

Firm Brochure
(Part 2A of Form ADV)

ANDRESEN & ASSOCIATES INC.
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This brochure provides information about the qualifications and business practices of ANDRESEN & ASSOCIATES INC. If you have any questions about the contents of this brochure, please contact us at: (831) 758-1575, or by email at: PETE@ANDRESENASSOC.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.

Additional information about ANDRESEN & ASSOCIATES INC. is available on the SEC's site at www.adviserinfo.sec.gov.

January 20, 2015

Material Changes

Annual Update

ANDRESEN & ASSOCIATES INC. filed the Narrative ADV Part 2, also known as a Firm Brochure, by March 31, 2015. This amended Narrative ADV Part 2 is being filed January 20, 2015.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisors to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

In compliance with this rule, ANDRESEN & ASSOCIATES INC. issued a new Firm Brochure on January 1, 2011; however, there were no significant changes in the philosophy or content of the form since the prior update.

The changes since January 1, 2013 include the following:

- a. All references to ANDRESEN & ASSOCIATES have been modified to reflect incorporation as an “S Corporation” on July 1, 2013, as ANDRESEN & ASSOCIATES INC.
-

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (831) 758-1575 or by email at: PETE@ANDRESENASSOC.COM.

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Advisory Business

Firm Description

ANDRESEN & ASSOCIATES. was founded in 1988 by Peter G. Andresen, and incorporated as ANDRESEN & ASSOCIATES INC. on July 1, 2013.

ANDRESEN & ASSOCIATES INC. provides personalized confidential investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, investment management, education funding, retirement planning, and estate planning.

ANDRESEN & ASSOCIATES INC. is strictly a fee-only investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

ANDRESEN & ASSOCIATES INC. does not act as a custodian of client assets. The client always maintains asset control. ANDRESEN & ASSOCIATES INC. places trades for clients under a limited power of attorney.

The initial meeting, which may be by telephone, is free of charge and is considered an exploratory interview to determine the extent to which investment management may be beneficial to the client.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) may be engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

Ownership

Peter G. Andresen is the single shareholder of ANDRESEN & ASSOCIATES INC.

Types of Advisory Services

ANDRESEN & ASSOCIATES INC. provides investment supervisory services, also known as asset management services; furnishes investment advice through consultations; and issues newsletters by subscription.

As of December 31, 2014, ANDRESEN & ASSOCIATES INC. manages approximately \$48,462,905 in assets for approximately 120 clients. Approximately \$48,462,905 is managed on a discretionary basis, and \$0 is managed on a non-discretionary basis.

Tailored Relationships

The goals and objectives for each client are documented in our client relationship management system. Clients may impose restrictions on investing in certain securities or types of securities.

Types of Agreements

The following agreements define the typical client relationships.

Investment Advisory and Hourly Services Agreement

An Investment Advisory and Hourly Services Agreement is provided to the client in writing prior to the start of the relationship. An Advisory Service Agreement includes explanations of the following: services, compensation, custody of assets, investment expenses, limited liability, representations and authorities, confidentiality, nonexclusive contract, termination, notices, assignment, acknowledgment of disclosure, resolution of disputes, entire agreement, and attorney's fees and costs.

An account is considered to be under management by ANDRESEN & ASSOCIATES INC., and thus accruing fees, when four criteria have been met:

1. The client has received a copy of the ANDRESEN & ASSOCIATES INC. ADV part 2.
2. The client has signed and returned an Investment Advisory and Hourly Services Agreement.
3. The client has placed money to be invested into a brokerage account.
4. ANDRESEN & ASSOCIATES INC. has a limited power of attorney to trade in that account.

Although the Investment Advisory and Hourly Services Agreement is an ongoing agreement, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed.

Hourly Planning Engagements

ANDRESEN & ASSOCIATES INC. provides hourly services for clients who need advice on a limited scope of work. The hourly rate for limited scope engagements is \$150.

Asset Management

Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through discount brokers. Discount brokerages may charge a transaction fee for the purchase or sale of some funds.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. ANDRESEN & ASSOCIATES INC. does not receive any compensation, in any form, from fund companies.

Investments may also include: equities (stocks), corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable annuities, mutual funds shares), and U. S. government securities.

Initial public offerings (IPOs) are not available through ANDRESEN & ASSOCIATES INC..

Termination of Agreement

A Client may terminate the Investment Advisory and Hourly Services Agreement at any time by notifying ANDRESEN & ASSOCIATES INC. in writing and paying the rate for the time spent on the investment advisory engagement prior to notification of termination.

ANDRESEN & ASSOCIATES INC. may terminate the Investment Advisory and Hourly Services Agreement at any time by notifying the client in writing. If the client made an advance payment, ANDRESEN & ASSOCIATES INC. will refund any unearned portion of the advance payment.

Fees and Compensation

Description

ANDRESEN & ASSOCIATES INC. bases its fees on a percentage of assets under management, hourly charges, and fixed fees (not including subscription fees).

