Form ADV Part 2A
The Brochure

www.lgam.com
Updated: March 15, 2021

1676 N. California Blvd., Suite 500
Walnut Creek, CA 94596
(925) 254-8999

900 Larkspur Landing Circle, Suite 285
Larkspur, CA 94939
(415) 461-8999

10100 Trinity Parkway, Suite 450
Stockton, CA 95219
(209) 472-9359

This brochure provides information about the qualifications and business practices of Litman Gregory Asset Management, LLC (Litman Gregory). If you have any questions about the contents of this brochure, please contact us at 925-254-8999 and/or information@lgam.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Litman Gregory is a registered investment adviser. Registration of an investment adviser does not imply any certain level of skill or training. The oral and written communications of an adviser provide you with information which you can use to determine to hire or retain an adviser.

Additional information about Litman Gregory is also available on the SEC's website at www.adviserinfo.sec.gov

ITEM 2 – MATERIAL CHANGES

Last Annual Update:

In this Item, we are required to discuss any material changes that have occurred since the date of our last annual update of this brochure, which was filed on March 18, 2020.

Since the last annual update, which was dated March 18, 2020, the only updates that were made were the name change of the Litman Gregory Masters Funds to the PartnerSelect Funds and launch of the PartnerSelect SCB Focused Small Value Fund on July 31, 2020. Two of the PartnerSelect Funds merged which resulted in the elimination of the PartnerSelect Smaller Companies Fund which was updated on October 16, 2020. Lastly, an amendment was made due to the launch of the PartnerSelect Oldfield International Value Fund which occurred on November 20, 2020.

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ITEM 4 – ADVISORY BUSINESS

Founded in 1987, Litman Gregory provides independent investment management services to individuals, multigenerational families, nonprofits, banks, trusts, estates, charitable organizations, pension and profit sharing plans, and third-party investment advisers (through Litman Gregory Portfolio Strategies).

Our Private Client Relationships

Our primary charge is to grow and protect our clients' long-term assets, while supporting their ongoing financial goals. We believe that intensive fundamental research and a disciplined process are critical to that investment success. Our investment team is focused on creating and managing globally diversified portfolios based on rigorous asset class analysis and demanding due diligence on individual investment opportunities such as alpha-driven active managers, index funds, and select private investments.

Furthermore, no investment strategy would be complete without incorporating each client's investment objectives and time horizon as well as their investment values, preferences, and other individual circumstances. We've found that considering these factors is critical to the success and staying power of our relationship.

We provide investment management services to our private clients on either a discretionary or nondiscretionary basis, as they select. We work with each client to develop an Investment Policy Statement that establishes the framework for prudent management of their investment portfolio. The policy describes the specific allocations recommended to meet the stated investment objective and outlines the philosophy and approach that govern our portfolio management. The investments we recommend to our clients include mutual funds, exchange-traded funds (also known as ETFs), independent investment managers ("Independent Managers"), private funds, and alternative investments, and they consist of a wide range of asset classes. In certain situations, we recommend Independent Managers whose investment strategies fit within specified asset classes to manage a portion of clients' portfolios through separate accounts. Independent Managers invest directly, on a discretionary basis, in securities within the specified asset class using strategies consistent with the client's Investment Policy Statement, which may also include cash management services. We obtain a client's written consent before engaging an Independent Manager. For discretionary client accounts, we determine the timing and amount of allocations of a client's assets in and out of the separate account, both to maintain the appropriate allocation of the client's portfolio to that asset class, and to reflect our ongoing assessment of the Independent Manager's performance relative to other investment options in that asset class.

Litman Gregory Portfolio Strategies

We provide third-party investment advisers and broker-dealers (collectively, "Distributors") (who have no affiliation with Litman Gregory) with investment strategies ("Litman Gregory Portfolio Strategies") by which to manage their client accounts. These strategies consist of portfolios of mainly mutual funds and ETFs designed for specified investment objectives and risk tolerances. These strategies are delivered through what are commonly referred to as turn-key asset management platforms (TAMPs). TAMPs are generally offered through established asset management companies and enable Distributors to outsource the management of their clients' assets. The strategies we construct for the TAMPs follow the same overall asset allocation strategies and use many or all of the same funds that we use with our private clients (discussed above).

Litman Gregory does not provide advisory services to the clients of the Distributors that access the Litman Gregory Portfolio Strategies through TAMP programs. While we manage models for other Distributors that access us through the TAMP program, we do not directly manage order execution on behalf of those end clients.

Wrap Fee Programs

As a model portfolio adviser in a managed account platform, Litman Gregory provides recommendations and investment advice regarding model portfolios which is delivered and administered by a platform to other investment professionals that have either “wrap” fee or non-wrap managed account programs. Litman Gregory receives fees from the providers of such platforms based on the amount of assets managed using Litman Gregory’s model portfolios. A wrap fee program is considered any arrangement under which clients receive investment advisory and securities brokerage services for a specified fee or fees not based upon transactions in their accounts. Litman Gregory does not, however, serve as the sponsor of any wrap fee programs.

Total Assets Under Management

As of 12/31/2020, we managed $2,109,711,451 of assets on a discretionary basis, and $2,209,785,407 on a non-discretionary basis.

ITEM 5 – FEES AND COMPENSATION

Private Client Accounts

We receive from each private client a quarterly fee, payable in advance, equal to a percentage of the total net asset value (as of the last day of the previous quarter) that the client has placed under our management.

