

VestAdvisor[®]

WRAP FEE PROGRAM BROCHURE

SEC File No. 801 - 29892

Investment Advisory Services of H.D. Vest Advisory ServicesSM

Revised February 2012

This wrap fee program brochure provides information about the qualifications and business practices of H.D. Vest Advisory Services, Inc., which uses the trade name H.D. Vest Advisory ServicesSM. If you have any questions about the contents of this brochure, please contact us at (972) 870-6000. This information has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about H.D. Vest Advisory Services is also available at www.adviserinfo.sec.gov.

You should review this brochure and consider its contents before investing in the ***VestAdvisor*** Program.

Securities offered through H.D. Vest Investment ServicesSM, Member: SIPC
Advisory services offered through H.D. Vest Advisory ServicesSM
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SUMMARY OF MATERIAL CHANGES RELATING TO YOUR *VESTADVISOR* ACCOUNT(S)

The following is a summary of material changes since the last updated *VestAdvisor* Brochure Disclosure dated March 2011 (“Disclosure Brochure”). (Please see the “Important Definitions” section for an explanation of defined terms.)

1) Indirect Change in Control

On October 3, 2011, Wells Fargo & Company (“Wells Fargo”) sold its equity interest in H.D. Vest, Inc., the parent company of H.D. Vest Advisory ServicesSM (“HDVAS”), to a group of investors led by Parthenon Capital Partners (“Parthenon”). The transaction resulted in an indirect change in control of HDVAS, the investment adviser on your *VestAdvisor* account. HDVAS has become an indirect subsidiary of HDV Holdings, LLC, a company controlled by Parthenon. Additional information about HDVAS’ ownership is available on the Firm’s Form ADV on file with the SEC at www.adviserinfo.sec.gov.

As a result of this transaction, HDVAS is no longer affiliated with Wells Fargo. Except for the indirect change of ownership, there are no changes to the terms and conditions of this investment advisory program, or your relationship with your Advisory Consultant. First Clearing LLC, a wholly owned subsidiary of Wells Fargo, will continue to serve as the custodian of assets held through your HDVAS investment advisory accounts.

2) Termination of Automatic Rebalancing

Effective at the close of business on March 30, 2012, HDVAS will no longer be providing an automatic rebalance feature for *VestAdvisor* Accounts. Accounts that are scheduled to be rebalanced on or before March 30, 2012, will be rebalanced as scheduled. Any Client instructions providing for automatic rebalancing to begin on or after March 31, 2012, will no longer be valid. For rebalancing that begins on or before March 30, 2012, if the automatic rebalancing system is unable to complete the rebalancing transactions due to programmed exceptions, HDVAS will discontinue attempts to rebalance the portfolio after March 30, 2012.

As a result of this change, your Account will no longer be automatically rebalanced to a defined investment model on a periodic basis by HDVAS pursuant to those instructions. For clients who currently have automatic rebalancing instructions on your Account, your Advisory Consultant will be responsible for reviewing your Account, but this will no longer occur on a defined date or schedule, and may occur less frequently than the currently scheduled automatic rebalancing. Upon review, your Advisory Consultant will recommend any changes to your portfolio that he or she deems necessary. Your Advisory Consultant will then process the trades for your Account as approved by you or on a discretionary basis if you have provided a Limited Trading Authorization.

3) Your Advisory Consultant’s Form ADV- Part 2B Brochure Supplement

Your Advisory Consultant now has a Form ADV-Part 2B Brochure Supplement describing his or her background, credentials and other significant information for your consideration in selecting an Advisory Consultant. Existing advisory clients received a copy of this document in the mail, and Advisory Consultants will provide a copy to all prospective new advisory clients. The Advisory Consultant is also required to provide an updated Brochure Supplement following material changes or events in the required information. You can request a copy of your Advisory Consultant’s Brochure Supplement at any time from your Advisory Consultant or by contacting HDVAS at the address or phone number above.