Investment management fees are negotiable before an Investment Advisory and Hourly Services Agreement is signed.

Fee Billing

Investment management fees are billed quarterly, in arrears, meaning that we invoice you after the three-month billing period has ended. Payment in full is expected upon invoice presentation. Fees are often deducted from a

designated client account to facilitate billing, in which case the client must consent in advance to direct debiting of their investment account.

The annualized rate of fees is 1% of the net asset value of all assets under management.

For example, an account worth \$600,000 under management for a full quarter would be billed $\frac{1}{4}$ % for that quarter, or \$1,500. Since the fee is based on the account value at the end of each quarter, the fee due to ANDRESEN & ASSOCIATES INC. will vary each quarter.

Fees are assessed in the initial quarter under management on a pro-rata basis, based on a theoretical 90-day quarter of three 30-day months, to reflect those days during the quarter when the account was not under management.

Current client relationships may exist where the fees are higher or lower than the fees stated above.

Hourly Fees

ANDRESEN & ASSOCIATES INC. does not provide comprehensive planning services, or hourly investment management services. However, we may perform specific investment-related services for a client involving special financial issues which are not ongoing in nature or which are not amenable to the investment advising services. This may include organizing or planning of a non-investment nature to prepare a client's portfolio for investment management. ANDRESEN & ASSOCIATES INC.'s fee is \$150 per hour, including any work performed by staff, and is negotiable. In addition, clients are charged back for any outside incidental fees incurred to complete the assignment. Fees are payable after services are rendered.

ANDRESEN & ASSOCIATES INC. also provides educational services to business entities such as 401(k) and retirement plan providers. We provide group education and investment review to assist these employees in setting their own investment goals, and in making their own investment choices. This service is billed at \$150 an hour, including time for preparations, and is negotiable, plus \$15 per participant for materials which include a textbook. Fees are payable after services are rendered.

ANDRESEN & ASSOCIATES INC. provides public speaking and market commentary to public clubs and groups at no charge.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to ANDRESEN & ASSOCIATES INC.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

ANDRESEN & ASSOCIATES INC. reserves the right to stop work on any account that is more than 120 days overdue.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

ANDRESEN & ASSOCIATES INC. does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the advisor to recommend an investment that may carry a higher degree of risk to the client.

Types of Clients

Description

ANDRESEN & ASSOCIATES INC. generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations or business entities.

Client relationships vary in scope and length of service.

Account Minimums

ANDRESEN & ASSOCIATES INC. has a minimum account size of \$100,000; however, this is negotiable.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

The security analysis method used is fundamental analysis.

The main sources of information include financial newspapers and magazines, research materials prepared by others, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that ANDRESEN & ASSOCIATES INC. may use include Morningstar Principia mutual fund and stock information, Valueline, Charles Schwab & Company's "Schwab Institutional" site, and other online research sites.

Investment Strategies

The primary investment strategy used on client accounts is strategic asset allocation utilizing mostly mutual funds. Portfolios are globally diversified to control the risk associated with traditional markets.

Other strategies may include long-term purchases, short-term purchases, trading, short sales, and margin transactions.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

ANDRESEN & ASSOCIATES INC. is not registered as a securities broker-dealer, a futures commission merchant, commodity pool operator or commodity trading advisor.

Affiliations

ANDRESEN & ASSOCIATES INC. does not have arrangements that are material to its advisory or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading advisor or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

Peter G. Andresen is the owner of the book publisher Timewalker Press, which creates and markets the book *Dollars and Common Sense: Taking*

Charge of Your Investments in the Tumultuous 21st Century, and other planned publications.

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

Code of Ethics

The employees of ANDRESEN & ASSOCIATES INC. have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

ANDRESEN & ASSOCIATES INC. and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades.

Personal Trading

Since most employee trades are small mutual fund trades, the personal trades do not affect the securities markets, and clients of the firm receive preferential treatment over personal trading.

Brokerage Practices

Selecting Brokerage Firms

ANDRESEN & ASSOCIATES INC. does not have any affiliation with product sales firms. Specific custodian recommendations are made to clients based on their need for such services. ANDRESEN & ASSOCIATES INC. recommends custodians, such as Charles Schwab and Company, based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable rates.

1. The cost to the client relative to the service received.
2. The availability of desirable investments.
3. The administrative ease or speed of the transaction.

ANDRESEN & ASSOCIATES INC. does not receive commissions from any source.

Best Execution

ANDRESEN & ASSOCIATES INC. reviews the execution of trades, including trading fees charged by the custodian, on a daily basis. ANDRESEN & ASSOCIATES INC. does not receive any portion of the trading fees.

Soft Dollars

ANDRESEN & ASSOCIATES INC. has received in the past a one-time software maintenance credit of \$1500 from Charles Schwab & Company because client assets are custodied at Schwab. This credit offset our annual maintenance fees for our portfolio management software. All clients benefited from this credit as it reduced the firm's overall expenses.