Fees for Litman Gregory's services are documented in a written Investment Management Agreement at the inception of each engagement. We allow for some flexibility in our fee structure depending on individual circumstances. As a result of the variety of factors involved with establishing a fee structure and rate, certain clients pay higher fees than other clients with the same level of assets under management. Fees are generally lower for clients with higher amounts of assets under management.

Fees are generally calculated based on a percentage of client assets under management. Assets under management include those mutually determined and agreed upon with the client and Litman Gregory. Under our current fee schedule, the asset-based fee varies, typically ranging from .25% up to 1.25% of a client’s assets and comprises of a mix of tiered fee schedules and flat fee schedules.

Litman Gregory at times works with clients on a per-project basis, in which case fees are agreed upon and documented prior to the engagement. Such fees are set on an hourly or project basis and will vary based on the scope, duration, nature and complexity of the work.

Litman Gregory does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

We allow for some flexibility in our fee structure depending on individual circumstances. We also have inherited fee schedules of legacy clients from acquired firms. In certain situations, we also charge a separate fee for certain unmanaged, self-directed assets on which we advise and/or include in our consolidated performance reporting.

We either deduct fees from clients' accounts or bill clients for fees incurred. The client has the option to select either method.

A client will obtain a refund for any pre-paid fees if the advisory contract is terminated before the end of the billing period. When providing a refund, we will take the pre-paid quarterly fee, divide it by the number of days in the quarter, and refund the amount that corresponds to any unused days in that billing quarter.

Fees are payable quarterly in advance at the beginning of each calendar quarter based on the net market value of your account(s) at the close of trading on the preceding business day. If you make a contribution of capital to your account(s) on a date other than the first day of a calendar quarter, then you will be charged a prorated portion of the fee for that calendar quarter with respect to the contribution based on the number of days remaining in that calendar quarter. If you make a distribution from your account(s) on a date other than the first day of a calendar quarter, then you will receive a credit for the prorated portion of the fee for that calendar quarter with respect to the distribution based on the number of days remaining in that calendar quarter.

To the extent assets deposited or withdrawn from an account during a billing period result in a calculated fee in excess of $50 fee per transaction, the management fee will be prorated accordingly, as reflected during the following billing cycle. The management fee will not, however, be adjusted for deposits or withdrawals that result in a calculated fee of less than $50 per transaction.

The market value of the client's account will be calculated gross of any margin positions and the corresponding fee payable by the client will be increased by the use of margin. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to the Firm. Accordingly, the decision as to whether to employ margin is left to the discretion of client. Depending on individual circumstances the fee based on the use of margin may be waived.

In addition to our fees, clients generally pay the custodian and in some cases transaction fees, and the investment vehicles we use in our strategies (such as mutual funds) charge fees that are deducted from their share prices. See Item 12 of this brochure for more information regarding Brokerage Practices. In the case where client assets are invested in one of the Master Funds (mutual funds managed by a Litman Gregory affiliate, Litman Gregory Fund Advisors, LLC) the fees paid to the Litman Gregory Fund Advisers, LLC are subtracted from the fees Litman Gregory charges those private clients. As a result, we have no financial incentive to use our affiliated mutual funds.

Independent Managers charge separate fees, based on either the individual client's assets under their management or a percentage of all of our clients' aggregate assets under their management. These are in addition to the fees we charge with respect to those assets and are generally drawn directly from the client accounts under the Independent Managers' direction. Depending on the specific Independent Manager and strategy, fees and billing practices vary. Clients outside of wrap fee programs also incur custody charges, platform fees, securities brokerage commissions and other transaction-based fees attributable to the management of their accounts. Litman Gregory is not entitled to and does not receive any portion of the additional fees and expenses associated with the use of any Independent Managers.

Some Independent Manager's fees are based on the aggregate amount of Litman Gregory's clients' assets managed by that manager, with the fee percentage declining as such assets increase. The specific fees charged by an Independent Manager are disclosed to and agreed upon by a client before that Independent Manager is engaged to manage a portion of a client's account.

Portfolio Strategies - Services for Advisers and Broker Dealers:

The clients of the third-party investment advisers pay advisory fees to those advisers who utilize our Portfolio Strategies through various TAMP organization platforms. The TAMP organizations, in turn, pay LGAM quarterly fees, payable in advance, equal to a percentage of the total net separately between us and each platform and fees vary. The annual fees typically range from 0.04% to 0.10% of the total net asset value.

One of the TAMP organization offers their platform to Distributors, who in turn offer our Portfolio Strategies to their investment advisory or brokerage clients. This TAMP organization offers services to Distributors including access to LGAM portfolios and the PartnerSelect Funds. LGAM compensates the TAMP an annual fee of 20% (5% per quarter) based on the clients' net assets invested in our PartnerSelect Funds on the TAMP's platform as of the last business day of the prior quarter.

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

We and the Independent Managers we engage for clients do not charge any performance-based fees.

Item 7 – Types of Clients

Types of Clients

We offer investment management services to the following client types:

- Individuals and Multigenerational families (includes trusts, estates, IRAs and 401(k) plans)
- Pension and profit sharing plans (but not the plan participants)
- Charitable organizations
- Corporations
- Non-profits
- Third-party investment advisers (through Litman Gregory Portfolio Strategies)

Minimum Account Sizes

We generally impose a $3,000,000 minimum initial investment requirement for a private client account.

