Sheaff Brock Investment Advisors, LLC

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September 11, 2023

FORM ADV PART 2A
BROCHURE

This brochure provides information about the qualifications and business practices of Sheaff Brock Investment Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 317-705-5700 or audreyb@sheaffbrock.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 Sheaff Brock Investment Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 118739.

Item 2 Summary of Material Changes

The purpose of this Item 2 is to disclose material changes that have been made to this Brochure since the last annual update of this Brochure.

Since the last annual update of this Brochure dated March 24, 2022, the following material changes have been made:

- Item 4 - Advisory Business: Updated to include language pertaining to retirement plan accounts.
- Item 5 – Fees and Compensation: Updated the Financial Planning and Consulting section with termination of service language;
- Item 12 - Brokerage Practices: Updated to include the firm's participation in Fidelity's Institutional Advisor Platform;
- Item 14 - Client Referrals and Other Compensation: Updated to reflect changes designed to comply with the SEC Marketing Rule. In addition, the section reflects new language regarding the firm's transition assistance offered by Fidelity.

On September 11, 2023, the following material changes have been made:

- Item 12 - Brokerage Practices and Item 14 - Client Referrals and Other Compensation: Due to the Schwab and TD Ameritrade merger, the items noted above have been updated to include the firm's participation in Schwab's Institutional Advisor Platform. In addition, all TD Ameritrade references have been removed.

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Item 4 Advisory Business

Sheaff Brock Investment Advisors, LLC (“Advisor”) is a privately-held corporation that began providing investment advisory services in 2001. Advisor’s parent company is Sheaff Brock Capital Management, LLC (SBCM”), whose principal owners are:

- David Sheaff Gilreath, Managing Director, **and**
- Ronald Robert Brock, Managing Director.

This Brochure provides important information about Advisor, its services and compensation, the costs of its advisory services, and situations where its interests may conflict with the interests of its clients. Clients should pay particular attention to the discussions about the various potential conflicts of interest because these can affect Advisor’s judgment in managing client’s account, in recommending the custodian to hold account assets, and in choosing the broker to execute trades for the account, among other important considerations. Clients should consider that Advisor will have the authority to invest in shares of the Auer Growth Fund whose investment adviser, SBAuer Funds, LLC (“SBAF”), is partially owned by our parent company, SBCM. Advisor will have the authority to invest in shares of the Dividend Performers ETF (“IPDP”) and Preferred-Plus ETF (“IPPP”) whose investment adviser, Innovative Portfolios, LLC (“IP”) is wholly owned by SBCM. Additionally, for certain portfolios Advisor will have the authority to allocate management of account to subadvisor IP. For certain portfolios, Advisor will also have the authority to allocate management of account assets to subadvisor Salzinger Sheaff Brock, LLC ("SSB") which is partially owned by our parent company. Our parent company will benefit economically from advisory fees earned by SBAF, IP and SSB, from client assets managed by them. This benefit provides an incentive to invest a client’s account in the SBAF, IP managed IPDP and IPPP or allocate assets to IP or SSB, based on the economic benefit our parent will receive rather than the investment needs of the client.

If you have questions about the information in this Brochure, you can reach your investment adviser representative (the “Portfolio Consultant”) at the email address, telephone number, or street address shown on the Brochure Supplement he or she gives you.

As used in this brochure, the words "we," "our," and "us" refer the Advisor and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

SERVICES ADVISOR OFFERS

Advisor offers a range of investment advisory programs and services ("Program"), including the following:

- Individual Portfolio Management Services (“IPM Services”)
- Model Portfolio Management Services (“MPM Services”)
- Model Marketplace Services
- Financial Planning and Extended Planning Services
- Consulting Services

Please note that the information in this Brochure is necessarily general and does not address all details of Advisor’s services. Because certain terms of a client’s Advisory Agreement are negotiable, clients should always refer to their individual Advisory Agreement for terms that apply specifically to them.

INDIVIDUAL PORTFOLIO MANAGEMENT SERVICES ("IPM")

Through our IPM Services, we offer individualized portfolio management services for clients seeking a customized approach, rather than one based on a “Model Portfolio” (see below for a description of our Model Portfolios Management).

Suitability Information
Through the IPM Services, the Portfolio Consultant will work with the client to identify the client’s personal and financial situation, and the investment objective, tolerance for risk, liquidity needs, and investment time horizon (all the "Suitability Information") for the account that will be managed through the IPM Services.

Based on the Suitability Information and any other information the Portfolio Consultant determines appropriate under the circumstances, the Portfolio Consultant will work with the client to develop a portfolio of investments which is suitable for initial investment of the assets to be managed through the IPM Services. The portfolio will provide for allocation of the assets among various asset classes, to be managed by the Portfolio Consultant on a fully discretionary basis according to an investment style and strategy consistent with the account's Suitability Information.

Portfolio Investments
For IPM Services accounts, Portfolio Consultants typically develop a portfolio comprised of a diversified mix of investments consistent with the Suitability Information. The investments are drawn from the *Securities About Which We Offer Advice* described below, as the Portfolio Consultant determines suitable for the account. The investment strategy and any liquidity needs and investment restrictions imposed by the client will affect the specific types of investments we purchase for the account. When suitable for the account, a Portfolio Consultant may develop a portfolio and manage an account based on investment strategy ideas or investment selections from the Model Portfolios (discussed below), adapted to the individual needs and objectives of the account. At times, specific investments can include the Auer Growth Fund, IPDP, IPPP or use a portfolio designed by SSB as an allocation based upon the investment objectives. These offerings are managed by affiliated companies. Tax considerations are recognized, but not the driving force in portfolio management decisions.

MODEL PORTFOLIO MANAGEMENT SERVICES ("MPM")
Through our MPM Services, we offer portfolio management services based on our Model Portfolios. Each Model Portfolio is designed to meet a particular investment objective. Model Portfolios can be used to build an appropriate mix of income and growth potential for the client. For certain accounts with Client authorization, Advisor will have the authority to allocate investment management of MPM to an affiliated subadvisor IP. Following are the current Model Portfolios we offer:

IntelliBuilD Growth **-** This model consists of about 33 domestic equity positions which are market cap agnostic. The portfolio is normally 100% invested in equities. The stock selection process uses the Investor's Business Daily IBD 50 and William O’Neil stock lists. The strategy follows a quantitative methodology while utilizing institutional level research. Turnover is reasonably high at about one or two position changes per month. The primary objective of the strategy is capital appreciation. Certain Client accounts can be sub-advised by our affiliated advisor IP.

Outlier Growth **-** This model consists of about 33 domestic equity positions which are market capitalization agnostic. The portfolio is normally 100% invested in equities. The stock selection process uses a combination of three sources to create quantitative buy and sell decisions:

1. MAP Signals – An institutional research firm that seeks to identify equities with unusually large institutional buy-side volume, and those showing repeated instances of large volume over a period of six months.

2. Revelation Investment Research – An institutional research firm that focuses on “downside risk” attributes and scores stocks on their potential downside vs. the S&P 500.
3. William O’Neil & Co. – The publisher of Investor’s Business Daily and quantitative research firm with much of their work focused on technical momentum.

Positions are scored, reviewed, and potentially changed monthly. Turnover can be reasonably high with several changing monthly. The primary objective is capital appreciation. Certain Client accounts can be sub-advised by our affiliated advisor IP.

***Bulls of the Dow* -** This model consists of the ten highest Sheaff Brock scoring stocks in the Dow Jones Industrials Index. The strategy seeks to invest in stocks that offer the best opportunity to avoid downside risk and have the opportunity to offer long term capital appreciation. The selections are rebalanced quarterly which generally results in two to three changes per quarter. Portfolio objective is capital appreciation and dividend income. Certain Client accounts can be sub-advised by our affiliated advisor IP.

***Dividend Growth & Income* -** This model consists of about 33 generally domestic equity positions. The portfolio objective is to select stocks that strive to provide high, steady and consistent dividend income as well as seeking stocks that have the ability to increase dividends and provide long term capital appreciation over time. Turnover is low at about two position changes per quarter, less than 45%. The investment objective of the portfolio is income and capital appreciation. Certain Client accounts can be sub-advised by our affiliated advisor IP.

