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**Form ADV**

**Part II - Page 1**

**Uniform Application for Investment Adviser Registration**

Name of Investment Adviser: <b>ePlan Advisors, LLC</b>					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
4949 S. Syracuse St., Suite 550		Denver, CO		80237	(303) 567-8900

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any government authority.**

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(Schedules A, B, C, D, and E are included in Part I of this form, for use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form  
are not required to respond unless the form displays a current valid OMB control number.**

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
ePlan Advisors, LLCSEC Filing Number:  
801- 63123Date:  
03/18/09**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate  
% of total advisory billings from that service.  
(See instruction below.)**Applicant:**

- ☐ (1) Provides investment supervisory services ..... %
- ☐ (2) Manages investment advisory accounts not involving investment supervisory services ..... %
- ☐ (3) Furnishes investment advice through consultations not included in either service described above ..... %
- ☐ (4) Issues periodicals about securities by subscription ..... %
- ☐ (5) Issues special reports about securities not included in any service described above ..... %
- ☐ (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... %
- ☐ (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities ..... %
- ☐ (8) Provides a timing service ..... %
- ☒ (9) Furnishes advice about securities in any manner not described above ..... **100** %

(Percentage should be based on applicant's last fiscal year. If applicant has not completed its fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes No  
☐ ☒

C. Applicant offers investment advisory services for: (check all that apply)

- ☒ (1) A percentage of assets under management ☐ (4) Subscription fees
- ☐ (2) Hourly charges ☐ (5) Commissions
- ☐ (3) Fixed fees (not including subscription fees) ☐ (6) Other

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the advisor on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

**2. Types of clients** – Applicant generally provides investment advice to: (check those that apply)

- ☐ A. Individuals ☐ E. Trusts, estates, or charitable organizations
- ☒ B. Banks or thrift institutions ☒ F. Corporations or business entities other than those listed above
- ☐ C. Investment companies ☐ G. Other (describe on Schedule F)
- ☒ D. Pension and profit sharing plans

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)**

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:  
ePlan Advisors, LLC

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801- 63123

Date:  
03/18/09

**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |   |   |
|---|---|
| <input type="checkbox"/> A. Equity securities                                       | <input type="checkbox"/> H. United States government securities   |
| <input type="checkbox"/> (1) exchange-listed securities                             | <input type="checkbox"/> I. Options contracts on:                 |
| <input type="checkbox"/> (2) securities traded over-the-counter                     | <input type="checkbox"/> (1) securities                           |
| <input type="checkbox"/> (3) foreign issuers  | <input type="checkbox"/> (2) commodities                          |
| <input type="checkbox"/> B. Warrants  | <input type="checkbox"/> J. Futures contracts on:                 |
| <input type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles                            |
| <input type="checkbox"/> D. Commercial paper  | <input type="checkbox"/> (2) intangibles                          |
| <input type="checkbox"/> E. Certificates of deposit                                 | <input type="checkbox"/> K. Interest of partnerships invested in: |
| <input type="checkbox"/> F. Municipal securities                                    | <input type="checkbox"/> (1) real estate                          |
| <input type="checkbox"/> F. Investment company securities:                          | <input type="checkbox"/> (2) oil and gas interests                |
| <input type="checkbox"/> (1) variable life insurance                                | <input type="checkbox"/> (3) other (explain on Schedule F)        |
| <input type="checkbox"/> (2) variable annuities                                     | <input type="checkbox"/> L. Other (explain on Schedule F)         |
| <input checked="" type="checkbox"/> (3) mutual fund shares                          |   |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

**A.** Applicant's security analysis methods include: (check those that apply)

- |   |  |
|---|--|
| (1) <input type="checkbox"/> Charting               | (4) <input type="checkbox"/> Cyclical                      |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical   |  |

**B.** The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input type="checkbox"/> Inspections of corporate activities              | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases   |
| (4) <input type="checkbox"/> Corporate rating services                        | (8) <input type="checkbox"/> Other (explain on Schedule F)  |

**C.** The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions  |
| (2) <input type="checkbox"/> Short term purchases<br>(securities sold within a year)             | (6) <input type="checkbox"/> Options writing, including covered options, uncovered options, or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)                            | (7) <input type="checkbox"/> Other (explain on Schedule F)  |
| (4) <input type="checkbox"/> Short sales   |   |

**Schedule F of  
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Applicant:  
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**5. Education and Business Standards.**

Are there any general standards or education or business experience that applicant requires of those involved in determining or giving investment advice to clients? ..... ☒ Yes ☐ No  
(if yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser  | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input checked="" type="checkbox"/> (10) pension consultant                        |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

D. Is applicant or a related person a general partner in any partnership in which client are solicited to invest? ..... ☐ Yes ☒ No

(If yes, describe on Schedule F the partnerships and what they invest in.)