4) Advisory Share Classes and 12b-1 Distribution Fees

HDVAS is expanding its mutual fund product offerings to include share classes such as Institutional (“I”) shares or special share classes designed for fee-based investment advisory products (the institutional and advisory share classes may also be called I, W, S, Y, F or Z shares but are referred to in the remainder of this brochure as “advisory” share classes). The lettering system used to identify these advisory share classes varies by mutual fund manufacturer, and the availability of advisory share classes is determined by the fund manufacturer, clearing firm (First Clearing) and/or HDVAS. In general, what differentiates advisory shares from traditional mutual fund shares used in fee-based accounts (commission- or load-waived class A shares) is that advisory shares have reduced or eliminated the Rule 12b-1 distribution fees paid to firms that sell the fund, and may also have lower ongoing expenses. Accordingly, these share classes generally have lower costs associated with them, and HDVAS and its affiliates earn less compensation from advisory shares.

As these advisory share classes become available your Advisory Consultant may use them in your recommended portfolio, and/or recommend a conversion of your existing mutual fund positions to advisory share classes. Typically, this process involves an adjustment to your fee agreement to increase the *VestAdvisor* program fee to offset the reduction in revenue to HDVAS and your Advisory Consultant. This would increase the fees charged directly by HDVAS, but you would benefit from lower expenses charged by the mutual funds. Although utilizing advisory shares may result in you paying more or less total overall expenses, it results in a

clearer delineation between fees charged for mutual fund management, servicing and distribution, and fees charged for the services you receive from HDVAS and your Advisory Consultant. Depending on the negotiated **VestAdvisor** fee arrangement and the amount of existing non-advisory shares in your Account, conversion to advisory share classes may or may not be advantageous for you in terms of the overall expenses you will pay. You should discuss with your Advisory Consultant the fees and expenses associated with your mutual fund investments and the **VestAdvisor** program to determine the right approach for your Account. No changes will be made to your current negotiated **VestAdvisor** fee agreement unless you expressly authorize a change in writing.

When an Advisory Consultant has Limited Trading Authorization and Client funds have been converted to advisory share classes, HDVAS will in its sole discretion pay the Advisory Consultant a marketing allowance in consideration for the time your Advisory Consultant would need to complete new agreements and fee schedules, and/or to offset the loss or reduction in compensation from the loss of Rule 12b-1 fees. HDVAS will review this marketing allowance on an annual basis.

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IMPORTANT DEFINITIONS

“Account(s)” means your *VestAdvisor* account(s).

“Advisory Consultant” means the HDVAS Advisory Consultant assigned to service your Account.

“Advisory Services Agreement” means the written agreement required to participate in *VestAdvisor* which governs the terms and conditions of the Program and associated services.

“Brochure Supplement” means Form ADV – Part 2B Supplement Disclosure Document that describes your Advisory Consultant’s background, credentials and other material information.

“Cash Sweep Disclosure Statement” means the disclosure document provided at account opening or upon request describing available account sweep alternatives into which free credit balances will be swept on a daily basis.

“Client,” “you,” and “your” means the person(s) or organization(s) that contract with us for Program services.

“Client Profile Questionnaire” or the **“Profile”** means the questionnaire that collects information about your investment objective, risk tolerance and financial situation and is required to open an Account.

“Code of Ethics” means the code adopted by HDVAS setting out the ethical principles of the Firm.

“Covered Person” means an individual HDVAS employee or representative covered by the Firm’s Code of Ethics.

“Disclosure Brochure” means this document which provides important information about the *VestAdvisor* Program.

“Educational Partners” means the mutual fund companies or their affiliates that have an agreement with HDVIS to provide additional payments to help defray the educational, training, record-keeping and other costs associated with offering products to clients.

“Eligible Assets” means investments HDVAS determines are eligible to be purchased, sold and held in a *VestAdvisor* Account, currently including mutual funds, stocks, bonds, options, closed-end funds and exchange-traded funds (ETFs). Eligible Assets are included within the quarterly performance calculation and generally are included in the fee billing.

