



BOSTON FINANCIAL MANAGEMENT

Form ADV Part 2

March 5, 2019

Boston Financial Management, LLC

255 State Street, 6th Floor
Boston, MA 02109

617-338-8108

www.BFMinvest.com

This document discloses information about the qualifications and business practices of Boston Financial Management, LLC. If you have any questions about the contents of this document, or would like to request a copy of this document, which will be provided free of charge, please contact Charles J. Zambri, MBA, MSF, Chief Compliance Officer, at CharlieZ@BFMinvest.com or 617-275-0364.

The information in this document has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Boston Financial Management, LLC is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information with which you determine to hire or retain an adviser. Additional information about Boston Financial Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

The following material changes have been made to our firm brochure since our last annual updating amendment dated March 16, 2018:

- Our office address has changed to 255 State Street (6th Floor) Boston MA 02109, from One Winthrop Square Boston MA 02110.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent disclosure documents within 120 days of the close of our business' fiscal year (December 31st). We may further provide other ongoing disclosure information about material changes as necessary.

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

Item 3 Table Of Contents

Item 1 Cover Page	Page 1
Item 2 Material Changes	Page 2
Item 3 Table Of Contents	Page 3
Item 4 Advisory Business	Page 4
Item 5 Fees and Compensation	Page 5
Item 6 Performance-Based Fees and Side-By-Side Management	Page 6
Item 7 Types of Clients	Page 6
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	Page 6
Item 9 Disciplinary Information	Page 8
Item 10 Other Financial Industry Activities and Affiliations	Page 8
Item 11 Code of Ethics, Participation in Client Transactions and Personal Trading	Page 9
Item 12 Brokerage Practices	Page 10
Item 13 Review of Accounts	Page 11
Item 14 Client Referrals and Other Compensation	Page 11
Item 15 Custody	Page 12
Item 16 Investment Discretion	Page 13
Item 17 Voting Client Securities	Page 13
Item 18 Financial Information	Page 13
Item 19 Other Information	Page 14

Item 4 Advisory Business

Boston Financial Management, LLC is an independent wealth management firm that provides investment management, financial planning, estate planning and trust services to individuals, families, endowments, and not-for-profit organizations. We were founded to answer the unique challenges that come with wealth, and continue to provide solutions to our clients' most important financial questions.

Our team creates comprehensive and customized financial plans to address the financial needs and life goals of our clients based on a review of their personal financial situation and investment objectives. We offer strategic advice that integrates with that of other advisors our clients may have. Our team monitors our clients' portfolios, manages investment changes and communicates regularly with clients to review any changes to their financial picture. As changes occur, BFM can implement appropriate adjustments to our clients' plans.

Boston Financial Management, LLC furnishes investment supervisory services to clients both on a discretionary and a non-discretionary basis. The strategies we offer are listed below, but additionally, we may manage client portfolios in accordance with specialized or hybrid strategies not listed. In managing accounts, we consult at the outset with the client for the purpose of establishing investment objectives, and to determine an appropriate investment strategy suited to the client's investment objectives.

- BFM High Quality Mid Cap Strategy
- BFM High Quality Dividend Appreciation Strategy
- BFM Balanced Strategy
- BFM International Equity Strategy
- BFM Fixed Income Strategy
- BFM Strategic Asset Allocation Strategy

Clients may impose restrictions on investments in certain securities or types of securities or direct the purchase of specific securities for their accounts, and we will honor those restrictions and execute those directions. Investments are selected and periodically reviewed in light of such objectives and strategy. From time to time, we, in consultation with the client, review, and if appropriate, revise the investment objectives and strategy.

Boston Financial Management also offers clients a broad range of estate and financial planning services, which may include any or all of the following:

- Customized cash-flow analysis
- Estate plan review and integration with wealth management plan
- Retirement planning
- Estate & income tax exposure review
- Charitable planning
- Divorce financial analysis

Through Boston Fiduciary Services, LLC, we provide professional trustee and fiduciary services to individuals, business and non-profit organizations. The Boston Financial Management Fiduciary Committee is comprised of experienced and credentialed professionals who provide oversight on all fiduciary matters where we are named as trustee. Boston Fiduciary Services, LLC is a wholly owned subsidiary of Boston Financial Management.

We are owned by Richard Harding Morse and other officers of the corporation and have been providing advisory services since 1976.

As of December 31, 2018, we managed \$2,148,528,656 on a discretionary basis and \$46,624,617 on a non-discretionary basis.

