



BLB&B Advisors, LLC
INVESTMENT MANAGEMENT

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**Form ADV Part 2A Brochure
March 1, 2019**

This brochure provides information about the qualification and business practices of BLB&B Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (215) 643-9100. 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.

BLB&B Advisors, LLC is a Registered Investment Adviser, registered with the United States Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940. Registration as an investment advisor does not imply a certain level of skill or training.

Additional information about BLB&B Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

3/1/2019

Item 2 - Material Changes

BLB&B Advisors, LLC's ("BLBB"), previous Brochure was dated January 18, 2019. The material changes made to this Brochure since the last annual update are below:

- A new fee schedule was added with an effective date of April 1, 2018.
- Item 10 was revised to clarify the indirect receipt of compensation by members of the ultimate parent entity of the Adviser.
- In 2018 BLBB formed BLB&B Plan Services, LLC, a qualified plan administrator, in connection with Gwynedd Company's joinder with BLBB. As a result, Items 4 and 10 have been updated accordingly.
- In December of 2018 the assets and personnel of the Gwynedd Company, a small privately-owned state registered investment adviser and qualified plan administrator located in Lansdale, Pennsylvania joined BLBB Advisors. Effective January 1, 2019 assets and employees of the Gwynedd Company will become assets and employees of BLB&B Advisors, LLC and a newly formed entity BLB&B Plan Services, LLC. Contact information for Gwynedd Company employees will be updated to reflect BLBB Advisors and BLBB Plan Services accordingly.
- Due to continued growth in its business, in January 2019, BLBB Advisors, LLC along with newly formed BLB&B Plan Services relocated personnel from the Ambler office to a larger office located a few miles away at 103 Montgomery Avenue, Montgomeryville, PA 18936. BLBB phone numbers and other contact information remain unchanged.
- In the fourth quarter of 2018, BLBB decided it will wind down its relationship with Burke, Lawton, Brewer and Burke, LLC ("Burke Lawton"), an affiliated Broker-Dealer. As a result, BLBB will be transitioning existing accounts to non-affiliated broker-dealers.

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Item 4 - Advisory Business

BLB&B Advisors, LLC (“BLBB”), a Registered Investment Adviser registered with the United States Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940, provides investment management services to individuals, institutions, business owners and non-profit organizations.

As of January 31, 2019, BLBB managed approximately \$1,213.6 million, \$1,097 million of which was managed on a discretionary basis.

BLBB’s investment advisory services include portfolio structuring, monitoring and researching of portfolio positions, implementing asset allocation strategies within portfolios, providing portfolio analysis, providing personalized financial planning and periodically conducting client conferences or educational seminars.

While BLBB generally manages assets on a discretionary basis, client assets may be managed on either a discretionary or non-discretionary basis and clients may impose certain restrictions on investing in certain securities or specific types of securities. BLBB manages most portfolios on a separate, individualized basis. Some clients may elect to use a model-based portfolio comprised of ETFs to meet their specific needs. The amount of equities and/or fixed income to be bought and/or sold varies with the size, emphasis, and overall goal of each portfolio, as discussed and coordinated with each client.

BLBB does not participate in any wrap fee programs.

Financial Planning for Individuals

As part of the advisory services provided to clients and business owners, BLBB provides financial planning which takes a comprehensive view of different aspects of the client’s current financial situation to develop a plan that allows us to help the client meet their investment goals and objectives. During the financial planning process, the client will participate in meetings to identify and prioritize their objectives, gather information, evaluate recommendations, and track progress towards the goals. The financial planning relationship could include meetings with the client’s other specialized advisors (attorneys, accountants, etc.)

Depending on the client’s objectives, a formal written financial plan could cover general financial planning, estate planning, educational fund planning, business succession planning, individual tax planning, business planning, retirement planning, corporate retirement planning, risk management and insurance planning. While BLBB might make observations relating to legal or tax issues, BLBB does not provide legal or tax advice.

A BLBB financial plan generally consists of observations, assumptions, strategies, and recommendations. The client is generally presented with a formal written plan based on the information they have provided. The client could choose to implement all or part of the plan through BLBB or another professional of their choice. For certain consulting or ad-hoc requests, a written summary might not be provided.