“Federal Deposit Insurance” means the federal program insuring depositors in an insured bank for up to \$250,000 per account registration, subject to the regulation, terms and conditions of the Federal Deposit Insurance Corporation, in the event of a bank failure.

“First Clearing” or “FCC” means First Clearing, LLC, the clearing broker-dealer that provides custodial and execution services for the Program pursuant to a clearing agreement with HDVIS.

“FINRA” means the Financial Industry Regulatory Authority, a self-regulatory organization that regulates broker-dealers.

“General Account Agreement and Disclosure Document” refers to the HDVIS brokerage account agreement and disclosure provided at account opening that provides material information about the terms of your Account.

“HDVAS,” “we,” “us” or the “Firm” means H.D. Vest Advisory Services, a wholly-owned subsidiary of H.D. Vest, Inc.

“HDVIS” means H.D. Vest Investment Services, Inc., a broker-dealer registered with the U.S. Securities and Exchange Commission, and a wholly-owned subsidiary of H.D. Vest, Inc. HDVIS is an affiliate under common control with HDVAS, and serves as the introducing broker-dealer to First Clearing with respect to your Account.

“Ineligible Assets” means investments that HDVAS has determined are not available for purchase in a *VestAdvisor* Account. Ineligible Assets will not be included in the fee billing and will not be included in the account performance reports.

“Limited Trading Authorization” means written authority given by the Client to the Advisory Consultant that allows Advisory Consultant to execute trades in certain securities on a discretionary basis without receiving specific permission from the Client before the trades occur.

“Margin Disclosure Document” means the disclosure document which provides detailed information about the use of margin to investors who seek a margin account.

“Program Fee” means the fee charged to Client by HDVAS for Program services.

“Quarterly Performance Report” means the quarterly report which provides *VestAdvisor* Clients important information about the investment performance of their Account.

“Related Accounts” means Program accounts grouped together for purposes of qualification, reduced pricing and, where requested, consolidated reporting, of advisory programs offered by or through HDVAS.

“SEC” means the U.S. Securities and Exchange Commission.

“SIPC” means the federal program that protects brokerage accounts against the loss in the event of a broker-dealer member’s insolvency and liquidation by replacing missing securities and cash up to a maximum of \$500,000 per client, including \$250,000 for claims of cash. SIPC does not protect against losses from market fluctuations.

“Value of the Account” means the market value of the Eligible Assets held in the Account, including any purchased on margin, which are used to determine the Program Fee.

“VestAdvisor” or the **“Program”** means the investment advisory wrap fee program discussed in this Disclosure Brochure.

SERVICES, FEES AND COMPENSATION

Pursuant to SEC Rule 204-3 promulgated under the Investment Advisors Act of 1940, HDVAS provides this Disclosure Brochure which summarizes the information contained in Part II of the Firm's Form ADV filed with the SEC, and provides a description of the *VestAdvisor* Program.

H.D. Vest Advisory Services

HDVAS was established in 1987 and is a wholly-owned subsidiary of H.D. Vest, Inc. HDVAS is an indirect subsidiary of HDV Holding, LLC, a company controlled by Parthenon Capital Partners. HDVAS is an affiliate of HDVIS, which is a broker-dealer registered with the SEC, and a FINRA member firm. HDVAS was created to offer ongoing consultative investment management services through investment advisory programs designed to help our clients meet their financial objectives.

In addition to the *VestAdvisor* Program, HDVAS offers a number of investment advisory programs that are designed to help clients meet their investment objectives and goals. They include:

- Separately Managed Account Programs
- Mutual Fund Advisory Programs
- Advisory Consultant Directed Programs
- Financial Planning

Each of these programs provides a different menu of services with different fee structures. Descriptions of the services and fees for other programs are provided in other disclosure documents related to the specific programs, copies of which are available to you upon request.

The *VestAdvisor* Program

VestAdvisor is an investment advisory wrap-fee program designed for individuals and institutions with investment accounts with an average of \$25,000 or more, although exceptions to the minimum qualifications may be made in the sole discretion of HDVAS.