***Covered Call* -** This model consists of 25 to 30 generally domestic equities chosen by similar methods described in the above portfolios. Each position is then covered by a "covered call" option position. First, the strategy seeks to earn premium credit from call options that can provide current and consistent income. Second, the strategy seeks to invest in high quality equities that can offer the potential for capital appreciation. Turnover is very high and short-term capital gains are common. The portfolio objective is income and secondarily capital appreciation. Certain Client accounts can be sub-advised by our affiliated advisor IP.

Real Estate Income & Growth – The model is a fully invested portfolio of publicly traded Real Estate Investment Trusts (REIT), companies servicing or developing real estate, or funds focused on investments in real estate. The strategy is mostly comprised of generally smaller and midsized capitalization REITs in the 13 REIT sectors of the equity REIT universe. The REITs are selected based on the investment process of managing downside risk while focused on capturing current income and the opportunity for capital appreciation. The strategy objective is income and the opportunity for capital appreciation. Certain Client accounts can be sub-advised by our affiliated advisor IP.

Preferred Income - This portfolio invests in approximately 25-30 preferred stocks. The portfolio seeks quality preferred securities (both $25-par retail preferreds and $25-par bonds) and $1,000-par institutional preferred capital securities with sufficient liquidity. The portfolio can consist of several differed types of preferreds, including cumulative preferred, callable preferred, adjustable-rate preferred, fixed-to-float preferred and trust preferred. The primary objective is to seek income. Capital appreciation is generally minimal. Certain Client accounts can be sub-advised by our affiliated advisor IP.

High Yield Bond - These portfolios can invest in corporate bonds, preferred securities, bank loans, convertible securities and taxable municipal bonds. The objective is to produce predictable and consistent excess returns. Each portfolio is sub-advised by Oppenheimer Asset Management (OAM), Carmel, IN an SEC registered investment advisor. OAM principals have many years of experience managing institutional fixed income portfolios. Effective December 31, 2021, these strategies are closed to new investors.

Short Duration Cash Management - The objective of the portfolio is to offer a higher current yield alternative to short-term investments such as traditional money market funds. The strategy is designed to provide liquidity and capital preservation. This portfolio is sub-advised by Oppenheimer Asset Management (OAM), Carmel, IN an SEC registered investment advisor. OAM principals have many years of experience managing institutional fixed income portfolios. Effective December 31, 2021, this strategy is closed to new investors.

Salzinger Sheaff Brock - ETF and mutual fund portfolios, including the closed end portfolio offered through Advisor, are sub-advised by Mark Salzinger who is affiliated by being a member of Salzinger Sheaff Brock, LLC. See Salzinger Sheff Brock Form ADV Part 2 for more information on portfolio strategies.

Option Opportunity
Put Income -The objective of the overlay portfolio is cash flow and eventual capital gain income from the premiums of put options. Out-of-the-money options are initially sold on high quality equities or indices, and then expire, or become in-the-money and are rolled forward in time until expiration. Turnover of the put positions is high. Issues held are generally marginable stocks, bonds, mutual funds, cash, and short put option positions on individual equities. Put Income portfolios add additional equity risk to the underlying portfolio holdings.

Index Income- The objective of the overlay portfolio is cash flow and eventual capital gain from the premiums of put option credit spreads on a recognized equity ETF/index (usually the S&P 500). A short put spread is initially sold on an equity ETF/index; consisting of a short put option and long put option executed simultaneously. The strategy pairs a short option approximately 3% or more out-of-the money with a long "insurance"-type put usually with a strike price 15% lower. If the spread expires out-of-the-money, a gain is created, and a new spread is written. However, if the spread is in-the-money at or near expiration, the spread is rolled out in time for a credit, and a new "insurance" put is bought. Turnover of the spreads is normally monthly. Issues held are generally marginable stocks, bonds, mutual funds, cash, and credit spread put option positions. Index Income portfolios add additional equity risk to the underlying portfolio holdings. Certain Client accounts can be sub-advised by our affiliated advisor IP.

The Put Income and Index Income Option Opportunity strategies can be managed as a standalone strategy using the client's collateral or managed as an overlay on any of the model portfolio management strategies detailed above.

AFFILIATED ADVISER/EXCHANGE TRADED FUNDS
As described above, Advisor is affiliated by virtue of parent ownership with a registered investment adviser, IP, an SEC-registered investment adviser. IP offers two exchange traded funds, IPDP and IPPP of the Listed Funds Trust, an investment company registered under the Investment Company Act of 1940. As detailed previously in this section, the Advisor manages portfolios with similar trading strategies and objectives as IPDP and IPPP. To that end, clients need to compare the fees and expenses charged by the exchange traded funds versus those fees and expenses charged by the Advisor, as manager of portfolios that are similar in nature to the exchange traded funds. In addition, clients should compare the risks and liquidity of the two separate investments. A discussion of the applicable fees and expenses, risks and liquidity issues relating to IPDP and IPPP may be found in the prospectus for the funds at www.innovativeportfolios.com. The applicable fees, expenses, risk and liquidity issue for the Advisor managed portfolios may be found in this ADV, Part 2A under Items 4 and 5. Finally, Clients of Advisor should understand that there is a choice between the two separate

investments that may result in a higher fee structure and/or lower rate of return depending upon the Client’s choice.

Please refer to Item 8 for information about Advisor’s methods of analysis and investment strategies, the types of investments Advisor generally recommends, and the material risks involved with respect to the IPM Service and MPM Service. Refer to Item 12 for information regarding brokerage.

MODEL MARKETPLACE SERVICES

Advisor’s investment management services are made available through various model marketplace platforms. Advisor provides model marketplace platform with regular updates to the investment holdings (i.e. “models”) contained in certain Advisor managed investment strategies. Investment advisors then utilize one or more of Advisor’s investment models to invest client assets. In these situations, the platform is ultimately responsible for implementing Advisor’s ongoing investment recommendations and for performing many other services and functions typically handled by Advisor in a discretionary managed account program. No other services are offered to Model Marketplace accounts, and Advisor considers these assets to be non-discretionary assets under management.

Providing investment management services to both separately managed client accounts and to model marketplace platforms can give rise to certain conflicts of interest. Advisor’s recommendations implicit in the investment models provided to the platform typically reflect recommendations also being made by Advisor to other separately managed clients. As a result, Advisor may have already commenced trading for its discretionary separately managed client accounts before the program platform has received or had the opportunity to evaluate and act upon Advisor’s investment model recommendations. This could ultimately result in client trades placed by the platform being subject to price movements, particularly with large orders or where the securities are thinly traded, which may result in model program clients receiving prices that are less favorable than those prices obtained by Advisor for its discretionary client accounts. In order to address this potential conflict, Advisor has developed a trade rotation policy that helps to ensure that all Advisor investment recommendations are communicated to model programs on a fair and equitable basis.

FINANCIAL PLANNING & EXTENDED PLANNING SERVICES

Advisor offers clients a range of financial planning services based on the specific needs of the client. Advisor and client will enter into a written Financial Planning Agreement that describes the specific Financial Planning Services Advisor will provide, and the fees for such services. Through our Financial Planning Services, the Advisor meets with the client to discuss and analyze the client’s investments and financial situation, and help the client to identify his or her financial goals and objectives, tolerance for risk, and investment time horizon, among other key factors to developing a financial plan. Clients may be asked to provide detailed information about the client's personal and family situation, estate and retirement plans, trust agreements, wills, investments, insurance, or other information necessary to provide the specific services requested. Based on the information provided by the client, the Advisor will develop recommendations to help the client towards achieving his or her financial objectives.

Reliance on Information from Client, Other Professionals & Planning Assumptions

In providing the Financial Planning Services, the Advisor will rely on assumptions or estimates regarding a number of important factors that may or may not turn out to be accurate at any time. These assumptions will often include subjects such as future market performance and investment returns, anticipated and reasonably foreseeable living and medical expenses, tax laws, interest rates, and other factors. Advisor will also rely on information provided by client and client’s other professionals (e.g., attorneys, accountants, etc.).

Advisor is not required to verify any information received from the client or from such other professionals, and Advisor is expressly authorized to rely on such information. As a result of likely differences between the items assumed and the actual situation at any time in the future, client's (or client's successors') financial situation or needs may be materially different than anticipated and client's financial or investment objectives may not be achieved. Clients are advised that it remains their responsibility to promptly notify Advisor if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Advisor's previous recommendations or services.

Advisor will generally provide a written report or financial plan in connection with the Financial Planning Services which will usually include recommendations to assist the client in achieving his or her financial goals and objectives, which may include recommendation to use Advisor's services to manage client's assets. See Item 10 for potential conflicts of interest that arise as a result of the potential for compensation if the client chooses to accept such recommendation.

