



BOSTON FINANCIAL MANAGEMENT

Investment Counsel and Wealth Management

Form ADV Part 2

March 7, 2017

Boston Financial Management, LLC

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Boston, MA 02110-1209

617-338-8108

www.BFMinvest.com

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

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

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

Item 2 Material Changes

Since our last annual updating amendment dated March 28, 2016 we have the following material changes to report:

- Effective April 29, 2016, Boston Financial Management acquired another registered investment advisor, Emerson Investment Management LLC. This Firm Brochure has been updated to incorporate disclosures related to Emerson's business, including disclosures related to investment strategy, fees, types of clients, brokerage practices, and client referrals.

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

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

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Item 4 Advisory Business

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

- BFM Core Plus Strategy
- BFM Balanced Strategy
- BFM Dividend Appreciation Strategy
- BFM International Equity Strategy
- BFM Fixed Income Strategy
- BFM ETF Strategy

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

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

As of December 31, 2016, we managed \$1,890,500,989 on a discretionary basis and \$54,432,548 on a nondiscretionary basis.

Item 5 Fees and Compensation

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

The fee schedule currently in effect for balanced accounts is:

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

The minimum fee for balanced accounts is \$12,000.00 per year.

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

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

billed in arrears. New clients subsequent to the acquisition are billed in advance except as otherwise agreed.

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

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

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

In addition to providing investment advisory and portfolio management services, Boston Financial Management offers intergenerational wealth management services and estate and financial planning advice through its proprietary ResourceMap application. This advice is generally offered at no additional charge to our investment advisory clients. Others wishing to have a personal ResourceMap prepared pay a negotiable fee based on the complexity of their specific situation and beginning at \$5,000.00 per ResourceMap.

Boston Financial Management does not maintain custody of your assets, although we may be deemed to have custody of your assets, incidental to our provision of investment advisory services (see Item 15 Custody, below). For all accounts where we are deemed to have custody, we sub-contract safekeeping and custody to one or more "qualified custodians".

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Boston Financial Management's fee, and we do not receive any portion of these fees and costs.

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

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

Boston Financial Management, LLC does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 Types of Clients

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

We ordinarily require a minimum of \$1,000,000.00 in manageable assets in order to open and maintain an account. For our clients to derive the maximum benefit of our services, we suggest a minimum relationship size of \$2,000,000.00. As indicated previously, our minimum fee per account is based on assets valued at \$1,000,000.00.

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

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

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

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

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

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

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

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

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

Item 9 Disciplinary Information

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

Item 10 Other Financial Industry Activities and Affiliations

As mentioned in Item 5, above, Boston Financial Management furnishes custodial services incidental to its provision of investment advisory services. For all accounts where we provide custodial services, we sub-contract safekeeping and custody to one or more "qualified custodians". Our fee schedule is exclusive of custodial services.

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

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

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

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

Boston Financial Management is not responsible for collection of data about clients or prospects investment objectives if the Sponsor is referring the person. Boston Financial Management makes investment decisions for clients by relying on the Sponsor to provide Boston Financial

Management with information regarding clients' investment objectives as well as any changes to the investment objectives. In addition, Boston Financial Management typically does not meet with wrap fee clients. Instead, the Sponsor will handle all client or prospect inquiries regarding accounts that Boston Financial Management manages.

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

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

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

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

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

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

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

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

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

in the best interest of advisory clients while, at the same time, allowing Employees to invest for their own accounts. Under the Code of Ethics certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of our clients. In addition, the Code of Ethics requires pre-clearance of certain transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, to reasonably prevent conflicts of interest between us and our clients.

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

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

Item 12 Brokerage Practices

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

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

Boston Financial Management may, in its discretion, aggregate purchases and sales of securities for a client account with the purchase and sale of securities of the same issuer for other clients of

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

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

In addition to commissions or asset-based fees, your custodian may charge you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your custodial account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer.