**Schedule F of  
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**Continuation Sheet for Form ADV Part II**

Applicant:  
ePlan Advisors, LLC

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Date:  
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**9. Participation or Interest in Client Transactions.**

Applicant or related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells its own securities to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☐ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? ..... Yes ☒ No ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

**Reviews:** ePlan Advisors, LLC (“ePlan Advisors”) reviews all investment alternatives made available within the Program(s) with regard to the investment characteristics described below:

- Quarterly investment analysis, including style, risk factors and trailing performance;
- Quarterly investment performance comparisons, versus indices and categorical peers;
- Annual reviews of fundamental investment assumptions (i.e. style drift, management changes, prospectus filings, etc.);

Triggering Factors: Reviews are conducted at the end of each calendar quarter.

**Reviewers:**

All reviews are conducted electronically by ePlan Advisors personnel who satisfy specific requirements, including minimum educational, business experience and licensing standards. [Note: Specific criteria are set forth on Schedule F, in response to Item 5.] All reviews are certified by an Investment Advisor Representative of ePlan Advisors, including but not limited to its Manager.

All client accounts are reviewed according to the investment characteristics described above. The reviews are completed simultaneously and not assigned to any one person for individual review.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

The following information information is provided to the client through the Program website:

1. Daily investment alternative prices and account balances within their respective Plan account
2. Quarterly and Year-End consolidated account statements that detail transaction history, account balances, and account fees (as provided by ePlan Services, Inc.)
3. Quarterly consolidated investment analysis reporting containing historical trailing return numbers, categorical performance ranking, management tenure and expense ratios (utilizing data provided by Morningstar<sup>TM</sup>).

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
ePlan Advisors, LLCSEC Filing Number:  
801- 63123Date:  
03/18/09**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- |  | Yes                                 | No                                  |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? .....               | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (4) commission rates paid? .....                         | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? ..... ☐ Yes ☒ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does applicant or a related person have any arrangements, oral or in writing, where it:

- |  |   |  |
|--|---|--|
| A. is paid cash by or receives economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ..... | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....   | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/>            |

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

	Yes	No
Has applicant provided a Schedule G balance sheet? .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
ePlan Advisors, LLCSEC Filing Number:  
801- 63123Date:  
03/18/09

(Do not use this Schedule as a continuation for Form ADV Part I or any other schedules.)

Full Name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
ePlan Advisors, LLCIRS Empl. Ident. No.:  
84-1543749Item of Form  
(identify)

Answer

**Part II:****Item 1A(9)**

ePlan Advisors (the "Adviser") provides investment advisory services by utilizing a proprietary recordkeeping and administrative Internet system (the "System") that is jointly developed and maintained by the Adviser and ePlan Services, Inc. (the "Recordkeeper"). The Employer and the Participants utilize the Program website, a feature of the System, for investment purposes. The Adviser requires the Employer maintains access to the System for delivery of the advisory services. The Adviser provides the advisory services only in a bundled service arrangement with the Recordkeeper and engaged by the Employer. Adviser does not act as an investment manager to the Program Provider, Plan, Plan Sponsor, Trustee or Plan Participants or otherwise as an ERISA fiduciary with respect to the Plan.

The Adviser periodically performs an analysis of all investment alternatives made available in the Program and provides the results of the analysis to the Program Provider. The Program Provider may use this investment alternative analysis to determine the investment alternatives for the Program. The Adviser, upon request, may assist the Program Provider regarding the investment alternatives made available in the Program. The Program Provider has sole discretion to determine the investment alternatives for the Program.

The Adviser provides multiple types of financial information for the Employer's use in effective management of the investment related duties to the Plan and for Participants to make informed decisions regarding investments alternatives available within the Plan ("Investment Options"). The Adviser provides to the Employer the applicable results of the investment alternative analysis. Additional third-party resources the Adviser furnishes to the Employer and Participant includes but is not limited to general investment information (such as theories of asset allocation, investment risk and investment diversification), summary information regarding each of the Investment Options, historical total return performance of the Investment Options and information regarding the SEC filings, prospectuses and supplemental filings of the Investment Options. The Adviser offers this information through on line information providers such as MasteryPoint™ Financial Technologies' OnCourse Financial Planning Software, Morningstar.com™ and Newkirk Fund Central. Information regarding all Investment Options is periodically updated by the information provider and is available at any time through the Program website. The Employer may use this financial information as a reference during the Employer's initial selection and periodic review of the Investment Options as required by ERISA. The Employer has sole discretion to determine the Investment Options. The Employer has sole responsibility for understanding all financial aspects of the Investment Options including applicable redemption fees and expense ratios and the Employer understands that such information is available in each Investment Option prospectus.

