to Etesian or the investment advisory representative.

Actual fees charged to investment advisory clients may vary significantly from client to client and may be higher or lower than indicated in the standard fee schedules below, depending upon a number of factors including the amount of assets under management, the scope of services provided, the complexity of the client's financial situation and the type of assets being managed.

Minimum Account Size and Fees

Etesian does not impose a minimum account size or minimum fee. Fees for Investment Supervisory Services and Account Management Services are payable quarterly in arrears. Fees payable for Investment Supervisory and Management Services are calculated as an annual percentage fee of the value of assets under our management and then those annual fees are prorated and charged on a quarterly basis in arrears. Those annual fees are as follows:

| <u>Assets Managed</u> | <u>Standard Fee</u> |
|--------------------------------------|---------------------|
| • \$0 - \$2,000,000 Million | 1.10% |
| • \$2,000,001 - \$5,000,000 Million | 0.85% |
| • \$5,000,001 - \$10,000,000 Million | 0.55% |
| • \$10,000,001 – Up | 0.45% |

Clients will also be subject to other fees and expenses in connection with their account, including execution costs, fees and expenses charged directly or indirectly by mutual funds, ETFs, or other fund interests, or privately issued notes in which their assets are invested. These other fees are charged by your custodian, broker-dealers, and other service providers and not by Etesian. Fees and expenses in connection with mutual funds are described in each fund's prospectus. Fees and expenses in connection with privately issued notes are described in their associated Private Offering Memorandum. Our fees are prorated from the date of inception through the date of termination.

Our fees are based upon the account balance on the last day of the calendar quarter and are deducted from client accounts on a quarterly basis, in arrears, as a direct debit to Etesian as specified in the investment advisory agreement. For accounts with custody at Schwab or another custodian, that are terminated mid-quarter, our investment management fees will be prorated for each day of the current quarter until the date the written termination notice is effective. Either party may terminate the Investment Advisory Agreement at any time by providing written notice to the other party.

These other fees and expenses may vary depending upon the investment company (mutual fund, ETF, etc.) and the type of investment (fixed income, stock, REIT, etc.) objective. Examples of other fees charged above Etesian's fee include (but are not limited to):

1. ADR Fees-ADR (American Depository Receipt) is a receipt of shares of foreign-based companies that entitles the shareholder to all dividends and capital gains in particular Foreign securities. ADRs allow Americans to buy shares of foreign-based securities on American exchanges instead of having to go to overseas markets. ADR fees compensate agents (banks and investment banks) for inventorying the foreign stocks and managing registration, compliance and recordkeeping services. In general terms, ADR fees range from \$0.01-\$0.03 per share.
2. Fees charged by the Qualified Custodian (fees vary from Custodian to Custodian)-
 - a. Transaction Fees:
 - i. Equity Trades
 - ii. Mutual Fund Trades
 - iii. Bond Trades
 - iv. ETF Trades

- v. Wiring Fees for funds transfer, postage and handling fees, etc.

Statement with regard to fees at Etesian:

Our firm strives to deliver its services while paying close attention to managing the “all-in” fees that our clients are subject to paying (fees from fund companies, ETF Sponsors, Custodians, etc.). In an effort to achieve cost effective expense ratios, Etesian has a bias toward using individual securities (bonds and stocks which have a \$0 cost in client accounts). However, we do use Exchange Traded Funds and no-load mutual funds in Client accounts to achieve diversification and overall market exposure as needed. In those cases, we employ an investment selection process that we believe is objective and in our clients’ best interest (we are not compensated for the investment).

Consulting Fees

Etesian negotiates fees with its consulting clients based on the type of client and particular services rendered. Etesian may charge a fixed fee, an hourly fee or some combination of the two. A portion of the fees is payable in advance, with the balance due upon completion of the engagement. If a consulting engagement is paid in advance, when the client accepts in writing that the consulting work has been completed and client has over paid for the work, Etesian will refund the unearned consulting fees.

Financial Planning Fees

A one-time flat fee is charged depending upon the complexity of the client's financial situation. New clients will be charged a minimum financial planning fee of \$1,500 with more complex financial planning fee up to \$10,000 depending upon the engagement. This fee may be waived for new clients who engage Etesian to manage their assets following delivery of their financial plan.

Retirement Plan & Consulting Fees:

Generally, minimum fees do not apply to retirement plan consulting. Fees payable to Etesian for Retirement Plan Services are calculated as a percentage of assets under management as follows:

| <u>Plan Assets</u> | <u>Standard Fee</u> |
|---------------------------------------|---------------------|
| • \$0 - \$3,000,000 Million | 0.50% |
| • \$3,000,001 - \$5,000,000 Million | 0.35% |
| • \$5,000,001 - \$10,000,000 Million | 0.25% |
| • \$10,000,001 - \$20,000,000 Million | 0.20% |

| | |
|---------------------------|-------|
| • \$20,000,001 - and Over | 0.15% |
|---------------------------|-------|

Fees for Retirement Plan Services are payable quarterly in arrears and based upon account values the last day of each calendar quarter. Fees payable to any third party money manager selected by the client are in addition to the fees payable for Etesian's work. In addition, clients will also be subject to other fees and expenses in connection with their account, including execution costs, fees and expenses charged directly or indirectly by mutual funds, ETFs or other funds in which their assets are invested, their custodian, broker-dealers, and other service providers. Fees and expenses in connection with mutual funds are described in each fund's prospectus.

Services to Retirement Plan clients may also be acquired on a project or consulting basis. Etesian negotiates fees with its consulting clients based on the type of client and particular services rendered. Etesian may charge a fixed fee, an hourly fee or some combination of the foregoing. Such fees may be partially payable in advance, with the balance due upon completion of the engagement. If a consulting engagement is paid in advance, when the client accepts in writing that the consulting work has been completed and client has over paid for the work, Etesian will refund the unearned consulting fees.

