

Form ADV 2A Brochure

Cadinha & Co., LLC

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This brochure provides information about the qualifications and business practices of Cadinha & Co., LLC. If you have any questions about the contents of this brochure, please contact Ty Nohara at (808) 523-9488. 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.

Cadinha & Co., LLC is registered with the SEC as an investment adviser; however, this registration does not imply a certain level of skill or training.

Additional information about Cadinha & Co., LLC is available on the Internet at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The last annual update of the Form ADV 2A was on January 30, 2013. Since then, there have been no material changes to disclose.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business's fiscal year (our fiscal year ends December 31). We may further provide other ongoing disclosure information about material changes as necessary.

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

Currently, you may request our Brochure by contacting Wanda Solano or Ty Nohara at (808) 523-9488.

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Item 4 – Advisory BusinessFirm Description

Cadinha & Co., LLC (“Cadinha & Co.”) is an investment adviser with its principal place of business in Honolulu, Hawaii. We commenced operations in April, 1979 and have been registered with the SEC since 1979. Cadinha & Co. is owned by Cadinha Acquisition Corp. and Cadinha Partners; both entities are owned and controlled by Harlan J. Cadinha.

Advisory Services

Our firm provides continuous and regular investment management services on a discretionary basis to various types of clients and client accounts, including: individuals, trusts and estates, charitable organizations, pensions, profit sharing plans, and corporations. We manage client funds on a separate-account basis; we do not operate any pooled-investment vehicles such as mutual funds or limited partnerships. We seek to work with clients with \$1 million or more to invest (or subject to a minimum annual fee). At our discretion we may make exceptions for lesser amounts.

We provide advice to client accounts based on the individual needs of the client. Through personal discussion in which goals and objectives based on a client’s particular circumstances are identified, we develop a general investment policy and manage the client’s assets based on that policy. Clients’ investment policies may change over time as warranted. Our clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations may include the following securities:

- Common stock (listed and over-the-counter; domestic and foreign)
- Warrants
- Corporate debt securities
- Commercial paper
- CDs and money market funds
- U.S. government securities
- Foreign debt securities
- Foreign currencies
- Commodities
- Real Estate Investment Trusts
- Exchange-Trade Funds and Notes
- Mutual fund shares

The securities and types of securities we hold in a client’s account at any point in time depend on (1) the client’s individual objectives and restrictions; and (2) our view of various securities’ risk and return potential.

For the vast majority of our clientele, our investment work also focuses on tactical asset allocation strategies. Rather than set a long term and static asset allocation for a client’s account (such as all equity, all fixed income, or balanced), we incorporate a forward view of markets and set asset allocations for clients we feel best combine each client’s personal objectives and restrictions with our view of the risk and return potential for various asset classes. Unless clients restrict us from doing so, a client’s asset allocation will likely change over time. For example, if our investment outlook is that stocks are overpriced (and risk has therefore increased for stocks), we will pare stock exposure in client accounts as appropriate; allocation to fixed income securities and/or cash equivalents could increase at the same time.

Clients have the ability to limit total asset class exposure or set allowable ranges. We establish such guidelines at the outset of our management with periodic updates as we communicate with our clients.

Managed Allocation Portfolio (“MAP”)

Under our MAP program, we offer discretionary investment advisory services with the exclusive use of exchange-traded funds, exchange-traded notes and cash equivalents. We believe MAP to be especially suitable for those clients seeking tactical and opportunistic asset allocation strategies and management but with lower risks (and possible rewards) associated with individual security selection. We may recommend to clients our MAP program when we believe that based on the account’s size and brokerage/transaction costs, holding a diversified number of securities and having active security selection may result in higher risk of generating more trading costs than the value-added produced by such practices. We will also recommend MAP when a client doesn’t wish to own individual stock and bond securities and prefers securities that have inherently higher diversification potential.

Consulting/Financial Planning Services

Generally, we encourage investment advisory clients to ask us for general financial planning advice or consulting services. We often furnish such services for no additional charge although we may require compensation for certain planning or consulting services based on the nature of the services required by the client. We may provide consulting and financial planning services to non-advisory clients for a minimum fee of \$250 per hour.