The Adviser has arranged for the execution, clearing and settlement of Employer and Participant transactions through an authorized financial institution (the "custodian") that is subject to examination and supervision by the Commissioner of Banking or other state officer in charge of administration of the state's banking laws. The Adviser will coordinate with the custodian as necessary to accommodate investment alternatives modifications as required by the investment fund companies and the custodian due to investment fund mergers and closures.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
ePlan Advisors, LLCSEC Filing Number:  
801- 63123Date:  
03/18/09

(Do not use this Schedule as a continuation for Form ADV Part I or any other schedules.)

Full Name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
ePlan Advisors, LLCIRS Empl. Ident. No.:  
84-1543749Item of Form  
(identify)

Answer

**Part II:****Item 1B**

We collectively refer to our services described in Item 1.A. as “pension consulting.” We only provide these services as a piece of a bundled service offering provided exclusively for employer-sponsors of Profit Sharing/401(k) Plans (“Plans”) and as a non-discretionary investment advisor. We do not perform as an Investment Manager, as that term is defined in ERISA, and do not provide specific investment recommendations to the Clients or their underlying Plan participants. Our services must be engaged alongside the Client’s engagement of ePlan Services, Inc. as recordkeeper to their Plan. The Client is solely responsible for selecting the mutual funds that will be made available for investment by employees in the 401(k) Plan and employees may self direct the allocation of their contributions among those mutual funds. The Client is responsible for advising the recordkeeper for the plan of any change the Employer desires to make in the available mutual funds under their Plan.

**Item 1C**

We charge an Annual Account Fee (“AAF”) based upon the total accumulated asset value of each 401(k) Plan account.

The AAF ranges between 0.09% to 0.95%, based upon a tiered schedule specific to each product. The AAF is only negotiable above a minimum asset level determined by the partner firm for each product. The applicable AAF schedule is determined for each partner’s product and set forth in separate advisory disclosures made available on each product’s website.

When applicable, the Advisory Fee is increased by the amount paid to an independent professional (“Solicitor”) for referring the Client to ePlan Advisors. A Client may elect to work with a Solicitor during the establishment and enrollment process of the referral to ePlan Advisors. Certain Solicitors may independently provide additional services to the Client outside of their relationship with ePlan Advisor.

The AAF is collected monthly in arrears and if applicable the Solicitor Fee is collected quarterly in arrears. The Plan custodian debits each Plan account, pursuant to instructions provided by the recordkeeper, as provided for by the Client’s execution of the Program Agreement (“Agreement”). The Agreement is entered into by and between the Client and ePlan Advisors and the Agreement authorizes the automatic collection of the AAF and the Solicitor Fee. [Note: ePlan Advisors does not accept any form of commission compensation, from any source, including sales loads or 12b-1 fees.]

The Agreement between ePlan Advisors and a Client is subject to termination by either party upon 30 days written notice. ePlan Advisors may charge a termination fee of up to \$1,000.00 for termination of the ePlan Advisors and Client Agreement by the Client within 12 months of commencement of the Agreement to cover ePlan Advisors’ expenses of set up. At the sole discretion of the Client, the Client may terminate the Solicitor and cancel all future Solicitor Fee payments.

Complete amended pages in full, circle amended items and file with execution page (page 1).



**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:  
ePlan Advisors, LLC

SEC Filing Number:  
801- 63213

Date:  
03/18/09

(Do not use this Schedule as a continuation for Form ADV Part I or any other schedules.)

Full Name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
ePlan Advisors, LLC

IRS Empl. Ident. No.:  
84-1543749

Item of Form  
(identify)

Answer

**Part II:**

**Item 5**

We have a minimum educational, experience and licensing requirement for any person in charge of determining or dispensing investment information to the Clients:

- Minimum of:
1. College or University Bachelor's degree.
  2. 3 years general business experience.
  3. No compliance violations or customer complaints in the past three years.
  4. Individual must pass the Series 65 examination.