Financial plan recommendations could create a potential conflict between the interests of the advisor and that of the client. For instance, if a financial planning recommendation were to increase the level of investment assets with the advisor, it would increase the advisory management fee paid to the advisor.

Financial Planning for business owners

For business owners, their business is often their single largest asset. Through our entrepreneurial financial management offering, BLBB provides business owners trusted, knowledgeable counsel on how to maximize the value of that asset; and provide real-world, implementable management controls in an effort to mitigate risk to the business/entrepreneur. A master financial plan for business owners incorporates various factors which may include, but are not limited to, strategic planning for the business; financing flexibility/efficiency, prudent risk management (insurance; legal structure; human resources); and exit/succession planning in line with the entrepreneur's personal and family goals.

ERISA Fiduciary Services

Certain services are provided as a fiduciary of specifically designated ERISA plans based on applicable definitions (contained in ERISA Section 404(a), IRC §4972, Investment Company Act of 1940 and state laws). In performing the following services, BLBB will act as a fiduciary as defined by ERISA Section 3(21) or ERISA Section 3(38)

The services provided could include: Investment Advice to the Plan Sponsor, Preparation of the Investment Policy Statement (IPS), Investment Menu Design, Selection of a Qualified Default Investment Alternative (QDIA), Performance Monitoring, Performance Reports and Participant Advice.

In addition, BLBB has an affiliated qualified plan administrator BLB&B Plan Services, LLC. While not required, qualified plan clients of BLBB may select BLB&B Plan Services, LLC for administration of their qualified plan, and plan services clients may select BLBB as investment adviser. Services provided by BLB&B Plan Services are separate from, and in addition to, any fees charged by BLBB as investment adviser. Please see Item 10 - Financial Industry Affiliations for more information.

Item 5 - Fees and Compensation

Fees for investment management are outlined in each client's Investment Management Agreement. Fees are generally charged in arrears and are calculated as a percentage of assets under management, a flat dollar amount, or an hourly rate. For percentage fee arrangements, portfolios are valued at the end of each calendar quarter and charged 1/4 of the annual fee rate based on the value of the portfolio at that time. Fees are prorated for intra-period deposits and withdrawals. Certain legacy contracts do not address proration for flows and, in those cases, the fee is pro-rated based on inflows only. Fees for partial periods are prorated accordingly.

Fee Schedule Effective 04/01/2018

Assets Under Management	Fee
First \$1,000,000	1.00%
Next \$1,000,000	0.85%
Next \$3 Million	0.70%
Next \$5 Million	0.55%
Thereafter	0.40%
Minimum Fee	\$1,500

Less 15% for charitable clients.

BLBB does not currently have or require a minimum household size but has a minimum household fee of \$1,500 that could be waived in certain circumstances.

When valuing a security for billing, BLBB will use that security’s closing price or reported Net Asset Value or, if not available, the bid price of the last recorded transaction. In valuing securities, BLBB will generally use information provided by (1) the custodian or (2) quotations from an independent third-party pricing service. In the rare absence of a published quotation, BLBB will use its discretion based on comparable securities BLBB believes reasonably represent the security’s value.

Fees are generally debited directly from client accounts, except in certain circumstances where clients are invoiced. Important information about the direct debiting of management fees:

- Clients must provide authorization for BLBB to deduct fees;
- Clients receive a statement from the custodian which shows their holdings as well as the fee deduction; and
- Clients are responsible for reviewing the accuracy of the fees being billed, as the custodian will not do so.

Fees are generally not charged for financial planning services or educational seminars/conferences if the client is already paying for investment management services.

Clients can cancel the Investment Management Agreement at any time by providing written notice to BLBB. Upon such notification, the portfolio will be valued and the fee prorated for the period elapsed since the last billing. There are no restrictions on, or penalties for, canceling an Investment Management Agreement.

BLBB and its affiliates have been providing investment management services for more than fifty years and BLBB provides a range of services to a wide variety of clients. Accordingly, there are many legacy contracts, billing arrangements, fee schedules, and minimum fee arrangements in place with fees that are higher or lower than our current published rates; the highest fee rate currently in effect is 1.5%. Accordingly, it is possible that similarly situated clients could pay disparate fees. the lowest fee possible

for services. Clients and prospective clients are encouraged to compare fee and service offerings across a variety of firms.