Extended Planning Services

Once the initial engagement has been completed, the client will determine the extent to which client wishes to implement the recommendations made by Advisor, and may extend the Advisory Agreement to provide for an annual, renewable extended planning arrangement which includes on-going guidance and assistance with respect to implementation and regular consultations with the Advisor.

CONSULTING SERVICES

Advisor provides a range of consulting services addressing a variety of investment and non-investment related matters, such as investment consultations. The scope of these project-based services varies, as each engagement is individually negotiated and tailored to accommodate the specific needs of a particular client. In these cases, the services we provide will be included in a consulting agreement negotiated by Advisor and the client. We will charge a project or consulting fee, which will vary depending on the scope of the services to be provided. Advice is based on objectives communicated, either orally or in writing, by the client or the client's advisors. Advice may be provided through individual consultations or a written plan document, as agreed between Advisor and client.

INFORMATION REGARDING OUR SERVICES

Changes in Client Circumstances

Clients are advised that changes in their personal or financial situation, investment objectives, tolerance for risk, or investment time horizon may cause the strategy or portfolio designated for the client's account to become no longer suitable. In the event of any material change in client's personal or financial circumstances, client should contact the Portfolio Consultant or Advisor promptly so that we may assist in identifying another program, strategy or other investments that better meet the client's needs.

Deposit Cash or Cash Equivalents

Generally, for the IPM Services and MPM Services, client is expected to deliver only cash or cash equivalents to the Custodian. With Advisor's consent, client may transfer securities to the Custodian, but the securities will be liquidated to cash as soon as reasonably practical, unless Advisor agrees that such assets may be retained in the account. Client may not transfer or deposit to the account any securities that are not publicly traded or that cannot be promptly sold, except upon our agreement. Client will grant us and the Custodian the authority, in our respective discretion, to liquidate securities transferred into the account or to require client to transfer such securities out of the account upon request.

Clients may withdraw account assets on notice to Advisor, subject to usual and customary securities settlement procedures. Advisor designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Advisor may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. early redemption or contingent deferred sales charges) and tax ramifications, for example.

Differences Among Portfolio Consultants' Accounts

Portfolio Consultants develop different portfolios for clients participating in the IPM Services and MPM Services, follow different investment strategies and styles, and have different policies and practices for developing, rebalancing, and adjusting portfolios in view of the Suitability Information of the accounts they are managing. Consequently, it is expected that the portfolios, levels of volatility, fees, expenses, returns, and performance will vary significantly among accounts from one Portfolio Consultant to another, as well as among the accounts of each Portfolio Consultant. The Portfolio Consultant will be acting on behalf of Advisor; and any discretion granted by the client to the Portfolio Consultant will be deemed to be granted to, and may be exercised by, Advisor. Advisor, as the Portfolio Consultant's supervisor, will have the authority to direct any act of the Portfolio Consultant in the performance of any service. Although the Portfolio Consultants act under the general supervision of Advisor and Advisor monitors the accounts of each Portfolio Consultant, Advisor does not direct or mandate the investment strategy or style followed by a Portfolio Consultant.

SECURITIES ABOUT WHICH WE OFFER ADVICE

We offer advice regarding a wide variety of securities, including:

- exchange-listed or over-the-counter, common, preferred, or convertible securities of domestic or foreign issuers;
- warrants;
- cash and cash equivalents;
- certificates of deposit;
- corporate debt securities;
- municipal securities;
- securities issued by the US Treasury, agencies, or government sponsored enterprises;
- shares of money market funds, open-end investment companies (mutual funds), closed-end funds, unit investment trusts, and exchange-traded funds ("ETFs"); and
- option contracts on securities.

However, with respect to any individual client's account and Portfolio, our advice will be limited to those securities with respect to which the client has requested advice and those which the Portfolio Consultant determines are suitable for the account. This list is more extensive than the investments we recommend for a typical client's account. Please refer to the discussion in Item 4 with respect to the IPM Service and MPM Service and in Item 8 for information about the investments we typically recommend.

IRA and Retirement Plan Clients

When the Advisor provides investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests ahead of yours.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);

- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

A recommendation to roll over your assets from a retirement account to an account to be managed by the Advisor creates a conflict of interest, as we will earn additional advisory fees as a result of the roll over. There is no obligation for you to roll over your retirement account to an account managed by the Advisor.

ASSETS UNDER MANAGEMENT
As of December 31, 2022, Advisor managed $1,049,299,577 on a discretionary basis and $377,353 on a non-discretionary basis of clients' assets for total assets under management of $1,049,676,930.

Item 5 Fees and Compensation

INDIVIDUAL PORTFOLIO MANAGEMENT AND MODEL PORTFOLIO MANAGEMENT SERVICES
The maximum Advisory Fee rate for the IPM and MPM Services is 1.75% based upon a percentage of assets under management. Our fees are billed quarterly, in advance, at the beginning of each calendar quarter based upon the market value (including cash and accrued interest) of the client's account on the last trading day of the previous quarter. All inflows and outflows from the previous quarter in excess of $20,000 are reflected as a pro-rated fee adjustment on the current quarter's invoice. If services are initiated or terminated at any time other than the beginning or end of a calendar quarter, fees will be pro-rated. Fees will be debited from the account or other related account in accordance with the client authorization in the Advisory Agreement.

A minimum of $500,000 of assets under management per relationship is required for IPM and MPM services although the account size may be negotiable under certain circumstances. Advisor may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Advisor is paid a quarterly fee based upon a percentage of assets under management to act as subadvisor. The fee is paid by the underlying accounts. Subadvisor fee is in the range of fees charged by Advisor for IPM and MPM Services.

Advisor is paid a quarterly fee based upon a percentage of assets under management by model marketplace platforms to provide investment management services. Fee is in the range of fees charged by Advisor for IPM and MPM Services.

Additional Fees & Expenses
The Advisory Fees are separate and distinct from a number of other expenses that the accounts will incur, including:

- Brokerage and Investment Expenses
- Investment Company Expenses
- Custodial Expenses

Brokerage and Investment Expenses
As used in this Brochure, the term “Brokerage and Investment Expenses” refers to the following:

- commissions, ticket charges, and other fees charged by brokers (including the Custodians) who execute securities transactions for the account on an agency basis;
- mark-ups, mark-downs, or other spreads included in the amount charged by or paid to a dealer for securities bought or sold on a principal basis, and underwriting fees, dealer concessions, or related compensation in connection with securities acquired in underwritten offerings;
- odd lot differentials, transfer or other taxes, floor brokerage fees, exchange fees, service and handling fees, electronic fund or wire transfer fees, costs of exchanging currencies, and postage and delivery expenses; and
- costs of cash management services (including for “sweep” arrangements of idle cash into bank deposit accounts or money market mutual fund accounts), and direct and indirect fees for other financial or investment services provided by brokers or custodians.

Advisor does not receive any of the Brokerage and Investment Expenses. Please refer to Item 12 for additional information about our brokerage practices and costs.

Investment Company Expenses
Mutual funds, money market funds, ETF’s, variable annuities, and UIT’s (all referred to as a “fund”) deduct from their assets the internal management fees, operating costs, and investment expenses they incur to operate the fund, and the administrative and mortality costs of the variable annuity. These internal expenses also include recordkeeping fees, and transfer and sub-transfer agent fees, among others. All of these represent indirect expenses that are charged to the fund’s shareholders.

Frequently, these internal expenses also include "Distribution Fees." These amounts are deducted from the fund’s assets to compensate brokers who sell fund shares, as well as to pay for advertising, printing and mailing prospectuses to new investors, and printing and mailing sales literature. Mutual fund internal expenses also commonly include “Shareholder Service Fees" which are amounts deducted from the fund’s assets to pay the costs of responding to investor inquiries and providing investors with information about their accounts.

Distribution Fees and Shareholder Service Fees are referred to collectively as “12b-1 Fees,” named after the SEC rule that adopted them. The 12b-1 Fees are calculated for each class of shares of a fund, and are calculated as a percentage of the total assets attributable to the share class. The 12b-1 Fees, Advisor fees, and other ongoing expenses are described in the fund’s prospectus Fee Table. These fees will vary from fund to fund and for different share classes of the same fund. You can use prospectus Fee Tables to help compare the annual expenses of different funds.

