

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser: Premier Capital Management Inc				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
3651 N 100 E Suite 300	Provo	UT	84604	(801) 225-5050

**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 governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the 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 currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Premier Capital Management Inc

SEC File Number:

801-*****

Date:

12/2008**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:**

- | | | | |
|-------------------------------------|-----|---|------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>90%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u>%</u> |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>5%</u> |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u>%</u> |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u>%</u> |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u>%</u> |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u>5%</u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u>%</u> |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>%</u> |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first 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)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (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 adviser 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)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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

FORM ADV**Part II - Page 3**

Applicant:

Premier Capital Management Inc

SEC File Number:

801-

Date:

12/2008**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| | <input checked="" type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <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 checked="" type="checkbox"/> Charting | (4) <input checked="" 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 checked="" type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input 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 checked="" 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
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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

FORM ADV**Part II - Page 4**

Applicant:

Premier Capital Management Inc

SEC File Number:

801-

Date:

12/2008**5. Education and Business Standards.**

Are there any general standards of 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 | • formal education after high school |
| • year of birth | • 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 checked="" 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 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 clients are solicited to invest?.....
- Yes No
☐ ☒

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

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

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Part II - Page 5

Applicant:

Premier Capital Management Inc

SEC File Number:

801-

Date:

12/2008
9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns 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.)

- 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 some 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: Supervised accounts are reviewed whenever a transaction for the account takes place. Associated persons of the applicant monitor accounts quarterly to insure client objectives are being met. Triggering factors include, but are not limited to, daily market activity and general economic or political trends.

Financial planning accounts are reviewed annually. The calendar is the triggering factor.

REVIEWERS: Associated persons of the applicant review clients accounts.

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

Clients receive from the applicant or custodian, at a minimum, a quarterly written status report. These reports will contain an appraisal of the portfolio at the beginning and end of the reporting period.

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

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Applicant:

Premier Capital Management Inc

SEC File Number:

801-

Date:

12/2008**12. Investment or Brokerage Discretion.**

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

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

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

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(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; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒**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:	SEC File Number:	Date:
Premier Capital Management Inc	801-	12/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Premier Capital Management Inc	IRS Empl. Ident. No.: 84-1372536
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Item of Form (identify)	Answer
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Part II, No. 1-D	<p>Advisory Services</p> <p>Premier Capital Management Inc (“Advisor”) offers a variety of investment advisory services. With the assistance of an investment advisor representative, Advisor clients can select appropriate investment advisory services from among two general categories:</p> <p>Premier Capital Management Investment Management Investment advice and management rendered by Advisor for a fee based on a percentage of assets under supervision or management.</p> <p>Premier Capital Management Financial Consulting Financial consulting and investment advice rendered by Advisor at an hourly rate or a fixed fee.</p> <p>Specific services, related fee arrangements, and all terms and conditions of these services are contained in the appropriate advisory agreement that we provide for the client’s signature. Descriptions of each of these three investment advisory services follow.</p> <p style="text-align: center;">Premier Capital Management Investment Management</p> <p>Advisor may manage client investment accounts that may include, but are not limited to, mutual funds, exchange traded funds, variable annuities, variable life, stocks, bonds, cash, etc. (“Investment Funds”). Advisor may <i>strategically</i> or <i>tactically</i> manage client Investment Funds, or may use a combination of these strategies in a specific account, based on the individual needs of the client. Advisor <i>strategically</i> manages client Investment Funds by using methods such as modern portfolio theory to identify which of the client Investment Funds and what percentage of each constitutes an efficient portfolio and reallocating this portfolio from time to time to maintain its efficiency. Advisor <i>tactically</i> manages client Investment Funds by using technical analysis to identify which Investment Funds appear to have the greatest likelihood to increase in value and investing in those Investment Funds. The client understands that the purpose of such investing is to enable the client to benefit from possible gains during rising markets and to minimize losses during declining markets. Furthermore, the client understands that Advisor management may not achieve this purpose.</p> <p>The client grants Advisor discretionary authority over client Investment Funds for the purpose of performing its management service. Advisor only has authority to invest Client Investment Funds within their account; Advisor does not have the authority to transfer Client Investment Funds to another account or to make withdrawals, except to request payment of authorized fees.</p> <p>Advisor compensation for services shall consist of a fee based on a percent of the market value of each account under management. This fee is negotiable but in no case shall exceed three percent (3%) per year. The size of this fee depends on the management style chosen, the size and risk level of the account, as well as client experience. Advisor may reduce or rescind fees for immediate family members, non-profit organizations, or clients who have experienced an extraordinary loss in their account. The client will be billed at the end of each calendar quarter twenty-five percent (25%) of the agreed upon annual rate times the balance of each account under management.</p> <p>The client has the right to terminate this service within five (5) business days after signing an agreement. An agreement remains in effect until either the client or Advisor terminates it by giving the other party written notice. Should the client terminate an agreement prior to Advisor collecting fees for the first full quarter of service, the client pays Advisor fees for a full quarter to help offset the costs incurred in establishing and terminating the services agreed to herein.</p>
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Complete amended pages in full, circle amended items and file with execution page (page 1).