The selection of Charles Schwab & Company as a custodian for clients is not affected by this occasional nominal credit.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Review of Accounts

Periodic Reviews

Account reviews are performed quarterly by Peter G. Andresen, owner of ANDRESEN & ASSOCIATES INC. Account reviews are performed more frequently when market conditions dictate. Reviews incorporate an overall determination of portfolio value relative to historic performance, analysis of possible reasons for any change in the portfolio, and comments and recommendations concerning possible ways to reduce risk or better obtain the client's personal objectives. Discussion between clients and ANDRESEN & ASSOCIATES INC. may take place in person, through email or other electronic communication, or via phone.

Review Triggers

Portfolio reviews may be triggered by: (1) A change in the client's personal investment objectives. (2) An "abnormal" performance by an investment in a client's portfolio. (3) Time: a review will take place at least once a quarter from the date of initial commitment of funds by the client.

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation.

Quarterly Reports

Clients of ANDRESEN & ASSOCIATES INC. receive quarterly reports which detail the client's current security positions and how the performance of each security contributes to the investment objectives of the client. These reports are created by ANDRESEN & ASSOCIATES INC.'s portfolio management software.

Client Referrals and Other Compensation

Incoming Referrals

ANDRESEN & ASSOCIATES INC. has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

ANDRESEN & ASSOCIATES INC. does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

none

Custody

Account Statements

All assets are held at qualified custodians. This means that the custodians provide account statements directly to clients at their address of record on a monthly basis.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the quarterly reports provided by ANDRESEN & ASSOCIATES INC.

Investment Discretion

Discretionary Authority for Trading

ANDRESEN & ASSOCIATES INC. accepts discretionary authority to manage securities accounts on behalf of clients. ANDRESEN & ASSOCIATES INC.

has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, and timing of the investment action.

The client approves the custodian to be used and the commission rates paid to the custodian. ANDRESEN & ASSOCIATES INC. does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment plan that was previously discussed.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You sign a limited power of attorney so that we may execute the trades that are in accordance with your desired risk and reward parameters.

Voting Client Securities

Proxy Votes

Unless the client designates otherwise, ANDRESEN & ASSOCIATES INC. votes proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy.

Financial Information

Financial Condition

ANDRESEN & ASSOCIATES INC. does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because ANDRESEN & ASSOCIATES INC. does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$600 per client, and six months or more in advance.

Business Continuity Plan

General

ANDRESEN & ASSOCIATES INC. has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

ANDRESEN & ASSOCIATES INC. is working towards signing a Business Continuation Agreement with another financial advisory firm to support ANDRESEN & ASSOCIATES INC. in the event of Peter G. Andresen's serious disability or death.

Information Security Program

Information Security

ANDRESEN & ASSOCIATES INC. maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

ANDRESEN & ASSOCIATES INC. is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of

information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

ANDRESEN & ASSOCIATES INC. considers that at least a Bachelor's degree, hopefully in a business-related major, is essential for those involved in determining or giving investment advice to clients. ANDRESEN & ASSOCIATES INC. also regards at least three years of investment-related work experience to be essential for unassisted preparation of investment advice for clients.

PETER G. ANDRESEN, CERTIFICATIONS

Peter G. Andresen determines and delivers all general and specific investment advice given to clients.

Year of birth: 1954

Educational Background:

- Bachelor of Science, Agricultural Business
 - University of California at Davis, 1982

- Emphasized practical quantitative economic analysis and finance. Also included a strong background in geology and agronomy.
- Master of Science, International Agricultural Development
 - University of California at Davis, 1984
 - Designed an individual curriculum emphasizing graduate business courses in finance and marketing with additional study in international agriculture.

Business Background:

October 1, 1988 to present:

- Andresen and Associates Inc., Salinas, California
 - Created and managed an independent sole proprietorship, ANDRESEN & ASSOCIATES, which provided the fee-only investment services described in this disclosure document.
 - Incorporated the above business as ANDRESEN & ASSOCIATES INC. on July 1, 2013 in Salinas with the purpose of continuing to provide the fee-only investment services described in this disclosure document.

October 1, 1987 to September 30, 1998

- Christopher Weil and Co., Monterey, California
 - Created a fee-only computer-oriented consulting service, tailored for pension plans and trusts between \$300,000 and \$3,000,000 in size. Complete design and approval through in-house due diligence required a full time effort from October through December 1987.

March 3, 1985 to September 30, 1987:

- E.F. Hutton and Company, Inc., Carmel, California.
 - Provided investment services on a commission basis, concentrating on long-term, conservative investing, especially in trusts and retirement plans.

Disciplinary Information: None

Other Business Activities: author of *Dollars and Common Sense: Taking Charge of Your Investments in the Tumultuous 21st Century*, self published by Peter G. Andresen DBA Timewalker Press

Additional Compensation: None

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None