Mutual funds may also impose an early redemption fee if shares are redeemed within a short time period, usually within 30, 60 or 90 days from the date of purchase.

Advisor does not receive any of the Investment Company Expenses.

Custodial Expenses
Clients must pay the cost of services provided by their Custodian for: (1) arranging for the receipt and delivery of securities that are purchased, sold, borrowed or loaned for the account; (2) making and receiving payments with respect to account transactions and securities; (3) maintaining custody of account securities; and (4) maintaining custody of cash, receiving dividends, and processing exchanges, distributions, and rights accruing to the client’s account. The Custodian may be compensated through commissions or other transaction-based fees for securities transactions executed through the Custodian (or its affiliates) or by asset-based fees for investments settled into the

Custodian’s accounts, or both. The specific fees and terms of each Custodian’s services are described in the client’s separate custodial agreement.

Refer to Item 12 for more information regarding brokerage services provided by the Custodians.

FINANCIAL PLANNING & CONSULTING

The fee for financial planning and consulting is dependent upon the nature and scope of services to be provided. Advisor can charge the client an hourly fee ranging from $75 to $500 per hour or the client can elect to be charged a one-time project fee. A one-time project fee typically ranges between $500 and $20,000. Financial Planning and Consulting fees are negotiable at Advisor's discretion. An hourly financial planning fees is due quarterly based on billable hours. Project financial planning fees are paid quarterly based upon percent of completion of the proposed project fee throughout the engagement. The fee is determined and agreed upon by client prior to commencement of any work.

The client can cancel the Advisor’s financial planning and consulting services at any time with a written notice. However, the balance, if any, of Advisor’s financial planning fee shall be paid by the client, including the fee due for services rendered by the Advisor but not previously invoiced to the client.

GENERAL INFORMATION REGARDING FEES

Fees in Advance and Terminations

Advisory fees for the IPM Services and MPM Services are paid in advance. The Advisory Agreement may be terminated by either party upon notice to the other party. Advisory Fees payable for the last calendar quarter shall be prorated based on the number of days the Advisory Agreement is in effect during such quarter, and the balance shall be refunded to client.

After an Advisory Agreement has been terminated: Client may be charged commissions, sales charges, and transaction, clearance, settlement, and custodial charges, at prevailing rates, by the Custodian and any executing or carrying broker-dealer; client will be responsible for monitoring all transactions and assets; and Advisor shall not have any further obligation to monitor or make recommendations with respect to the account or those assets.

Grandfathering of Minimum Account Requirements

Pre-existing advisory clients are subject to Advisor's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our minimum account requirements will differ among clients.

Risk of Liquidations to Pay Fees

The Custodian will be authorized to deduct the Advisory Fees directly from the client’s account, without notice to the Client. If sufficient cash is not available in the account to pay the Advisory Fees when due, the Custodian will liquidate securities selected by Advisor without prior notice to the client. If mutual funds are liquidated, the client may be charged a contingent deferred sales charge, an early redemption fee, or a fee to discourage short-term trading of fund shares. If the liquidated securities have declined in value, the client will realize a loss and lose the opportunity for future appreciation of the securities.

Deduction of Fees from Custodial Account

The Advisory Agreement and Custodian account application authorizes and directs the Custodian to deduct the Advisory Fees directly from the Account upon receipt of our instructions. We require clients to authorize the Custodian to deduct the Advisory Fees from the account and pay us. Clients are not generally permitted to choose to have Advisory Fees billed directly to them for payment in lieu of billing the Custodian; however, this term may be negotiable in our sole discretion. The amount of the

Advisory Fee deducted by the Custodian will be reflected on the Custodian’s regular statements to the client.

ERISA Accounts
Advisor is deemed to be a fiduciary with respect to certain clients pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Advisor may only charge fees for investment advice about products for which we do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which we receive commissions or 12b-1 fees, however, only when such fees are used to offset advisory fees.

Limited Negotiability of Advisory Fees
Although Advisor has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the Advisory Agreement between the adviser and each client.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm. Because advisory fees and other terms of service may be negotiated separately with individual clients, some accounts pay lower advisory fees than other accounts.

EVALUATE ALL COSTS OF OUR SERVICES
When evaluating the overall costs and benefits of our services, Clients should consider not just the advisory fees, but also the Brokerage and Investment Expenses, the Investment Company Expenses, and Custodial Expenses, as well as the compensation that our parent company will earn which is in addition to the advisory fees client will pay pursuant to the Advisory Agreement. Clients should consider carefully all of these direct and indirect fees and expenses of our services and the investment products Advisor recommends to fully understand the total costs and assess the value of Advisor’s services. Our advisory fees and the other costs of our services may be higher than amounts charged by other advisers or financial services firms for similar services.

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

Advisor does not charge performance-based fees.

Side-by-Side Management
Advisor’s investment professionals simultaneously manage multiple types of accounts according to the same investment strategy or similar investment strategies (i.e., side-by-side management). The simultaneous management creates certain potential conflicts of interest because investment advisory fees charged by us for these different accounts vary. Advisor seeks to treat all such accounts fairly and equitably over time and maintains policies and procedures for investment allocation and trade rotation to help ensure this occurs.

While we seek to treat all accounts fairly and equitably over time, all accounts within the same investment strategy or accounts within similar investment strategies will not necessarily be managed the same at all times. Different client guidelines can lead to the use of different investment practices or portfolio holdings, and/or different performance results for accounts within the same investment strategy. In addition, particularly with respect to Advisor's preferred securities strategy, we will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible accounts. Consequently, the performance of any account within a particular strategy or the performance among accounts across similar strategies may differ. Additionally, accounts that have investment restrictions, tax sensitivity, cash requirements or other constraints, these parameters may affect performance results for that particular account.

Item 7 Types of Clients

Advisor provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit-sharing plans (other than plan participants)
- Trusts, estates and charitable organizations
- Corporations or other businesses not listed above
- Model marketplace platforms

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

METHODS OF ANALYSIS
Advisor's Investment Committee and its Portfolio Consultants use a variety of methods of analysis in managing client portfolios and the Model Portfolios. Following are typical methods of analysis that may be used; however, clients should inquire of their specific Portfolio Consultant the particular method to be used in managing the client's account or with respect to a particular Model Portfolio:

Fundamental Analysis. This method is used to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock. We obtain research from third-party sources for much of the data.

Technical Analysis. This method analyzes sector movements and apply that analysis in an attempt to recognize undervalued or oversold sectors. We may also use technical analysis (Stochastics, point-and-figure bullish percent's, or the Dow Theory for example) to raise cash. Technical analysis does not consider the underlying financial condition of a company or industry. This presents a risk in that a poorly-managed or financially unsound company or out of favor sector may underperform regardless of market movement.

Quantitative Analysis. This method uses mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price, earnings per share, return-on-equity, PEG ratio, current ratio and debt levels and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Asset Allocation. This method aims to balance risk and reward by apportioning a portfolio's assets according to an individual's goals, risk tolerance and investment horizon. The three main asset classes are equities, fixed-income and cash and equivalents. Each asset class has different levels of risk and return, so each will behave differently over time. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis.
In analyzing mutual funds and ETFs, we look at the experience and track record of the portfolio managers to determine if they have demonstrated the ability to invest successfully over periods of time and in different economic conditions. We also consider whether or not there is a significant overlap with the underlying investments held by other mutual funds and ETFs. We monitor the funds in an attempt to determine if they are continuing to follow their stated investment strategies. We also evaluate the fees of the portfolio managers and the internal expenses to determine whether the client is receiving adequate value for these fees and expenses.

A risk of our mutual fund and ETF analysis is that, as in all investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund, managers of different mutual funds and ETFs in a client's account may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund, which could make the fund less suitable for the client's portfolio. Moreover, we do not control the portfolio manager's daily business or compliance operations, and we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES
Advisor reserves the right to employ a number of investment strategies in pursuit of the investment objectives for client Portfolios, including long-term purchases, short-term purchases (investments expected to be held for less than a year), trading (investments held less than 30 days), and option writing, as follows:

Long - term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short - term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Option writing. We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives the owner the right to buy an asset at a certain price within a specific period of time. We will often sell a call in order to create additional income in an account if we are comfortable with the option strike price as a suitable sale price for the underlying stock.
- A put gives the holder the right to sell an asset at a certain price within a specific period of time. We may sell a put in order to create additional income in an account if we are comfortable with the option strike price as a suitable buy price for the underlying stock.