Premier Capital Management Financial Consulting

Advisor may provide financial consulting services consistent with the client's investment objectives, risk tolerance, liquidity needs, and financial and tax status.

Advisor may, on occasion, provide general non-securities advice on topics that may include budgeting and cash flow analysis, education planning, retirement planning, estate planning, and fringe benefit analysis. For example, Advisor may:

- a. Analyze the client's financial needs and objectives based upon the information provided by the client and/or
- b. Prepare a written financial plan based upon the client's identified financial needs and objectives; and/or
- c. Recommend, as part of the client's financial plan, investment strategies Advisor believes are suited for the client's identified financial needs and objectives and/or,
- d. Review the performance of client investment accounts in light of the client's identified needs and objectives and relevant market indexes and/or
- e. Recommend changes in client investments, strategy, or financial plan in connection with the review of client investments or the identification of new financial needs or objectives and/or
- f. Conduct a single-needs analysis to provide research or specific investment advice.

All investment analyses and recommendations will be based upon information provided to Advisor by the client. There will be no independent investigation of client background information, nor update of such information, without the express written consent of the client. It remains the client's responsibility to notify Advisor of any changes in circumstances, e.g. financial needs, objectives, goals and investments held with other firms or any other changes which would impact the client's financial condition.

Fees are billed at a rate of one hundred fifty dollars (\$150.00) per hour, or a fixed amount negotiated between Advisor and client. The fees are specified in the client agreement. Advisor estimates fees based upon a preliminary assessment of the complexity of the client's financial circumstances, the level of skill required to perform the services, and, accordingly, the time likely to be required to perform the services. Advisor requires a deposit and the balance of the fees will be due and payable upon delivery of the analysis, plan, recommendations, or otherwise at the conclusion of the services.

The client has the right to terminate an agreement within five (5) business days after signing it and receive a refund of any fee paid less \$100 which will be retained by Advisor to cover administrative expenses. The client or Advisor may terminate an agreement by giving the other party written notice. The refund owed to the client or the payment owed Advisor will be based on the amount of work completed on the date of termination.

Part II, No 3

Although Advisor offers general advice on a variety of investments, Advisor primarily recommends no load mutual funds or exchange-traded funds to clients and does not recommend individual stocks or partnerships.

Part II, No. 4-C-4,5,6

Advisor does not directly employ short sales, margin transactions, or option writing but may use mutual funds that employ these and other strategies. Advisor informs clients if they have such mutual funds in their accounts.

Part II, No. 5

All investment advisor representatives are required to have financial, analytical, or portfolio management experience, and to have passed the Uniform Investment Advisor Law Examination (Series 65) or other relevant securities examinations. In addition, they will be required to obtain licenses or credentials as required by various state securities regulations.