Item 5 Fees and Compensation

Boston Financial Management's services are provided to clients on a negotiated fee basis. Such fees are based on a percentage of the market value of the assets under management.

The fee schedule currently in effect for accounts is:

- 1.20% on the first \$2 million of market value;
- 1.00% on the next \$2 million of market value;
- 0.80% on the next \$2 million of market value; and
- 0.60% on the market value of the remainder of the account.

The minimum fee for accounts is \$24,000 per year.

A different fee schedule may be agreed to for clients invested solely in fixed income securities. The minimum fee for fixed income accounts is \$4,000.00 per year.

Fees are payable quarterly in advance or arrears as agreed with the client. Except as otherwise agreed with the client, fees payable in arrears will be calculated by using the average daily account value of the calendar quarter for which the fee is being paid. Accounts that are billed in advance will be valued using the market value on the last business day of the previous calendar quarter. Generally, clients contracted with Emerson Investment Management prior to the acquisition on April 29, 2016 are billed in advance, while clients contracted with BFM prior to the acquisition are billed in arrears. New clients subsequent to the acquisition are billed in advance except as otherwise agreed.

In some instances, we and the client may agree on a fee schedule different from that set forth above. The specific manner in which fees are charged is established in a client's written agreement with us. Clients may also elect to be billed directly for fees or to authorize us to directly debit fees from their accounts.

In the event of a termination during a quarterly period, the fee would be prorated through the termination date, and the portfolio valued as of the termination date; except that if the termination occurred within five (5) days after the client entered into the advisory arrangement, no charge would be made.

In some instances, we may furnish investment advice through consultations which do not involve investment supervisory services. In such situations, we and the client may negotiate a fee based on time spent, or a fixed fee.

In addition to providing investment advisory and portfolio management services, Boston Financial Management offers intergenerational wealth management services and estate and financial planning advice, and trust services. This advice is generally offered at no additional charge to our investment advisory clients. Others wishing to retain us for this advice pay a negotiable fee based on the complexity of their specific situation.

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment managers and other third parties such as fees charged by

managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire and electronic fund transfer fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Boston Financial Management's fee, and we do not receive any portion of these fees and costs.

Client assets are maintained by a "qualified custodian" selected by the client. Certain custodians will charge you separately for custody services, while other custodians do not charge clients separately for custody but instead receive compensation from clients in the form of commissions on securities trades executed through the custodian or other transaction-related compensation. Custodians may also receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than the custodian (this custodial fee is in addition to the other broker-dealer's fees). We encourage you to review your custodial agreement to understand the compensation arrangements with your particular custodian.

Boston Financial Management, LLC does participate in *wrap fee* programs. Item 12 further describes the factors that we consider, including proprietary and third-party research, in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their commissions.

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

Boston Financial Management, LLC 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).

Item 7 Types of Clients

Boston Financial Management, LLC provides wealth management services to individuals, high net worth individuals, banks or thrift institutions, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, trusts and estates, and other U.S. entities. In addition, Boston Financial Management, LLC acts as investment adviser to the Marlborough US Multi-Cap Income Fund, an open-ended investment company registered in the United Kingdom.

For our clients to derive the maximum benefit of our services, we suggest a minimum relationship size of \$2,000,000.00.

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

BFM believes that public equity returns in individual companies should mirror the underlying returns of the businesses when held for long periods of time. As such, companies with attractive economics and reinvestment opportunities provide compelling returns to shareholders, particularly when the market is mispricing the long-term potential of the business. Finding such unique opportunities requires hard work and patience; however, with thorough and independent research, it is possible to identify a select number of companies to invest in. BFM focuses on finding high quality businesses that can be owned for many years. The team assesses the competitive risks and opportunities each individual business faces and invests in companies with solid growth opportunities. These businesses tend to share similar characteristics including:

- A demonstrated history of stable and growing cash flow and high returns on invested capital;
- Stable business models relatively less exposed to economic gyrations and competitive threats;

- Competitive advantages that suggest sustainable profitability well into the future;
- Low capital intensity and low-risk balance sheets; and
- Employee compensation aligned with shareholder interests and material insider ownership.

BFM's investment research is developed and performed independently, placing emphasis on the long-term competitive drivers of businesses, rather than on short-term accounting results. The team speaks with management, competitors, and customers to form views on the quality of and opportunities/challenges facing each company. We also use information found in financial publications, company press releases and conference calls, annual reports, prospectuses, company filings with the Securities and Exchange Commission, research materials prepared by others and corporate ratings services. Thorough financial analysis is performed to assess the levers of profitability and growth, and ultimately value each business. Where possible, BFM focuses on finding niche companies that are often overlooked and under-covered by traditional sell-side analysts. With a differentiated focus than traditional research analysts, BFM's work and ideas are often outside of consensus thinking.