We may (although it is not an active strategy used often by us) also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential downside of a security we have purchased for your portfolio.

We use "covered calls", in which we sell an option on security you own. In this strategy, you receive a premium for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

A risk of covered calls is that the option buyer does not have to exercise the option, so that if we want to sell the stock prior to the end of the option agreement, we have to buy the option back from the option buyer, for a possible loss.

We may also use "cash secured or margin secured puts", in which we sell a put option on security you do not own. In this strategy, you receive a premium for making the option available, and the person purchasing the option has the right to sell the security to you at an agreed-upon price.

A risk of selling puts is that the price of the underlying stock can fall below the agreed-upon option price so that if the put is exercised or we want to buy the option back from the option buyer prior to the termination of the option, a possible loss could be incurred.

Risk of Errors in Investment Decisions
There is a risk that Advisor’s judgment about the attractiveness, relative value, or potential appreciation of a particular market sector or security, or about the timing of investment purchases or sales, may prove to be incorrect, resulting in losses to the client’s account. The success of Advisor’s strategy for an account or Portfolio is subject to Advisor’s ability to continually analyze and select appropriate

investments, and allocate and re-allocate the investments consistent with the intended investment objectives and risk parameters. There is no assurance that Advisor’s efforts will be successful.

Reliance on Sources of Information
Advisor’s method of analyzing investment opportunities assumes that the information Advisor receives about securities, managers, and companies, the characteristics and ratings of the securities they issue, and other publicly-available sources of information Advisor utilizes is accurate and unbiased. While Advisor is alert to indications that data may be incorrect or skewed, there is always a risk that its analysis may be compromised by inaccurate or misleading information.

Management of Account Until Advisor Receives Notice
Unless and until the client notifies Advisor to designate a different portfolio for the account or to notify Advisor of material changes in the Suitability Information, Advisor will continue to manage the account according to the Suitability Information in its records. Clients should inform Advisor promptly of significant changes in their individual or family circumstances or financial situation, or in the investment goals or objectives, investment time horizon, tolerance for risk, or liquidity needs of their account so that appropriate changes can be made.

Tax Considerations
Advisor's strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Moreover, custodians and broker-dealers must report the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk Factors
Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance. Depending on the types of strategies you invest in, you may face the following investment risks:

Catastrophic Events Risk: The value of securities may decline as a result of various catastrophic events, such as pandemics, natural disasters, and terrorism. Losses resulting from these catastrophic events can be substantial and could have a material adverse effect on our business and clients.

Cyber Security Risk: With the increase use of technologies such as the Internet and the dependence on computer systems to perform necessary business functions, Advisor may be susceptible to operational and information security risks resulting from cyber-attacks and/or other technological malfunctions. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks include, among others, stealing or corrupting data maintained online or digitally, preventing legitimate users from accessing information or services on a website, releasing confidential information without authorization, gaining unauthorized access to digital systems for purpose of misappropriation of assets and causing operational disruptions. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service. Successful cyber-attacks against, or security breakdowns of Advisor may adversely affect the client.

Advisor may have limited ability to prevent or mitigate cyber-attacks or security or technology breakdowns affecting clients. While Advisor has established business continuity plans and systems designed to prevent or reduce the impact of cyber-attacks, such plans and systems are subject to inherent limitations.

Credit Risk: Debt issuers and other counterparties may not honor their obligations or may have their debt downgraded by rating agencies.

Equity Risk: Equity security values may fall due to general market and economic conditions, perceptions regarding the industries in which the issuers of the securities participate or other factors relating to the companies.

Fixed Income Risks: Fixed income securities are subject to several general risks, including interest rate risk, credit risk, and market risk, which could reduce the yield received from the security. These risks may occur from fluctuations in interest rates, a change to an issuer's individual situation or industry, or events in the financial markets.

Growth Investing Risks: Growth companies are generally more susceptible than established companies to market events and sharp declines in value. Additionally, growth stocks typically lack the dividend yield that can cushion stock prices in market downturns.

Interest Rate Risk: An increase in interest rates may cause the value of fixed securities to decline. Variable and floating securities may increase or decrease in value in response to changes in interest rates, although to a lesser degree than fixed-income securities.

Leverage Risk: A client's account may be subject to leverage risk through the use of derivative instruments. Leverage magnifies the accounts exposure to declines in the value of one or more underlying investments or creates investment risk with respect to a larger pool of assets than the client would otherwise have and may be considered a speculative technique. The value of an investment will be more volatile and other risks tend to be compounded if and to the extent that use derivatives or other investments have embedded leverage. Engaging in such transactions may cause Advisor to liquidate positions when it may not be advantageous to do so to satisfy its obligations or to meet maintenance requirements.

Liquidity Risk: The risk that particular investments may become difficult to sell or purchase. There can be no assurance that a liquid market for the investment will be maintained, in which case Advisor's ability to realize full value in the event of the need to liquidate certain assets may be impaired and/or result in losses. Decreased liquidity may cause Advisor to accept a lower price to sell a security, sell other securities to raise cash, or give up an investment opportunity, any of which could have a negative effect on performance. Advisor may be unable to sell illiquid securities even under circumstances when the Adviser believes it would be in the best interest of the Client to do so. The market for certain investments may become less liquid or illiquid due to adverse market or economic conditions or changes in the conditions of a particular issuer. Further, transactions in less liquid or illiquid securities may entail transactions costs that are higher than those for transactions in liquid securities.

Management Risk**:** There is a risk that Advisor's judgment about the attractiveness, relative value, or potential appreciation of a particular market sector or security, or about the timing of investment purchases or sales, may prove to be incorrect, resulting in losses to the client's account. The success of the Advisor's strategies for each portfolio is subject to Advisor's ability to continually analyze and select appropriate investments, and allocate and re-allocate the investments as a suitable portfolio consistent with the intended investment objectives and risk parameters. There is no assurance that Advisor's efforts will be successful.

Margin Risk: Certain strategies or portfolios (such as options) require the use of a margin account to establish required positions. The use of margin carries risks that clients should understand. In volatile markets, security prices can fall very quickly. If the net value of a client's account (less the amount the client owes to the broker) falls below a certain level, the broker will issue a "margin call" and the client will be required to sell the security (and other positions) or add more cash to the account. You could lose more money than you originally invested. Additionally, the client must pay interest on the margin balance owed to the broker until it is repaid in full. The amount of margin interest will diminish the client's profits and in some cases could cause net losses in the client's account.

Market Risk***:*** The risk that the price of a particular investment will change as a result of overall market conditions that are not specific to that particular company or investment.

Market Volatility Risk: The prices of securities may be volatile. Price movements of securities in which Advisor invests are influenced by, among other things: interest rates; changing supply and demand relationships; trade, fiscal, monetary and exchange control programs and policies of governments; and U.S. and international political and economic events and policies. In addition, governments from time to time intervene, directly or by regulation, in certain markets, particularly those in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

Option Risk: Changes in the market price or other economic attributes of the underlying investment, changes in the realized or perceived volatility of the relevant market and underlying investment and time remaining before an option's expiration affect the market price of options.

If the market for the options becomes less liquid or smaller the market price of the options may be adversely affected. Advisor may close out a written option position by buying the option instead of letting it expire or be exercised. Advisor may close out of long options by selling instead of letting it expire or be exercised. There can be no assurance that a liquid market will exist when Advisor seeks to close out an option position by buying or selling the option.

When Advisor writes (sells) an option, it faces the risk that it will experience a loss if the option purchaser exercises the option sold by Advisor. Writing options can cause the client's account to be highly volatile, and it may be subject to sudden and substantial losses.

Advisor's option positions will be marked to market on each day that the exchanges are open. Advisor's option transactions will be subject to limitations established by each of the exchanges, boards of trade or other trading facilities on which such options are traded. These limitations govern the maximum number of options in each class that may be written or purchased by a single investor or group of investors acting in concert, regardless of whether the options are written or purchased on the same or different exchanges, boards of trade or other trading facilities or are held or written in one or more accounts or through one or more brokers.

The decision on when and how to use options involves the exercise of skill and judgement. Market behavior or unexpected events can adversely affect a well-executed options program. Anticipation of future movements in securities prices or other economic factors of the underlying investments impact the success of an option strategy. No assurances on the Adviser's judgement being correct can be given.