BLBB can offer fees that differ from our published rates for charitable clients, for employees and their families, for clients with unusual portfolios or service needs, and as required for competitive reasons. In addition, minimum fees may be waived.

Purchase and sale transactions of securities involve custodial charges including but not limited to agency commissions. These fees are charged to the client by the client's custodian and BLBB receives no portion of these fees. However, BLBB is affiliated with Burke, Lawton Brewer & Burke, LLC ("Burke Lawton") a broker-dealer with a fully disclosed clearing arrangement with Wells Fargo Clearing Services, LLC. Please see Items 10 and 12 for more information on Burke Lawton. If securities transactions take place through Burke Lawton, some of the investment advisor representatives of BLBB also act as the registered representative of Burke Lawton but receive no compensation directly from using Burke Lawton as the introducing broker-dealer. However, the compensation received by Burke Lawton flows through BLB&B Holdings, LLC of which some of the investment adviser representatives are members and thus benefit financially.

All fees paid to BLBB for investment advisory services are separate and distinct from fees and expenses charged by mutual funds, exchange-traded funds and notes (ETFs), and other packaged investment products that clients might hold in their accounts. Such fees and expenses are described in fund or ETF prospectuses. They will generally include a management fee, other fund or ETF expenses, and possibly a distribution fee. The purchase of exchange-traded funds and certain mutual funds might also involve a broker's transaction fee. BLBB receives no portion of these fees.

For non-401(k) clients, BLBB does not generally include mutual funds as part of the firm's investment strategies and specifically refrains from selecting those with front or back-end loads, or which pay distribution fees. In the event an existing securities portfolio is transferred to Burke Lawton, and that portfolio contains mutual funds paying 12b-1 fees, those fees will be paid to Burke Lawton post-transfer. Since both BLBB and Burke Lawton are owned by the same entity, there is an inherent conflict of interest since BLBB, its employees, and owners would benefit from the receipt of those fees, if any.

BLBB mitigates this conflict by promptly processing tax-free conversions into the lowest cost mutual fund share class available to the client, where applicable. However, in some cases this conversion may be delayed by ongoing discussions with the client, the financial planning process, or other factors. It is also possible that the lowest cost mutual fund share class available to the client may still pay a 12b-1 fee to Burke Lawton. If BLBB does make the decision to hold the particular mutual fund, it will do so exclusively in the best interest of the client irrespective of any revenue that may be received by Burke Lawton. The reasons that BLBB may decide to hold such a fund include but are not be limited to tax consequences and client direction.

Unless it is in the best interest of the client, such as in certain qualified plan arrangements where such fees can be used to offset recordkeeping expenses, BLBB will not select a more expensive 12b-1 fee paying share class when a lower-cost share class is available for the same fund. For ERISA assets, the broker-dealer of record (which may or may not be Burke Lawton) is responsible for ensuring such fees are used to offset the plan's administrative costs and that administrative costs that remain after the application of the fees are paid by the plan in accordance with the arrangement between the plan and the qualified custodian.

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

BLBB does not charge “performance based fees” or engage in side-by-side management.

Item 7 - Types of Clients

BLBB generally provides investment advice to individuals, trusts/estates/charitable organizations, corporations or business entities, pensions/profit sharing plans, and banks/thrift institutions.

Prior to accepting and opening an account for a client, BLBB must determine that there is a fit between the client’s goals and objectives and BLBB’s philosophy and decision-making process.

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

Generally, BLBB seeks to invest the majority of a portfolio in seasoned companies that BLBB believes will provide the best opportunity for long term capital growth and moderate income. Depending on market conditions, a certain portion of the portfolio may be invested with an emphasis on larger potential capital appreciation over time. Companies in this category are usually less seasoned, may be more volatile in price, and could entail a higher degree of risk. BLBB employs Treasury, agency, corporate and municipal debt, and cash balances in portfolios in an effort to reduce market volatility. Fixed income investments may be held to maturity or sold to generate funds for other more attractive investments for reasons including credit quality improvement, or differing maturities of similar instruments offering a better investment for the portfolio.

BLBB’s security analysis methods include charting, fundamental, technical and cyclical strategies and research.

BLBB’s main sources of information include financial press, data services, corporate reports and activities, research materials prepared by others, corporate rating services, company filings (including annual reports, prospectuses and other SEC filings) and company press releases.

