

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

SEC FILE NUMBER
<b>8-68069</b>

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/2016 AND ENDING 12/31/2016  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: **Moody Securities, LLC**

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

**6363 Woodway, Suite 110**

(No. and Street)

**Houston**

**Texas**

**77057**

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Robert Engel

(713) 977-7500

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

**Frazier & Deeter, LLC**

(Name - if individual, state last, first, middle name)

**1230 Peachtree Street, Suite 1500 Atlanta**

**Georgia**

**30309**

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:



Certified Public Accountant



Public Accountant



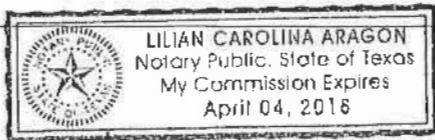
Accountant not resident in United States or any of its possessions.

**FOR OFFICIAL USE ONLY**

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

## OATH OR AFFIRMATION

I, Robert Engel, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Moody Securities, LLC, as of December 31, 2016, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



10 #128211941

Lilian Carolina Aragon  
Notary Public

Robert W Engel  
Signature  
Chief Financial Officer  
Title

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☒ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**

**MOODY SECURITIES, LLC**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTARY INFORMATION  
REQUIRED BY SEC RULE 17a-5**

**DECEMBER 31, 2016**

# MOODY SECURITIES, LLC

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*December 31, 2016*

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1230 Peachtree Street, N.E.  
Suite 1500  
Atlanta, Georgia 30309  
404.253.7500  
[www.frazieranddeeter.com](http://www.frazieranddeeter.com)

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Manager and Member  
Moody Securities, LLC

We have audited the accompanying statement of financial position of Moody Securities, LLC, as of December 31, 2016, and the related statements of operations, changes in member's equity, and cash flows for the year then ended. These financial statements are the responsibility of Moody Securities, LLC's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Moody Securities, LLC as of December 31, 2016, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The information included in the supplemental schedules has been subjected to audit procedures performed in conjunction with the audit of Moody Securities, LLC's financial statements. The supplemental information is the responsibility of Moody Securities, LLC's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with Rule 17a-5 of the Securities Exchange Act of 1934. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Atlanta, Georgia  
March 14, 2017

*Frazier + Deeter, LLC*

# MOODY SECURITIES, LLC

## *Statement of Financial Condition*

*December 31, 2016*

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### Assets

Cash	\$ 426,033
Prepaid expenses	163,775
Due from related parties	<u>15,400</u>
Total Assets	<u>\$ 605,208</u>

### Liabilities and Member's Equity

Accounts payable	\$ 58,717
Accrued liabilities	95,042
Due to related parties	<u>19,500</u>
Total liabilities	<u>173,259</u>
Commitments and contingencies	
Member's equity	<u>431,949</u>
Total member's equity	<u>431,949</u>
Total Liabilities and Member's Equity	<u>\$ 605,208</u>

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See accompanying notes to financial statements.

# MOODY SECURITIES, LLC

## *Statement of Operations*

*For the Year Ended December 31, 2016*

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Revenues	\$ 6,561,329
Operating expenses:	
Commissions	5,458,070
General and administrative	1,519,027
Management fees	120,000
Registration and filing fees	42,247
Legal and professional fees	247,133
Payroll and related taxes	1,361,038
Total operating expenses	8,747,515
Net loss	\$ (2,186,186)

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See accompanying notes to financial statements.

# MOODY SECURITIES, LLC

## *Statement of Changes in Member's Equity*

*For the Year Ended December 31, 2016*

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	Total Member's Equity
	<hr/>
Balance at January 1, 2016	\$ 322,635
Member cash contributions	2,295,500
Net loss	<hr/> (2,186,186)
Balance at December 31, 2016	<hr/> \$ 431,949 <hr/>

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See accompanying notes to financial statements.



# MOODY SECURITIES, LLC

## *Statement of Cash Flows*

*For the Year Ended December 31, 2016*

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**Cash flows from operating activities:**

Net loss	\$ (2,186,186)
Adjustments to reconcile net loss to net cash used in operating activities:	
Changes in operating assets and liabilities:	
Prepaid expenses	(98,381)
Accounts payable	23,184
Accrued liabilities	110,142
Due to related parties	<u>(13,069)</u>
Net cash used in operating activities	<u>(2,164,310)</u>

**Cash flows from financing activities:**

Member cash contributions	<u>2,295,500</u>
Net cash provided by financing activities	<u>2,295,500</u>

Net increase in cash	131,190
Cash - beginning of year	<u>294,843</u>
Cash - end of year	<u>\$ 426,033</u>

**Non-cash operating transactions:**

Accrued prepaid insurance premiums	<u>\$ 55,560</u>
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See accompanying notes to financial statements.