Wrap Fee Programs

Cadinha & Co. participates in a sub-adviser capacity for certain Separately Managed Accounts (“SMA”) and Unified Managed Account (“UMA”), wrap fee programs sponsored by Morgan Stanley Wealth Management (“Morgan Stanley”). Cadinha and Co. participates in a sub-adviser capacity within the Fiduciary Services single contract wrap program sponsored by Morgan Stanley. Morgan Stanley may refer Fiduciary Services clients to Cadinha & Co. at its sole discretion for discretionary investment management services. Under the Fiduciary Services wrap program, a client pays a percentage of assets under management to the sponsor firm, which covers all trading, brokerage, custodial, portfolio monitoring and reporting, investment advisory, and/or other services. Cadinha and Co. receives compensation from the sponsoring firm for investment advisory services related to accounts where we have been selected as the discretionary manager. Cadinha and Co. receives notification of each new account opened and acknowledges acceptance of the account. Upon acceptance, Cadinha will implement the clients investment program via electronic trading platform infrastructure interface with the sponsor firm.

Cadinha & Co. provides discretionary investment management services based upon a specified strategy model that is offered to clients of sponsor firms. Cadinha and Co. will generally accept limited restrictions on investing in certain securities or types of securities, and does not provide investment advice on any other basis than that described above. Sponsor firms may set specific and mutually agreed upon investment parameters under this arrangement, including allowable securities, asset allocation ranges, and performance benchmarks. Cadinha & Co. may be one of multiple managers for a client under the program and operates in a sub-advisory capacity, with the sponsoring firm acting as the client’s primary adviser. Overarching financial planning, asset allocation, trade execution, reporting, and performance monitoring among other services are provided by the sponsor firm under this arrangement. For the majority of our clients who do not retain us through a single contract wrap fee program arrangement, we usually perform all the aforementioned services.

Cadinha and Co. also serves as an investment sub-adviser to Morgan Stanley Wealth Management, Unified Managed Accounts (“UMA”) Program sponsored by the brokerage firm. In a UMA Program, the client executes a contract with the UMA Program sponsor and the sponsor executes which sub-adviser(s) will be utilized to meet the clients objectives. Cadinha and Co. provides the UMA sponsor with a specific strategy model portfolio and updates the model portfolio to the UMA program sponsor whenever a change is made to the model. Under a UMA program, Cadinha & Co. does not enter trades, receive trade reports and trade confirmations, and does not have access to record keeping or client specific reporting. Furthermore, Cadinha & Co. does not execute, acknowledge, or implement account specific trade restrictions, cash withdrawal/contribution requests, year end tax harvesting, and generally does not interface with clients.

Cadinha Institutional

We provide investment management and consulting services to select institutional accounts on a fee-only basis. Services include investment management (furnished on a continuous basis for management of public securities only); asset allocation advice and monitoring; general investment oversight; market outlook; and/or educational services. We seek institutions with \$5 million or more to invest (or subject to a minimum annual fee). At our discretion we may make exceptions for lesser amounts.

Cadinha 401(k)

We provide investment consulting services to certain 401(k) plan sponsors on a fee-only basis. Our services include asset allocation recommendations; fund selection advice and monitoring; general investment oversight; and educational services. Under this platform, we require clients also retain the services of Aspire Financial Services, Inc. (formerly 401k ASP, Inc.), an independent firm, for daily record keeping services, including daily account valuations, performance generation, and on-line administrative services. Plan sponsors are billed directly by Aspire Financial Services for such services annually plus an additional fee per participant. Aspire Financial Services assesses setup and conversion fees upon initiation of its services. We collect no compensation from Aspire Financial Services, the investment funds recommended, or any other third party in connection with clients’ 401(k) plans.

Assets Under Management

As of December 31, 2013, we managed \$952,637,003 million on a discretionary basis and \$0 on a non-discretionary basis.

Item 5 – Fees and Compensation

Our fees are based upon a percentage of assets under management. The fee rates are stated annually but billed and paid quarterly—1/4 of the annual rate is applied to quarterly billings.