Conditions for Managing Accounts:

All fees are subject to negotiation and there are no other fees such as acceptance or termination fees.

Clients will be expected to notify their Investment Advisor Representative (IAR) of any changes in their financial situation, investment objectives or account restrictions. Etesian Wealth Advisors, Inc. does not necessarily require a minimum amount to be invested. However, Etesian may impose minimum fees for certain financial planning, consulting and investment advisory services. In these circumstances, the minimum fee may result in an effective rate that is greater than the fee shown in the Etesian fee schedule.

Item 12 further describes the factors that Etesian considers in selecting or recommending brokers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions, fees, etc.)

Valuation of Publicly Traded Securities

Publicly traded securities in your account(s) managed by us are held at the custodian that we recommend but are ultimately chosen by you. We use the securities valuation provided by the independent qualified custodian for reporting and billing purposes. Publicly traded securities are usually valued as of the end of business on the last trading day of the calendar quarter.

Valuation of Privately Issued Securities

Some of our clients hold privately issued securities in their managed account portfolios. Your independent qualified custodian will hold the privately issued securities on your behalf. These privately issued securities are not publicly traded and therefore do not have a daily indication of their fair market value. It is our policy to use the value provided by your account custodian. This value is usually the last known transaction price to value these non-publicly traded securities for reporting and billing purposes. In the case of privately issued notes, your custodian normally reports their value at par, or the original issue amount. Because the original issue amount or last known transaction price for these securities or their original price may be from a date far in the past, it may be higher or lower than the actual fair value of the securities at the portfolio valuation date. Therefore, the management fee related to the asset will be higher or lower than it would have been had an actual fair market value been available and used. Your custodian usually receives values for privately issued securities directly from the issuer of the securities, we do not value your securities nor do we verify the values provided by the issuer of the securities or your custodian are correct.

Other disclosure on Etesian's IAR's, Supervised Personnel, and clients

- Etesian has 3 Investment Advisor Representatives involved in investment trading, security selection, and investment research- Stan Lochrie., Alex Gruber and Benjamin Wright.
- None of Etesian's Investment Advisor Representatives are registered with a Broker/Dealer.
- No other Advisory Firms or organizations solicit advisory clients on behalf of Etesian Wealth Advisors.
- During the previous year (2015) Etesian provided investment advisory services to 132 household clients who collectively have 415 accounts managed by Etesian.
- Etesian has no (0%) Non-US persons whose assets they manage.

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

Etesian does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). We provide investment advisory services to other clients in addition to you. Not all clients receive the same investment advice, nor do they pay the same fee. We strive to act in the best interests of each of our clients at all times.

Item 7 - Types of Clients

In general terms, Etesian provides comprehensive wealth management services to the following types of clients:

- Affluent Individuals and their Families
- Corporate Executives
- Business Owners
- Multi-Generational Family Wealth
- Private Foundations
- Corporate Pension and Profit Sharing plans
- Endowments and Not-for-Profit Organizations

Limitations to authority may be based upon specific written objectives and guidelines between Etesian and the client, ERISA, or other regulatory bodies.

Accredited/Qualified Investors

In some circumstances we might recommend that a client purchase a privately issued security. Because these privately issued securities are not registered with the SEC the issuers of these securities require that clients purchasing these privately issued securities be Accredited Investors or Qualified Investors depending upon the type and structure of the investment. The issuer of the privately issued securities will require the purchasers of the investment to attest that they are Accredited or Qualified to purchase the investment by acknowledging, among other things, their net worth and income. Etesian is not the issuer of these privately issued securities.

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

Security Analysis

Etesian's primary method to determine the suitability of an investment includes fundamental research of the equity markets. Etesian believes in managing publicly traded securities which have characteristics that indicate that the investments meet high standards (size, balance sheet strength, cash holding, debts, etc.) and is determined to be suitable for the clients particular situation (risk profile, reward, time horizon, etc.), Etesian adheres to strict risk controls such as fundamental analysis, screenings against peer groups, searches of historical information and filings, etc. in an effort to reduce volatility and help maximize returns.

All portfolio decisions are driven by basic analysis, which includes but is not limited to:

- Fundamental and technical analysis including charting as well as some cyclical weighting based on macroeconomic analysis
- Financial newspapers and magazines
- Research services prepared by others, such as Schwab Institutional, Fidelity Investments, Morningstar® and Fiduciary 360™
- Corporate rating services
- Commercially available services regarding investments and taxation of investments Annual reports, prospectuses, filings with the SEC Company press releases Internal analysis and research
- Privately issued securities are analyzed in a similar method but the investment's issuers will normally not meet the same standards set for publicly traded securities because much of the information about privately issued securities is not available to us.

Principal Sources of Information

Etesian's sources of information used in financial analysis include (but are not limited to): financial periodicals, research materials prepared by others including research departments of brokerage firms, corporate rating services, annual reports to shareholders, prospectuses, investor relations' material, company conference calls, and U.S. Securities and Exchange Commission filings. In the case of privately issued securities, the information about the issuer will normally come from the issuer. Often no independent third party verified information about an issuer of privately issued securities can be obtained.

Types of Investment Strategies

Etesian Wealth Advisors Inc. offers advice on a wide spectrum of investments and investment programs, including short term money market securities; corporate, municipal and US government fixed income securities; exchange listed, over-the-counter and foreign equities; investment company securities such as mutual funds; derivative securities such as warrants and options; direct participation partnerships and privately issued notes. Investments such as commodities and futures contracts will be provided as part of a mutual fund. We may also provide advice about any type of preexisting investment held in a client's portfolio when opening an account with Etesian Wealth Advisors Inc.