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

Our Methods of Analysis and Core Investment Strategies

Investment management is integral to how we support our clients in achieving their financial goals and our investment approach seeks to maximize the odds of success for each client by adding value in six distinct ways:

1. An understanding of each client's investment objectives, risk tolerance, and investment preferences
2. Intelligent asset allocation based on thorough and ongoing research on each asset class, conducted by our in-house research team

3. An asset class implementation plan based on rigorously researched individual investment options, which can include a mix of fixed-income investments and equity investments, including mutual funds and ETFs, as well as separate accounts managed by Independent Managers that invest directly in securities. These fixed-income and equity investments can vary by the sector, size, quality, and geographic location of the issuer. Additionally, as appropriate, we use alternative investments or strategies, such as real estate funds, arbitrage funds, commodity futures funds, absolute-return-oriented funds, private equity, venture capital, distressed debt, hedge funds, and privately held investments. The percentage allocated to each asset class is dependent upon the client's designated investment objectives as laid out in the Investment Policy Statement
4. A risk-management overlay that takes into account multiple risk scenarios
5. Consideration of taxes in investment selection and ongoing portfolio management
6. A consistent, ongoing communication process to ensure our clients understand their investment strategy, increasing the odds that they stick with the investment program in order to benefit from our long-term focus

Our wealth advisers are also members of our investment strategy committee, which meets quarterly to discuss the state of financial markets, asset class and manager developments, and issues related directly to the implementation of our clients' investment strategies. Our research team, which makes the portfolio allocation decisions and recommendations, usually meets at least weekly.

Supplemental Strategies for Client Transitioned (Non-Core) Assets

In certain circumstances and at the request of the client, we will incorporate non-core assets that clients transition into the portfolio. In evaluating these assets, our focus is on the overall portfolio and includes two primary considerations:

- **Taxes:** Determining capital gains tax burden will be the first consideration for non-core assets transitioned for portfolio management and will guide our recommendation regarding these assets.
- **Portfolio Diversification:** Position size and materiality of the assets relative to the total portfolio will be the second consideration in advising these assets.

Issue-specific research does not play a primary role in our advisement of client transitioned non-core assets.

Pending evaluation of taxes and diversification, we typically recommend selling or reducing non-core assets, transitioning them into a separate account for ongoing management by a third-party manager and/or moving to a self-directed status.

Assessing Risk to Our Strategies Using Economic Scenario Analysis

We use economic scenario analysis as a primary means to assess the risk in our strategies. We consider different possible five-year economic outcomes ranging from pessimistic to optimistic, and in each scenario, we consider what the key variables such as interest rates, inflation, and economic growth are likely to be. We can then use these variables to determine likely return ranges for asset classes. We consider the probability of each scenario playing out, and also what the magnitude to our portfolios would likely be. Considering these scenarios helps us make judgments about risk and return opportunities.

Risk Factors

General. Below is a brief summary of some of the material risks that potential clients should consider before engaging Litman Gregory. These risks may materially and adversely affect investment performance and could cause investors to lose substantial amounts of money. A potential client should discuss with our representatives any questions they have before opening an account.

We invest for our client accounts primarily in mutual funds, closed-end funds and, on a more limited basis, debt securities and privately placed securities and investment funds. The funds we select for our clients may invest in a variety of assets, including, but not limited to, equity and fixed-income securities, options, futures, other derivatives, rights, warrants, private securities, non-U.S. securities, real estate, ETFs, money market instruments and other cash equivalents. Independent Managers we engage to manage accounts for our private clients may also invest in such instruments, directly or indirectly. Investing in securities and other assets involves risk of loss that clients should be prepared to bear. Clients' accounts may not meet their investment objectives, generate any income or increase in value.

The risks below apply generally to client accounts managed by Litman Gregory, other fund managers and Independent Managers. References to "managers" include both Independent Managers and managers of funds in which our clients invest.

Information Sources. We select funds and securities for our clients' accounts based in part on information and data that fund managers and issuers make available to us or file with various government agencies, or that we obtain from other sources. We can never learn all relevant information about a manager, fund or security and are not in a position to confirm the completeness, genuineness or accuracy of information and data that we receive. In some cases, complete and accurate information is not readily available. Further, we may misinterpret or incorrectly analyze the information that we have. These and other factors may cause us to (a) invest clients' assets in funds and securities or engage Independent Managers at times that will lead to losses in the clients' portfolios or not invest in particular funds or securities at times that would have resulted in gains in clients' portfolios had we caused them to invest. Fund managers and Independent Managers are subject to the same limitations on their ability to obtain and correctly assess information about investments.

Risks of Fund Managers and Independent Managers. The managers of the funds we select, and the Independent Managers, have sole responsibility for making investment decisions on behalf of the funds and accounts they manage. They and their principals have various levels of experience. A manager's performance may depend on the investment decisions of one or a few individuals; if they cease to be employed by the manager, the manager's performance could be materially and adversely affected. Managers also manage other accounts, including other vehicles in which they or their principals may have an interest; this may increase the level of competition for the same trades they might otherwise make for the funds or accounts they manage for our clients. This could make it difficult or impossible to take or liquidate positions for our clients' funds or accounts at a price indicated by a manager's strategy. The managers and their principals may use trading methods, policies and strategies for their other accounts that differ from those they employ on behalf of the funds and accounts they manage for our clients. Therefore, notwithstanding our extensive due diligence about those managers and their investment results, the performance they achieve for our clients may be less than the performance of their other funds and accounts. Clients considering investing in a private fund recommended by Litman Gregory should review that fund's offering memorandum carefully and in its entirety and consult with their professional advisers before deciding whether to invest. Clients considering investing with an Independent Manager should review that manager's disclosure documents carefully before deciding to invest.