Balanced and Equity Accounts (Includes balanced and equity MAP accounts)	Annual Rate
First \$3 million of assets under management	1.00%
Next \$2 million	0.75%
Next \$5 million	0.50%
Over \$10 million	0.40%
Minimum Annual Fee: \$10,000	

Fixed Income Accounts (Includes fixed income MAP accounts)	Annual Rate
First \$1 million of assets under management	0.75%
Next \$4 million	0.50%
Next \$5 million	0.40%
Over \$10 million	0.25%
Minimum Annual Fee: \$10,000	

Cadinha Institutional	Annual Rate
First \$5 million of assets under management	1.00%
Next \$5 million	0.70%
Over \$10 million	0.50%
Minimum Annual Fee: \$50,000	

Cadinha 401(k)	Annual Rate
First \$3 million of assets under management	0.70%
Next \$2 million	0.60%
Next \$5 million	0.50%
Over \$10 million	0.40%
Minimum Annual Fee: \$7,500	

For the initial invoice to a client, fees are prorated for the remaining calendar quarter based on the account value at the inception of our management. Thereafter, fees are billed 90 days in advance based on the account value as of the last day of the calendar quarter (March 31, June 30, September 30, and December 31). In certain situations, we may negotiate rates other than what's specified above.

Clients may elect to have our fees deducted from their accounts. Clients with this arrangement receive quarterly notices stating the fees deducted.

Our services may be terminated by either party at any time with written notice. If a client terminates our services before the end of a calendar quarter, that client will receive a refund for the "unused" portion of fees paid in advance. The refund amount shall be prorated to the date specified in the termination notice. There are no penalties for cancellation or termination of our services.

Though not charged by or paid to Cadinha & Co., clients incur other costs in conjunction with our management. Clients pay brokerage fees and may pay custody fees to a brokerage and/or bank; the rates and amounts of which are determined by the brokerage or bank clients choose. We are not a bank or brokerage and we perform no transaction or custody services. However, our investment advice effect transactions that are performed at a brokerage or bank, and charges may be levied to clients. Please see *Item 12 – Brokerage Practices* for more information on our approach to clients' brokerage and custody options.

We often hold securities for investment in client accounts that may involve other fees to clients. These fees are generally deducted from the net asset value of the securities held by the client. Such securities include:

- Exchange-traded funds and exchange-traded notes
- Money market funds
- REITs
- Mutual funds

These fees are generally management fees charged by the manager of a particular fund or trust in which we've invested client assets. The rate, amount, and frequency of fees a client will ultimately incur from these securities are contingent on which securities we invest and the amount invested.

Neither Cadinha & Co. nor any of its employees receive any compensation for recommending any particular investment strategies, including the sale of securities or other investment products. We receive no commissions from any third party.

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

We collect no performance fees for our investment advisory services.

Item 7 – Types of Clients

We provide advisory services to individuals, trusts and estates, charitable organizations, pensions, profit sharing plans, and corporations across Hawaii, the mainland U.S. and abroad. Generally, we seek to work with clients with \$1 million or more to invest (or subject to stated minimum annual fees listed in *Item 5 – Fees and Compensation*). At our discretion we may make exceptions for lesser amounts.

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

We use a number of analyses in formulating investment advice and managing client assets, including:

- *Top-down and macroeconomic analysis.* We analyze overall economic trends and data as well as fiscal and monetary policies to get a “big picture” view of capital markets. We develop outlooks indicating which asset classes, types, sectors, and styles may be overvalued/risky or undervalued. Client's asset allocation at any given time is largely based on this work. Our bond strategies are largely shaped by our top down work as we focus mostly on duration strategies that seek to take advantage of perceived movements in interest rates.
- *Fundamental analysis.* We also conduct continuous research on a bottom-up basis, identifying asset classes and individual securities with attractive characteristics relative to its price.
- *Technical analysis (or trend analysis).* We will use technical analysis to gauge investor sentiment and the supply and demand dynamics for various securities, often after we've

identified a security as a candidate to buy or sell on top-down or fundamental grounds. This work entails analyses of price charts, including price movement and trading volume.

Cash and cash equivalents are an ever-present investment consideration at Cadinha & Co. We may raise cash in client accounts—perhaps in significant percentages—when we believe a higher degree of capital preservation is warranted.