Typical investment time horizon is greater than 1 year depending upon each client's unique circumstances as outlined in the IPS. However, on occasion securities will be sold prior to that time depending upon the conditions of the markets, the prospects for price appreciation of the particular security or other reasons consistent with the specific client as outlined in each unique IPS.

Etesian Global Fixed Income Strategies:

- Etesian Wealth Advisors builds and manages individual-issue corporate, US Treasury, and municipal bond portfolios customized to a client's specific diversification requirements, income needs, time horizon, tax considerations and state of residence. In some cases, when we feel appropriate, we will recommend a client purchase or privately issued note.
- For accounts with smaller allocations to fixed income, Etesian will use mutual funds and/or separate account managers.

Our strategy is to assess the overall direction of interest rates and determine position durations accordingly. We analyze the yield curve in an attempt to determine the most advantageous portfolio construction. We determine the relative attractiveness of corporate vs. municipal and government and/or government agency securities. Based on the results of our analysis, we adjust durations/maturities when conditions indicate and shorten portfolio exposure when necessary to preserve capital. This means that when we believe interest rates are falling, we lengthen duration to take advantage of the increased returns that should be available as rates drop. Likewise, when market indicators warn of forces that threaten the markets, our managers will seek to shorten portfolio maturities and durations with the goal of limiting potential declines.

Fixed Income Market Risk

- A rise in interest rates may cause accounts participating in this strategy to decline in value. When interest rates are low, the income distribution may be reduced.
- The value of any of the investments may decline in response to events affecting the issuer, its credit rating or any underlying assets backing the securities; such as the effect on mortgage-related securities from real estate market weakness or defaults on underlying mortgages.
- The duration of these securities affects risk, with longer term securities generally more sensitive to interest rates and more volatile than shorter term securities.

Fixed Income Management Risk

Our judgments about the attractiveness, value, and potential appreciation of a particular asset class or individual security may be incorrect and there is no guarantee that individual securities will perform as anticipated.

Fixed Income Credit Risk

- There is a risk that issuers and counter-parties will not make payments on the securities they issue.

Individual securities can be downgraded by rating agencies, which can cause their values to fall. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security, which may affect liquidity and our ability to sell the security.

Etesian Global Equity Strategies-Etesian Dividend Focus Strategy:

This strategy consists of building and managing individual-issue common stock portfolios designed to provide meaningful dividend income while maintaining exposure to the market. The strategy primarily focuses on investing in large cap common stocks (comprised primarily of domestic securities but may hold foreign ADR's as well) that provide strong growth potential and attractive dividend and yield opportunities and seeks to create a portfolio structure that is less volatile and more predictable than the overall stock market. Companies are selected based on their ability to consistently pay and increase dividends over time. We also favor companies that have a share buyback program in place. We also evaluate based upon a comprehensive scoring process that reviews valuation, earnings, expectations, key financial issues and technical price behavior.

Etesian Equity Strategies by Third-Party Managers:

Etesian uses mutual funds and Exchange Traded Funds to gain exposure to a tax managed global equity portfolio. The strategies are offered through external money managers, mutual funds and equity or indexing strategies for various investment disciplines as desired by the client and when appropriate for the client's situation.

We examine the experience, expertise, investment philosophies and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks. A risk of investing with a third-party manager, who has been successful in the past, is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations,

we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

From time to time we may need to analyze individual securities for suitability within a client's portfolio. We approach this analysis employing a number of tools to help us assess the intrinsic value of the security, including forward and trailing price to earnings ratios (P/E), price to book (P/B) and price to cash flow (P/CF), dividend yield, market capitalization, etc. We may also consider economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Equity Markets Risk:

- An investor could lose money due to a sudden decline in the share price or to an overall decline in the stock market. Factors such as U.S. economic growth and market conditions, interest rates and political events affect the equity markets.
- Our strategy for managing these portfolios may not achieve the desired results or may be less effective than other strategies in a particular market environment.
- Investments in foreign equity securities involve increased risk due to political, social and economic developments abroad as well as differences between regulatory practices.
- A higher turnover rate may indicate higher transaction costs and may result in higher taxes in taxable accounts. These costs may also affect the strategies' performance.

Equity Management Risk:

- Our judgments about the attractiveness, value and potential appreciation of a particular asset class or individual security may be incorrect and there is no guarantee that individual securities will perform as anticipated.
- The value of an individual security can be more volatile than the market as a whole or our intrinsic value approach may fail to produce the intended results.
- Our estimate of intrinsic value may be wrong or, even if our estimate of intrinsic value is correct, it may take a long period of time before the price and intrinsic value converge.

We conduct quantitative and qualitative research, drawing on analytic tools and a database of traditional and alternative asset managers. Security selection follows similar protocols. For all the investments we make, our due diligence efforts are thorough and ongoing.

- Investments in small and mid-cap companies may be riskier than investments in larger cap established companies.

- The securities of mid and small cap companies may trade less frequently and in smaller volumes than securities of larger companies.
- Small and mid-cap companies may be more vulnerable to economic, market and industry changes.

Etesian Alternative Investment Strategies

Etesian offers alternative investment strategies by using investments in Mutual Funds. Our alternative investment line up is designed to complement our long only fixed income and equity strategies. Our strategies include Real Estate, Gold, Master Limited Partnerships, and various single strategy hedge fund styles. Etesian's alternative investment strategies are built to have a lower correlation with other major asset classes and provide a source of absolute return to a broadly diversified portfolio.