Litman Gregory ASSET MANAGEMENT

Limited Liquidity of Investments. Certain investment funds, including real estate, fixed income, venture capital and closed-end funds, that Litman Gregory recommends for clients are generally illiquid, with very limited or non-existent transfer and withdrawal rights; investors may not be able to liquidate or transfer such investments even in an emergency. Fund managers and Independent Managers may invest in securities that trade at a low volume and that are relatively illiquid. These may include, among others, private securities, secured debt securities, real estate, and certain publicly traded equity securities, particularly those with small capitalizations. Manager may not be able to liquidate these investments promptly if needed. In addition, sales of those securities in an illiquid market could depress their market value. Illiquid securities may include privately placed or "restricted" securities that are subject to substantial holding periods or may not be traded in public markets. Restricted securities generally are difficult or impossible to sell at prices comparable to the market prices of similar securities that are publicly traded. No assurance can be given that any restricted securities will become registered so as to be eligible to be traded on a public market.

Valuation Risks. Some investments may be difficult to value, including interests in private funds and other private securities. The managers generally determine the value of such investments in good faith. Any misvaluation could adversely affect investors, including causing them to pay Litman Gregory and the other managers higher fees than they would pay if the valuations were accurate.

Risks of Investing in Real Estate. We may recommend that clients invest in investment funds that invest directly or indirectly in real estate. Real estate investments are subject to the numerous risks, including, but not limited to, adverse changes in general economic and local market conditions, adverse developments in employment or local economic performance, changes in supply of or demand for similar or competing properties, unfavorable changes in applicable taxes, governmental regulations or interest rates, and lack of available financing. Real estate funds that improve and operate real properties as well as buying and selling them are subject to additional risks, such as the inability to maintain rental rates and occupancy levels in highly competitive markets, unavailability or increases in the cost of insurance, unexpected increases in the costs of refurbishment and improvements, unfavorable rent control laws, and costs of complying with environmental regulations. Any or all of these factors may cause real estate investments to be unprofitable or less profitable than anticipated, or significantly extend the time they must be held.

Multiple Layers of Fees and Expenses. In addition to Litman Gregory's management fees, clients bear the management fees and other expenses charged by the mutual funds and private funds in which their accounts are invested, and clients whose accounts are invested with Independent Managers bear the fees of those managers and the other expenses of those accounts. Litman Gregory evaluates the fee level of all investments it selects and may have access to lower cost share classes or other lower-cost structures that may not be available to clients investing on their own. However, the multiple layers of fees and expenses may result in a higher cost of investment than would be the case if a client were to invest directly in those funds, accounts managed by Independent Managers, or securities or other assets in which any of those funds and accounts invest. Investment returns are net of all applicable fees. (When we invest our client's assets in mutual funds managed by our affiliate, however, we reduce our management fees by the management fees the mutual funds pay to our affiliate -- see Item 11 below.)

Lack of Monitoring of Independent Managers' Investments for Clients. Independent Managers make all investment decisions for the accounts they manage for our clients. On an ongoing basis Litman Gregory reviews quantitative factors including performance, correlations, volatility and other statistical measures relative to benchmarks, and qualitative factors including investment process, manager and research team quality, management continuity, business viability, operational and trading competence, firm/team culture, and incentive structures. However, we do not have visibility into Independent Managers' client portfolios and daily operations and do not review or evaluate individual securities transactions they engage in for our clients. Litman Gregory's oversight of client accounts managed by Independent Managers is limited to high-level evaluations of the managers' firms, strategies and overall performance, and we do not supervise the day-to-day individual investment decisions that determine the performance of those accounts. The investment success of any account managed by an Independent Manager depends solely on the investment acumen of its investment personnel. The same is true for the funds in which we invest our clients' assets, and their managers.

Mismanagement or Malfeasance;Institutional Risks. Clients are subject to the risk of fraud, mismanagement or malfeasance by managers. In addition, the brokerage firms, banks or other financial institutions that hold securities in clients' funds and accounts may experience financial difficulties and other problems that impair their operational capabilities and materially and adversely affect the value and liquidity of clients' accounts.

Risks Relating to Investments by Independent Managers. Independent Managers strategies are subject to a number of material risks including Active Management Risk, Equity Risk, Income Market Risk, Municipal Bond Market Risk and Interest Rate Risk. A list of risks associated with each Independent Manager are disclosed in that Independent Manager's own disclosure documents, including its Form ADV Part 2A, that are available to our clients.

Risks Relating to Alternative Investments. Alternative Investments Managers may invest in a wide range of instruments using a variety of investment strategies, which pose multiple risks in addition to those discussed here. For example, they may sell securities short, which involves a finite opportunity for appreciation but a theoretically unlimited risk of loss, entails special costs relating to borrowing securities, and may require sales of portfolio securities on unfavorable terms to meet collateral requirements. Alternative Investment Managers may also borrow on margin and enter into options, futures, swaps and other derivative contracts, which similarly create additional costs and risks relating to collateral requirements. Use of leverage and derivatives is highly speculative, increases volatility and may result in losses that greatly exceed the amount invested because they create a high level of exposure relative to the actual amounts invested. Alternative Investments may also be subject to numerous other risks, including, for example, risks of potential illiquid positions, counterparty default, portfolio concentration, and investments in early stage companies. A list of risks associated to each Alternative Investment are disclosed in the fund's offering memorandum.

Trading Risks. The process of trading securities is complex and subject to error. Managers may make trade errors, and the terms of their agreements with the funds and clients may not require them to bear the costs of such errors or to reimburse the funds or clients for resulting losses. Trades are generally placed electronically. If an electronic trading system or component fails, it may not be possible to enter new orders, execute existing orders or modify or cancel orders, and order priority may be lost. Any such event may cause material losses for a fund or client account.