Risk

All clients and prospective clients should understand that investing in securities involves risk of loss that clients should be prepared to bear. Our management carries certain other risks beside overall market declines, including:

- *Asset allocation risk.* As we construct asset allocation strategies based on our outlook of capital markets, our investors are subject to the risk that our outlook, or implementation of our outlook, may be ineffective or unfavorable over any period of time.
- *Equity risk.* While we seek to invest in equities we believe have favorable capital appreciation and income potential with limited downside potential, our equity selections may result in capital loss for clients. Loss could also occur for a myriad of reasons including but not limited to, overall market loss, issuer-specific developments, interest rate movements, political developments, inflation, and competition.
- *Fixed income risk.* As our bond investing activities are largely based on our outlook for movements in interest rates, clients risk general under performance and even capital loss should interest rates move in an adverse way. For example, if we invest in long-term U.S. Treasury bonds and interest rates rise, the value of those bonds will decline. Other risks include credit risks (an issuer could default on its obligations to bond holders) and currency risks, as we may invest in bonds denominated in a currency other than the U.S. dollar.
- *Risks associated with cash.* As we raise balances in cash and cash equivalents from time to time, there is a risk we may do so in an ill-timed fashion. By directing client assets into cash, clients could experience smaller gains than they otherwise would.

These risks stated above may not be all the risks clients assume; clients may lose value or experience limited gains for a number of other reasons, including those that can't be anticipated. Clients should assume investing is a risky endeavor and understand that risks are not eliminated by using an investment adviser, including Cadinha & Co.

Item 9 – Disciplinary Information

As registered investment advisers, we are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Cadinha & Co. or the integrity of Cadinha & Co.'s management.

There have been no disciplinary events and no material legal events related to our firm or any management person.

Item 10 – Other Financial Industry Activities and Affiliations

We are an independent investment adviser with no parent organization or subsidiaries and no brokerage or custody operations. We manage no investment companies or limited partnerships. We recommend no other investment advisers to our clients (other than those in connection with certain securities we invest in such as exchange-traded funds and money market funds). We receive no compensation, directly or indirectly, from any adviser.

Certain firms have recommended our management to clients, including doing so under wrap fee arrangements. See *Item – 4 Advisory Business* under header *Wrap Fee Programs* for information on formal wrap free programs in which we participate.

On occasion, brokers and financial planners from a number of firms will recommend to their clients our investment advisory services. These arrangements are not necessarily formal arrangements between other firms and Cadinha & Co., but may be characterized as “wrap fee programs” nonetheless. In the event these clients wish to retain us for management, we serve them as we do our other clients and under our normal fee schedules. As is often the case, referred clients pay their broker or financial planner a fee that covers custody, trading costs, portfolio monitoring, and financial planning. Such arrangement usually requires that a specific brokerage firm be used and, if trades are placed with another brokerage firm, the client will be charged separately for brokerage commissions. Therefore, when a client has entered into a wrap free agreement, we are generally not free to seek a competitive price or execution by placing transactions with other brokers or dealers. While it has been our experience that the selected broker-dealer generally offers execution in keeping with our “best execution” practices, no assurance can be given that such will continue to be the case in the future. Accordingly, clients may wish to satisfy themselves that the broker-dealer can provide adequate price and execution for the investments recommended by us.

Schwab Institutional, division of Charles Schwab & Co., Inc. (“Schwab”) and Fidelity Institutional Wealth Services, division of FMR, LLC (“Fidelity”)

We often recommend that clients establish brokerage accounts with Schwab or Fidelity, registered broker-dealers, members SIPC/NYSE, to maintain custody of clients’ assets and to effect trades for their accounts. Schwab and Fidelity provide us with access to its institutional trading and operations services, which are typically not available to Schwab and Fidelity retail clients. These services generally are available to independent investment advisers at no charge to them so long as a certain amount of the adviser’s clients’ account assets are maintained at Schwab or Fidelity. Schwab and Fidelity services include brokerage, custody, and research that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment. Schwab and Fidelity also make available to us other products and services that benefit our firm but may not directly benefit clients’ accounts. Some of these other products and services assist us in managing and administering clients’ accounts, including software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of our fees from its clients’ accounts; and assist with back-office support, record keeping and client reporting.