To participate in the Program, HDVAS Advisory Consultants will gather information regarding your financial situation and assist you in completing the Client Profile Questionnaire, which is a form we use, along with other information you provide, to help identify your investment objectives and risk tolerance. If you want to open a *VestAdvisor* account, you will complete the Advisory Services Agreement and receive a copy of this Disclosure Brochure and the Advisory Consultant's Brochure Supplement. Your Advisory Consultant will assist you in determining the appropriate asset allocation and selecting investments to fulfill that allocation. As discussed below, Client portfolios are allocated among Eligible Assets, which currently include, among other investments, mutual funds, stocks, bonds, options, closed-end funds and Exchange Traded Funds ("ETFs"). HDVAS may make changes to the Eligible Assets at any time. Eligible Assets offered through HDVAS are not guaranteed by the FDIC or any other governmental agency. However, certain cash sweep alternatives may be FDIC insured. Please see the Cash Sweep Disclosure Statement for more information.

Your Advisory Consultant will provide investment recommendations and other services based on your investment objectives, risk tolerance and financial situation. You control the ultimate decisions in the account – you have the option of accepting these recommendations or making different investment decisions. However, as described below, in some cases you may decide to grant your Advisory Consultant Limited Trading Authorization to rebalance the account to a target allocation or make changes to the investments in the portfolio without consulting you in advance. You should promptly review all account statements and trade confirmations to ensure that your Account is being handled in accordance with your instructions and immediately inform HDVAS of any discrepancies. Transactions that are not challenged within ten (10) days of confirmation will be deemed accurate and accepted for all purposes.

HDVAS and your Advisory Consultant rely on the information you provide to us, and accordingly it is important that you keep that information current. You have an ongoing obligation to update the Client Profile Questionnaire and notify your Advisory Consultant if there are any changes to your financial situation or the information provided, including information relevant to your investment objectives or risk tolerance. You must also inform your Advisory Consultant if there is other information not reflected on the Client Profile Questionnaire that is relevant to assessing your financial situation, investment objectives or risk tolerance.

Services provided by HDVAS Advisory Consultants include some or all of the following:

- Educating investors on the features of a fee-based investment management strategy;
- Gathering data to be used in the preparation and implementation of the investment portfolio;
- Assisting you in the completion of the Client Profile Questionnaire;

- Presenting portfolio recommendations and asset allocations based on the information provided by you;
- Completing all other paperwork required to implement an investment recommendation;
- Facilitating Account transactions;
- Conducting Account reviews (no less than annually);
- Answering your questions regarding your Account or the Program;
- Explaining investment decisions and why rebalancing may be necessary;
- Providing the Quarterly Performance Report to you;
- Periodic review of your investment objectives, trading activity, and portfolio;
- Research and recommendation of Eligible Assets;
- Conducting investment management tasks, including monitoring and rebalancing the Account to align with your asset allocation and/or investment objective; and
- Evaluating the suitability of the Eligible Asset mix.

Services provided by HDVAS for *VestAdvisor* may include:

- Opening the Account upon receipt of the required paperwork;
- Generating Quarterly Performance Reports;
- Calculating and collecting the Program Fee;
- Generating disbursement requests and performing administrative functions;
- Maintaining the registrations of HDVAS and all Advisory Consultants with the SEC and appropriate state securities regulators;
- Preparing and updating required registration forms and this Disclosure Brochure;
- Supervising investment activities of Advisory Consultants conducted through HDVAS;
- Arranging for the execution of trades in your Account; and
- Rebalancing eligible Accounts upon your direction.

Unless you specify otherwise, ***VestAdvisor*** is a non-discretionary program, meaning that you retain ultimate decision-making authority for each transaction in the Account and must pre-approve all trades. Under certain circumstances you may grant Limited Trading Authorization to your Advisory Consultant which allows advisors to trade mutual funds, closed-end funds and ETFs, and in some compliance approved circumstances, a more broad selection of securities without receiving specific permission from you before the trades occur. Clients selecting this option must complete the Limited Trading Authorization form. Not all Advisory Consultants are eligible to manage Accounts pursuant to a Limited Trading Authorization. Please ask your Advisory Consultant and review the appropriate form for more information and limitations.