Preferred Security Risk: Preferred securities generally are subordinated to bonds and other debt instruments in a company's capital structure and therefore will be subject to greater credit risk than those debt instruments. In addition, preferred securities are subject to other risks, such as having no or limited voting rights, being subject to special redemption rights, having distributions deferred or skipped, having floating interest rates or dividends, which may result in a decline in value in a falling interest rate environment, having limited liquidity, changing or unfavorable tax treatments and possibly being issued by companies in heavily regulated industries. Preferred securities that do not have a maturity date are considered to be perpetual investments.

Small/Mid Cap Risk: Stocks of small or mid cap companies may have less liquidity than those of larger established companies and may be subject to greater price volatility and risk than the overall stock market.

Trading Risk: Advisor may use frequent trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Frequent trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk. This may include buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses. When a frequent trading policy is in effect, there is a risk that investment performance within your account may be negatively affected, particularly through increased brokerage and other transactional costs and taxes.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Advisor does not have any matters to disclose under this Item.

Item 10 Other Financial Industry Activities and Affiliations

Affiliation with other Registered Investment Advisors

Our firm is affiliated, under common control and ownership by Sheaff Brock Capital Management, LLC ("SBCM"); with four other registered investment advisers: Innovative Portfolios, LLC ("IP"), Salzinger Sheaff Brock, LLC ("SSB"), Trust Advisors, LLC ("TA") and SBAuer Funds, LLC ("SBAF"). Certain members of our firm may be separately licensed as an investment adviser representative with either IP, SSB, TA and/or SB. The Chief Financial Officer and the Chief Compliance Officer of the Advisor serve in the same positions for IP, SSB, TA and SBAF. The Chief Investment Officer of the Advisor serves in the same position for IP and TA. The advisory services delivered by these affiliated registered investment advisers and the compensation for such services are separate and apart from those provided by our firm.

IP is the adviser to Dividend Performers ETF (IPDP") and Preferred-Plus ETF ("IPPP") of the Listed Funds Trust, an investment company registered under the Investment Company Act of 1940. We may invest portfolio assets for accounts participating in the IPM Services and certain MPM Services in the IPDP and IPPP. Additionally, IP serves as a sub-advisor for us to certain MPM accounts with Client authorization. For additional information about IPDP and IPPP, the Prospectus and Statement of Additional Information are available at www.innovativeportfolios.com/ipdp-dividend-performers-etf/ and www.innovativeportfolios.com/ippp-preferred-plus-etf/. Prospective investors should review these documents carefully before making any investment in the funds.

IP is the investment advisor to a privately offered pooled investment vehicle ("Private Fund"). The Private Fund is not registered under the Securities Act of 1933 nor the Investment Company Act of 1940. Accordingly, interests in this fund is offered exclusively to investors satisfying the applicable eligibility and suitability requirements in the private placement transaction. No offer to sell the Private Fund is made by the descriptions in this Brochure, and as noted, the fund is available only to investors that are properly qualified. IP provides discretionary investment management services to the Private Fund. The investment management services is offered directly to the Private Fund and not to investors in the Private Fund. Accordingly, such services are tailored to the Private Fund's investment objectives, strategies and guidelines set described in the Private Fund's offering documents.

SBAF is the investment adviser to a mutual fund, Auer Growth Fund ("AG"), an investment company registered under the Investment Company Act of 1940. We may invest portfolio assets for accounts participating in the IPM Services and certain MPM Services in AG. For additional information, the Fund Prospectus and Statement of Additional Information are available on-line at: www.sbauerfunds.com. Prospective investors should review these documents carefully before making any investment in the mutual fund.

If appropriate our affiliates' advisory services may be recommended to our clients. While there are no referral fee arrangements between our firm and our affiliates, there is a subadvisor fee paid by SB, for subadvisor services, to IP. Advisor has the authority to allocate management of client portfolio assets as subadvisor to SSB. There is shared ownership and profits interest between the affiliated companies. A conflict of interest is created by these arrangements in that our firm and management personnel may have a financial incentive to recommend the services of our affiliates. In efforts to mitigate such conflicts of interest, it is our firm's strict policy to act in our client's best interest. Our clients are under no obligation to use the services of our affiliates, and clients may accept or reject any of our recommendations. Clients choosing to implement IP or SSB's recommendations through one of our affiliates should refer to that Registered Investment Advisor's Firm Brochure or other disclosure documents for details regarding that firm's services and fees.

Certain investment adviser representatives of the Advisor are also investment adviser representatives of IP and SSB, and registered representatives of Foreside Fund Services, LLC("Foreside"), an unaffiliated broker-dealer. As a registered representative, he or she sells IPDP, IPPP and the Private Fund. The registered representative can be compensated by Foreside for the sale of the IPDP, IPPP and the Private Fund in the form of usual and ordinary commissions. These relationships create a potential conflict of interest in that investment advisor representative is advising IP and Advisor clients as an investment advisor representative and compensated for selling as a registered representative.

Our parent company will benefit economically from advisory fees earned by IP, SSB, SBAF, TA and the Private Fund from client assets managed by them. This benefit provides an incentive for Advisor to invest in the IPDP, IPPP, AG or the Private Fund, or allocate assets to IP, TA and SSB, based on the economic benefits our parent company will receive rather than the investment needs of the client.

Finally, for clients who receive Financial Planning Services, we may recommend that they engage our firm to provide investment management services. This creates a potential conflict of interest because the recommendation of our services may be influenced by the potential economic revenue from fees earned from client's business rather than on the investment needs of the client.

Clients should consider these potential conflicts of interest carefully when deciding whether to participate in these programs. Advisor has adopted the following steps to address these potential conflicts:

- we disclose the existence of these conflicts in this Brochure and we endeavor to act consistent with our fiduciary duty;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we request clients to provide the Suitability Information for the account that will be managed by us, and we require that we have a reasonable basis for the investment decisions we make with respect to accounts; and
- we educate our Portfolio Consultants regarding the responsibilities of a fiduciary, including the need for having a reasonable basis for the investment advice provided to clients.

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

A. Code of Ethics
Advisor has adopted a Code of Ethics expressing its commitment to ethical conduct. The Code of Ethics describes Advisor's fiduciary responsibilities to its clients, and its procedures in supervising the personal securities transactions of its supervised persons who have access to information regarding client recommendations or transactions ("access persons").

A copy of the Code of Ethics is available to clients and prospective clients. You may request the Code of Ethics by email at audreyb@sheaffbrock.com or by calling Advisor at (317) 705-5700.

Advisor owes a duty of loyalty, fairness, and good faith towards clients and an obligation to adhere not only to the specific provisions of the Code of Ethics but also to the general principles that guide the Code.

Advisor owes a duty of loyalty, fairness, and good faith towards clients and an obligation to adhere not only to the specific provisions of the Code of Ethics but also to the general principles that guide the Code.

The Code of Ethics includes policies and procedures for the review of access persons' quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by access persons. Among other things, the Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The Code also provides for oversight, enforcement, and recordkeeping provisions.

The Code of Ethics prohibits the misuse of material non-public information. While Advisor does not believe that it has any particular access to material non-public information regarding publicly traded companies that would be subject to misuse, all employees are reminded that any such information may not be used in a personal or professional capacity.

Advisor and its officers, and employees may act as investment adviser for others, may manage funds or capital for others, may make and maintain investments in its or their own names, or may serve as an officer, director, consultant, partner or stockholder of one or more investment partnerships or other businesses, subject to compliance with the Code of Ethics. In doing so, Advisor or such persons may give advice, take action, and refrain from taking action, any of which may differ from advice given, action taken or not, or the timing of any action, for any particular client.

Neither Advisor nor any Portfolio Consultant has any obligation to purchase or sell, or to recommend for purchase or sale, any security which Advisor or any principal, officer, or employee purchases or sells for his own account or for the accounts of other clients, unless such conduct is a fiduciary obligation.

B. Recommendations Involving Our Financial Interests

Advisor is required to disclose in Item 11 if it recommends that clients invest in securities in which Advisor or a related person has a material financial interest. This includes acting as an investment adviser to an investment company that Advisor recommends to clients.

As disclosed in Item 10, Advisor recommends clients invest in shares of the AG, IPDP and IPPP I funds whose investment adviser is owned, in part, by Advisor's parent corporation. Refer to the discussion in Item 10 for how we address the potential conflicts that arise from such recommendations.