BFM's typical investment horizon is at least five years. Much of traditional investment management is overly focused on the next quarter or year. A focus on the longer term provides a time arbitrage advantage, which is a critical edge in an increasingly myopic and short-term oriented investment landscape.

Securities purchased consist predominantly of investment-grade securities including common and preferred stocks; bonds and notes of corporations, federal, state, and local governments and agencies; mutual funds; and exchange-traded funds. Covered call options may be written for client accounts from time to time, as appropriate. Boston Financial Management does not ordinarily engage in short sales or margin transactions on behalf of clients.

In the case of accounts over which Boston Financial Management has discretionary authority, the exercise of such authority is limited by the investment objectives and strategy agreed upon with the client. In managing accounts, Boston Financial Management takes into consideration the client's objectives, tolerance for risk, and need for current income versus future return and appreciation.

Our wealth managers and securities analysts employ a combination of charting, fundamental, technical, and cyclical methodologies in researching securities for investment and in implementing investment strategies. Among the sources of information we employ in performing our investment research and securities analysis are: Financial publications, inspections of corporate activities, research materials prepared by others, corporate ratings services, company press releases and conference calls, and annual reports, prospectuses and filings with the Securities and Exchange Commission.

We generally do not participate in any initial public offerings or secondary offerings. Rarely a client, for whatever reason unrelated to our management of her/his account, may be given the opportunity to participate in such offerings, in which instances these transactions are considered to be non-discretionary directed transactions and are handled by us as an accommodation to the client.

Investing in securities involves risk of loss that clients should be prepared to bear.

The specific risks inherent in our strategy for managing investment portfolios are:

- Economic risk: The risk that the value of portfolio may go down as a result of unfavorable conditions in the domestic or international economy;
- Inflation risk: The risk that prices and costs of goods and services may grow faster than the

- appreciation of the portfolio;
- Market value risk: The risk that declines in the broader markets for securities as a whole, or for specific securities types or securities in specific economic sectors, may have an adverse impact on specific securities held in a portfolio regardless of the underlying intrinsic value or relative strength of the entity issuing that security; and
 - Too conservative: The risk that a portfolio may not appreciate as much or as quickly as other portfolios engaging other investment strategies.

Item 9 Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Boston Financial Management, LLC or the integrity of our management. Boston Financial Management, LLC has no legal or disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Boston Financial Management, LLC is the sole member and 100% owner of Boston Fiduciary Services, LLC, which we established to accommodate clients who do not need a regulated non-depository Trust Company but merely need or desire a Corporate Trustee to act as trustee for their trusts.

Individual employees of Boston Financial Management, LLC, at the request and sole discretion of a client, may serve as trustee of a client's trust. Employees acting as trustees of clients' trusts are expected to be comfortable with the personal liability involved and to secure the approval of the President before agreeing to serve. Implicit in the employees' acceptance is a commitment to offer their resignation as trustee when they are no longer Boston Financial Management employees, or when requested to do so by the client or by Boston Financial Management.

Boston Financial Management participates in several wrap-fee programs sponsored by unaffiliated broker-dealers ("Sponsors"). In a given wrap-fee arrangement, the Sponsor recommends Boston Financial Management or other investment advisers to the wrap fee program clients and charges a single asset-based fee that covers brokerage costs, advisory costs, and custody fees. Boston Financial Management may sponsor marketing events with a wrap fee program Sponsor that may pose a potential conflict of interest, as clients are referred to Boston Financial Management by the program.

Under a wrap account program, Boston Financial Management offers continuous investment management advice to clients based on their individual needs. The investment style of Boston Financial Management used to manage these accounts is similar to the style it uses to manage non-wrap fee clients. Boston Financial Management maintains exclusive investment discretion as to which securities shall be purchased or sold in a client's account in a manner consistent with the selected investment strategy and client restrictions (if any).

Boston Financial Management is not responsible for collection of data about clients or prospects investment objectives if the Sponsor is referring the person. Boston Financial Management makes investment decisions for clients by relying on the Sponsor to provide Boston Financial Management with information regarding clients' investment objectives as well as any changes to the investment objectives. In addition, Boston Financial Management typically does not meet with wrap fee clients. Instead, the Sponsor will handle all client or prospect inquiries regarding accounts that Boston Financial Management manages.