There are no restrictions on your ability to contact your Advisory Consultant or HDVAS regarding your Account. Because your Advisory Consultant is most familiar with your financial situation and other important considerations, we recommend that you contact your Advisory Consultant prior to contacting HDVAS.

HDVAS accounts are held through HDVIS, an affiliated broker-dealer which in turn introduces assets to, and clears transactions on a fully-disclosed basis through, First Clearing. HDVIS generally directs all transactions related to the Program to First Clearing for execution and confirmation.

HDVAS also provides Account reporting, including a Quarterly Performance Report which provides specific detailed performance information including:

- Quarterly Economic Comment
- Summary of Your Account's Investment Growth
- Your Current Asset Allocation
- Comparing the Market Value of Your Account to Your Net Invested Capital Since Inception
- Understanding Your Account's Net Time-Weighted Return

The pricing and performance figures are believed to be accurate but are not guaranteed. The size and timing of contributions and withdrawals are factored into the performance calculations on a time-weighted basis using the Modified Dietz Method, a method of calculating portfolio performance based on the timing of cash flows into and out of the portfolio. Returns shown are after fees are deducted (*i.e.*, net of fees), and include the impact of dividends or capital gains in the calculations. HDVAS uses an accrual accounting method for performance reporting, which includes dividends that have been declared but not yet not paid within the period, differing from cash accounting methods in which dividends must be paid to be considered.

In addition to the Quarterly Performance Reports, First Clearing delivers monthly statements to you when there is trading activity in the Account during the month. An Account with no trading will receive a statement from First Clearing on a quarterly basis. The First Clearing Account statement is the official record of the Account.

Quarterly Performance Reports and First Clearing Account statements are provided to keep you informed of the Account performance and activity and to ensure that the Account is being handled in accordance with your instructions. *You have an obligation to review all reports and statements on a timely basis, and to notify HDVAS immediately if any investment or activity in the Account is inconsistent with your investment objectives or instructions.*

Fees and Compensation

1. VestAdvisor Program Fee

You pay an annual Program Fee **VestAdvisor**. The Program Fee is negotiable subject the maximum annual fee listed in the table below. HDVAS and your Advisory Consultant price their services based on the total compensation they expect to receive from the Account, including 12b-1 fees and expense sharing and networking payments from certain mutual funds and Educational Partners. Clients should make sure that they fully understand the services provided by HDVAS and the Advisory Consultant, and all fees and compensation associated with the Account. The Program Fee is negotiable and should be discussed with your Advisory Consultant before participating in the Program.

The Program Fee is assessed quarterly in advance. Compensation that you pay HDVAS and its affiliates is outlined in the fee schedule in the Advisory Services Agreement and the General Account Agreement and Disclosure Document. The Program Fee is automatically deducted from your Account, and therefore you will not receive separate invoices for the Program Fee. The Program Fee will be identified as “Advisory Fee” under the Account Detail section of your First Clearing Account statement (received at least quarterly in the case of no monthly activity). The Program Fee is charged only one quarter in advance, therefore there is no long-term commitment or contractual obligation to continue the **VestAdvisor** Program.

The Advisory Consultant recommending **VestAdvisor** receives compensation as a result of your participation in the Program. The amount of this compensation may be more or less than what the Advisory Consultant would receive if you participated in other HDVAS programs or paid separately for investment advice and brokerage and other services. *The Advisory Consultant may have a financial incentive to recommend VestAdvisor over other programs and services.* (See also “Conflicts of Interest.”)

