

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

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Name of Investment Adviser: SIMPLIFI, LLC						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	6201 Towncenter Dr/Suite 120	Clemmons	NC	27012	(336)	766-0821

**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.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F

(Schedule 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.

Applicant: SIMPLIFI, LLC

SEC File Number:

801- 63672

Date:

01/15/2010

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 type="checkbox"/> | (1) | Provides investment supervisory services | _____ % |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services..... | _____ % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above... | <u>90</u> % |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above..... | _____ % |
| <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..... | _____ % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities... | <u>10</u> % |
| <input type="checkbox"/> | (8) | Provides a timing service | _____ % |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above..... | _____ % |

(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 type="checkbox"/> | (1) | A percentage of assets under management | <input type="checkbox"/> | (4) | Subscription fees |
| <input 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 type="checkbox"/> | E | Trusts, estates, or charitable organizations |
| <input type="checkbox"/> | B. | Banks or thrift institutions | <input 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 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)

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 type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) Foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. 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 checked="" 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 type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

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

- | | |
|--|---|
| (1) <input type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the |
| (3) <input type="checkbox"/> Research materials prepared by others | Securities and Exchange Commission |
| (4) <input type="checkbox"/> Corporate rating services | (7) <input type="checkbox"/> Company press releases |
| | (8) <input checked="" 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 type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input 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 type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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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, please 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 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 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.)

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Date:
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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 sell for itself securities it also recommended 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 advisory 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 condition 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 account, 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.

No regular reviews are performed by SimpliFi for clients of the SimpliFi Personal Planning Service, however, clients may create an updated report at any time by logging in and access their plan information on the SimpliFi website (www.simplifi.net) or an affiliated website provided through their financial institution.

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

SimpliFi Personal Planning Service clients can create and receive updated reports at any time by logging in and accessing their plan information on the SimpliFi website (www.simplifi.net) or an affiliated website provided through their financial institution. Further, the SimpliFi Continuous Contact System prompts clients by email on a quarterly or annual basis to review/update their plan.

Applicant: SIMPLIFI, LLC

SEC File Number:
801-63672

Date:
01/15/2010

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 securities to be bought or sold? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" 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 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 product 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 |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input checked="" 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

Has applicant provided a Schedule G balance sheet?..... ☐ Yes ☒ No

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

Applicant:
SIMPLIFI, LLC

SEC File Number:
801- 63672

Date:
01/15/2010

(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: SIMPLIFI, LLC		IRS Empl. Ident. No.: 20-1340639
Item of Form (identify)	Answer	
Item 1D	<p>SIMPLIFI, LLC ("SimpliFi") provides the following advisory services solely via its internet website and affiliated websites.</p> <p>COMPREHENSIVE FINANCIAL PLANNING: SimpliFi provides advice in the form of a financial plan called a Goal BluePrint. Clients using the service will receive a written financial plan via the internet, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. SimpliFi gathers required information for the financial plan from answers the client must provide on the website in an online "interview" with a Virtual Financial Advisor using data input forms. The client completes each required information page, and the pages are compiled using a software program that builds a complete financial background for that particular client. Information gathered includes a client's current financial status and future LifeGoals. Each page requires that all necessary fields be completed before being submitted, thereby preventing incomplete information about the client's current situation or future LifeGoals. Not every field in a form may be a required field. When the information has been collected, SimpliFi uses its proprietary computerized financial modeling program to analyze the information supplied by the client. The program will also allow the client to tailor their situation by adjusting the various inputs to the planning model. When the client is satisfied with the plan's likelihood of success measurement, the SimpliFi Personal Planning Service will provide the client with a report covering any or all of the following areas:</p> <p>GOALS: Future financial goals, include estate and charitable goals.</p> <p>CASH FLOW & BUDGETING: An analysis of a client's assets, liabilities and net worth, income and spending analyses and planning for current and future years.</p> <p>DEBT MANAGEMENT: An analysis of a client's short and long-term debt, and recommendations for paying off consumer debt using either an accelerated payment approach (referred to as a "debt snowball" method) or a loan consolidation approach to fund a lump-sum payoff of all debts.</p> <p>RETIREMENT: Analysis of current situation and recommendations on immediate and future strategies and investment plans to help the client achieve his or her retirement goals.</p> <p>EDUCATION PLANNING: Analysis of current situation and advice on future course of action and investment allocation.</p> <p>INVESTMENTS: Recommended four class asset allocation based on current situation, LifeGoals, and required annual savings rates.</p> <p>Should a client choose to implement the asset-class recommendations or advice contained in the plan, SimpliFi may provide that client with access to certain third-party providers via website link or contact information. In doing so, SimpliFi may receive compensation from these providers either through payment for lead generation or advertising, however, the client's use of these providers is entirely at their discretion. Financial advice is not limited to any specific product or service offered by a broker-dealer or insurance company.</p>	