A wrap account client has the ability to establish special limitations on the investments in his or her investment portfolio. Wrap account clients also maintain individual ownership of the securities in his or her account and has the right to withdraw, hypothecate, vote, and pledge such securities.

The Sponsors monitor the investment advisory services provided by Boston Financial Management, including the performance of the accounts (or portions of an account) that it manages. The Sponsor pays Boston Financial Management a fee for providing advisory services to clients pursuant to the terms of an agreement between the parties.

Wrap fee program client trades generally are executed only with the broker-dealer that sponsors the program. Thus, when Boston Financial Management participates in wrap fee programs, it is not free to seek best price and execution by placing program client transactions with other broker-dealers. Accordingly, the client should satisfy himself or herself that the Sponsor of the wrap fee program can provide adequate execution of client transactions.

Clients considering wrap fee programs should request and review Appendix 1: The Wrap Fee Program Brochure of Form ADV Part 2A of each program Sponsor.

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

Boston Financial Management, LLC has adopted a Code of Ethics for all supervised persons of the firm describing our high standard of business conduct, and fiduciary duty to our clients.

All employees of Boston Financial Management are required to avoid security transactions for their own accounts which might be in conflict with or be detrimental to the interests of clients, or which are designed to profit from the market effect of our advice to our clients. Transactions in securities by Boston Financial Management employees are governed by, and must be effected in compliance with our Code of Ethics, a complete copy of which will be provided upon request.

Our Code of Ethics recognizes that all supervised persons, access persons, and administrative staff members of Boston Financial Management owe a fiduciary duty to the clients for whom we serve as advisor. This code demands that, in addition to complying with all applicable securities laws, Boston Financial Management's staff perform their duties with complete propriety and do not take advantage of their position. The Code of Ethics requires periodic reporting of securities holdings and transactions, pre-clearance or prohibition from certain transactions, and reporting of violations of the code or applicable securities laws.

We anticipate that, in appropriate circumstances, consistent with clients' investment objectives, our wealth managers will cause accounts over which we have management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which our employees and/or our clients, directly or indirectly, have a position of interest. Our employees and persons associated with us are required to follow our Code of Ethics. Subject to satisfying this policy and applicable laws, our officers, directors, and employees may trade for their own accounts in securities which are recommended to and/or purchased for our clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with making and implementing decisions in the best interest of advisory clients 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 materially not interfere with the best interest of our clients. In addition, the Code of Ethics requires pre-clearance of certain 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, to reasonably prevent conflicts of interest between us and our clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with our obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. We retain records of the trade order (specifying each participating account) and its allocation, which are completed prior to the entry of the aggregated order. Completed orders are allocated as specified in the initial trade order. Partially filled orders are allocated at random.

It is our policy that we will not affect any principal securities transactions for client accounts. We will also not cross trades between client accounts. Principal transactions are generally defined as transactions where we, acting as principal for our own account, buy any security from or sell any security to any advisory client.

Item 12 Brokerage Practices

When placing orders for the execution of transactions for a client account, Boston Financial Management may, unless our client otherwise directs, allocate transactions to broker-dealers for execution on markets at prices and at commission rates as in our good faith judgment will be in the best interest of our client. In selecting broker-dealers with respect to a particular client account, we take into consideration not only the available prices and rates of brokerage commissions, but also relevant factors (including without limitation execution capabilities, and proprietary and other research services provided by the broker-dealer) which factors may or may not be of direct benefit to that particular client. As a result, the commissions charged to the client account with respect to a particular transaction may be higher than those another broker-dealer might charge for the same transaction. We exercise good faith in negotiating what we believe to be reasonable commissions paid by each client account and seek to obtain the best price and execution for each transaction for the client account, taking into consideration the value of any brokerage, research or other services provided by the broker effecting the transaction.

In addition to brokerage and trade execution services, Boston Financial Management receives research and other services paid for with brokerage commissions which may include on-line access to client account information, economic and market information and analysis, portfolio strategy advice, industry and company analysis, and meetings or conference calls with analysts. These research and other services may be proprietary to the broker-dealer providing them, or may be provided by a third party such as Bloomberg or Thomson Financial. Section 28(e) of the Securities Exchange Act provides a "safe harbor" permitting the use of brokerage commissions to obtain such research and services. We believe that the products and services purchased with brokerage commissions provide lawful and appropriate assistance in the process of making investment decisions as provided for by Section 28(e).