We recommend clients select Schwab and Fidelity based on both firms’ offering of free custody and low-cost trading costs, financial strength and reputation. While we believe the features of our dealings with Schwab and Fidelity stated in the previous paragraph have no influence on our

recommendation for using either firm, such features are disclosed as they could produce the appearance of a conflict of interest with clients.

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

Cadinha & Co. has adopted a Code of Ethics that sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our firm and personnel owe a fiduciary duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of applicable securities laws and our Code of Ethics but also to the spirit of both.

The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on giving or accepting significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All of our firm's employees must acknowledge the terms of the Code of Ethics annually, or as amended.

All employees of Cadinha & Co. are required to have most securities transactions including all common stock, options, corporate bonds, and exchange trade funds and notes approved in advance by designated personnel and recorded on the employee's *Securities Transaction Report*. Such approval is required before trades in any account in which the employee has a "beneficial interest" including those accounts either directly owned by the employee or his or her immediate household; or controlled by the employee.

As long as in compliance with the Code of Ethics, employees may buy or sell securities that our firm buys and sells for clients, including participating in block trades so long as such trades are done on a "call-in-last" basis whereby our clients' trades are executed beforehand and in keeping with our "best execution" policies and processes.

All employees must submit all brokerage statements and personal *Securities Transaction Reports* to the Chief Compliance Officer monthly to ensure compliance with our policies and Code of Ethics.

Employees are generally prohibited from acquiring any securities in an initial public offering or private placements, in order to preclude any possibility of their profiting improperly from their position with an adviser. We also generally prohibit securities transactions and other business transactions with clients or other investment professionals outside the scope of our normal advisory business. Employees must seek prior approval from the President and Chief Compliance Officer to ensure compliance with our policies and Code of Ethics.

Any new material conflicts with clients that arise over time will be addressed and disclosed promptly to clients in writing.

Any client or prospective client can request a copy of our Code of Ethics, free of charge, upon request.

Item 12 – Brokerage Practices

Clients generally select the broker-dealer or custodian they want for their account's brokerage and custody needs.

Unless clients choose another brokerage or custodian, we recommend clients establish brokerage accounts at either Schwab or Fidelity. Our recommendation is based on a combination of factors, including both firms' offering of free custody and low trading costs; financial strength and reputation. Our recommendation could change should an evaluation of one or both brokerages cause us to do so.

We make recommendations, but clients may also choose other brokerages or custodians, provided that such an arrangement is acceptable to us. We may decline working with prospective clients if:

- (1) we feel the selected brokerage/custodian's fees (transaction, custody and/or other) are too high or there are other characteristics particular to the brokerage/custodian we feel would not serve in the client's best interests; or
- (2) working with the selected brokerage/custodian would be too burdensome or costly for our operation.

While we believe our practice of recommending brokerages is in keeping with clients' best interests, we acknowledge that such recommendations may result in clients being unable to achieve best execution while paying more for transactions than by another arrangement. Similarly, if clients choose other brokerage and custody options, they may also subject themselves to overall higher costs and an inability to achieve best execution for their transactions. Clients should inquire for themselves about different brokerage and custody options—along with the services each provides—to determine the arrangement that best serves their interests.

For further information on our dealings with Schwab and Fidelity, see *Item 10 – Other Financial Industry Activities and Affiliations* under the header, *Schwab Institutional, division of Charles Schwab & Co., Inc. ("Schwab") and Fidelity Institutional Wealth Services, division of FMR, LLC ("Fidelity")*.

Our recommendations for broker-dealers are not based on whether or not we will receive referrals from a broker-dealer or third party. Other than the referrals we receive as discussed in *Item 10 – Other Financial Industry Activities and Affiliations*, we are not currently party to any referral networks, nor do we believe our brokerage recommendations are a consideration of any broker-dealers when determining whether to recommend us to their clients.

In the past, we received client referrals from Charles Schwab & Co., Inc. through our participation in Schwab Advisor Network, a network designed to help investors find an independent investment adviser. We formally exited the program in 2010, however continue to maintain our obligations for existing clients referred through this program.