(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:
SIMPLIFI, LLC

SEC File Number:
801- 63672

Date:
01/15/2010

(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: SIMPLIFI, LLC		IRS Empl. Ident. No.: 20-1340639
Item of Form (identify)	Answer	
Item 1D Cont'd	<p>SimpliFi may provide this service directly to customers and/or may enter into joint marketing relationships with other firms to offer the service to the customers of these other firms. SimpliFi may also provide this service in a private-label format (with appropriate customization) to financial services companies for distribution to groups of users that may or may not include the general public.</p> <p>The plan will be delivered for viewing over the internet. The client will be able to save multiple versions of their information and print a copy of each version using portable document format (.pdf). This will enable any client with a printer to print the plan.</p> <p><u>FEES</u></p> <p>COMPREHENSIVE FINANCIAL PLANNING: SimpliFi may receive compensation for providing financial planning services to clients through licensing fees paid by a sponsor, lead generation, or advertising. Sponsors may include financial institutions, employers, or some other entity with whom clients have a relationship. Sponsors who contract to offer the SimpliFi service will pay SimpliFi a license fee. License fees paid to SimpliFi by the sponsor will be negotiated between SimpliFi and the sponsor, memorialized in a separate agreement, and may or may not be based on the number of clients who use the SimpliFi service. In certain situations, although the sponsor is paying SimpliFi a license fee to allow clients to utilize SimpliFi's service, clients interact directly with SimpliFi.</p> <p>SimpliFi also receives compensation for providing financial planning services to clients through licensing fees paid by BrightLeaf Financial Network ("BrightLeaf"). BrightLeaf offers a set of marketing, training and technology tools to financial institutions and pays SimpliFi a licensing fee to allow the SimpliFi service to be provided as one of the options offered to financial institutions and ultimately their members (i.e. the client). In this situation, although BrightLeaf is paying SimpliFi a license fee to allow clients to utilize SimpliFi's service, clients interact directly with SimpliFi.</p> <p>SimpliFi may reduce and/or waive part or all of these licensing fees as a promotional offer to attract new clients.</p> <p>GENERAL INFORMATION ON FEES: Under certain circumstances, licensing agreements between SimpliFi and sponsors, or SimpliFi and BrightLeaf may be cancelled by one or both parties. Regardless of such circumstances, clients can terminate their usage of the SimpliFi service at any time with no recourse. Upon cancellation of any licensing agreement, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. SimpliFi's fees are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client [SEC rule 205(a)(1)].</p>	
Item 4A(5)	<p>METHODS OF ANALYSIS: SimpliFi uses a proprietary model based on Modern Portfolio Theory to analyze investments.</p>	

(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:
SIMPLIFI, LLC

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Date:
01/15/2010

(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: SIMPLIFI, LLC		IRS Empl. Ident. No.: 20-1340639
Item of Form (identify)	Answer	
Item 4B(8)	SOURCES OF INFORMATION: The SimpliFi planning model uses publicly available historical investment performance data for its asset classes.	
Item 4C(7)	INVESTMENT STRATEGIES: Because the SimpliFi Personal Planning Service is comprehensive, it may include recommendations related to short-term as well as long-term goals, depending on the client's stated LifeGoals. However, the SimpliFi planning model's primary investment strategy is long-term in nature.	
Item 5	EDUCATION AND BUSINESS STANDARDS: SimpliFi requires persons who are involved in developing the proprietary model generating customized investment advice on behalf of SimpliFi possess, minimally, appropriate business experience, as well any examinations or designations (if any) required by the jurisdictions in which these persons maintain a place of business. Appropriate professional designations are also highly preferred.	
Item 6	<u>EDUCATION AND BUSINESS BACKGROUND</u> Chief Executive Officer/Chief Compliance Officer Name: Charles B. Link (Born 1971) Education: BA - Austin Peay State University; MBA - Wake Forest University Employment: Chief Executive Officer - SimpliFi, LLC (2004-Present); Contract Manager - BrightLeaf Financial Network (2008-Present); Director of Development - Wake Forest University School of Law (1999-2004) Chief Operating Officer Name: William J. Grizack (Born 1973) Education: BME - Georgia Institute of Technology; MBA - Wake Forest University Employment: Chief Operating Officer - SimpliFi, LLC (2004-Present); Contract Manager - BrightLeaf Financial Network (2008-Present); Global Product Manager - Ingersoll-Rand (1999-2004) Chief Information Officer Name: James C. Stoertz (Born 1956) Education: BS - Appalachian State University; MBA - Wake Forest University Employment: Chief Information Officer - SimpliFi, LLC (2006-Present); Assistant Vice President - AON Consulting (1986-2006) Financial Modeling Advisor Name: Robert E. Lamy (Born 1953) Education: BS/MBA - Southeastern Louisiana University; PhD - Louisiana State University Employment: Financial Modeling Advisor - SimpliFi, LLC (2004-Present); Professor - Wake Forest University (1990-Present)	

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

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

Applicant:
SIMPLIFI, LLC

SEC File Number:
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Date:
01/15/2010

(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: SIMPLIFI, LLC		IRS Empl. Ident. No.: 20-1340639
Item of Form (identify)	Answer	
Item 9	CODE OF ETHICS: SimpliFi has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for associated persons. This Code of Ethics governs personal trading by each associated person and is intended to ensure that their securities transactions are conducted in a manner that avoids any actual or potential conflicts of interest between such persons and clients of the firm. SimpliFi collects, reviews, and maintains records of securities holdings and securities transactions executed by any of its associated persons. These records aid to identify and resolve potential conflicts of interest. A copy of SimpliFi's Code of Ethics is available upon request.	
Item 12B	INVESTMENT OR BROKERAGE DISCRETION: For those firms who pay a licensing or referral fee for the SimpliFi Personal Planning Service for use with their customers, SimpliFi will, upon request, embed contact information and/or website links to affiliated operations of that firm. SimpliFi itself does not require users as a condition of the User Agreement to patronize these affiliated entities for their investment product or insurance needs but does offer recommendation to that firm. SimpliFi does conduct a review of these firms but does not warranty the licensing, credentials, or commission structure of the firms' affiliated operation(s), as outlined in the SimpliFi Licensing Agreement.	
Item 13A	ADDITIONAL COMPENSATION: SimpliFi may, from time to time, receive compensation in the form of professional service fees for consulting services provided to firms who license the SimpliFi planning service. These services may include customizing and implementing hardware/software to support the SimpliFi planning service; providing marketing support for the use of the SimpliFi planning service with the firm's customers; and training firm employees to support the use of the SimpliFi service by its customers.	

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