BLBB investment advisory services include portfolio structuring, monitoring and researching of portfolio positions, making changes to the portfolio, providing account evaluations, and periodically conducting conferences. BLBB utilizes a strategy of holding securities that have identifiable value and potential. Our goal is to invest profits in other securities with better underlying values. Lower-quality securities are only purchased when adequate and reliable information is available, and the quantity purchased is generally limited to a minor part of the portfolio for those investors whose individual goals will tolerate such investments.

Global Macro Strategy

BLBB’s Global Macro Strategy offers an option for accounts which may benefit from a diversified portfolio of ETFs selected by BLBB’s ETF Committee and supervised by the investment advisor. These portfolios span nine different levels of investment risk (ranging from Conservative Income to Aggressive Growth), are regularly rebalanced, and offer exposure to as many as fourteen asset classes including stocks, fixed income, real estate and commodities, as well as a cash component. Similarly, BLBB’s Concentrated Global Macro Strategy offers a diversified portfolio of ETFs of up to five asset classes including stocks, fixed income and a cash component based on nine different levels of investment risk from Conservative Income to Aggressive Growth. BLBB works with the client to determine whether one of these strategies is

appropriate for the client's investment goals and objectives and then manages the selected strategy on an ongoing basis.

Risks

Investing in securities markets involves the risk of loss that clients should be prepared to bear. The most common forms of risk that investors should consider are:

- **Market Risk** - The risk to a specific investment or portfolio that the value could decline due to general market conditions not specifically related to a particular security. Examples include real or perceived adverse market conditions now or in the future, changes in the outlook for earnings and changes in interest rates or currency and exchange rates.
- **Interest-Rate Risk** - The risk that an investment's value will change due to a change in the absolute level of interest rates, in the spread between two rates, in the shape of the yield curve or in any other interest rate relationship.
- **Inflation Risk** - The risk of loss of purchasing power due to rising prices of goods and services.
- **Credit Risk** - The possibility that a debt issuer might not be able to repay you for your investment principal or interest owed to you.
- **Reinvestment Risk** - The risk that an investor faces when an investment matures and the new interest rates available are less than they were previously.
- **Currency Exchange Risk** - A form of risk that comes from the change in price of one country's currency against another.
- **Business Risk** - Often referred to as company risk, this is the risk of owning one or only a few investments in specific companies. This risk includes competition, technological obsolescence of the company's products or systems, reductions in the market demand and pricing for the company's products (such as reduced pricing for oil and natural gas), regulatory changes which make the company's business model no longer competitive (and in some cases permissible), management missteps, cybersecurity risk, and fraud whether real or perceived.
- **ETF and Mutual Fund Risk** - When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing or selling ETFs.
- **Leverage Risk** - This risk comes from using debt, or margin, to fund investments. As debt has to be repaid regardless of investment performance, leverage has the potential to multiply your losses or gains.
- **Liquidity Risk** - The risk that your investment cannot be converted into cash when you would like.
- **Political Risk** - The risk an investment's returns could suffer as a result of political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, or foreign policy makers or military control.

Our investment process is designed with an awareness of the risks listed above; however, it is impossible to eliminate all of these risks when investing. While individual portfolio structuring can take many of these risks into consideration, there can be no assurance of success in investing or that BLBB's attempts to address risk will prove to be successful.

Other Potential Risks

- **Cybersecurity** – With the increased use of technology, BLBB is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber incidents impacting BLBB have the ability to cause disruptions and impact business operations, potentially resulting in the inability to transact business, financial losses, violations of applicable privacy and other laws, regulatory fines, penalties or reputational damage. While BLBB has established a business continuity plan and risk management systems intended to identify and mitigate cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, BLBB cannot control the cybersecurity plans and systems put in place by third party service providers and issuers in which client portfolios invest. As a result, clients could be negatively impacted.

Item 9 - Disciplinary Information

Neither BLBB nor any of its employees have any disciplinary history to report.