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

Item 13 Review of Accounts

At Boston Financial Management, all accounts to which we provide investment supervisory services are reviewed at least quarterly by the respective investment managers. The investment managers, all of whom serve together as the Investment Research Committee, have full authority with respect to the management of the client accounts assigned to them, in accordance with the guidelines and with the Master Research List established by the Investment Research Committee. Each investment manager reviews the performance of the accounts assigned to him/her on a monthly basis by monitoring the monthly investment performance data for each account. In addition, Boston Financial Management's President receives the same investment performance data for all accounts and reviews such data on an exception basis.

The factors which trigger reviews include changes in client financial circumstances, the infusion into or withdrawal from an account of cash, changes in the outlook for the securities markets, changes in long term expectations for issuers of securities held by the account, and new investment opportunities. Additional factors considered in reviews include the appropriate balance among equity and debt securities and cash reserves, appropriate diversification among industries, and appropriate exposure to risk.

Item 14 Client Referrals and Other Compensation

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

Additionally, Boston Financial Management participates in and recommends brokerage/custodial service programs to advisory clients. While there is no direct linkage between the investment

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

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

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

Boston Financial Management receives client referrals from Schwab through Boston Financial Management's participation in Schwab Advisor Network TM (the "Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with Boston Financial Management. Schwab does not supervise Boston Financial Management and has no responsibility for Boston Financial Management's management of clients' portfolios or Boston Financial Management's other advice or services. Boston Financial Management pays Schwab fees to receive client referrals through the Service. Boston Financial Management's participation in the Service may raise potential conflicts of interest described below. Boston Financial Management pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fees are a percentage of the value of the assets in the client's account or in some cases a percentage of Boston Financial Management's management fee. Boston Financial Management pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is either billed to Boston Financial Management or debited from Boston Financial Management's fee on a quarterly basis and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by Boston Financial Management and not by the client. Boston Financial Management has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Boston Financial Management charges clients with similar portfolios who were not referred through the Service.

Boston Financial Management generally pays Schwab a Non-Schwab Custody Fee if custody of a

referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, Boston Financial Management will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of Boston Financial Management's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, Boston Financial Management will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit Boston Financial Management's fees directly from the accounts.

For accounts of Boston Financial Management's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from Boston Financial Management's clients in the form of commissions on securities trades executed through Schwab or other transaction-related compensation. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, Boston Financial Management may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. Boston Financial Management nevertheless, acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for Boston Financial Management's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers. In some cases, accounts custodied at Schwab require principal and income reporting. Boston Financial Management may at times, refund the payment of principal and income reporting fees to the client.

Item 15 Custody

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

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

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

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

Item 16 Investment Discretion

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

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

Item 17 Voting Client Securities

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

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

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

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

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

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

Item 18 Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about an adviser's financial condition. Boston Financial Management, LLC has no financial commitment that impairs our ability to meet contractual and fiduciary

commitments to our clients, and we have never been the subject of a bankruptcy proceeding.

Item 19 Other Information

Disclosure Pursuant to S326 of the USA PATRIOT Act

Important Information about Procedures for Opening a New Account or Establishing a New Customer Relationship:

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all U.S. financial institutions to obtain, verify, and record information that identifies each person who opens an account.

What This Means to You:

When you open an account, we will ask for your name, address, date of birth, and other information that will allow us to identify you. We may also ask to take photocopies of your driver's license, passport, or other identifying documents. Any copies of documents used to verify identity will be secured in compliance with our Privacy Policy. If you are an existing customer we may also need to verify and retain copies of any identifying documents when you request new accounts or services. If you are opening an account on behalf of a business entity, documents relating to its formation, existence, and authority may also be requested.

We may, if requested by your account's custodian bank or broker-dealer, share your identifying information with them and provide them with copies of your identifying documents. They, in turn, may use this information to verify your identification in conjunction with the opening and maintenance of your account with them.

We ask for your patience and understanding. Please remember these are mandatory requirements under Federal law, and that we must comply with them.