General Risks of Non-U.S. Investments. Managers and Funds may invest in securities of non-U.S. companies, which involves unusual risk not typically associated with investing in U.S. companies. These may include, for example: less public information available regarding issuers; lower accounting, auditing and financial reporting standards applicable to issuers; less regulation of issuers, exchanges and brokers; and political risks associated with the countries in which such securities are traded and the countries where the issuers are located. Other countries' economies may differ unfavorably from the U.S. economy in gross national product growth, inflation, savings and capital reinvestment rates, resource self-sufficiency and balance of payments positions, and in other respects. The value and marketability of investments in some countries may be materially and adversely affected by expropriation or confiscatory taxation, limitations on removing funds or other assets, political or social instability, or diplomatic developments.

Reliance on Technology. Litman Gregory, the managers, the funds and their service providers (including accountants, custodians, transfer agents and administrators) rely heavily on internal and third-party computer hardware and software, online services, data feeds, trading platforms, and other technology to conduct investment and trading activities. Impactful disruptions to these systems or resources make it difficult or impossible to implement the investment strategy and could materially and adversely affect the funds and client accounts. Examples of such impactful disruptions and circumstances include natural disasters, terrorism, cybersecurity attacks, public service or utility disruptions such as those caused by fires, floods, earthquakes, market trading halts, systems failures and other extraordinary events.

Cybersecurity. There can be no guarantee that the cybersecurity measures employed by Litman Gregory, managers and their service providers (including accountants, custodians, transfer agents and administrators) will always succeed in fending off cybersecurity attacks from viruses, malware, computer hackers or other malicious corruption of their information technology systems. Cybersecurity breaches may cause disruptions to business operations, cause losses due to theft or other reasons, interfere with net asset value calculations, impede trading, or lead to violations of applicable privacy and other laws, regulatory fines and penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Litman Gregory and the managers cannot control the cybersecurity plans and systems put in place by their service providers and the funds and issuers in which they invest. Any cybersecurity breach could materially and adversely affect clients.

Limitation on Liability of Managers. Litman Gregory and other managers generally are not liable to clients for investment losses unless they breach their fiduciary duty. Managers' agreements with brokers, custodians, administrators, auditors and other service providers may also contain provisions that limit the liability of and indemnify those parties and their affiliates.

Risks of Self-Directed Assets Transferred by Clients. Clients may occasionally transfer securities they acquired independently of Litman Gregory into accounts that are linked to accounts managed by Litman Gregory. Those assets are not part of the assets Litman Gregory manages, even if they are included in reports compiled by Litman Gregory. Litman Gregory may, but is not obligated to, take those assets into account in assessing a client's asset allocation. The clients retain sole investment discretion over those assets, and Litman Gregory bears no responsibility for any investment decisions relating to them. A client's action or inaction with respect to those assets may be inconsistent with the investment strategy the client has asked Litman Gregory to implement and may negatively counteract any positive investment results in the accounts Litman Gregory manages.

Risks of Transitioned Securities. Clients occasionally transition securities into their managed accounts that are not "core assets" that we recommend, with the understanding that we will typically seek to dispose of those securities and invest the proceeds in securities that we have researched and that are part of the core holdings we recommend for their selected strategy. In evaluating transitioned securities for eventual sale, we take into account the tax consequences to the client and effects on portfolio diversification. Security specific research does not play a primary role in our advisement. Accordingly, we sell transitioned securities at times and at prices that are less advantageous to the client than if we had researched and evaluated them individually.

Adverse Tax Consequences. Some investments made by Litman Gregory and managers may create adverse tax consequences to our clients.

Regulatory Risks Related to Investment Advisers and Private Investment Funds. Various federal, state and international proposals have been made to increase the regulation of investment advisers and private investment funds. In addition, the regulatory and tax environment for derivative securities and related instruments is evolving and may be subject to modification by government or judicial action which may adversely affect the value of clients' and funds' investments. Actual regulatory and tax changes are impossible to predict, but any such changes may adversely affect clients.

Public Health Risk. Certain countries have been susceptible to epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and most recently, the coronavirus. The outbreak of an infectious disease or any other serious public health concern, together with any resulting restrictions on travel or quarantines imposed, could have a negative impact on the economy, and business activity in any of the countries in which a Client may invest and thereby adversely affect the performance of a Clients' investments.

Item 9 – Disciplinary Information

Registered investment advisers like Litman Gregory are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Litman Gregory or the integrity of our management. There is no information about Litman Gregory that would fall under this category.

Item 10 – Other Financial Industry Activities and Affiliations

One of Litman Gregory's managing members, Jeremy DeGroot, is President, Chairman and a member of the board of trustees of the Litman Gregory Funds Trust (the "trust"), a registered investment company. The trust consists of six separate funds: PartnerSelect Equity Fund, PartnerSelect International Fund, PartnerSelect Alternative Strategies Fund, PartnerSelect High Income Alternatives Fund, PartnerSelect SBH Focused Small Value Fund, and PartnerSelect Oldfield International Value Fund (the "PartnerSelect Funds").