Item 10 - Other Financial Industry Activities and Affiliations

BLBB is affiliated with BLB&B Plan Services, LLC, a qualified plan administrator. While qualified plan clients of BLBB (the Adviser) are not required to use BLBB Plan Services (the Administrator), or vice versa, a potential conflict of interest exists in that BLBB indirectly derives financial benefit from directing qualified plan advisory clients to BLBB Plan Services. In addition, BLBB Plan Services, LLC may be entitled to certain additional compensation from underlying investments made by qualified plan clients based on recommendations by BLBB. A conflict of interest exists in that BLBB could be indirectly incented to recommend investments that generate additional compensation to BLB&B Plan Services, LLC. BLBB maintains policies and procedures designed to monitor such conflicts and BLB&B Plan Services has agreed to mitigate the potential conflict by offsetting (dollar for dollar) administration or other plan fees with any 12b-1 or other sub transfer agency fees received from underlying investments recommended by BLBB.

BLBB is affiliated with Burke, Lawton Brewer & Burke, LLC (“Burke Lawton”) a broker-dealer with a fully disclosed clearing arrangement with Wells Fargo Clearing Services, LLC. If the client has selected Burke Lawton to custody their assets and when securities transactions take place through Burke Lawton, some of the investment advisor representatives of BLBB also act as registered representatives of Burke Lawton, but receive no compensation directly from using Burke Lawton as the introducing broker-dealer. However, Burke Lawton earns compensation including commissions for the purchase or sale of securities in client accounts, revenue share for acting as an introducing broker-dealer such as interest on margin balances, cash sweep accounts, and 12(b)-1 fees for mutual fund positions. The compensation of Burke Lawton flows to BLB&B Holdings, LLC of which some of the investment adviser representatives are

members and thus benefit financially. Because of the potential revenue received by Burke Lawton from Wells Fargo instruments, there is a financial incentive for BLBB to utilize those products. BLBB has procedures in place to ensure that any recommendations made are in the best interests of clients. Clients are under no obligation to trade through Burke Lawton and BLBB supports a wide range of other custody and execution platforms with differing fees and service offerings. As affiliated businesses under common ownership, BLBB also has a service agreement under which it pays Burke Lawton for certain administrative, management, personnel and occupancy expenses. BLBB provides clients with a description of the primary affiliated and unaffiliated custody options supported by BLBB.

Stefanie Jane Little is BLBB's Chief Compliance Officer. Ms. Little is an attorney and founder of Chenery Compliance Group LLC and its affiliated entities, all of which provide investment management compliance consulting services. BLBB has entered into a compliance services agreement with Chenery Compliance Group pursuant to which Chenery Compliance Group provides compliance services to BLBB, including the appointment of Ms. Little as BLBB's Chief Compliance Officer.

W. Dean Karrash, financial advisor at BLBB, is currently a director of Abraxas Petroleum Corporation, an energy exploration and production firm with headquarters in San Antonio, Texas. Mr. Karrash devotes an immaterial amount of time to this board during business hours at BLBB. Some clients of BLBB own shares of Abraxas in their BLBB accounts and there are appropriate procedures in place to address any potential conflicts of interest.

Douglas Huntley is the Chief Operating Officer of BLB&B Holdings, LLC. Mr. Huntley is also the President and founder of Fountainhead Services®, LLC. Fountainhead is a middle market strategic financial consulting firm providing Chief Financial Officer (CFO) services to supplement and develop clients' existing accounting staff and specializing in financing; management control systems; strategic planning; and exit strategies. Fountainhead has some shared clients with BLBB and there are appropriate procedures in place to address any potential conflicts of interest.

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

BLBB has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and the fiduciary duty owed to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading and the use of material non-public information, restrictions and the reporting of gifts and business entertainment, and personal securities trading procedures, among other things. All supervised persons at BLBB must acknowledge the terms of the Code of Ethics annually and as amended.

Officers, directors, and employees of BLBB and its affiliates are permitted to trade for their own accounts in securities that are recommended to and/or purchased for BLBB's clients. At no time, to the extent controllable by BLBB, will the transactions of BLBB or its associates be given priority over client transactions and these trades are usually aggregated with client orders or traded afterward. The Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of the employees of BLBB 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 of Ethics, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of BLBB's clients. As the Code of Ethics permits 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 in order to identify potential conflicts of interest between BLBB and its clients.

Certain affiliated accounts trade in the same securities with client accounts on an aggregated basis. In such circumstances, the affiliated and client accounts will receive securities at a total average price. BLBB will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions would be explained on the order documentation.