**Item 6**

The principal executive officers in charge of management of the firm:

**Mark M. Gutrich, Manager \***

Year of Birth: 1969

Education after high school:

Bachelor's of Arts degree - University of Puget Sound Tacoma, WA. June 1991  
Satisfactorily passed Series 6, 63, 65, 7 & 24 examinations.

Business Background:

ePlan Advisors/ePlan Services, Inc.	Manager/President & CEO	06/1999 to Present
Crescent Capital Management, LLC	Principal & Managing Member	02/1996 to 09/2002
Crescent Consulting, LLC	ERISA Consultant	02/1996 to 05/1999

Other Business Relationships:

Gutrich Highlands Corp	Director/Owner	08/1995 to Present
Investor's Brokerage Services	Registered Representative	04/1998 to 05/1999
Multi-Financial Securities Corp	Registered Representative	02/1996 to 03/1998

**Steve R. Perkins, Senior Vice President**

Year of Birth: 1965

Education after high school:

Juris Doctor - Concord Law School Los Angeles, CA July 2007  
Bachelor's of Arts - University of Denver Denver, CO June 1988

Business Background:

ePlan Advisors/ePlan Services, Inc.	Senior Vice President	05/2000 to Present
SunAmerica Financial	Manager	08/1996 to 05/2000
Buck Consultants	Senior Benefits Administrator	06/1988 to 08/1996

**\*Note: The status of Manager applies only to the status as a principal executive officer in charge of the management of ePlan Advisors, LLC and is not meant to indicate any status of being a member of the Group Trust.**

**Item 8C**

We are commonly owned by a recordkeeping and retirement plan administration firm, ePlan Services, Inc., which provides 401(k) plan services to our clients. Clients who select the Program are required to enter into a separate agreement with ePlan Services, Inc., under which it provides services for the Client's 401(k) plan per Internal Revenue Service and Department of Labor requirements.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:  
ePlan Advisors, LLC

SEC Filing Number:  
801- 63213

Date:  
03/18/09

(Do not use this Schedule as a continuation for Form ADV Part I or any other schedules.)

Full Name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
ePlan Advisors, LLC

IRS Empl. Ident. No.:  
84-1543749

Item of Form  
(identify)

Answer

**Part II:**

**Item 9**

To avoid any potential conflicts of interest involving personal trades we have adopted the ePlan Advisors, LLC Code of Ethics which includes a formal Guiding Principles and Standards of Conduct policy. The Guiding Principles and Standards of Conduct policy requires, among other things, that ePlan Advisors' employees:

- Act with integrity, competence, diligence, respect and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients and the interests of ePlan above one's own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position;
- Avoid any actual or potential conflict of interest, to the greatest extent possible, and disclose all conflicts of interest to clients;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on yourself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve your professional competence and strive to maintain and improve the competence of other investment professionals.
- Comply with applicable provisions of the federal securities laws.

ePlan Advisors's Code of Ethics also requires employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis and 3) provide ePlan Advisors with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

A copy of ePlan Advisors's Code of Ethics shall be provided to any client or prospective client upon request.

**Item 10**

As a condition for any Client to open and maintain an account with us, the Client must be a sponsor of a 401(k) plan. In addition, the Client is required to have engaged ePlan Services, Inc. for purposes of providing recordkeeping and administrative services to the 401(k) plan. There is no minimum dollar value of assets required to be held in any account.

**Item 12 A (3)**

Our Manager is a control person who has influence over the selection of the custodian and broker/dealer utilized by the recordkeeper and our clients' Plans. Neither we nor any of our affiliates receives any form of economic benefit for working with any custodian or broker/dealer.

**Item 13B**

We also have arrangements with independent professionals, each a "Solicitor", who may be investment advisers, securities brokers, registered representatives of securities brokers, accountants, insurance agents, or other professionals, to solicit Clients for the Programs we advise. Certain of these professionals may independently provide other services to the Clients. We pay those professionals referral fees as a portion of our Advisory Fee. The Solicitor Fee is based upon the total accumulated asset value of each 401(k) plan account and ranges between 0.05% and 1.50%. This arrangement and the amount of the fees paid to the professional are fully disclosed to each Client in a separate disclosure statement. Clients who work with a solicitor to enroll in a Program will pay more than Clients who enter our program directly without a solicitor, but they will not receive the assistance that a solicitor may provide in the plan establishment and employee enrollment process.

Complete amended pages in full, circle amended items and file with execution page (page 1).