The Program Fee is a tiered or incremental fee based on the amount of assets you have in the Program and Related Accounts. The following table represents the *maximum* Program Fee:

<u>VestAdvisor</u>	<u>Max. Annual Fee</u>
First \$50,000	2.30%
Next \$50,000	2.20%
Next \$400,000	2.00%
Next \$500,000	1.50%
Over \$1,000,000	1.00%

The initial Program Fee is calculated as of the date that the Account is accepted into the Program and covers the remainder of the calendar quarter. Subsequently, the Program Fee is billed in advance on a quarterly basis and is calculated based on the market value of the Eligible Assets held in the Account on the last business day of the prior calendar quarter. HDVAS will retain a portion of the Program Fee between 0% and 1.05% of the Value of the Account, and the remaining portion of the fee is paid to your Advisory Consultant.

For the purposes of calculating the Program Fee, the Value of the Account is calculated as the sum of the long and short market value of all Eligible Assets held in the Account, plus margin balances. For mutual funds, we will use the fund’s net asset value, as computed by the fund company. FCC prices eligible assets based on information we believe to be reliable. If any prices are unavailable or believed to be unreliable, we will determine prices in good faith so as to reflect our understanding of fair market value.

The Program Fee will not be adjusted during the quarter for changes in value (appreciation or depreciation) of the Eligible Assets held in the Account. However, the Account will be charged or refunded a supplemental pro-rated Program Fee on a monthly basis if there are significant net additions or net withdrawals in the Account during a month. Any additions or withdrawals have a pro-rated fee applied for the days remaining within the quarter and all fees are netted within the month. This pro-rated adjustment will only occur if the net addition or withdrawal would generate an incremental Program Fee or refund of at least \$40. A pro-rated Program Fee will be assessed or credited in the month following the net addition or net withdrawal.

Related Accounts within advisory programs offered through HDVAS may be linked together upon request to reduce the Program Fee and, where requested by you, for consolidated reporting. You must affirmatively notify HDVAS of the Accounts that are proposed to be linked and provide HDVAS information on any forms designated by HDVAS for purposes of linking the accounts. Related Accounts are limited to immediate family members or as accepted by HDVAS in its sole discretion. Each Related Account should meet the respective advisory program requirements; however, exceptions may be made in the sole discretion of HDVAS.

To the extent you use margin to borrow against the Eligible Assets in your Account, you should be aware that the margin debit balance is not deducted from the market value of Eligible Assets, and therefore will not reduce the Program Fee. Moreover, the value of Eligible Assets purchased with the proceeds of margin loans will be included in calculating your Program Fee. Therefore, the use of margin will increase the expenses associated with participating in the Program (through the payment of margin interest) and increase the Program Fee. HDVAS and/or its affiliates earn additional compensation when you take a margin loan, and the increased Program Fee may provide an incentive for your Advisory Consultant to recommend the use of margin. ***The use of margin is not suitable for all investors as it increases leverage in your Account and therefore increases the risk of significant loss if the value of Eligible Assets in the Account declines.*** Please see the Margin Account Agreement, Margin Disclosure Statement and General Account Agreement and Disclosure Document for more details on the terms associated with the use of margin loans and the risk of margin use.

The Program Fee does not include certain dealer markups or markdowns on odd lot differentials, transfer taxes, exchange fees, execution fees (foreign and/or domestic) or any other fees required by law.

The ***VestAdvisor*** Program includes account management, certain brokerage services, reporting, custody and administrative services. In other non-wrap fee programs, you may be charged separately for these services. The Program Fee is negotiated between you and the Advisory Consultant, subject to the HDVAS maximum Program Fee as described in this Disclosure Brochure. In addition to the Program Fee, which is deducted directly from the Account, HDVAS and its affiliates will indirectly earn compensation from other sources, including fees and expense sharing paid by First Clearing, Educational Partners, or sponsors of other Eligible Assets held in the Account. The Program Fee and other compensation earned by HDVAS and its affiliates are used to offset the costs of the Program, and to compensate HDVAS and your Advisory Consultant. A portion of the Program Fee is used to cover expenses associated with trading in the Account and the other services described in this Disclosure Brochure.