It is BLBB's policy that the firm will not engage in any principal transactions for client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client.

BLBB also does not engage in cross trades between client accounts. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions can arise where an advisor is dually registered as a broker-dealer or has an affiliated broker-dealer.

A complete copy of BLBB's Code of Ethics is available to clients and prospective clients upon request by contacting BLBB's Chief Compliance Officer.

Item 12 - Brokerage Practices

Clients of BLBB are required to designate the brokerage firm through which their account transactions will be effected. Not all investment advisers require their clients to direct brokerage. BLBB is required to disclose that by directing brokerage, BLBB might not be able to include directed accounts in aggregated (block) trades in order to achieve the most favorable execution of client transactions. This practice could result in higher commissions or smaller discounts on client transactions with directed brokers.

Regardless of the broker-dealer selected, any discounted commission rate available to the client will be dependent upon the client's ability to negotiate such discounted rates with the broker they select. Clients could pay more to direct brokerage so they should periodically review the terms of their brokerage arrangements to ensure that such arrangements meet their needs and are competitive in the market in relation to the services offered. In designating an executing broker, clients should also take into account services other than trade execution they require.

BLBB is affiliated with Burke, Lawton Brewer & Burke, LLC ("Burke Lawton") a broker-dealer with a fully disclosed clearing arrangement with Wells Fargo Clearing Services, LLC ("WFCS"). While most clients of BLBB use Wells Fargo Clearing Services, LLC, through Burke Lawton, as the custodian and broker of their investment advisory accounts, clients can also choose Fidelity Institutional Wealth Services, Pershing Advisor Solutions, or in certain circumstances, another qualified custodian of their choosing and there are differences in pricing, services and software tools that are available to BLBB and the client. as

described in the BLBB Custodial Options document. While BLBB does not independently select custodians for clients and strives to make it clear that it remains the client's obligation to enter into a relationship and negotiate terms with their custodian of choice, a potential conflict of interest exists in that BLBB does receive certain benefits from having client assets with a particular custodian. Each custodian has specific benefits and any consideration by BLBB to recommend clients to a particular custodian is based on each respective client's complexity and servicing needs. Clients are under no obligation to follow BLBB's recommendation.

Whenever possible, BLBB will attempt to aggregate ('Block') orders for all clients at particular custodian by custodian. As BLBB utilizes the services of its clients' custodians, clients who maintain accounts at other custodians may not be eligible to participate in block trades that may occur at WFCS, Pershing or Fidelity. There may also be some disparity in block trading between WFCS, Pershing and Fidelity as BLBB's ability to block trades at each custodian will be based on a variety of factors (i.e. number of accounts participating and overall block size), some of which are beyond BLBB's control.

BLBB accounts are managed by individual financial advisors ('Financial Advisor(s)') by client/household. In fulfilling their fiduciary obligations, BLBB Financial Advisors generally operate independently and may take similar or contrary positions within specific client accounts or across Financial Advisor. While BLBB attempts to efficiently manage trading across the firm in the best interest of clients, BLBB's Financial Advisor structure may limit BLBB's ability to do so.

In addition, non-discretionary accounts may not participate in Block Trading as BLBB's requirement to obtain non-discretionary account trade approved by the client will generally result in delayed execution.

Trade Errors

BLBB's error correction procedure is designed to ensure that clients are treated fairly and, following error correction, are in the same position they would have been if the error had not occurred. If it appears that a trade error has occurred, BLBB will review the relevant facts and circumstances to determine an appropriate course of action.

Soft Dollars

"Soft dollars" were historically generated when an investment advisor entered into an agreement with an executing broker to receive back a portion of the commissions generated by the advisor's client trades. The soft dollars were allocated to the investment advisor and could then be used to purchase items or services from the broker-dealer. BLBB does not receive "soft dollar benefits" so any such benefits available would not be a factor in recommending a broker-dealer or custodian for clients.