C. Investments in Securities Recommended to Clients

Individuals associated with Advisor may buy or sell securities for their personal accounts identical to or different from those recommended to clients. It is the policy of Advisor that no person employed by it shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of clients. Subject to the Code of Ethics, Advisor and its employees are permitted to trade for their own accounts side-by-side and in block transactions with Advisor's clients in the same securities, and at the same time. We have adopted the procedures described in Item 11.D to address the actual and potential conflicts of interest raised by our policies.

D. Investments around Time of Client Transactions

Subject to the procedures in this section 11.D, Advisor and its employees are permitted to trade for their own accounts side-by-side with clients in the same securities at or around the same time as clients on the same trading day, and are permitted to aggregate trades for their proprietary accounts with trades for client accounts. Advisor and its employees may buy or sell securities for their personal accounts identical to the securities recommended to clients. We have adopted the procedures described below to address the potential conflicts of interest arising from our policies described in Items 11.C and 11.D:

- employees may not purchase or sell securities (other than mutual funds or other securities that are not treated as "reportable securities") immediately prior to client transactions, in order to prevent employees from benefitting from transactions placed on behalf of advisory accounts;
- no director, officer, or employee shall buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment, unless the information is also available to the investing public on reasonable inquiry;
- no director, officer, or employee shall knowingly prefer his or her own interest to that of an advisory client;
- Advisor maintains records of securities held by it and its access persons;
- Advisor emphasizes the unrestricted right of the client to decline to implement any advice Advisor has rendered;
- Advisor requires all employees to act in accordance with all applicable Federal and State laws and regulations governing registered investment advisory practices; and
- any employee not in observance of the above may be subject to discipline, including termination.

Item 12 Brokerage Practices

Recommending Brokers/Custodians
Advisor does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer. We recommend that our clients use National Financial Services LLC, and Fidelity Brokerage Services LLC ("Fidelity") or Charles Schwab & Co., Inc. ("Schwab") as qualified custodians. Fidelity and Schwab are registered broker-dealers and members of SIPC.

We are independently owned and operated and are not affiliated with Fidelity or Schwab. The qualified custodian will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Fidelity or Schwab as custodian/broker, you will decide whether to do so and will open your account by entering into an account agreement directly with the qualified custodian. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client referrals and other compensation). You should consider these conflicts of interest when selecting your custodian.

We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with Fidelity or Schwab, then you may be able to select another Advisor approved custodian. Even though your account is maintained at Fidelity or Schwab, we can still use other brokers to execute trades for your account as described below (see "Your brokerage and custody costs").

How We Select Brokers/Custodian
We seek to select a custodian/broker that will hold your assets and execute transactions. When considering whether the terms that custodian provides are, overall, most advantageous to you when compared with other available providers and their services, we consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, security, and stability
- Prior service to us and our clients
- Availability of other products and services that benefit us, as discussed below (see "Products and services available to us")

Your brokerage and trading costs
For our clients' accounts that Fidelity and Schwab maintain, they generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that it executes or that settle into your account. Certain trades (for example, many mutual funds, and U.S. exchange-listed equities and ETFs) may not incur commissions or

transaction fees. Custodians are also compensated by earning interest on the uninvested cash in your account.

In cases where we choose to execute a trade with different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your account, custodian charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, to minimize your trading costs, we have Fidelity/Schwab executes most trades for your account.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trade through the Fidelity/Schwab, we have determined that having Fidelity/Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select brokers/ custodians”). By using another broker or dealer you may pay lower transaction costs.

Products and Services Available to Us
Fidelity and Schwab’s Institutional business is serving independent investment advisory firms like ours. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Fidelity and Schwab’s retail customers. However, certain retail investors may be able to get institutional brokerage services without going through our firm. Fidelity and Schwab also make available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Support services are generally available at no charge to us. Following is a more detailed description of Fidelity and Schwab’s support services:

Services that benefit you. Institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Fidelity and Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Services described in this paragraph generally benefit you and your account.

Services that do not directly benefit you. Fidelity and Schwab also makes available to us other products and services that benefit us but do not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts and operating our firm. They include investment research. We use this research to service all or a substantial number of our clients’ accounts. In addition to investment research, Fidelity and Schwab also make available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients’ accounts
- Assist with back-office functions, record keeping, and client reporting

Services that generally benefit only us. Fidelity and Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology and business needs

- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

Fidelity and Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Fidelity and Schwab also discounts or waives its fees for some of these services or pays all or a part of a third party's fees. Fidelity and Schwab also provides us with other benefits, such as occasional business entertainment of our personnel. If you did not maintain your account with Fidelity or Schwab, we would be required to pay for these services from our own resources.

Please refer to Item 14 for additional description of additional services that Fidelity provides to Advisor in connection with its institutional advisor program.

Our Interest in Fidelity and Schwab Services
The availability of these services from Fidelity and Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Fidelity and Schwab's services. These services are not contingent upon us committing any specific amount of business to Fidelity or Schwab in trading commissions or assets in custody. The fact that we receive these benefits from Fidelity and Schwab is an incentive for us to recommend the use of Fidelity and Schwab rather than making such decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. This creates an additional conflict of interest. We believe, however, that taken in the aggregate, our recommendation of Fidelity and Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Fidelity and Schwab's services (see "How we select brokers/custodians") and not services that benefit only us.

Lower Costs Available for Similar Services
We offer no assurance that the commissions or investment expenses clients will incur by using Fidelity and Schwab as their custodian and broker will be as low as the commissions or investment expenses charged by other firms for similar services. It is likely that lower costs may be available for similar services from other advisers, brokers or custodians, and by paying lower costs, clients could significantly improve their long-term performance.

SOFT DOLLAR
Advisor does not participate in soft dollar arrangements.

DIRECTED BROKERAGE ARRANGEMENTS
Advisor may, in its sole discretion, agree to accept client direction to use a broker-dealer other than Fidelity or Schwab to purchase the recommended investments. In such cases, Advisor will direct the client's transactions through the designated broker-dealer. The client's custodian may charge additional fees to execute and settle these transactions at another broker or custodian.

When a client directs the use of a particular broker-dealer, orders for these accounts will not be placed until after orders are placed for accounts that have not directed the use of a particular broker. Also, Advisor will not have discretion to place trade orders with other brokers. Consequently, as a result of directing brokerage, the client will not receive the benefit of reduced transaction costs or better prices that may result if Advisor had discretion to negotiate the terms of the orders, such as commissions, volume discounts, or seek price improvement from other broker-dealers. The client may incur higher transaction costs, delays in execution, and less favorable prices than the transactions effected for accounts that do not direct brokerage.

This practice may cost the client more money than if Advisor had discretion to select the broker-dealer. A disparity may arise such that clients who direct brokerage may pay higher overall transaction costs and receive less favorable prices than clients who do not direct brokerage.

ORDER AGGREGATION

When Advisor intends to buy or sell the same security in two or more accounts it may, but is not obligated to, aggregate those transactions in one or more block trades. Advisor has discretion to wait to place orders if it is aware of potential additional trades for the same security that may be pending or it may decide to execute trades immediately. Decisions around the timing and aggregation of trades are made with the goal to seek best execution and to effectively manage it's order flow across numerous types of strategies and accounts. Accounts of our supervised persons (employees) may participate in block orders on the same basis as clients.

Whenever practicable, Advisor will allocate trades on a pro-rata basis. Pro-rata allocation means that shares are allocated to each account based on its size relative to the size of all other accounts included in the order until the order is complete. Reasons for not aggregating orders include: aggregation is not appropriate because of market conditions affecting the security to be purchased or sold; orders are placed for the same security according to different parameters (e.g., different prices), so that aggregation of orders may not be feasible or desirable; differences in an account's investment needs, cash positions, or investment objectives, policies or restrictions; the custodian for an account imposes additional costs, expenses or operational difficulties, in connection with executing orders through broker-dealers other than an affiliate of the custodian; a client has designated a particular broker to be used, in which case the order may be separately executed; or market rules do not allow aggregation.

Typically, partial fills will be allocated among accounts in proportion to the total orders participating in the block, unless we determine that another method of allocation is equitable (such as an alphabetical rotation, rotation based on the clients of a particular Portfolio Consultant, or other method). Exceptions may be granted or allowed which include, but are not limited to, varying cash availability, round lots, size of account, divergent investment objectives, existing concentrations, tax considerations, performance relative to a benchmark, performance relative to other accounts in the same portfolio, or a desire to avoid "odd lots" (an amount of a security that is less than the normal unit of trading for that security).