Additionally, Schwab has agreed to pay up to \$40,000 we would otherwise incur for technology, marketing or compliance consulting products and services once the value of our clients' assets in accounts at Schwab reaches a certain level. This creates an incentive to recommend that you use Schwab as your custodian, based on our interest in receiving Schwab's payment for services for which we would otherwise have to pay. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services.

Boston Financial Management may, in its discretion, aggregate purchases and sales of securities for a client account with the purchase and sale of securities of the same issuer for other clients of Boston Financial Management occurring on the same day. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the client account and accounts of other participating clients of Boston Financial Management will be deemed to have purchased or sold their proportionate share of the securities involved at the average price so obtained. In the event that less than the total of the aggregated orders is executed, purchased securities or proceeds will typically be allocated on a random basis. Transaction costs for any transaction will be shared pro rata based on each client account's participation in the transaction.

Research products and services acquired through the use of soft dollars are intended to benefit all client accounts, not just those that paid for the benefits. We do not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

In addition to commissions or asset-based fees, your custodian may charge 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 custodial account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. In order to avoid "trade away" fees, Boston Financial Management may have an incentive to cause trades to be executed through your custodian rather than another broker-dealer. Boston Financial Management nevertheless, acknowledges its duty to seek best execution of trades for client accounts. Trades for accounts custodied at certain custodians may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Our clients may direct us to exclusively use a specific broker for securities transactions in their accounts, however when doing so clients should be aware that they may forego certain benefits such as savings on execution costs that Boston Financial Management may obtain for our non-directing clients through volume discounts on batched orders; their execution costs may be higher than those of other non-directing clients.

Item 13 Review of Accounts

At Boston Financial Management, all accounts to which we provide investment supervisory services are reviewed at least quarterly by the respective wealth managers. The wealth managers, all of whom serve together as the Investment Research Committee, have full authority with respect to the management of the client accounts assigned to them, in accordance with the guidelines set by the Investment Policy Committee and with the Master Research List established by the Investment Research Committee. Legacy positions not included on the Master Research List that are managed by BFM on behalf of clients may be maintained at the wealth manager's discretion when in the client's best interest. Each wealth manager is responsible for working with the client in determining the account objective and appropriate level of risk. Each account is assigned a back-up manager who is familiar with the client relationship.

Item 14 Client Referrals and Other Compensation

Boston Financial Management maintains a program to provide compensation to Employees for client referrals during the first year of the client engagement for qualifying accounts.

Additionally, Boston Financial Management participates in and recommends brokerage/custodial service programs (Schwab Advisor Services & Fidelity Clearing and Custody) to advisory clients. While there is no direct linkage between the investment advice given and participation in the programs, economic benefits are received which would not be received if Boston Financial Management did not

participate in the program. These benefits may include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving program participants exclusively; ability to have investment advisory fees deducted directly from client accounts; access to an electronic communication network for client order entry and account information; receipt of various publications; proprietary research; and participation in broker/custodian-sponsored conferences. Boston Financial Management understands that the benefits received through its participation in the programs generally do not depend upon the amount of transactions directed to, or amount of assets custodied by, the service program sponsors.

Boston Financial Management has entered into agreements with independent, unaffiliated broker-dealers to participate in advisor referral services designated to help investors find an independent personal investment advisor in their area. Boston Financial Management has marketing relationships with certain financial consultants at Beauport Financial, Lincoln Financial Securities, Infinex Financial Group, RHJ Financial and other entities. Boston Financial Management may pay to participate as a sponsor at investment and marketing seminars sponsored by such firms, and receive new clients from such marketing relationships.

Boston Financial Management has entered into referral agreements with consultants (i.e. "solicitors") who are not affiliated with Boston Financial Management. All such arrangements are developed in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940. Among other things, the Rule requires that each prospective client referred by a consultant (i.e. "solicitor") be furnished with a written statement that includes pertinent information about the referral arrangement. For such referrals, Boston Financial Management will pay to the consultant/solicitor a cash referral fee equal to a percentage of the advisory fee paid by the client to Boston Financial Management. Because of this referral fee, some solicited accounts may be charged a higher management fee than those accounts that are not solicited.

Item 15 Custody

Boston Financial Management, LLC does not maintain direct custody of client assets, which must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. However, the firm is deemed by the SEC to have custody of certain client assets due to the firm's authority to withdraw or transfer assets from client accounts, if one of our associated persons acts as trustee of your trust account, or where the firm has similar authority with respect to client assets. Boston Financial Management has retained an independent public accountant to conduct an annual surprise examination of client assets for which the firm is deemed to have custody.