Personal Information Privacy Protection Notice

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

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

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

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

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

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

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

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

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



BOSTON FINANCIAL MANAGEMENT

Investment Counsel and Wealth Management

Item 1- Cover Page

Form ADV Part 2 Supplement

March 7, 2017

Boston Financial Management, LLC
One Winthrop Square Boston, MA 02110-1209
617-338-8108

www.BFMinvest.com

This supplement provides information about the following supervised persons who formulate investment advice and have direct client contact:

Richard Harding Morse, Chairman & Treasurer;
Michael Lawrence Brown, JD, CPA, President;
Charles Thomas Casazza, Managing Director and Chief Market Strategist;
Susan Gaukler Zimmerman, Managing Director;
Karen Rose Bottar, PhD, Managing Director;
Dana Farrell Clark, Managing Director;
Edward Frank Glesmann, Jr., CFA, Managing Director;
Geoffrey Adolphe Juviler, CTFA, Managing Director;
Alan Thomas Macdonald, CFA, Managing Director;
Janell Phillips, CFA, Managing Director;
Jonathan David Lynch, CFA, Vice President;
Brad Michael Weafer, CFA, Chief Investment Officer;
Timothy James Farina, Research Associate;
Bradford A. Gardner, Managing Director & Vice Chair;
Clarence H. King III, CFA, CIC, Managing Director;
Stacy A. Reinhart, Managing Director;
Jennifer A Eustance, CFA, CIPM, Portfolio Strategist
Michael B. Stephens, Vice President & Portfolio Manager
Ethan W. Sales, CFA, Research Associate;
Timothy M. Robinson, CFA, Research Associate.

This information supplements Boston Financial Management's Form ADV Part 2 disclosure document. You should have received a copy of that document. Please contact Charles J. Zambri, MBA, MSF, Chief Compliance Officer at 617-275-0364 or CharlieZ@BFMinvest.com if you did not receive our disclosure document or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Richard Harding Morse, Chairman & Treasurer

- *Born:* 1938
- *Education:* B.A. in Economics from Bowdoin College
- *Business Background:* Mr. Morse formed Boston Financial Management in 1990 as a successor to the private counseling firm he founded in 1976. He serves as its Chairman and Treasurer. Until March, 2003, he also served as President. He is currently or has served as Trustee or Director for a variety of corporate and endowment organizations.

Michael Lawrence Brown, JD, CPA, President

- *Born:* 1954
- *Education:* Bachelor's degree in Economics from the College of the Holy Cross
J.D. from the New England School of Law
Also attended the University of Houston
Holds Certified Public Accountant, Attorney, and Accredited Estate Planner Licenses
- *Business Background:* Mr. Brown joined Boston Financial Management in January of 2009 and currently serves as its President. Prior to joining Boston Financial Management, Mr. Brown served from 2006 as Managing Director of UHY Advisors, LLC, an accounting firm and successor to Brown & Brown, LLP, also an accounting firm of which he was a Founding Partner from 1983 to 2006. From 2000 through 2008 Mr. Brown also served as Founding Partner of Brown & Brown Financial, LLC, a registered investment advisory firm. From 1976 through 1982 Mr. Brown was with KPMG (Peat Marwick) where he served most recently as Senior Tax Manager.

Charles Thomas Casazza, Managing Director and Chief Market Strategist

- *Born:* 1945
- *Education:* Bachelor of Science degree in Finance and Insurance from Northeastern University
- *Business Background:* Mr. Casazza joined Boston Financial Management as a Managing Director in March, 2003. From June, 1991, until he joined Boston Financial Management as our Chief Investment Officer, Mr. Casazza was Director, President, and Chief Investment Officer of Woodstock Corporation. Previously, he was with Cowen & Co. from September, 1987 to December, 1990, and The Boston Company from April, 1979, to August, 1987.

Susan Gaukler Zimmerman, Managing Director

- *Born:* 1957
- *Education:* B.A. in Economics from Denison University
- *Business Background:* joined Boston Financial Management as a Managing Director in April, 2003. From October, 1997, until April, 2003, she was Senior Vice President and Director of Research at Woodstock Corporation. From January, 1980, to August, 1997, she was with Boston Safe Deposit & Trust Company.

Karen Rose Bottar, PhD, Managing Director

- *Born:* 1953
- *Education:* B.A. from the University of Buffalo
Ph.D. and an M.P.A. from Syracuse University
- *Business Background:* Dr. Bottar joined Boston Financial Management as a Vice President in July, 2006. From 1990 until she joined Boston Financial Management, she was a Vice President at Brown Brothers Harriman; and from 1983 to 1990 was an Investment officer and Assistant Vice President with Bank of Boston.