Alternative Investment Risks:

- Alternative investments in Real Estate Investment Trusts (REITS), although not a direct investment in real estate, are subject to the risks associated with investing in real estate.
- The value of these securities will rise and fall in response to many factors including economic conditions, the demand for rental property and changes in interest rates.
- Alternative Investment strategies are intended to further diversify investor holdings and are not considered as a stand-alone investment program.

Privately Issued Securities Risks:

Privately issued securities involve a higher degree of risk. Caution must be exercised when investing in privately issued securities as they have the following characteristics:

- Privately issued securities are illiquid.
- Privately issued securities often have higher expenses.
- This means there is not a market to sell them should you want to in the future and no market is expected to develop.
- Privately issued securities cannot be used as security or collateral for a loan.
- Some privately issued securities are restricted securities and cannot be legally sold or transferred by you without consent of the issuer.
- Privately issued securities are sold with a Private Placement Memorandum or Offering Statement.
- Before you purchase a privately issued security, you should read and understand the contents of the Private Placement Memorandum.
- The Private Placement Memorandum contains additional discussion and disclosures about the risks associated with privately issued securities.

Additional Comments on Risks:

Any investment carries an element of risk. We strive to help our clients understand the risks associated with investing to meet their goals. In that regard, we will provide our best assessment of the risks associated with the investment we manage for our clients. However, any investment or economic analysis that we provide will rely upon representations and financial information collected from many sources. As such, we cannot express any form of assurance on the achievability of the accuracy of the information we collect. All reports, financial statement projections and analyses are intended exclusively for use in developing and implementing portfolios for our clients. Any past or current performance metrics used to determine the suitability of a security in an individual portfolio are not represented as guarantees or any assurances of future performance. Additionally, we do not compile, review or audit financial statements of individual companies we research and recommend. As a result, we will not express any assurance on a company's future performance, including the reasonableness of assumptions and other data that we may collect. In addition, our services are not designed to discover fraud, irregularities or misrepresentations made in materials provided to us concerning potential investments.

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Etesian or the integrity of Etesian's management or our Advisors. Etesian has no information applicable to this Item at this time.

However, state regulators require that all formal investigations and disciplinary actions taken by regulators, customer disputes, certain criminal charges and/or convictions, as well as any IAR's financial disclosures, such as bankruptcies and unpaid judgments or liens, be filed with FINRA. If this type of information would be material to your decision to do business with Etesian please refer to FINRA's Broker Check at www.adviserinfo.sec.gov for more information about us.

Item 10 – Other Financial Industry Activities and Affiliations

Etesian does not have any affiliations with any broker-dealers, other Investment Advisors or any other professionals working in the Financial Industry. Etesian, on occasion, will recommend that a portion of the assets for a client be managed by one or more sub-advisors. If this is the case, the client hires the sub-advisor directly, and no referral fees are paid. The clients who

utilize the sub-advisor(s) will pay investment management fee(s) to that adviser, in addition to what they pay the Adviser.

Item 11 – Etesian’s Code of Ethics

Participation or Interest in Client Transactions:

Etesian and its employees, including investment advisory representatives, from time to time make investments for their own accounts. As a result, Etesian and its employees may purchase or sell securities that are recommended to, purchased by, or sold to clients. Personal securities transactions by persons associated with Etesian are subject to Etesian's Code of Ethics, which requires employees to report all securities holdings and transactions and requires pre-clearance from the firm's Chief Compliance Officer for certain securities transactions. Etesian designed these policies to mitigate actual or potential conflicts of interest with clients. A copy of the Firm's Code of Ethics will be provided to any client or prospective client upon request.

Etesian anticipates that it will recommend to investment advisory clients, or prospective clients, the purchase or sale of securities in which Etesian, its affiliates and/or clients, directly or indirectly, have a position of interest. Etesian’s employees and persons associated with Etesian are required to follow Etesian’s Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Etesian and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Etesian’s clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Etesian will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Etesian’s clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Etesian and its clients.

Item 12 – Brokerage Practices

Non-Discretionary Accounts

In certain cases, the asset management services that Etesian provides are nondiscretionary in nature. While Etesian recommends to clients which securities to buy or sell, and in what quantity, it is the client's responsibility to exercise their own judgment regarding whether or not to follow our recommendation. In these instances, Etesian may also assist the client in effecting the recommended transaction.

Discretionary Accounts

Where Etesian has discretionary management authority, we are authorized to determine the securities to be bought or sold and the total amount of securities to be bought or sold without the approval of the client, subject to the client's investment policy (IPS) guidelines and restrictions established by the client that may limit our authority to buy or sell certain types of securities. In addition, and in such cases, Etesian has the authority to determine without specific client consent, the broker or dealer for securities transactions in the client's account. Etesian's objective in selecting brokers and dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution services with respect to its accounts' portfolio transactions. The best net price, considering brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors are considered as they are deemed relevant.

These factors include, but are not limited to: Etesian's knowledge of negotiated commission rates and spreads currently available; nature of the security being traded; size and type of transaction; nature and character of the markets for the security to be purchased or sold; desired timing of the trade; current and expected activity in the market for the particular security; confidentiality; execution, clearance and settlement capabilities, as well as the reputation and perceived soundness of the broker-dealer selected. Other factors, which are considered, include Etesian's knowledge of actual or apparent operational problems of any broker-dealer; the transactions to be executed; historical experience with the broker-dealer; and the reasonableness of spreads or commissions. In addition, as described below, brokers and dealers who provide brokerage and research services to Etesian, either directly or from third parties, may receive orders for transactions resulting in commissions being earned by them. In most cases, Etesian will execute client transactions with the client's custodial broker-dealer. It is the experience of Etesian that with respect to most transactions, particularly transactions in mutual fund securities, the custodian's broker-dealer will provide best execution.