Depending upon the amount of the Program Fee, the level of activity in the Account, the value of custodial and other services provided, and other factors, the Program Fee may exceed the aggregate cost of these services if they were obtained separately. Accordingly, you should be aware that the Program Fee may be more or less expensive than if you selected separate brokerage services, in the absence of the additional wrap fee program services provided. You should consider the importance and value of these advisory services to you when comparing various options for obtaining advice, reporting and execution services. The combination of custodial, advisory, reporting, administrative and brokerage services may not be available separately or may require multiple accounts, documentation and fees. You should also consider the amount of anticipated trading activity when selecting among programs and assessing the overall cost. Advisory programs typically assume a normal level of trading activity will occur in the Account. Therefore, if there are prolonged periods of inactivity or an asset allocation with significant cash or cash equivalents, these would usually result in higher overall expenses than if commissions were paid separately for each transaction outside a fee-based advisory program.

2. Eligible Asset Compensation and 12b-1 Fees

The ***VestAdvisor*** Program uses Eligible Assets including mutual funds, closed-end funds, ETFs, stocks, bonds, options and sweep investments. Eligible Assets are purchased with no sales charges, but clients will pay their proportionate share of ongoing mutual fund, closed end funds, ETF or money market management and administrative fees. HDVAS will disclose a fund's expenses upon request and these fees are also disclosed in the applicable product prospectus and/or statement of additional information of the fund. Clients who transfer securities into the Program would bear the expense of any contingent or deferred sales loads incurred upon selling the product.

Within ***VestAdvisor***, no-load funds, load-waived class A share funds and advisory share classes are utilized. Although there are no sales charges, some of these funds pay a marketing, distribution and/or client servicing fee to HDVIS, commonly referred to as a 12b-1 fee. 12b-1 fees are paid out of fund assets, and thus they increase the expenses you pay as a fund shareholder. You do not pay these fees directly; they are deducted from the total assets in the fund and therefore reduce investment returns. The amount of the 12b-1 fee is determined by the mutual fund company and is disclosed in the mutual fund's prospectus.

The 12b-1 fees are paid based on the assets held in the fund (including your investment) and generally range between 0% to as much as 1% annually. Some fund families offer different classes of the same fund, some of which may include a 12b-1 fee while others do not. ***In selecting funds for the Account, mutual funds that pay a 12b-1 fee can be used, even if the fund company offers a share class of the same mutual fund that does not pay a 12b-1 fee and/or has a lower expense ratio.*** This increases the compensation to HDVIS and the Advisory Consultant by the amount of the applicable 12b-1 fee and also affects the expenses indirectly paid by you. For example, if you agreed to an annual wrap program fee of 1.25% (detailed in the Program's agreement) and the mutual funds

selected for your Account all paid 12b-1 fees of 0.25%, the total annual compensation earned by HDVIS, HDVAS and the Advisory Consultant would be 1.50% (not including potential expense sharing or other additional fees).

HDVAS and the Advisory Consultant take into consideration the payment of 12b-1 fees when establishing the fees associated with the **VestAdvisor** Program. If the Advisory Consultant were required to use share classes of mutual funds without 12b-1 fees whenever such a share class was available, this would reduce the total compensation associated with the Program and the result would likely be that HDVAS would raise the Program Fee it charges and/or replace the 12b-1 fee compensation in other ways such as imposing (or raising) ticket charges associated with trading activity. Information about 12b-1 fees is contained in the prospectus of the individual mutual funds. You may also contact your Advisory Consultant with questions about 12b-1 fees or how they affect the investments or the compensation earned by HDVIS, HDVAS and your Advisory Consultant.

HDVAS is expanding its mutual fund product offerings to include share classes such as Institutional (“I”) shares or special share classes designed for fee-based investment advisory products (the institutional and advisory share classes may also be called I, W, S, Y, F or Z shares but are referred to as “advisory” share classes). The lettering system used to identify these advisory share classes varies by mutual fund manufacturer, and the availability of advisory share classes is determined by the fund manufacturer, clearing firm (First Clearing) and/or HDVAS. In general, what differentiates advisory shares from traditional mutual fund shares used in fee-based accounts (commission- or load-waived class A shares) is that advisory shares have reduced or eliminated the 12b-1 distribution fees paid to firms that sell the fund, and may also have lower ongoing expenses. Accordingly, these advisory share classes generally have lower costs associated with them, and HDVAS and its affiliates earn less compensation from advisory shares.