Dana Farrell Clark, Managing Director

- *Born:* 1955
- *Education:* B.S.B.A. degree from the University of Maine
M.B.A. from Northeastern University
- *Business Background:* Mr. Clark joined Boston Financial Management as a Vice President in June of 2009. From November, 2003, until he joined Boston Financial Management, Mr. Clark was a Senior Vice President of Brown Brothers Harriman & Co. From 1987 into 2003 he was with Putnam Investments serving in a number of capacities, most recently as Senior Vice President and Senior Portfolio Manager. Prior to that Mr. Clark served in a number of executive capacities for well-known local, national, and international companies.

Edward Frank Glesmann, Jr., CFA, Managing Director

- *Born:* 1941
- *Education:* B.S.B.A. degree from Babson College
Diploma from the National Graduate Trust School
- *Business Background:* Mr. Glesmann joined Boston Financial Management as a Vice President in August of 2009. From 2007 until he joined Boston Financial Management Mr. Glesmann was with Bank of America, N.A., serving as Senior Vice President in U.S. Trust Bank of America Private Wealth Management. From 2003 to 2007 he was at United States Trust Company, N.A., serving as Senior Vice President, Private Wealth Management. Prior to that Mr. Glesmann served for many years as Vice President, Trust and Investments at State Street Bank and Trust Company.

Geoffrey Adolphe Juviler, CTFA, Managing Director

- *Born:* 1961
- *Education:* Bachelor of Arts degree in Anthropology from Syracuse University
M.B.A. from Babson College.
- *Business Background:* Mr. Juviler joined Boston Financial Management as a Vice President in March, 2003. From October, 1999, until March, 2003, he served as a Vice President of Woodstock Corporation. He was with Boston Private Bank and Trust Company from June, 1995, to September, 1999, and with Cunningham Henderson & Papin from November, 1993, to June, 1995. Previously, he was with Charles Schwab & Co. from November, 1991, to November, 1993, and Legg Mason from December, 1990, to November, 1991.

Alan Thomas Macdonald, CFA, Managing Director

- *Born:* 1951
- *Education:* B.A. in Mathematics from Cornell University
M.B.A. in Finance from Northeastern University.
- *Business Background:* Mr. Macdonald joined Boston Financial Management as a Vice President in March, 2003. From November, 2000, until he joined Boston Financial Management, he was a Vice President at Woodstock Corporation. From June, 1988, to August, 2000, he was with Factory Mutual Insurance (formerly Arkwright Mutual Insurance).

Janell Phillips, CFA, Managing Director

- *Born:* 1951
Education: Bachelor of Music in Voice from DePauw University Master of Music in Voice Performance from Indiana University
M.B.A. in Finance from Boston University,
- *Business Background:* Ms. Phillips joined Boston Financial Management as a Vice President in July, 2006. From April, 2001 until she joined Boston Financial Management, Ms. Phillips was a Senior Vice President at Brown Brothers Harriman. Previously she served as a Vice President at Fiduciary Trust Company from August, 1999 to April, 2001; as a Vice President/Managing Director at The Boston Family Office from August, 1998 through July, 1999; and as a Vice President at David L. Babson & Company from May, 1993 through July, 1998. Prior to that, she served in a number of business and investment related capacities for prominent national business, medical and educational institutions.

Jonathan David Lynch, CFA, Vice President & Portfolio Manager

- *Born:* 1981
- *Education:* Bachelor of Arts degree in Economics from Boston College.
- *Business Background:* Mr. Lynch joined Boston Financial Management as an Associate in May of 2007. From April, 2006, until May of 2007, he was with Brown Brothers Harriman & Co. and with Upromise Investments, Inc. from November, 2003, to April, 2006.

Brad Michael Weafer, CFA, Chief Investment Officer

- *Born:* 1979
- *Education:* B.A. in Economics from the University of Vermont
M.B.A. from Babson College
- *Business Background:* Mr. Weafer joined Boston Financial Management as an equity research analyst in June 2011 following completion of his MBA at Babson College. Prior to business school, Brad was a consulting actuary at Mercer for ten years.