Soft Dollars

On occasion, when clients do not direct or select brokers (for example, when custody of the client's assets is at a bank or trust company) all transactions will be directed to a list of approved brokers who provide research products and services (i.e. research reports, economic advice, real-time quotes and news products). In certain instances, we request brokers to provide specific research products or services that may be proprietary or may be produced by third parties. Under

these circumstances, we will internally allocate business (commissions) to brokers who provide research products or services we feel is useful. To the extent that we use client transactions to obtain research information, we may have an incentive to place a greater volume of transactions or pay higher commissions than would otherwise be the case. Where products and service can be used for both research and non-research purposes, we will make an appropriate allocation of its uses and will only permit brokers to provide that portion of the services or product that assists us in our investment decision-making processes.

Our use of client brokerage commissions benefits our firm as the soft dollar benefits generated by directing trades to brokers pay for research and other services and products that we would otherwise have to pay for. At any particular time, we may have an incentive to direct trades to certain brokers based on our demand for their research, rather than on our client's interest in receiving best execution.

It is our policy to only direct trades to those brokers we deem to be competitive with other brokerage options. We have a Trade Review Committee that periodically reviews our best execution processes and effectiveness. The Committee also monitors soft dollar benefits and reviews, with the input of members of our Investment Committee, the research we receive versus the soft dollars used to "pay" for that research as well as the trading costs for the executions with the broker/research source. If a broker whose research we highly demand offers transactional terms that are not in keeping with our best execution policies and processes, we will not direct trades or soft dollars to that broker. In such a case, we will seek to pay for the research ourselves.

Research products and services provided by brokers benefit all client accounts and not just those that paid for the benefits. We do not actively seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

Within the last year, all soft dollar benefits have provided research, specifically economic research that we utilize regularly to assist us in formulating our investment outlook and asset allocation strategies.

Trade Aggregation

It is generally our practice, when feasible, to first aggregate as many orders into single transaction orders (blocks) by broker-dealer and then execute the purchase or sale in rotation. Shares purchased or sold in block orders are allocated pro-rata among the accounts that participated in the block.

We have adopted procedures for aggregating trade orders to ensure that no trading block or single advisory account will be consistently favored over other blocks or accounts.

Item 13 – Review of Accounts

Client account information, including quantities and values of securities held, costs and the amounts of cash and cash equivalents for each client is maintained in our computer systems. Account information is reconciled against statements or electronic files from appropriate custodial agents generally daily, but no less than monthly.

It is our policy for portfolio managers (portfolio reviewers) to review their clients' accounts no less frequently than monthly. Reviews cover account balance, cash balance, asset allocation, position count, position weight, and sector weight, among other factors. Managers are also responsible for ensuring that client accounts are in keeping with the stated objectives and

restrictions of the client. Reviews of accounts are also triggered by purchases and sales of securities holdings, investment strategy changes, rebalancing exercises and particular client need.

Our portfolio managers are:

Harlan J. Cadinha, Chairman & CEO
Kaleialoha K. Cadinha-Pua`a, President & Chief Operating Officer
Neil T. Rose, CFA, Chief Investment Officer
Bradley F. Tothorow, CFP, Vice President
Harlan B. K. Cadinha, Vice President
Harold E. Henderson

Clients receive from us printed account statements on a quarterly basis showing asset value by security, unit cost, total cost, cash balances, current per share values, etc. We urge clients to compare the quarterly reports provided with those provided by their custodian and notify us of any differences. Additionally, clients receive periodic Outlook pieces that include our general investment outlook. Clients are free to contact us to receive information regarding the investment tactics and strategies being followed.

Item 14 – Client Referrals and Other Compensation

Client Referrals

We may pay referral fees to independent persons or firms (“Solicitors”) for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of our Firm Brochure and a separate disclosure statement that includes the following information:

- the Solicitor’s name and relationship with our firm;
- a statement that the Solicitor will be compensated for his solicitation services by our firm;
- the terms of such compensation arrangement, including a description of the compensation paid or to be paid to the Solicitor; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of practice, the advisory fees paid to us by clients referred by Solicitors are not increased as a result of any referral.