Recommended Brokerage

Where a client has not established an arrangement with a custodial broker-dealer, we will generally recommend that clients establish a custodian brokerage relationship with Schwab. It is Etesian's experience that Schwab is generally capable of providing the required service, has a good business reputation, has provided good service to Etesian clients in the past and offers a reasonable commission structure. However, there is no guarantee that best execution will be achieved on every transaction.

Soft Dollars

Soft dollars are a form of non-cash compensation paid to advisors. The term is used in finance to describe a means by which financial firms, brokers, and brokerage are paid for their services as opposed to the normal direct commissions paid (hard dollars). In general terms, soft dollar benefits are not accepted by Etesian. Under Section 28(e) of the Securities Exchange Act of 1934, an investment advisor is generally deemed to have acted lawfully and in a manner consistent with its fiduciary duties to clients' under federal and state law, if the advisor determines in good faith that the benefits received by the advisor are reasonable in relation to the value of the brokerage and research products or services provided. For purposes of Section 28(e), research products or services provided to Etesian by a broker may include written information and analyses concerning specific securities, companies or sectors; news, quotation, statistics and pricing services, as well as discussions with research personnel and consultants; databases and other technical and/or telecommunications services utilized in the investment management process; and other consulting fees in connection with investigating and monitoring potential and existing investments and other products and/or services providing lawful and appropriate assistance to the investment advisor in the performance of its investment decision making responsibilities, without regard to whether the research products or services benefit or solely benefit the account bearing the commission charge. Etesian will only utilize soft dollar arrangements consistent with Section 28(e). If a product or service obtained provides both research and non-research assistance to Etesian (i.e., a "mixed use item"), we will pay for that non-qualified product or service from our own resources.

Investment or Brokerage Discretion

Clients receiving Investment Supervisory Services provide Etesian with the written authority to determine which securities to buy or sell, and the amount of securities that are bought or sold. All trading activity in publicly traded securities, in connection with the client's account, is effectuated by the custodian of the account at the request of Etesian. The purchase or sale of privately issued securities in your account is only done after you have approved of the purchase or sale in writing. We will never purchase or sell privately issued securities on your behalf without your written consent.

For our investment management services, Etesian recommends that clients establish brokerage accounts with independent custodians. In connection with this recommendation for a custodian, Etesian has considered the following:

- Price of the security and cost of the transaction
- Commission rate
- Speed and promptness of execution
- Responsiveness

- Confidentiality
- Back office capabilities
- Willingness and ability to handle complex trades
- Knowledge of, and access to potential market participants
- Reputation, overall knowledge of market and financial stability

Aggregated Trades

Orders will generally be entered for execution on a first-in, first-out basis. Etesian may, in its discretion and to the extent permitted by law, aggregate or “bunch” orders being placed for execution at the same time for the account of one or more clients where it believes that aggregation is appropriate and in the best interest of its clients. Under this procedure, transactions will be averaged as to price and transaction costs and will be allocated among Etesian's clients in proportion to the purchase and sale orders placed for each client account on any given day.

Etesian is independent of any custodian

Account Management Services are provided for accounts opened at Etesian, with assets held in custody at various custodians. A separate account application and agreement will be executed between the client and the custodian and all trading activity in connection with client accounts will be effectuated by the custodian, except when the client elects to establish a prime brokerage arrangement, in which case trades will be executed by other broker-dealers. Clients will authorize the custodian to pay Etesian's fees directly from one or more accounts maintained with each custodian.

Prime Brokerage Arrangements

Etesian may use its discretionary authority to trade away from your broker custodian (Schwab or other custodians) when purchasing or selling fixed income securities. This allows us to seek competitive fixed income offerings beyond what is offered by the custodian's inventory. It is not used in all cases or for every account Etesian manages. Each trade placed at a broker other than your custodian has an additional cost, which is charged by your custodian to settle the trade. This fee will be in addition to any mark up, or mark down, that you may pay to purchase or sell your security. Etesian does not participate in these fees.

Custodians

Custodians are the entities that have physical possession of client assets. Etesian uses Charles Schwab and Company, Fidelity Investments, First Republic Bank, Washington Trust and other custodians for its brokerage and custodial services. Etesian is always independent of the

custodian. The majority of Etesian's clients use Charles Schwab & Company custodial platform, although clients always reserve the right to choose the custodian of their assets.

Etesian does not maintain custody of the assets that we manage on our client's behalf; although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian” for our investment management services. A “qualified custodian” includes a bank or savings association with deposits insured by the FDIC, a registered broker/dealer, a registered futures commission merchant, or a foreign financial institution holding client assets. “Qualified custodians” must deliver account statements directly to clients—not through advisors like Etesian—on at least a quarterly basis. The qualified custodian's account statement must include account positions, values, and all transactions within the statement period.

The majority of our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as their qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold assets in a brokerage account and buy and sell securities when we instruct them to. While we may recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab 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. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”).

How We Select “Qualified” Brokers/Custodians

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)

- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us From Schwab”)

Your Brokerage and Custody Costs

Custodians generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that it executes or that settle into your account. Custodians commission rates and asset-based fees applicable to our client accounts were negotiated based on the condition that our clients collectively maintain assets in accounts at the custodian. This commitment benefits you because the overall asset-based fees you pay are lower than they would be otherwise. In addition to these fees, the custodian charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have the custodians execute most trades for your account. We have determined that having the custodian execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”).