Litman Gregory Asset Management, LLC owns 100% of Litman Gregory Fund Advisors, LLC. Litman Gregory Fund Advisers, LLC is the investment adviser to the PartnerSelect mutual funds listed above and as such receives a management fee based on each of the individual fund's net assets. While we seek to ensure that all investment decisions involving the PartnerSelect Funds are consistent with its clients' best interests, a potential conflict exists due to the fact that a subsidiary of Litman Gregory serves as the investment adviser of the PartnerSelect Funds. While we believe the fee offset eliminates the primary financial incentives to favor our affiliates, there are other aspects of this relationship that present a perception of conflict. For instance, if the size of the PartnerSelect Funds increase, then the amount of assets over which fixed expenses are amortized could operate to reduce the overall expense ratio. This could allow the PartnerSelect Funds to operate under any applicable contractual expense limitation and directly benefit the Litman Gregory subsidiary, which may otherwise experience a reduction in management fees. This incentive is, however, negated by contractual fee waiver agreements and the breakpoint fee structure in effect on all of the PartnerSelect Funds, which in combination serve to limit the fees retained by Litman Gregory and its affiliates, and decrease the rate of the management fees by clients if specified asset thresholds are met.

Litman Gregory Analytics, an affiliate company of Litman Gregory Asset Management, is the publisher of AdvisorIntelligence, a subscription-based research service for investment professionals. If subscribers invest in, or invest their client accounts in, the PartnerSelect Funds or various third-party turn-key asset management platforms through which our investment strategies are offered, we often offer them discounts on the subscription fees they pay for AdvisorIntelligence. Litman Gregory Analytics also receives revenue from some fund companies, including some companies whose funds we use in our investment strategies, in exchange for allowing the fund companies to post research and marketing content on AdvisorIntelligence. Some fund companies also provide benefits such as educational events or occasional business entertainment to our employees. This creates a potential conflict of interest because we could be influenced to research or include in our investment strategies the mutual funds of a company that provides these other benefits to our company or our employees. However, the fact that a particular fund company provides these benefits does not in any way obligate us to research that company's funds or include them in our investment strategies. It is our policy not to take into account any funds' arrangements with Litman Gregory Analytics in deciding which funds to research or recommend. This is disclosed to fund companies before they are allowed to participate in AdvisorIntelligence.

Rosemont Partners III, L.P., a private equity fund managed by an unaffiliated investment adviser, Rosemont Investment Partners, LLC ("Rosemont"), maintains a passive, minority ownership stake in Litman Gregory. In the unlikely event that Litman Gregory recommends Rosemont or its related entities to clients or engages in additional business relationships with Rosemont or its related entities, a potential conflict of interest exists due to this private equity interest. Litman Gregory continually seeks to ensure that any conflicts that do arise are handled in a fully disclosed manner that is consistent with its clients' best interests.

Item 11 – Code of Ethics

We have adopted a Code of Ethics policy for all Litman Gregory employees that describes our high standard for business conduct and fiduciary duty to our clients. The Code of Ethics policy includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal security trading procedures, among other things. All employees must acknowledge the terms of the Code of Ethics policy annually, and whenever it has been amended.

Some of our clients' assets are invested in the PartnerSelect Funds and other mutual funds for which Litman Gregory Fund Advisors, LLC is the investment adviser. In the case where our private client assets are invested in a fund managed by Litman Gregory Fund Advisers, LLC, we subtract the fees paid to the Litman Gregory Fund Advisers, LLC from the management fees we charge the same private clients. As a result, we have no financial incentive to use our own funds, which eliminates any conflict of interest.

Our managers, members, and employees may from time to time buy or sell securities recommended to clients, which creates a conflict of interest. We have created personal trading rules that apply to employees' trades in real estate partnerships, exchange-traded funds, and other securities that we may use in client accounts. Our personnel may generally invest in securities suitable for client accounts only if there is sufficient availability of those securities after all clients for whom they are appropriate have had the opportunity to purchase them. Pre-clearance from our Compliance department is required for personal trades in securities, IPOs, private securities and certain other securities designated by the firm from time to time. Preclearance is not required for government securities, certain debt instruments and cash equivalents and mutual funds.

Clients or prospective clients can request a copy of our Code of Ethics policy by contacting us at 925-254-8999.

Item 12 – Brokerage Practices

We generally recommend that clients utilize the brokerage and clearing services of an independent broker-dealer for investment management accounts. We can only implement our investment management recommendations after clients have arranged for and furnished us with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include but are not limited to any broker-dealers we recommend, broker-dealers directed by the client, trust companies, banks etc. (collectively referred to herein as the "Financial Institutions").

When recommending a Financial Institution, we generally seek "best execution" in light of the circumstances involved in transactions. In determining the best execution, we take into consideration not only the available prices and rates of brokerage commissions, but also other relevant factors that may include (but not be limited to): (a) the execution capabilities of the Financial Institution; (b) research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice, and market analysis); custodial and other services provided by such Financial Institution that are expected to enhance our general portfolio management capabilities; (c) the size of the transaction; (d) the difficulty of execution; (e) the operational facilities of the Financial Institution; (f) the risk in positioning a block of securities, and (g) the quality of the overall brokerage and research services provided by the Financial Institution.

Financial Institutions often offer our clients access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Financial Institutions often offer to us products and services that assist us in managing and administering clients' accounts, such as software and other technology that: (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing, and other market data; (iv) facilitate payment of management fees from client accounts, and (v) assist with back-office functions, recordkeeping, and client reporting. In addition, at times we receive services to help manage and further develop our business. This can include access to publications or complimentary attendance at industry events. Financial Institutions sometimes make available, arrange and/or pay third-party vendors for services delivered to us. Financial Institutions at times discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to our firm. Financial Institutions may also provide other benefits such as educational events or occasional business entertainment of our employees and client referrals.

