

Item 1 – Introduction

Private Ocean, LLC (“Private Ocean”, “we” or “us”) is registered with the Securities Exchange Commission (“SEC”) as a Registered Investment Adviser (“RIA”). As an RIA, our services and compensation structure differ from that of a registered broker-dealer, and it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS. The site also provides educational materials about broker-dealers, investment advisers and investing.

Item 2 – Relationships and Services

What investment services and advice can you provide me?

- We provide investment advisory services to individuals, high net worth individuals, trusts, and estates (our “retail investors”). Investment management services may be discretionary or non-discretionary in nature and may be rendered on a standalone basis or may be combined with financial planning and consulting. Financial planning and consulting services may also be provided to retail investors on a standalone basis.
- When a retail investor engages us to provide investment management services we shall monitor, on a continuous basis, the investments in the accounts over which we have investment authority as part of our investment management service. Furthermore, when engaged on a discretionary basis, we shall have the authority, without prior consultation with you (unless you impose restrictions on our discretionary authority), to buy, sell, trade and allocate the investments within your account(s) consistent with your investment objectives. Our discretionary authority over your account(s) shall continue until our engagement is terminated. When engaged on a non-discretionary basis, the retail investor makes the ultimate decision regarding the purchase or sale of investments.
- When a retail investor engages us to provide financial planning and consulting services, we rely upon the information provided for our review and do not verify or monitor any such information while providing this service. Our financial planning and consulting services are completed upon the communication of our recommendations to the retail investor.
- We do not limit the scope of our investment advisory services to proprietary products or a limited group or type of investment.
- We generally require a minimum asset level of \$2,000,000 and/or a minimum annual fee of \$15,000 for our investment advisory services. Our minimum requirements may be waived or reduced at our sole discretion.

Consider asking us the following questions:

- *Given my financial situation, should I choose an investment advisory service? Why or why not?*
- *How will you choose investments to recommend to me?*
- *What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

Additional Information: For more detailed information about our *Advisory Business* and the *Types of Clients* we generally service, please see Items 4 and 7, respectively in our [ADV Part 2A](#).

Item 3 – Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

We provide our investment advisory services on a fee basis. When engaged to provide investment management services, we shall charge a fee calculated as a percentage of your assets under our management (our “AUM Fee”). Our annual AUM Fee is negotiable and ranges from 0.25% to 1.00% based upon various objective and subjective factors, including, but not limited to: the amount of assets to be managed; account composition; the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; related accounts; future earning capacity; anticipated future additional assets; the professional(s) rendering the service(s); and negotiations with the client. We typically deduct our AUM Fee from one or more of your investment accounts, in arrears, on a quarterly basis. Because our AUM Fee is calculated as a percentage of your assets under management, the more assets you have in your advisory account, the more you will pay us for our investment management services. Therefore, we have an incentive to encourage you to increase the assets maintained in accounts we manage.

Our standalone financial planning and consulting services are performed on an hourly fee basis. Hourly fees range from \$250 to \$500 per hour, depending on the scope and nature of services to be performed, as well as the professional rendering the services. We may require that up to 50% of the total fee be paid in advance.

Other Fees and Costs: Your investment assets will be held with a qualified custodian. Custodians generally charge brokerage commissions and/or transaction fees for effecting certain securities transactions (for example, transaction and redemption fees may be charged for certain mutual fund transactions). These charges will be assessed in accordance with the qualified custodian’s transaction fee/brokerage commission fee schedule. Clients within the automated investment program will not incur transaction fees or brokerage commissions. Fees charged by Independent Managers who may be engaged to manage all or a portion of a client’s

account are separate from, and in addition to, our fees. In addition, relative to certain mutual fund and exchange traded fund purchases, certain charges will be imposed at the fund level (e.g. management fees and other fund expenses).

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Consider asking us the following question:

- *Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

Additional Information: For more detailed information about our fees and costs related to our management of your account, please see Item 5 in our [ADV Part 2A](#).

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

* We may recommend a particular custodian from whom we receive support services and/or products, certain of which assist us to better monitor and service your account.

* We may recommend rollovers out of employer-sponsored retirement plans and into Individual Retirement Accounts that we manage for an asset-based fee, which could have the effect of increasing our compensation.

Consider asking us the following question:

- *How might your conflicts of interest affect me, and how will you address them?*

Additional Information: For more detailed information about our conflicts of interest, please review our [ADV Part 2A](#).

How do your financial professionals make money?

Our financial professionals are compensated on a salary basis, with a discretionary bonus (based on firm and individual performance) and the opportunity for additional compensation based on new assets and client relationships brought to Private Ocean. Lead advisers are compensated in the same manner, with an additional compensation component tied to the revenue generated by clients serviced by that lead adviser. These compensation arrangements present a conflict of interest, as our financial professionals are incentivized to provide recommendations that may increase their compensation, rather than basing such recommendations on the needs of the client. You should discuss your financial professional's compensation directly with your financial professional.

Item 4 – Disciplinary History

Do you or your financial professionals have legal or disciplinary history?

Firm - No; Financial Professionals - Yes. We encourage you to visit www.investor.gov/CRS to research our firm and our financial professionals. Furthermore, we encourage you to ask your financial professional: *As a financial professional, do you have any disciplinary history? If so, for what type of conduct?*

Item 5 – Additional Information

Additional information about our firm is available on the SEC's website at www.adviserinfo.sec.gov. You may contact our Chief Compliance Officer at any time to request a current copy of our ADV Part 2A or our *relationship summary*. Our Chief Compliance Officer may be reached by phone at 415-526-2900.

Consider asking us the following questions:

- *Who is my primary contact person? Is he or she a representative of an investment adviser or broker-dealer?*
- *Who can I talk to if I have concerns about how this person is treating me?*