Other Compensation

Other than the legacy referral program described in *Item 12 – Brokerage Practices* referencing the *Schwab Advisor Network*, we do not currently participate in any formal referral programs with other financial firms where we provide compensation for client referrals.

Item 15 – Custody

Cadinha & Co. is not a broker-dealer and does not take possession of client assets. Our clients’ assets are held at qualified custodians. We have limited power of attorney to place trades on the client’s behalf. The custodian will issue trade confirmations and monthly (or quarterly) statements directly to clients. We urge clients to compare the information in their quarterly statements from us with the statements provided by their custodian.

We previously disclosed in *Item 5 – Fees and Compensation* that clients may elect to have us deduct fees directly from their accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

Item 16 – Investment Discretion

We generally have limited power of attorney to act on a fully discretionary basis on a client's behalf, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission. Our discretionary authority includes the ability to (1) determine the security to buy or sell; and/or (2) determine the amount of the security to buy or sell.

Clients give us discretionary authority when they sign a discretionary agreement with our firm. Additionally, we accept any reasonable limitation or restriction to such authority placed by the client when done so in writing. Clients may also change or amend such limitations by providing us written instructions.

Item 17 – Voting Client Securities

Generally, we vote proxies for client accounts unless a client chooses to vote proxies on his or her own account.

We vote proxies in the best economic interests of our clients and in accordance with our established policies and procedures. In the case of ERISA clients, we accept our fiduciary responsibility to vote proxies in the best interest of plan participants and their beneficiaries.

In certain cases, we may not be able to vote proxies, including:

- when proxies are received by us with insufficient time to vote and submit before a proxy's deadline;
- when a custodian under-allocates votes to which our clients are entitled;
- when securities are classified by the client as "non-discretionary" and we have no management authority over such securities;
- when we conclude that the effect of voting on shareholders' economic interests or the value of the portfolio holding is indeterminable or insignificant; and
- when voting a proxy requires unreasonable costs and resources (i.e. voting proxies for certain foreign or esoteric issues may require an unjustifiable amount of cost and management resources that may ultimately run contrary to our clients' best interests).

We retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document that was created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how we voted proxies.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting us. Clients may request, in writing, information on how proxies for their shares were voted.

Item 18 – Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Cadinha & Co. has not been the subject of a bankruptcy petition.



REGISTERED INVESTMENT ADVISERS / INVESTMENT COUNSEL

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Web | WWW.CADINHA.COM

PRIVACY NOTICE

Under Securities and Exchange Commission (SEC) regulations, we are required to provide a notice to each of our individual clients that explains our policies and practices relating to disclosing personal information about you to our affiliates and to unrelated third parties. For your information, this requirement is based upon a new SEC regulation, called Regulation S-P, that applies to every investment adviser that is registered with the SEC. ***As a general matter, it is (and has always been) our policy not to disclose information about you to any other party, and to maintain strict security over personal information about you in our possession.*** We describe these policies in further detail below.

What are the categories of nonpublic personal information about you that we collect?

We collect personal information from you based upon the information that you have provided to us in our Investment Advisory Agreement, Account Information Form, and Investment Policy and Guidelines, from information that we collect when we effect transactions for you, and from on-going conversations with you that allow us to provide asset management services to you based upon your needs and goals.

What personal information do we disclose to others?

It is our policy not to disclose any nonpublic personal information about our clients or former clients to anyone. The only time we disclose your nonpublic personal information to anyone is at your request.

What would your rights be if we did disclose your nonpublic personal information to others?

If our policies were to change and we sought to disclose your personal information to others, we could not do this without your permission. Under those circumstances, you would have the right to “opt-out” of our disclosing that information. In other words, you would be able to tell us that we could not disclose information to any other person or entity. Should our policies change, we would provide you with detailed information prior to implementing any potential change to request your approval. At that time, we would also provide you with information on how you would be able to opt-out of us disclosing information about you.

How do we protect your nonpublic personal information that we have in our files?

We have adopted strict policies and procedures to protect your nonpublic personal information and maintain physical, electronic and procedural safeguards that comply with Federal standards to guard your nonpublic personal information.