Timothy James Farina, Research Associate

- *Born:* 1988
- *Education:* BSBA from Boston University
- *Business Background:* Mr. Farina joined Boston Financial Management as a Client Service Associate in May of 2010 after taking his Bachelor of Science in Business Administration from Boston University.

Bradford A. Gardner, Vice Chair & Managing Director

- *Born:* 1949
- *Education:* B.A. in Mathematics from Lafayette College, PMD from Harvard University Graduate School of Business Administration
- *Business Background:* Mr. Gardner joined Boston Financial Management as a Managing Director in April 2016. From May 1986 until April 2016, he was with Emerson Investment Management, LLC.

Clarence H. King III, CFA, CIC, Managing Director

- *Born:* 1956
- *Education:* M.A. from Harvard College
- *Business Background:* Mr. King joined Boston Financial Management as a Managing Director in April 2016. From March 2003 until April 2016, he was with Emerson Investment Management, LLC. From August 1997 until March 2003 Mr. King was a Principal and Portfolio Manager with Middleton & Company. Prior to that he was a Vice President and Portfolio Manager with Scudder, Stevens & Clark from September 1990 to October 1997.

Stacy A. Reinhart, Managing Director

- *Born:* 1956
- *Education:* B.A. from Yale University, M.B.A. from University of Pennsylvania Wharton School, Executive Education Program at Stanford University
- *Business Background:* Ms. Reinhart joined Boston Financial Management in April 2016. She was with Emerson Investment Management, LLC from May 2009 to April 2016. From June 1999 until April 2009, she was a Senior Vice President and Portfolio Manager with US Trust/Bank of America.

Jennifer A. Eustance, CFA, CIPM, Portfolio Strategist

- *Born:* 1982
- *Education:* B.S. from Boston College
- *Business Background:* Ms. Eustance joined Boston Financial Management in April 2016. She was with Emerson Investment Management, LLC from July 2004 until April 2016. Before her role as a Portfolio Strategist, Ms. Eustance was a Research Analyst from September 2008 to June 2011. Prior to that she served as a Portfolio

Associate from June 2006 to September 2008 and a Client Service Associate from July 2004 to June 2006.

Michael B. Stephens, Vice President & Portfolio Manager

- *Born:* 1982
- *Education:* Marietta College, B.A. from Columbia University
- *Business Background:* Mr. Stephens joined Boston Financial Management in April 2016. He was with Emerson Investment Management, LLC from from November 2013 until April 2016. Prior to that, Mr. Stephens was with Oasis Capital Management from April 2004 to October 2013.

Ethan W. Sales, CFA, Research Associate

- *Born:* 1989
- *Education:* Boston University
- *Business Background:* Mr. Sales joined Boston Financial Management in April 2016. He was with Emerson Investment Management, LLC from June 2013 until April 2016. Previously, Mr. Sales was with Grant Thornton from September 2012 until June 2013. Before Grant Thornton, Mr. Sales was a student at Boston University.

Timothy M. Robinson, CFA, Research Associate

- *Born:* 1979
- *Education:* B.A. in Economics from Tufts University; Certificate of Accountancy from the University of California, San Diego, Extension School
- *Business Background:* Mr. Robinson joined Boston Financial Management as an Equity Research Analyst in September of 2016. From December 2011 until he joined Boston Financial Management, Mr. Robinson was an Equity Research Associate at Susquehanna Financial Group, LLLP. From February 2011 to December 2011 he was with Off Wall Street Consulting Group, Inc. as an Equity Analyst. Mr. Robinson also served as an Equity Research Analyst at Voyant Advisors, LLC from May 2007 to January 2011 and as a Hedge Fund Accountant at Hedgeworks, LLC from May 2006 to April 2007.

PROFESSIONAL DESIGNATIONS

MINIMUM QUALIFICATIONS REQUIRED FOR EACH DESIGNATION

CFA - Chartered Financial Analyst

Issued by: CFA Institute (<http://www.cfainstitute.org/cfaprogram/Pages/index.aspx>)

Prerequisites/Experience Required: Candidate must meet one of the following requirements:

- Undergraduate degree and 4 years of professional experience involving investment decision-making; or
- 4 years qualified work experience (full time, but not necessarily investment related)

Educational Requirements: A self-study program of 250 hours of study for each of the 3 levels.