Part II, No. 6

Michael Regner Klein

Date of Birth: 11/13/43

Formal Education After High School:

Arizona State University: 1961-1962

Brigham Young University: B.A. Economics (1968)

University of Minnesota: M.A. Economics (1972)

Ph.D. coursework (1972)

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

<p>Part II, No. 8-C-3, 13-B</p> <p>Part II, No. 8-C-8</p> <p>Part II, No. 8-C-9</p> <p>Part II, No. 9-E</p>	<p>Five Year Business Background: President of Premier Capital Management Inc from 1/97 to present; Managing Member of Aspen Holdings LC from 11/98 to present; Registered Principal of Securities Service Network Inc from 1/2004 to 11/30/2008; Registered Representative of Securities Service Network Inc from 1/2004 to 11/30/2008;</p> <p>Valerie Lynn Corelli Date of Birth: 3/26/69</p> <p>Formal Education After High School: Brigham Young University: 1987-1988 University of Washington: 1989-1990 Brigham Young University: B.S. Business Management (1992)</p> <p>Five Year Business Background: Vice President of Premier Capital Management Inc from 9/2006 to present; Investment Advisor Representative of Premier Capital Management Inc. from 1997 to present; Registered Representative of Securities Service Network, Inc., from 1/2004 to 11/30/2008;</p> <p>Brenton Mandl Ripley Date of Birth: 11/7/69</p> <p>Formal Education After High School: Brigham Young University: 1991-1994 University of Arizona College of Law: 1994-1997</p> <p>Five Year Business Background: Senior Vice President of Premier Capital Management Inc from 9/2006 to present; Investment Advisor Representative of Premier Capital Management Inc from 8/00 to present; Registered Representative of Securities Service Network Inc from 1/2004 to 11/30/2008; President of Cascade Wholesale Inc from 09/2000 to present; Law Offices of Brenton M. Ripley from 09/2000 to present;</p> <p>Nathan Russell Frederico Date of Birth: 5/31/1983</p> <p>Formal Education After High School: Brigham Young University: 2004-2008 Brigham Young University: B.S. Economics (2008)</p> <p>Five Year Business Background: Vice President of Premier Capital Management Inc from 11/2008 to present; Investment Advisor Representative of Premier Capital Management Inc from 11/2008 to present; Landscaping Manager of Frederico Landscaping Inc from 06/1994 to 12/2007</p> <p>Advisor may offer to manage the client accounts of other investment advisory firms for a fee. In such cases Advisor provides the appropriate agreements and client disclosures.</p> <p>Investment advisor representative Brenton Ripley provides legal services to some Advisor clients. These services are provided independently from the advisory services of Advisor, and Advisor does not warrant the suitability or efficacy of such services. Other investment advisor representatives may refer clients to Brenton Ripley, but neither they nor Advisor receive compensation for such referrals.</p> <p>Investment advisor representatives may sell insurance products through various life insurance companies for sales commissions. These products are provided independently from the advisory services of Advisor, and Advisor does not warrant the suitability or efficacy of these products.</p> <p>Investment advisor representatives may buy or sell mutual funds or exchange-traded funds in their personal account, which they may also recommend to clients. Investment advisor representatives will always comply</p>
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Complete amended pages in full, circle amended items and file with execution page (page 1).

Part II, No. 10	with the Insider Trading and Securities Fraud Enforcement Act of 1988.
Part II, No. 12-A-1,2	Advisor requires that an account have at least \$250,000 but may allow exceptions. Two common exceptions are where the sum of client accounts is \$250,000 and accounts for client children.
Part II, No. 12-B, 13-A	<p>Upon receiving written authorization from a client, Advisor manages client Investment Funds on a limited discretionary basis. Advisor only has authority to invest client Investment Funds within the account holding those funds; Advisor does not have the authority to transfer client Investment Funds to another account or to make withdrawals, except to request payment of authorized fees as provided in the client agreement.</p> <p>Clients are free to select any broker they wish. Advisor, however, refers clients to TD AMERITRADE which provides custodial and brokerage services to the Advisor's clients. Advisor believes TD AMERITRADE fees are competitive with other custodians and brokerage firms, but a client may find such services at a lower cost elsewhere. TD AMERITRADE offers services to Advisor that may include various technological tools, items, and products that assist Advisor in managing and servicing its clients' accounts. In addition, TD AMERITRADE may provide Advisor with discounts on products or services such as compliance, marketing, technology, and practice management products or services provided by third-party vendors or other benefits. These benefits do not depend on the amount of brokerage transactions Advisor directs to TD AMERITRADE.</p>

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