The products and services available from Financial Institutions create a conflict of interest for us in allocating client brokerage business among firms that provide such products and services, and in allocating such business between Financial Institutions that do provide such products and services, and those that do not. In evaluating whether to recommend that clients custody their assets at a particular Financial Institution, or whether to use a particular Financial Institution to execute a client transaction, we take into account the availability of any or all of the above-mentioned products and services and other arrangements as part of the total mix of factors, rather than considering only the nature, cost, or quality of custody services or transaction-specific execution services provided by the Financial Institution. In some cases, the commissions charged by a particular Financial Institution for a particular transaction or set of transactions can be greater than the amounts another Financial Institution who did not provide brokerage or research services or products might charge. In some cases, a client's transaction may be executed by a Financial Institution in recognition of services or products that are not used in managing that client's account. We may not only consider that client's particular transaction or transactions, and not only the value of brokerage and research services and products to a particular client, but also the value of those services in the performance of our overall investment responsibilities to all of our clients. We may use any products and services we obtain from Financial Institutions to benefit all of our clients. Some clients direct us to use a Financial Institution that does not provide goods and services to us, even though those clients' accounts, or our operations as a whole, benefit from other clients' relationships with Financial Institutions that do provide such goods and services. The conflict of interest for us in selecting Financial Institutions is particularly strong to the extent that Financial Institutions provide products and services that we would otherwise be required to pay for ourselves.

We monitor transaction results to evaluate the quality of execution provided by Financial Institutions we use, determine that compensation rates are competitive, and otherwise evaluate the reasonableness of the compensation paid to Financial Institutions in light of all the factors described above.

Currently, unless otherwise directed by a client, we recommend that most of our clients maintain their investment accounts managed by us at Charles Schwab & Co. (Schwab) or Fidelity Investments (Fidelity). We execute the vast majority of our trades through Schwab and Fidelity. Schwab and Fidelity (and potentially other Financial Institutions) provide us with access to institutional trading, custody, and a variety of other services, many of which are typically not available to retail investors. These Financial Institutions generally do not charge separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the Financial Institution or that settle into accounts. The Financial Institutions' provision of products and services to us is currently not contingent upon us maintaining any specific level of client assets in custody at such Financial Institution or generating any specific level of commissions for the Financial Institution.

We do not currently use direct commission dollars generated by our clients' accounts (i.e., "soft dollars" or "CSAs") to pay for research or other goods and services.

At times, because of a prior relationship between a client and one or more Financial Institutions or for other reasons, a client instructs us to execute securities transactions for its account with or through one or more Financial Institutions designated by the client. When using a Financial Institution designated by a client, we do not negotiate the terms and conditions (including, but not limited to, commission rates) relating to services provided by such Financial Institution. We are not responsible for obtaining for that client from any such Financial Institution the best prices or any particular commission rates for transactions with or through that Financial Institution. That client may not participate in aggregated security transactions as described below and may trade after such aggregated orders and receive less favorable execution. A client must promptly inform us in writing if that client desires that we cease executing transactions through any Financial Institution previously designated by the client.

We owe each client the same duty of loyalty. When buying or selling individual securities across multiple client accounts, we generally seek, but are not obligated, to aggregate transactions (i.e., block trading) to the extent reasonable under the circumstances and to allocate transactions in an equitable manner across participating accounts. Allocations are based on rotation or some similar nondiscriminatory basis will be followed. Nevertheless, it is not always possible to execute all trades in the same security for all clients simultaneously, or to purchase enough of a given security to satisfy all client account needs. Further, at times account situations prevent the client from participating in the execution of a trade of a particular security among similar investment styles. In general, client accounts with risk parameters that fit a particular security will receive allocations ahead of client accounts with less well-matched risk parameters. After executing an aggregated securities transaction, a documented allocation statement specifying the participating client accounts and how the transactions were allocated among those client accounts will be maintained in our records. We will make a reasonable effort to complete trading in clients' portfolios in a reasonable amount of time. When making firm-wide investment strategy changes, we will use a fair and equitable method to sort client relationships for portfolio review and trade execution.

Proprietary accounts are not included in any aggregated securities transaction. “Proprietary Account” means (1) a securities investment or trading account held in the name of an employee or any of his or her family members, or of which that employee or any of his or her family members has beneficial ownership, or (2) a proprietary investment or trading account maintained for the Company or its employees, except that the term “Proprietary Account” does not include any such account to which we serve as an investment adviser.

When executing a firm-wide change in strategy or otherwise recommending an investment on behalf of all clients, certain circumstances beyond our complete control preclude the simultaneous execution of trades on behalf of all clients. For instance, where we recommend that a security be purchased by all of our advisory clients as well as the TAMPs to which we provide our strategies on a non-discretionary basis, the TAMPs, which execute trades on their own behalf, may experience delays in being able to act on such recommendations because, among other things, each TAMP may need to spend time determining whether such an investment is available for acquisition by the TAMP. As a result, the lapse in time between our execution of such trades on behalf of our private clients and the TAMP’s execution of trades may be significant. Nonetheless, we will endeavor to communicate all recommendations to all of our clients (including the TAMPS) in a reasonably timely manner to ensure that all clients are treated equitably in the making of such recommendations. By virtue of the non-discretionary nature of the TAMP relationships, execution and therefore portfolios may differ slightly based on the capabilities and limitations specific to each individual TAMP.

When we engage an Independent Manager to manage a portion of a client’s assets, a separate custodial account is established for that client. The Independent Manager is granted investment discretion over that account and discretion to choose the brokers that execute trades for that account. Such accounts are generally maintained at Schwab and it is expected that the Independent Managers will use Schwab to execute most of the trade for the accounts. The client is responsible for the brokerage, custodial and other expenses of the account. At the client’s election, Schwab charges either transaction-based commissions or fixed asset-based fees for executing trades for these accounts.