What should I do with this notice?

First, don't be alarmed. As we indicated above, all registered investment advisers are subject to Regulation S-P and have to serve similar notice to their clients. Also, we are required to send this notice to you on a yearly basis, and we suggest that you keep this notice with your files. Finally, do not hesitate to contact us if you have any questions regarding this notice, or if you have any other questions.

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Cadinha & Co. Proxy Voting Policy Notice

As investment advisers exercising voting authority over client proxies, we are required to adopt and implement policies and procedures that are reasonably designed to ensure that we vote proxies in the best interest of clients [SEC rule 206(4)-6]. The policies and procedures below describe how Cadinha & Co. addresses material conflicts between its interest and those of its clients with respect to proxy voting.

In all facets of our operations, it is our policy to act with the utmost integrity and fiduciary duty to clients, including proxy voting. The following summarizes our proxy policy:

- A. **Client's Best Interest.** Our proxy voting procedures are designed and implemented in a way that is reasonably expected to ensure that proxy matters are conducted in the best interest of our clients.
- B. **Case-by-Case Basis.** We vote proxies on a case-by-case basis, taking into consideration our obligations to our clients and other relevant facts and circumstances at the time of vote.
- C. **Conflicts of Interest.** Any material conflicts between Cadinha & Co. and its clients, if any, are always resolved in the best interest of clients.
- D. **Client Direction.** Clients may elect to vote their own proxies and should make arrangements with their custodian and Cadinha & Co. if they desire to do so.
- E. **Shareholder Activism.** From time to time, we may vote contrary to the recommendations of management and may side with an individual shareholder proposal. Generally, we will dispose of securities in which we deem its management or its policies to be detrimental to shareholder value. However, in those circumstances where such securities remain in a client portfolio(s) and we have a right to vote, we will seek to vote in the best interests of the individual clients—even if that means voting against management and its policies.
- F. **Oversight.** Oversight of our proxy voting process is overseen by Neil Rose, CFA, Chief Investment Officer. Mr. Rose also casts votes on behalf of our clients.
- G. **Availability of Policies and Procedures.** We will provide clients with a copy of our proxy policies and procedures upon request.
- H. **Disclosure of Vote.** Clients may obtain information on specific proxy votes upon request.
- I. **Limitations.** The following illustrates specific circumstances under which we take a limited role in voting proxies.
 - 1. **No Responsibility.** Cadinha & Co. is not responsible for proxy votes in the following circumstances: (a) when clients elect to vote proxies themselves; (b) when we do not receive ballots from a client's custodian; (c) when proxies are received with insufficient time to vote and submit before a particular proxy's deadline; (d) custodian under-allocates votes to which our clients are entitled; (e) when securities are classified as "non-discretionary" and we have no management authority over such securities.

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2. **Limited Value.** We may abstain from voting if we conclude that the effect on shareholders' economic interests or the value of the portfolio holding is indeterminable or insignificant.
 3. **Unjustifiable Costs.** In certain cases, we may abstain from voting for cost reasons. In particular, formulating voting policies for certain non-U.S. securities or esoteric security-structures may require an unjustifiable amount of cost and management resources that may ultimately run contrary to our clients' best interest.
- J. **ERISA Accounts.** In addition to SEC requirements governing advisers, our proxy voting policies reflect the long-standing fiduciary standards and responsibilities for ERISA accounts set out in Department of Labor Bulletin 2008-2, 29 C.F.R. 2509.08-2 (October 17, 2008).
- K. **Recordkeeping.** We maintain records of proxies voted pursuant to Section 204-2 of the Advisers Act. As required by Rule 204-2(c), records include: (1) a copy of its policies and procedures; (2) proxy statements received regarding client securities (this may be satisfied by relying on a third party); (3) a record of each vote cast (third party records similarly permitted); (4) a copy of any document that was material to making a decision how to vote proxies on behalf of a client or that memorializes the basis for that decision; and (5) each written client request for proxy voting records and our written response to any (written or oral) client request for such records. Records are kept on premise for no less than two years and in an easily-accessible place for no less than five years.

Please do not hesitate to contact us if you have any questions regarding this notice, or if you have any other questions or requests.