We will, if requested by our clients, recommend one or more appropriate qualified custodians. We are independently owned and operated and not affiliated with any bank or broker we may recommend as custodian. While we may recommend a custodian for your use, you will decide whether to do so, and will open your account with the custodian by entering into an account agreement directly with them. We do not open the account for you.

Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at a qualified custodian we may recommend, we can still use other brokers to execute trades for your account, as described in Item 12 - Brokerage Practices, above.

Clients receive from the organization providing custodial services reports of all transactions for their accounts, and copies of appraisals of all securities held in the accounts. These reports and appraisals are provided at least quarterly. Clients may, at their option, receive these reports and appraisals monthly. Boston Financial Management urges you to carefully review such statements and compare

such official custodial records to any account statements or reports that we may provide to you. In some cases, accounts require principal and income reporting. Boston Financial Management may at its discretion refund the payment of principal and income reporting fees to the client.

Item 16 Investment Discretion

Boston Financial Management, LLC usually receives from the client at the outset of an advisory relationship discretionary authority to select the identity and amount of securities to be bought or sold. In all cases, however, we exercise such discretion in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts we observe the investment policies, limitations and restrictions of the clients for whom we are providing advice. Investment guidelines and restrictions must be provided to us in writing.

Item 17 Voting Client Securities

Corporate governance matters are important, and can impact the value of your investments. Because of this, we have established policies and procedures for voting proxies, summarized as follows:

It is the policy of Boston Financial Management, LLC to vote all proxies, where we have been delegated the fiduciary duty to do so, in order to maximize shareholder value and the value of our clients' investments. Should any conflict arise between the interests of Boston Financial Management LLC and our clients, we will act in the best interests of our clients. The proxy voting guidelines summarize our position on various issues of concern to shareholders and investors.

We coordinate with our clients' custodians to ensure that all proxy materials for each client are received and executed on a timely basis.

No set of guidelines can anticipate every issue that may arise. The guidelines are not exhaustive and do not include all potential voting issues or variations on existing issues. Many of the issues and the circumstances of individual companies are different, and there may be instances when we adjust our position and may not vote in strict adherence to these guidelines.

As part of our ongoing investment process, our investment professionals may encounter significant corporate developments. As these situations arise, we may adjust votes for specific securities based on the current information.

If you have specific questions regarding how Boston Financial Management, LLC voted with respect to your holdings, or would like a copy of our Proxy Voting Guidelines, please contact Charles J. Zambri, MBA, MSF, Chief Compliance Officer of Boston Financial Management, LLC, at 617-275-0364.

Item 18 Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about an adviser's financial condition. Boston Financial Management, LLC has no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients, and we have never been the subject of a bankruptcy proceeding.

Item 19 Other Information

Personal Information Privacy Protection Notice

Boston Financial Management has always taken seriously the trust our clients have placed in us. Our professional reputation has been built on maintaining that trust. We believe that our reputation for discretion in providing them with the highest level of service is a significant reason why they chose us. Maintaining this reputation is vital to our continued success.

Our firm belief in protecting the confidentiality of the personal information our clients provide is nothing new. We long ago realized that in order to initiate and continue the kind of close personal relationship critical to providing our clients the superior level of financial advice they expect, we must respect the privacy of their personal information, and make every effort to protect its confidentiality.

We provide the following statement describing our privacy practices and policies to help our clients understand how we protect their personal information:

In order to ensure that your relationship with Boston Financial Management is managed in a manner consistent with your investment objectives and personal financial goals, you are providing personally identifiable financial information to Boston Financial Management. This information is generally derived from:

Information we receive on the investment management agreement, questionnaires, other forms, and from personal contact, such as correspondence, e-mail, telephone calls, or meetings; and

Information about your account balances and transactions through Boston Financial Management, other advisers, broker/dealers, and custodians.

It is Boston Financial Management's policy that we do not disclose any non-public personal information about you to anyone, except as permitted by law.

If you decide to close your account(s) with Boston Financial Management or become an inactive customer, Boston Financial Management will adhere to the privacy policies and practices as described in this notice.

Boston Financial Management restricts access to your personal and account information to those employees who need to know that information to provide products or services to you. Boston Financial Management maintains physical, electronic, and procedural safeguards to protect your non-public personal information.

**