Advisor generally completes orders for its discretionary accounts, including discretionary accounts with directed brokerage and Model Portfolio Management Service, prior to providing model updates to non-discretionary model programs. Non-discretionary model programs consist of Model Marketplace Services, where the program sponsors retain trading authority and investment discretion. When providing model updates to non-discretionary model programs, we generally provide the model updates to the sponsors of these programs at or about the same time, generally after discretionary trading is completed; however, this timing may vary depending on program-specific requirements or limitations, operational limitations relating to the program or its service providers, or other considerations.

For discretionary accounts, Advisor can employ an alternate trade rotation process where one group of clients has a transaction effected before or after another group of our clients. Additionally, Advisor can employ an alternate trade rotation process where the Advisor has a transaction effected before or after an affiliated advisor. Our alternate rotation practice could at times result in a trade being affected for your account within the rotation. In this event, your trade orders will bear the market price impact, if any, of those trades executed earlier or later in the rotation, and, as a result, you could receive a less favorable net price for the trade. However, our alternate trade rotation procedures are generally designed to treat clients equitably and fairly over time. Depending on the security being traded, market liquidity, and trading discretion on the platform, the trades could go simultaneously or in a rotation, or at the end of the rotation.

TRADE ERRORS
It is Advisor's policy for clients to be made whole following a trade error. If a trade error results in a loss, Advisor will make the client whole and absorb the loss. If a trade error results in a gain, the custodian will donate the money to charity. The Custodian may have a policy where an adviser is not required to reimburse trade errors resulting in a loss below a de minimis amount (e.g., $100). In such circumstances, the Custodian will absorb the loss and there is no financial impact to the client. Likewise, if a trade error results in a gain less than a de minimis amount (e.g., $100), the Custodian will keep the gain or donate it to charity. In all other circumstances, trade errors will be corrected as described above.

Item 13 Review of Accounts

ACCOUNT REVIEWS
For accounts participating in the IPM Services, the Portfolio Consultant continuously monitors the securities in the accounts he or she manages, and performs quarterly reviews of account holdings for consistency with the Suitability Information and guidelines established with the client. More frequent reviews may be triggered by changes in the Suitability Information, as well as by economic, macroeconomic, political, or market activity or events.

For accounts participating in the MPM Services, the Portfolio Consultant continuously monitors the securities in the accounts he or she manages for and performs quarterly reviews of account holdings for consistency with the Suitability Information and guidelines established with the client. The Advisor's Investment Committee typically performs weekly reviews of Model Portfolio holdings for consistency with the target allocations, investment objective, and other characteristics of the Model Portfolio. More frequent reviews may be triggered by changes in the Suitability Information, as well as by economic, macroeconomic, political, or market activity or events.

Generally, Consulting Services do not include reviews, unless specifically included in the client's Advisory Agreement.

CLIENT REPORTS
Clients participating in the IPM Services or MPM Services will receive monthly or quarterly account statements and confirmations from their Custodian, and appropriate periodic account reports from Advisor. Financial Planning clients will receive a written financial plan, as provided in their Advisory Agreement; provided, Advisor will not provide updates of such plan, unless specifically agreed in the Advisory Agreement.

Item 14 Client Referrals and Other Compensation

REFERRAL ARRANGEMENTS WITH THIRD PARTIES
The Advisor may seek to enter into agreements with unaffiliated individuals and organizations for the referral of clients to us. All such agreements will be in writing and comply with the applicable state and federal regulations. The promoter must maintain or will obtain any SEC and/or state registrations that may be appropriate or required in connection with the referral services provided or has been advised by counsel that it is exempt or excluded from registration.

If a client is introduced to the Advisor by a promoter, the Advisor will pay that promoter a fee in accordance with the applicable federal and state securities law requirements. While the specific terms of each agreement may differ, generally, the compensation will be based upon the Advisor's engagement of new clients and the retention of those clients and would be calculated using a varying percentage of the fees paid to the Advisor by such clients until the account is closed by written authorization from the client. Any such fee shall be paid solely from the Advisor's fees and shall not result in any additional charge to the client.

Prospective client who is referred to the Advisor by a promoter who is not affiliated with the Advisor will receive a written disclosure document disclosing the compensation that will be paid by us to the third party, and a description of any material conflicts of interest on the part of the promoter in light of the Advisor's relationship with the promoter.

Economic Benefits
Advisor receives an economic benefit from Fidelity and Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Fidelity and Schwab. We benefit from the products and services provided because the cost of these services would otherwise be borne directly by us, and this creates a conflict. You should consider these conflicts of interest when selecting a custodian. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12).

Transition Assistance
Advisor will receive transition assistance from Fidelity up to a certain dollar amount to be used toward qualifying marketing, technology, consulting and/or research expenses incurred by Advisor related to the transfer of client assets to Fidelity. This financial support is available to Advisor during the first 12 months from the start of Advisor's clients' assets custodied at Fidelity. Furthermore, Fidelity has agreed to reimburse account termination fees charged to Advisor clients by the former custodian of the clients' accounts up to a certain dollar amount. This reimbursement will be available during the first 12 months from the start of the Advisor's relationship with Fidelity. The receipt of transition assistance creates a conflict of interest because it creates a financial incentive for the Advisor to recommend Fidelity as the custodian for their accounts. Advisor's receipt of transition assistance does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for our clients.

OTHER COMPENSATION – Investment Advisor Representatives
Certain investment adviser representatives of the Advisor are also investment adviser representatives of IP, SSB, and registered representatives of Foreside, an unaffiliated broker-dealer. As a registered representative, he or she sells the IPDP, IPPP and the Private Fund. The registered representative can be compensated by Foreside for the sale in the form of usual and ordinary commissions. These relationships create a potential conflict of interest in that investment advisor representative is advising IP, SB and SSB clients as an investment advisor representative and can be compensated for selling as a registered representative.

Item 15 Custody

Advisor is deemed to have custody of client assets as result of Advisor's ability to deduct fees from the client's custodial account, as authorized by the client's Advisory Agreement. Assets will be held in the name of the client by the Custodian. However, the Advisor is not required to comply with all the elements of the SEC Custody Rule so long the Custodian sends account statements to the client at least quarterly. The Advisor urges its clients to compare the custodial statements for completeness and accuracy. If the client did not receive a custodian statement, please contact the Advisor at 317-705-5700.

Advisor also has custody by its authority under certain standing letters of authorization with clients which allow the Advisor to move money on client’s behalf. The standing letters of authorization meet the requirements of the SEC's Feb 21, 2017 No Action Letter on Custody. Therefore, the assets are not subject to an annual surprise examination.

Item 16 Investment Discretion

The client accounts are managed on a discretionary basis. The client executes the Advisory Agreement wherein the client grants Advisor full authority and discretion to manage the assets according to the terms of the Advisory Agreement, guided by the Suitability Information, other documents, and information provided to Advisor regarding the account or assets, and any restrictions which client wishes to impose, from time to time.

Item 17 Voting Client Securities

Advisor requires all clients to retain responsibility for voting account securities. Advisor will not vote proxies, exercise rights, make elections, or take other such actions with respect to securities held for accounts. Clients are responsible for instructing each custodian of the assets, to forward to the client all proxy solicitations or similar matters relating to the client's investment accounts. Clients may obtain proxy materials by written request to the account’s custodian. Advisor does not provide advice about the issues raised by proxy solicitations or other requests for corporate actions.

Periodically a class action suit is filed on behalf of shareholders against a company our client may have or had a position in. Advisor employs Chicago Clearing, to recover any damages for our clients to ensure the client receives compensation, and to make the recovery of such damages easier to obtain. Chicago Clearing charges a percentage of funds recovered as a fee. Because each recovery is often small, the fee is generally a small dollar amount.

Item 18 Financial Information

Prepayment of Fees Six Months or More in Advance
Advisers who solicit or accept fees of more than $1,200 per client, six months or more in advance are required to provide their clients an audited balance sheet. Because we do not accept pre-paid fees exceeding $1,200 per client, six months or more in advance, we have not provided a balance sheet.

There is no financial condition that is reasonably likely to impair our ability to meet contractual commitments to our client.

Bankruptcy within Past Ten Years
Advisers who have been the subject of a bankruptcy petition during the past ten years must disclose certain information about the matter.

We have never been the subject of a bankruptcy petition.