Examination Type: 3 course exams

Continuing Education/Experience Requirements: None

CTFA – Certified Trust and Financial Advisor

Issued by: CFA Institute (<http://www.aba.com/ICB/CTFA.htm>)

Prerequisites/Experience/Educational Requirements: Candidate must meet the following prerequisites to qualify to take the CTFA certification examination:

A minimum of three (3) years experience in wealth management as well as completion of one of the following ICB-approved wealth management training programs:

- ABA National Trust School and ABA Graduate Trust School (Level 1 & 2), American Bankers Association
- AIB Personal Trust Diploma and the ABA Online Review Course for the CTFA Examination, American Bankers Association*
- Cannon Financial Institute Trust Schools
- Campbell University's Trust & Investment Management Program
- Southern Trust School

Five (5) years experience in wealth management and a bachelor's degree, *or* Ten (10) years experience in wealth management

Other Requirements: One letter of recommendation from supervisor; each candidate must sign ICB's Professional Code of Ethics statement and disclose any disciplinary actions.

Examination Type: 200 multiple-choice questions in 5 knowledge areas

Continuing Education/Experience Requirements: 45 credits every 3 years

CIC – The Chartered Investment Counselor

Issued by: Investment Adviser Association

<https://www.investmentadviser.org/eweb/dynamicpage.aspx?webcode=cic>.

Prerequisites/Experience/Educational Requirements: A key educational component of the program is the requirement that candidates hold the Chartered Financial Analyst® (CFA®) designation, administered by CFA Institute. In addition to successful completion of the CFA program, the CIC designation requires candidates to demonstrate significant experience (at least 5 cumulative years) in a position performing investment counseling and portfolio management responsibilities.

Other Requirements: At the time the charter is awarded, candidates must be employed by an IAA member firm in a such a position, must provide work and character references, must endorse the IAA's Standards of Practice, and must provide professional ethical information.

Continuing Education/Experience Requirements: Annual certification of engagement in an eligible occupational position

CIPM – Certificate in Investment Performance Measurement

Issued by: CFA Institute

Prerequisites/Experience/Educational Requirements: CIPM membership requires the accrual of two years of professional experience substantially entailing performance-related activities *or* four years of professional experience in the investment industry with a majority consisting of:

- Evaluating or applying financial, economic, and/or statistical data as part of the investment decision-making process
- Marketing investment management services
- Monitoring an investment firm's compliance with applicable laws, regulations, and standards
- Evaluating or recommending investment managers
- Supervising, directly or indirectly, persons who practice the activities set forth above

- Teaching such activities

Other Requirements: A certificate which signifies competency in the area of investment performance and risk evaluation. The Certificate in Investment Performance Measurement requires certificate holders to:

- Complete the Principals and Expert exams
- Obtain membership in the CIPM Association
- Complete the work experience requirements
- Pay the membership dues annually

Examination Type: 100 multiple choice questions and 80 item set questions

Continuing Education/Experience Requirements: None

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Registered investment advisers are required to disclose if any supervised person is actively engaged in any investment-related business or occupation, or if any supervised person is actively engaged in any business or occupation for compensation. No information is applicable to this Item.

Item 5- Additional Compensation

Ms. Susan Gaukler Zimmerman (Managing Director) serves as a trustee for an unrelated private trust whose investments are not managed by Boston Financial Management, LLC, and to whom Boston Financial Management, LLC provides no investment advisory services. Ms. Zimmerman is paid approximately \$70,000 per year for this service, which compensation she pays to Boston Financial Management, LLC in reimbursement for time away from the firm.

Item 6 - Supervision

Supervised persons who formulate investment advice and have direct client contact are instructed to manage their assigned accounts in accordance with the objectives and requirements of clients, within the guidelines established by the Investment Policy Committee, which establishes criteria for the management of client accounts, and the Investment Research Committee, which has oversight of the Master Research List of securities approved for investment by client accounts, subject to supervisory oversight by Boston Financial Management's President, Michael L. Brown, JD, CPA and our Chief Compliance Officer, Charles J. Zambri, MBA, MSF.