# MOODY SECURITIES, LLC

## *Notes to Financial Statements*

*December 31, 2016*

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### Note 1 - General information and summary of significant accounting policies:

#### Description of business

Moody Securities, LLC (the "Company") was formed on September 21, 2007, as a Delaware Limited Liability Company for the purpose of providing financial services primarily to entities related to its sole member. The Company is a broker-dealer of securities under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority ("FINRA").

To date, the Company has received its funding from contributions from its sole member and its continued existence, in the absence of adequate cash flows from operations or other sources, will be dependent on receiving continued support from its member.

The Company is the dealer manager of Moody National REIT I, Inc.'s and Moody National REIT II, Inc.'s ("REIT I & II") public offerings. The Company receives a selling commission of up to 6.5% of gross offering proceeds raised in REIT I & II's public offerings, all or a portion of which could be re-allowed to participating broker-dealers. In addition, REIT I & II pay the Company a dealer manager fee of up to 3.5% of gross offering proceeds raised in REIT I & II's public offerings, a portion of which could be re-allowed to participating broker-dealers. No selling commissions or dealer manager fee are paid for sales pursuant to REIT I & II's dividend reinvestment plans.

The Company is also the dealer manager of Moody National Academy DST's ("Academy DST") offering of beneficial ownership interests. The Company receives a selling commission of up to 6.0% of gross offering proceeds raised in Academy DST's offering, all or a portion of which could be re-allowed to participating broker-dealers. In addition, Academy DST pays the Company a non-accountable marketing and due diligence allowance equal to 1% of gross offering proceeds raised in Academy DST's offering, a portion of which could be re-allowed to participating broker-dealers. The Company also receives a placement fee equal to 0.5% of gross offering proceeds raised in Academy DST's offering, and may sell beneficial ownership interests in Academy DST as a selling group member, thereby becoming entitled to selling commissions. The total aggregate amount of selling commissions, allowances, and expense reimbursements will not exceed 7.5% of gross offering proceeds raised in Academy DST's offering.

#### Basis of presentation

The Company has adopted the Financial Accounting Standards Board (FASB) Codification (Codification). The Codification is the single official source of authoritative accounting principles generally accepted in the United States of America (U.S. GAAP) recognized by the FASB to be applied by nongovernmental entities. All of the Codification's content carries the same level of authority.

# MOODY SECURITIES, LLC

## *Notes to Financial Statements - Continued*

*December 31, 2016*

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### Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Cash

The Company considers all short-term highly liquid investments which are readily convertible into cash and have maturities as of the date of purchase of three months or less to be cash equivalents.

### Income taxes

The Company was formed as a limited liability company and is treated as a partnership for federal income tax purposes. The earnings and losses of the Company are included in the member's income tax return. Consequently, the Company's income or loss is presented without a provision for federal and state income taxes. The Company's income or loss is allocated to the member in accordance with the organizational agreement.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authority, based on the technical merits of the position. The Company does not file composite state income tax returns. All federal and state income tax positions taken or anticipated to be taken in the income tax returns are attributable to the member and not to the Company.

As of December 31, 2016, there are no known items which would result in a material accrual related to where the Company has federal or state attributable tax positions.

### Revenue recognition policy

The Company earns revenue through various investment banking activities primarily as an advisor in services related to debt and equity securities offerings. Commissions and management fee revenues are generally earned and recognized only upon successful completion of the transaction. A securities transaction is deemed complete when the investor's funds are received by the issuer and all other terms of the subscription agreement have been met.

# MOODY SECURITIES, LLC

## *Notes to Financial Statements - Continued*

***December 31, 2016***

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### Note 1 General information and summary of significant accounting policies - continued:

#### Financial instruments and credit risk

The financial instrument which potentially subjects the Company to credit risk is cash. The Company maintains its cash with a major domestic bank. From time to time, cash may exceed federally insured limits. The Company has not incurred losses related to these deposits.

#### Fair value of financial instruments

The Company's financial instruments consist of cash. The carrying amount of cash approximates fair value because of the short-term nature of this item.

### Note 2 - Related party transactions:

Effective January 1, 2016, the Company entered into a management agreement with a Company affiliated with its sole member through common ownership structured in accordance with the broker-dealer expense reporting provisions established by the U.S. Securities and Exchange Commission ("SEC"). On July 1, 2016, the Company entered into a new management agreement with a Company affiliated with its sole member on the same terms and conditions as the January 1, 2016 agreement. The agreement automatically renews on an annual basis and includes furnishing of office space, supplies and equipment and facilitating the Company's payroll, insurance and employee benefits function. The Company paid \$120,000 in management fees to this affiliate during the year ended December 31, 2016.