Etesian’s relationship with Charles Schwab and Company

Charles Schwab is in the business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage— trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts; while others help us manage and grow our business. Schwab’s support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less

than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

Services That Benefit You:

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

Services That May Not Directly Benefit You:

- Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account.
- These products and services assist us in managing and administering our clients' accounts.
- They include investment research, both Schwab's own and that of third parties.
- We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab.

In addition to investment research, Schwab also makes available and Etesian takes advantage of using Schwab software and systems technology that:

- Provides us access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate our trades and execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payments of our fees from our clients' accounts
- Assists us with back-office functions, recordkeeping, and client reporting

Schwab offers services that not only benefit Etesian but are intended to help Etesian manage and further develop our business enterprise. Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's

fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel. The Schwab services that Etesian uses in that regard are:

- Educational conferences and events
- Publications and conferences on practice management and business succession

Etesian interest in Schwab services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$20 million of their assets in accounts at Schwab. (Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody.) The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How We Select Brokers/Custodians") and not Schwab's services that benefit only us. We have \$200,886,037 in client assets under management, and we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Trade Errors Policy

From time-to-time we may make an error in submitting a trade order on your behalf. When this occurs, we may place a correcting trade with the broker-dealer which has custody of your account. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If the gain does not remain in your account and Charles Schwab & Co. Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, the Advisor, named for the error, will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in your account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Item 13 – Review of Accounts

Individual Client Account Review

Accounts are reviewed on at least a monthly basis for suitability, performance and consistency with the client's investment objectives. Stanley C. Lochrie, President of Etesian, or his designee is responsible for reviewing accounts for which Etesian provides Investment Supervisory and/or Account Management Services. However, triggering factors (market movements, buy/sell of a security, risk control parameters, sell disciplines) will compel Etesian and other investment managers to review accounts more frequently. Etesian also analyzes the investment allocations (which may include both liquid and non-liquid securities) of its investment advisory clients more frequently if necessary depending upon market conditions.

Pension Client Account Review (*"Retirement Planning Services"*)

Accounts are reviewed on at least a quarterly basis for suitability, performance and consistency with the client's investment objectives. Stanley C. Lochrie, President of Etesian, or his designee is responsible for reviewing accounts for which Etesian provides Investment Supervisory and/or Account Management Services.

Consulting client account Review (*"Consulting Services"*)

Accounts are reviewed on at least a semi-annual basis for suitability, performance and consistency with the client's investment objectives. In certain types of engagements, this review is more frequent. Stanley C. Lochrie, President of Etesian, is responsible for reviewing accounts for which Etesian provides Investment Supervisory and/or Account Management Services. However, triggering factors (market movements, buy/sell of a security, risk control parameters, sell disciplines) will compel Etesian and other investment managers to review accounts more frequently. Etesian also analyzes the investment allocations (which may include both liquid and non-liquid securities) of its investment advisory clients more frequently if necessary depending upon market conditions.

Financial Planning Client Review (*"Financial Planning Services"*)

These projects are generally done on a one-time basis for a set fee. Depending upon the circumstances, our planning engagement may cover a set time as established in the financial planning agreement with each client.

The firm's investment committee meets frequently to discuss client portfolios, investment strategies, general investment policies, market conditions, portfolio rebalancing procedures, as well as specific ideas. Clients requesting more frequent formal reviews will be accommodated depending upon the circumstances and availabilities in schedules.

Quarterly Reporting

Etesian prepares quarterly performance reports for presentations to clients. Those reports may be delivered by U.S. Mail, FedEx, UPS, electronic means or most commonly, in person. Upon request, performance reports are available to clients at any given time. Schwab or your other custodian(s) provides each client with a monthly and quarterly report containing detailed information about the specific holdings and transactions in the account. The report includes a summary of transaction activity during the preceding quarter/month, the receipts and disbursements through the account for the preceding quarter/month, including fees payable to Etesian, and the performance for the preceding quarter/month.

Item 14 – Client Referrals and Other Compensation

Etesian does not provide any compensation or economic benefit for client referrals. Currently Etesian does not, and in the future will not, have any oral or written arrangements where it is paid cash by or receives any economic benefit directly, or indirectly, from a non-client in connection with giving any financial advice. Etesian will not accept soft-dollars for any financial transaction without full disclosure to clients.

Item 15 – Custody

Clients receive at least quarterly statements from the qualified custodian (Charles Schwab or others) that holds and maintains client's investment assets. Etesian urges all clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities (accruals of bond interest, etc.).

Under government regulations, Etesian is deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account, or if you grant us authority to move your money to another person's account. Schwab or your other custodian maintains actual custody of your assets. You will receive account statements directly from Schwab or your other custodian at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab or your other custodian. You should carefully review those statements promptly when you receive them. We also urge you to compare Schwab's account statements to the periodic [account statements/portfolio reports] you will receive from us.

Item 16 – Investment Discretion

Etesian usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of publicly traded securities to be bought or sold. Privately issued securities are never purchased or sold in your account without first receiving your written consent.

When your account is managed on a non-discretionary basis, or you impose material investment restrictions that cause an account to be deemed not fully discretionary, it would, therefore not be eligible for inclusion in discretionary management. Such situations include, but are not limited to:

- Restricting trading activities conditioned upon client approval
- Limiting sale of legacy stock (low cost basis, or marked as client restricted)
- Restricting the purchase of certain securities or types of securities (socially responsible investing limitations, etc.)

Investment guidelines and restrictions must be provided to Etesian in writing.

After the client signs a written Investment Policy Statement, all publicly traded securities transactions (unless otherwise restricted) that are determined to be appropriate to implement the clients' policy will be executed without any further consultation with the client. Privately issued security transactions will only be made after we receive your written consent. All investment decisions will be guided by the client's Investment Policy Statement. When exercising investment discretion, Etesian will not invest in Initial Public Offerings (IPO's). When selecting securities and determining amounts, Etesian observes the investment policies, limitations and restrictions of the clients for which it advises.