Item 13 – Review of Accounts

Private Client Accounts

Our investment adviser representatives review each of their respective client accounts at least once per quarter to ensure conformity with the stated strategy and client needs and to implement any necessary strategy changes.

More frequent reviews can be triggered by factors such as cash flows in or out of an account, asset class changes within a strategy, and manager changes within a strategy.

The Financial Institutions provide monthly or quarterly written reports to clients. These reports are automatically generated. We also provide quarterly written reports to clients. Our reports generally contain total portfolio holdings, summary of accounts list with values, asset allocation, and performance on a time-weighted basis by quarter-to-date, year-to-date, five-year, 10-year and since-inception and are done automatically.

Portfolio Strategies

The investment strategies provided to the TAMPs are monitored on an ongoing basis by Litman Gregory’s Chief Investment Officer and other members of the Litman Gregory research team. Written reports for the investment strategies are given to each TAMP sponsor, typically quarterly, including commentary on the financial markets, performance trends, and portfolio positioning.

Item 14 – Client Referrals and Other Compensation

In limited situations, we provide compensation for client referrals in accordance with applicable laws, rules and regulations. All referral fees are paid solely by Litman Gregory and do not result in any additional charges to the firm's clients. Any prospects referred to Litman Gregory are advised of the underlying solicitation relationship and are provided with the appropriate Form ADV disclosure documents prior to or at the time the investment advisory agreement is executed. All third-party solicitors who are not affiliated with Litman Gregory also provide prospective clients with a separate disclosure statement containing the terms and conditions (including compensation) of the solicitation arrangement.

Litman Gregory receives an economic benefit from Schwab or Fidelity in the form of the support, products and services it makes available to us and other independent investment advisers that have their clients maintain accounts at their institutions. These products and services, how they benefit Litman Gregory, and the related conflicts of interest are described above in Item 12. The availability to us of such products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15 – Custody

For client accounts in which we have custody, the Financial Institution where the account is held sends monthly or quarterly statements directly to the client. Litman Gregory urges each client to carefully review the statements it receives from its Financial Institution and compare them to the account statements that Litman Gregory provides.

Item 16 – Investment Discretion

Private Client Accounts

Clients must complete an Investment Management Agreement at the beginning of the relationship giving us discretionary authority to determine, without obtaining the consent of the client: (i) which securities are brought or sold, (ii) the total amount of the securities bought or sold, and (iii) the Financial Institution used to buy and sell securities, and the rates paid for securities transactions.

Our authority to determine which securities to buy and sell for a client and which Financial Institutions to use may be subject to conditions imposed by the client, such as where the client restricts or prohibits transactions in securities of specific industry, and/or the client directs that transactions be effected through specified Financial Institutions. Investment guidelines and restrictions must be provided to us in writing.

We do not have discretion to engage Independent Managers for clients. Before we engage an Independent Manager for a client, the client must sign an Independent Manager Authorization that supplements its Investment Management Agreement. Although technically both we and the Independent Managers typically have investment discretion over client accounts that are managed by Independent Managers, we generally exercise our discretion only for the purpose of transferring client assets into and out of those accounts and over the amount of a client's assets allocated to such an account. Absent extraordinary circumstances, we do not participate in or monitor the Independent Managers' investment decisions, and they have sole responsibility for managing the assets we allocate to them.

Portfolio Strategies

We are the strategist for the Litman Gregory Portfolio Strategies. Our Portfolio Strategies are made available to investment advisers through various TAMPs. Those advisers' clients are not our clients, and we do not have any investment discretion over their accounts.

Item 17 – Voting Client Securities

Private Clients

We generally have the authority to vote proxies (except to the extent that a client instructs us otherwise in writing) relating to securities in our clients' managed accounts. Additionally, Independent Managers will generally be responsible for voting proxies for securities under their management, as such solicitations will not be addressed by Litman Gregory. For proxies that we do vote, we will vote as we deem appropriate in accordance with our written policies and procedures. These policies and procedures outline pre-determined guidelines for voting many typical proxy proposals.

However, each proxy issue will be considered individually so that we can determine what we believe would be in the client's best interest. Where a proxy proposal raises a material conflict of interest between the interests of us and our client, including proxies of funds managed by us or its affiliates (*e.g.,* funds in the Litman Gregory Funds Trust), we seek to avoid material conflicts of interest by applying our pre-determined proxy voting guidelines in an objective and consistent manner across client accounts. If we have discretion to deviate from, or do not have specific guidelines with respect to, the proposal in question, we will cast the proxies in the same proportion as the other shareholders of the issuer who are not affiliated with us have done, to the extent we have available information from the issuer or its agent to permit that form of voting. This form of voting is known as shadow or mirror voting. To the extent that shadow voting is not available on a timely basis, we will abstain from voting the securities held in that client's account; provided, however, that if we determine that it is in a client's best interest to vote the proxy, we will forward the proxy voting materials to the client.

Clients can obtain a copy of our proxy voting policies and procedures and information on how we have voted the client's securities by contacting us at 925-254-8999.

Portfolio Strategies

We do not have an obligation to exercise any voting, consent, or similar rights associated with any funds or other securities held by the clients of the third-party TAMPs. Also, we do not have an obligation or responsibility to make recommendations on how an individual, adviser, or TAMP should exercise any voting, consent, or similar rights associated with these securities.

Item 18 – Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and we have not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

We are registered as an investment adviser with the SEC; therefore, this item is inapplicable.