Effective January 1, 2016, the Company entered into a sublease agreement with an affiliate to lease office space in Houston, Texas for \$1,000 per month. Total rent expense related to this agreement for the year ended December 31, 2016 was \$12,000. Future minimum rent due for the remaining term of the sublease agreement is \$12,000 for each of the years ending December 31, 2017 and 2018.

The Company received all of its revenue of \$6,561,329 for the year ended December 31, 2016 from REIT II and Academy DST. The Company did not receive any revenue from REIT I for the year ended December 31, 2016.

At December 31, 2016, the Company had a receivable from a related party in the amount of \$15,400 for a payroll account deposit. As of December 31, 2016 the Company had payables to related parties for training facility expenses in the amount of \$19,500.

# MOODY SECURITIES, LLC

## *Notes to Financial Statements - Continued*

***December 31, 2016***

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### Note 3 - Consulting agreement:

During January 2009, the Company entered into a consulting services agreement with MGL Consulting Corporation ("MGL") to provide bookkeeping services and FINRA compliance services. The agreement automatically renews on an annual basis until terminated by either party. The agreement includes a fixed monthly professional fee of \$8,070 per month, plus additional professional fees regarding financial bookkeeping and regulatory compliance, which are billed based on MGL's fixed fee contract. Consulting fees paid to MGL were approximately \$134,000 for the year ended December 31, 2016.

### Note 4 - Net capital requirements:

In accordance with Rule 15c3-1 of the SEC, the Company's aggregate indebtedness, as defined, shall not exceed 15 times its net capital. The Company must also maintain minimum net capital. As of December 31, 2016, the Company's net capital, as defined, of \$252,774 exceeded the required minimum of \$11,551 by \$241,223 and its ratio of aggregate indebtedness to net capital was .6854 to 1.0.

### Note 5 - Insurance note payable:

The Company finances its annual broker-dealer professional liability insurance premiums. The Company records a corresponding prepaid asset upon financing. During 2016, the Company accrued insurance premiums of \$55,560 and made premium payments of \$55,560.

### Note 6 - Subordinated liabilities:

There were no liabilities subordinated to claims of general creditors at any time during the year. Therefore, the statement of changes in liabilities subordinated to claims of general creditors has not been presented for the year ended December 31, 2016.

# MOODY SECURITIES, LLC

## *Notes to Financial Statements - Continued*

*December 31, 2016*

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### Note 7 - Subsequent events:

In connection with the pending mergers of REIT I & II, on February 2, 2017, the Company entered into a stockholder servicing coordination agreement with REIT II. Pursuant to the stockholder servicing coordination agreement, REIT II will pay to the Company certain stockholder servicing fees of up to \$2.125 per share of REIT II's common stock issued as stock consideration. All stockholder servicing fees will be re-allowed to broker-dealers that provide ongoing financial advisory services to REIT I stockholders following the mergers and that enter into participating broker-dealer agreements with the Company.

## SUPPLEMENTAL INFORMATION

**MOODY SECURITIES, LLC****Schedule I: Net Capital Computation Under Rule 15c3-1 of the Securities and Exchange Commission****For the Year Ended December 31, 2016**

Net capital requirement, the greater of:		
1/15 of Aggregate Indebtedness	\$ 11,551	\$ 11,551
Minimum Dollar Requirement	5,000	
Net capital		<u>252,774</u>
<b>Excess Net Capital:</b>		<u>\$ 241,223</u>
Aggregate indebtedness		<u>\$ 173,259</u>
Excess net capital @ 100%		<u>\$ 235,448</u>
(Net capital, less 10% aggregate indebtedness)		
Ratio of aggregate indebtedness to net capital		<u>68.54%</u>
Ratio of subordinated indebtedness to debt/equity total		<u>N/A</u>
Total assets		\$ 605,208
Less - total liabilities		<u>173,259</u>
Net worth		431,949
Deductions from and/or charges to net worth:		
Total non-allowable assets	179,175	
Other deductions or charges		
Total deductions from net worth		<u>179,175</u>
Net capital before haircuts on securities positions:		252,774
Haircuts on securities	-	
Certificates of deposit and commercial paper	-	
U.S. and Canadian government obligations	-	
State and municipal government obligations	-	
Corporate obligations	-	
Stock and warrants	-	
Options	-	
Arbitrage	-	
Other securities	-	
Undue concentration	-	
Net capital		<u>\$ 252,774</u>
Reconciliation with the Company's Computation (included in Part II of Form X-17-A-5) as of December 31, 2016:		
Net capital, as reported in the Company's Part II (unaudited):		
Focus Report		\$ 252,774
Audit adjustments:		<u>-</u>
Net capital, per above		<u>\$ 252,774</u>