Item 17 – Voting Client Securities

Proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised.

Etesian has developed Proxy Voting Guidelines to ensure that proxies for which Etesian has been delegated voting authority are voted in the best interest of the client. Delegation of proxy voting is at the sole discretion of the client and is applicable to all securities held in an account.

The client must contact their custodian to instruct redirection of proxy materials and notify Etesian of any such proxy voting assignments. Etesian considers receipt of proxy materials as authorization by the client to vote proxies on their behalf. If clients wish to rescind this delegation of voting authority, they must contact their custodian as well as notify Etesian of this change. Clients should note that events causing the custodian to require new paperwork for an existing account may cause the coding for the proxy voting materials to default back to the client.

Etesian will not be responsible or liable for failing to vote any proxies where Etesian did not receive the proxies or related shareholder communications in a timely manner. Etesian may change these guidelines in response to general corporate governance practices, without providing prior notice of the changes to clients.

Etesian guidelines are not rigid policy positions nor are they intended to address all potential voting issues. Each matter is considered on a case-by-case basis and may be voted in a manner different from the guidelines. Etesian may elect to abstain from voting if it is determined that such action is in clients' best interest.

Item 18 – Financial Info, Privacy Policy, and Business Continuity Plan

Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Etesian's financial condition. Etesian has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Business Continuity

As part of its fiduciary duty to clients, Etesian maintains an active Business Continuity Plan that the firm will follow in the event of a natural disaster, system failure, or loss of access effecting the company's operations. This plan includes a summary of the current services, identification of the services, identification of the services most critical to the company operations, and guidelines for how these services will be reconstituted following such an event. Our policies are, to the extent practicable, designed to address those specific types of disasters that Etesian may reasonably face given its business and locations.

Privacy Policy Notice

As a client of Etesian, you share both public and private information with us. Your privacy is important to us, and we are dedicated to safeguarding your personal and financial information.

We respect the privacy of our client relationships and we are committed to maintaining the highest level of confidentiality. In that regard, we are providing an annual Privacy Notice.

We collect personal financial information about you from the following sources:

- Information you provide us in the investment advisory agreement and account applications and other documents you complete in connection with the maintenance of your accounts
- Information you provided through oral and electronic communications
- Information we receive from third parties, such as brokerage firms, about your transactions and accounts
- Non-public information that is collected such as social security numbers, income account balances, securities and personal holdings, driver's license numbers, passport numbers, etc.

We do not disclose any nonpublic information about you to anyone, except in the following circumstances:

- When required to execute transactions for your account or otherwise to provide services you have requested with your designated custodial agent
- When you have specifically authorized us to do so in writing
- When permitted or required by law
- When information is required for disciplinary purposes through professional designations such as Fi360, the CFP Board, the AICPA, or other professional organizations where complaints may be filed

Within our firm:

- We limit employee and agent access to information only to those who have a business or professional reason for knowing, and only to nonaffiliated parties as permitted by law. (For example, federal regulations permit us to share a limited amount of information about you with a brokerage firm in order to execute securities' transactions on your behalf or so that our firm can discuss your financial situation with your accountant or lawyer.)
- We maintain a secure office and computer environment to ensure that your information is not placed at unreasonable risk.

- The categories of nonpublic personal information that we collect from a client depend upon the scope of the client engagement. It will include information about your personal finances, information about your health to the extent that it is needed for the planning process, information about transactions between you and third parties, and information from consumer reporting agencies.
- For unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors, we also require strict confidentiality in our agreements with them and expect them to keep this information private. Federal and state regulators also may review firm records as permitted under law.
- We do not provide your personally identifiable information to mailing list vendors or solicitors for any purpose.
- Personally identifiable information about you will be maintained during the time you are a client, and for the required time thereafter that such records are required to be maintained by federal and state securities laws, and consistent with the CFP Board Code of Ethics and Professional Responsibility. After this required period of record retention, all such information might be destroyed.

If you have any questions about our privacy policy, please call us at 503-387-3615.

FORM ADV PART 2B

Investment Professionals Education and Background

AIFA - The AIFA designation certifies that the recipient has advance knowledge of fiduciary standards of care, their application to the investment management process, and procedures for assessing conformance by third party fiduciary standards. To be eligible to receive the AIFA designation, individuals must have already completed the AIF training program and passed the AIF exam and meet a minimum prerequisite score based on the candidate's educational background and professional training and experience in investing, financial service and auditing. To receive the AIFA designation, individuals must complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the AIFA Code of Ethics. In order to maintain the AIFA designation, the individual must annually renew their affirmation of the AIFA Code of Ethics and complete 10 hours of continuing education credits. This certification is administered by the Center for Fiduciary Studies, LLC.

CFA - The Chartered Financial Analyst (CFA) designation is an international professional certification offered by the CFA Institute (formerly AIMR) to financial analysts who complete a series of three examinations. To become a CFA Charter holder candidates must pass each of three six-hour exams, possess a bachelor's degree from an accredited institution (or have equivalent education or work experience) and have 48 months of qualified, professional work experience. CFA charter holders are also obligated to adhere to a strict Code of Ethics and Standards governing their professional conduct According to the CFA Institute. The CFA Program is organized into three levels, each culminating in a six-hour exam. The disciplines of study include accounting, economics, ethics, equity analysis, fixed income analysis, portfolio management and statistics. The CFA Institute describes the CFA designation as follows: "First introduced in 1963, the Chartered Financial Analyst designation, or CFA charter, has become the most respected and recognized investment credential in the world."