Other Economic Benefits

BLBB receives without cost from Fidelity, Pershing, WFCS and other financial institutions, computer software and related systems support that allow BLBB to better monitor and manage client accounts. BLBB receives the software and related support without cost because BLBB renders investment management services to clients that maintain assets at these institutions. The software and support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The software and related systems support benefit BLBB, but not its clients directly. In fulfilling its duties to its clients, BLBB endeavors at all times to put the interests of its clients first. Clients should be aware, however, that BLBB's receipt of

other economic benefits from a broker/dealer/custodian creates a conflict of interest since these benefits could influence BLBB's willingness to accept one broker/dealer/custodian over another that does not furnish similar software, systems support or services. Specifically, BLBB receives some or all of the following benefits from other financial institutions:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

Item 13 - Review of Accounts

Accounts are regularly reviewed by a financial advisor of the firm. When actions are pending or if market or security-specific circumstances warrant, accounts will be reviewed more frequently as deemed necessary by the financial advisor. Each financial advisor has the responsibility to act in the best interests of their clients and to provide investment advice in the client's best interests and consistent with the client's objectives.

Ongoing contact with the client is maintained by each financial advisor and his/her assistant, providing the client an opportunity to update their investment objectives and goals and to implement or modify any reasonable restrictions on the management of the account. The number of accounts varies among the financial advisors as to type and size.

In addition to any BLBB account statement, statements and confirmations are sent directly to clients from the custodian they have selected. Clients are encouraged to compare their custodial statements with BLBB's statements and to promptly notify BLBB of any discrepancies.

Item 14 - Client Referrals and Other Compensation

BLBB does not receive compensation for referring clients to other service providers. BLBB does not receive any economic benefits from any third parties for advisory services offered to its clients.

If a client is introduced to BLBB by a solicitor, BLBB pays that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from the investment management fee of the referred client, and shall not result in any additional charge to the client. Clients will be informed, in writing, of any solicitor arrangement before they enter into a contract with BLBB.

Item 15 - Custody

BLBB is deemed to have custody of client assets as the majority of accounts are subject to automatic fee deduction. In order to avoid additional regulatory requirements in these cases, BLBB follows the procedures outlined in "Item 5: Fees and Compensation." Client assets are held at a qualified custodian and Clients receive periodic statements and trade confirmations from the custodian directly. Clients should review these statements carefully as they contain important information regarding their managed account. In addition to the statements and confirmations, clients generally receive quarterly statements from BLBB.

BLBB urges clients to compare account statements received from their custodian to any statements received from BLBB.

While it is BLBB's intent to not have custody of client assets, there are limited circumstances under which BLBB may obtain custody (i.e. power of attorney). In these cases, such accounts are subject to a Surprise Verification Audit pursuant to paragraph (a)(1) of Rule 206(4)-2 of the Investment Advisers Act of 1940 by an outside independent AICPA-certified public accountant.

While BLBB shall issue appropriate instructions to the custodian of the account in connection with settlement of portfolio transactions, neither BLBB nor its affiliates shall have any responsibility with respect to collection of income, reclamation of withheld taxes, physical acquisition or safekeeping of the assets of the account. All such duties of collection, physical acquisition and safekeeping shall be the sole obligation of the account's qualified custodian.

Item 16 - Investment Discretion

While clients of BLBB generally grant the firm discretionary investment management authority to select securities and to execute transactions, Clients may engage the services of BLBB on either a Discretionary or Non-Discretionary basis.

Clients are also offered the opportunity to impose reasonable restrictions on investing in certain securities. In these situations, BLBB will consider the request for implementation provided that it is a reasonable request.

Item 17 - Voting Client Securities

BLBB will not vote proxies for securities held in client accounts. The client maintains authority and responsibility for the voting of proxies which are provided to them by their custodian. Clients should contact their financial advisor regarding any questions they might have related to these materials.

Item 18 - Financial Information

BLBB is not required to disclose any financial information pursuant to this item as BLBB does not require or solicit the prepayment of fees of more than \$1200 in fees six months or more in advance. Furthermore, BLBB has never been the subject of a bankruptcy petition and does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

Certain partners (including former partners and partner family members) of BLBB are also clients of BLBB. As both partners and clients, BLBB principals through individual or other related family accounts have historically, and may in the future, provide operating capital ("Partner Loans") to BLBB to fund business expansion or other anticipated non-recurring capital expenditures. Partner Loans to BLBB are the responsibility of BLBB Advisors only and BLBB negotiates and repays Partner Loans solely from the operating revenue of BLBB.