See independent auditor's report



# MOODY SECURITIES, LLC

## *Schedule II: Exemption From SEC Rule 15c3-3*

*For the Year Ended December 31, 2016*

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Note: The Company operates pursuant to the (k)(2)(i) exemption provisions of SEC Rule 15c3-3.

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See independent auditor's report

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Management  
of Moody Securities, LLC

We have reviewed management's statements, included in the accompanying Moody Securities, LLC's Exemption Report, in which (1) Moody Securities, LLC identified the following provisions of 17 C.F.R. §15c3-3(k) under which Moody Securities, LLC claimed an exemption from 17 C.F.R. §240.15c3-3:(2)(ii) (the "exemption provisions") and (2) Moody Securities, LLC stated that Moody Securities, LLC met the identified exemption provisions throughout the most recent fiscal year without exception. Moody Securities, LLC's management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about Moody Securities, LLC's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraph (k)(2)(ii) of Rule 15c3-3 under the Securities Exchange Act of 1934.

Atlanta, Georgia  
March 14, 2017

*Frazier + Deeter, LLC*

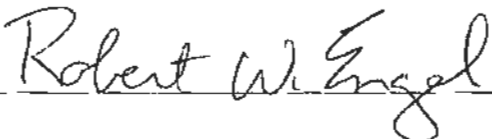
### **Moody Securities, LLC's Exemption Report**

Moody Securities, LLC (the "Company") is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R. §240.17a-5, "Reports to be made by certain brokers and dealers"). This Exemption Report was prepared as required by 17 C.F.R. § 240.17a-5(d)(1) and (4). To the best of its knowledge and belief, the Company states the following:

1. Moody Securities, LLC claimed an exemption 17 C.F.R. § 240.15c3-3 under the following provisions of 17 C.F.R. § 240.15c3-3 (k)(2)(i) for the fiscal year ended December 31, 2016.
2. Moody Securities, LLC met the identified exemption provisions in 17 C.F.R. § 240.15c3-3(k)(2)(i) throughout the most recent fiscal year of January 1, 2016 to December 31, 2016, without exception.

Moody Securities, LLC

I, Robert Engel, affirm that, to my best knowledge and belief, this Exemption Report is true and correct.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Title

March 9, 2017

## INDEPENDENT ACCOUNTANTS' REPORT

To Management of  
Moody Securities, LLC  
Houston, TX

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [General Assessment Reconciliation (Form SIPC-7)] to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2016 which were agreed to by Moody Securities, LLC and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC solely to assist you and the other specified parties in evaluating Moody Securities, LLC's compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). Moody Securities, LLC's management is responsible for Moody Securities, LLC's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures we performed and our findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7 to a copy of check number 1527 dated February 9, 2017 in the amount of \$1,994 and check number 1253 dated August 5, 2016 in the amount of \$743, noting no differences.
2. Compared the total revenues of \$6,552,579 reported in the SIPC-7 to the amounts reported on the Form X-17A-5 for the year ended December 31, 2016, noting no differences. Compared the total commodity revenues of \$0 reported in the SIPC-7 to the amounts reported on the Form X-17A-5 for the year ended December 31, 2016, noting no differences. Compared commissions from brokerage and clearance to other SIPC members totaling \$5,457,819 reported in the SIPC-7 to the amounts reported on the Form X-17A-5, noting no differences.

3. Compared the total revenues of \$6,552,579 reported in the SIPC-7 to the amounts reported in the Moody Securities, LLC trial balance, which was agreed to the audited financial statements for the year ended December 31, 2016, which reported revenues of \$6,561,329 for the year ended December 31, 2015, noting a difference of \$8,750. Compared the total commodity revenues of \$0 reported in the SIPC-7 to the amounts reported in the Moody Securities, LLC trial balance, which was agreed to the audited financial statements for the year ended December 31, 2016, noting a difference of \$0. Compared commissions of \$5,457,819 reported in the SIPC-7 to the amounts reported in the Moody Securities, LLC trial balance, which was agreed to the audited financial statements for the year ended December 31, 2016, noting a difference of \$251.
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7, noting no differences.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

March 14, 2017

*Frazier + Deuter, LLC*