CPA - CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two-year period or 120 hours over a three-year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members² are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majorities of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

CFP - CERTIFIED FINANCIAL PLANNER™ The CFP®, CERTIFIED FINANCIAL PLANNER™ and certification marks are financial planning credentials awarded by Certified Financial Planner Board of Standards Inc. (CFP Board) to individuals who meet education, examination, experience and ethics requirements To earn the CFP designation, candidates must meet several requirements—the first of which is the educational requirement, which requires candidates to have a bachelor's degree or higher from an accredited U.S. college or university. As a first step to the present CFP certification criteria, students must master a list of nearly 100 topics on integrated financial planning. The topics cover major planning areas such as, General Principles of Finance and Financial Planning, Insurance Planning, Employee Benefits Planning,

Investment and Securities Planning, State and Federal Income Tax Planning, Estate Tax, Gift Tax, and Transfer Tax Planning, Asset Protection Planning, Retirement Planning and Estate Planning. To fulfill the education requirement, students are required to complete course training in the above listed topic areas in order to meet the first requirement to sit for the 10 hour CFP Board Certification Examination.[7] A bachelor's degree (or higher), or its equivalent in any discipline, from an accredited college or university is required to attain CFP certification. The bachelor's degree requirement is a condition of initial certification; it is not a requirement to be eligible to take the CFP Certification Examination.

PFS - Personal Financial Specialist The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the AICPA. A PFS credential holder is required to adhere to AICPA's

Professionals providing Investment Advice:

Stan Lochrie, AIFA Investment Advisor Representative,

Stan has practiced as an investment professional for 25 years. He attended Washington State University before coming to work in the family business from 1972 until 1988. He has served as a Board member of many businesses and professional and civic organizations over 30 years including his 8-year term as a School Board member and Board President. After moving to the Seattle, WA area he became a partner in Westmark Financial Services in Bellevue, WA in 1989 and then became the founding member of Evergreen Estate Planning Services in Seattle, WA in 1992. He joined Financial Security Group, LLC (FSG) in 1997 and became a partner of that organization in 1998. FSG merged with the regional accounting firm Moss Adams, LLP in 2000, and Stan became a partner of Moss Adams Wealth Advisors based in Portland, OR until December of 2009. Wanting to spend more time concentrating on his work with individual clients, the investment process, and consulting on retirement plans, he started Etesian Wealth Advisors, Inc in 2009. Stan received his designation of Accredited Investment Fiduciary Analyst (AIFA®) in 2002 which accredits him as a specialist to work with individuals and organizations (trusts, foundations, retirement plans, etc.) to set up investment standards and protocols for asset management and the investment selection process. Stan has practiced extensively in the areas of investment management for trusts/foundations, individual estate and personal financial planning. He specializes in corporate retirement plan consulting, charitable giving structuring, and all aspects of individual wealth management. He maintains his NASAA Series 65 securities licenses. Stan has presented, at numerous seminars, how to create and maintain investment management standards and procedures.

David Green, CPA/PFS, CFP Investment Advisor Representative

Dave has practiced as a certified public accountant for 28 years and has focused his practice on the tax needs of high net worth individuals and their related entities and trusts since 1985. Dave was born in Vicksburg, Mississippi and grew up in the suburbs of Cleveland, Ohio. He received an undergraduate degree in international economics from Georgetown University, his law degree from Case Western Reserve University and a master of laws in taxation degree from the Georgetown University Law Center. He has been a licensed investment professional since 2006.

Previously Dave had his own specialized tax practice in Los Angeles, California and being a tax partner with one of the country's largest public accounting firms Prior to that time, he was a tax partner with Moss Adams LLP, where he chaired the firm's individual income tax technical team and was an active member of the firm's estate tax technical team. Previous employment includes being an investment advisor representative with Moss Adams Wealth Advisors LLC. .

Dave founded David Green CPA PLLC in November 2010 to work more closely with high net worth individuals and is now licensed as an Investment Advisor Representative with Etesian Wealth Advisors, Inc.

He is licensed as a certified public accountant in Washington, Oregon and California, maintains his NASAA Series 65 securities license and is a Certified Financial Planner® certificate. Dave has also received the following designations:

- Accredited Estate Planner® designation from the National Association of Estate Planners & Councils Entity Selection and Restructuring
- Personal Financial Specialist (PFS) designation from the American Institute of Certified Public Accountants Employee benefit and profit-sharing plans

Dave moved to Spokane, Washington in 2005 and is active in several community organizations. He is formerly a Vice President of The Spokane Symphony Orchestra.

Benjamin Wright, Assistant Portfolio Manager Investment Advisor Representative

Benjamin Wright is a graduate of Pacific University, Oregon where he majored in Economics and Business Administration with a focus in Accounting. Ben has also successfully completed his Masters in Financial Analysis from Portland State University and maintains the NASAA Series 65 securities License. Previously Ben worked for Ashland Partners & Company LLP, a specialty CPA firm focused on the investment management industry, where he worked with advisors on GIPS compliance and other attestation engagements. Outside of the office Ben spends most of his time at the golf course, hiking or watching movies.

Alex Gruber-Client Service Associate Investment Advisor Representative

Alex Gruber, Client Services Associate is a recent graduate of the University of Redlands. There, she majored in Financial Economics and attained a minor in Accounting. She was raised in Spokane Washington and attended Gonzaga Preparatory High School. Alex was an intern for Etesian Wealth Advisors the summer of 2013 before joining the team as a Client Services Associate. Alex currently holds her Series 65 license. She enjoys spending time with her family in Priest Lake Idaho, cooking and biking.