As these advisory share classes become available your Advisory Consultant may use them in your recommended portfolio, and/or recommend a conversion of your existing mutual fund positions to advisory share classes. Typically, this process involves an adjustment to your fee agreement to increase the **VestAdvisor** program fee to offset the reduction in revenue to HDVAS and your Advisory Consultant. This would increase the fees charged directly by HDVAS, but you would benefit from lower expenses charged by the mutual funds. Although utilizing advisory shares may result in you paying more or less total overall expenses, it results in a clearer delineation between fees charged for mutual fund management, servicing and distribution, and fees charged for the services you receive from HDVAS and your Advisory Consultant. Depending on the negotiated **VestAdvisor** fee arrangement and the amount of existing non-advisory shares in your Account, conversion to advisory share classes may or may not be advantageous for you in terms of the overall expenses you will pay. You should discuss with your Advisory Consultant the fees and expenses associated with your mutual fund investments and the **VestAdvisor** program to determine the right approach for your Account. No changes will be made to your current negotiated **VestAdvisor** fee agreement unless you expressly authorize a change in writing.

When an Advisory Consultant has Limited Trading Authorization and Client funds have been converted to advisory share classes, HDVAS will in its sole discretion pay the Advisory Consultant a marketing allowance in consideration for the time your Advisory Consultant would need to complete new agreements and fee schedules and/or to offset the loss or reduction in compensation from the loss of 12b-1 fees. HDVAS will review this marketing allowance on an annual basis.

3. Sweep Compensation

One of the features of your Account is a “sweep” feature which automatically transfers cash balances to an account or investment where those balances can earn interest or dividends. This sweep may be the Bank Deposit Sweep (“BDS”) or a money market mutual fund sweep for Accounts governed by ERISA. You can elect whether to participate in the BDS and/or periodically invest cash balances directly in available money market mutual funds or other products offered as direct investments outside of the sweep program by providing instructions to your Advisory Consultant. Additional information about sweep options is available in the Cash Sweep Disclosure Statement provided with your related brokerage account.

The BDS is an interest-bearing bank deposit account held with three Wells Fargo bank subsidiaries that pays interest on your swept funds and provides FDIC insurance up to \$750,000 (\$250,000 per account spread to three banks). By participating in the BDS, HDVAS and/or its affiliates receive additional compensation based on client holdings. Please see the Cash Sweep Disclosure Statement for more information.

The money market mutual fund sweep is an investment product which provides a return on your swept funds. Money market mutual funds are not FDIC insured but are covered by SIPC, which protects against the custodial risk (not a decline in market value) when a brokerage firm fails by replacing missing securities and cash up to a limit of \$500,000 of which \$250,000 may be cash. The Firm and its affiliates receive 12b-1 fee compensation from the money market mutual funds ranging from 0% to 0.50% as determined by the fund company and set forth in the fund’s prospectus.

A money market mutual fund generally seeks to achieve a competitive rate of return (less fees and expenses) consistent with the fund's investment objectives, which can be found in the fund's prospectus. The rate of return will, however, be impacted by the fees imposed by the particular class of shares designated for the money market sweep. Rates will vary over time and may be higher or lower than the rate paid on other sweep options (including BDS) or other money market mutual funds. However, certain sweep options pay HDVIS a 12b-1 fee, which increases the compensation earned by HDVIS, and also indirectly increases the fees paid by the Client, which can negatively affect your return. Clients who have retirement accounts governed under ERISA will receive a refund of 12b-1 fees. HDVAS may select a money market mutual fund that pays the Firm or its affiliates a 12b-1 fee even if alternatives are available that do not pay such a fee. HDVAS may also earn more by designating the BDS as the sweep option for *VestAdvisor* accounts. Accordingly, HDVAS has a conflict in selecting the sweep options available for the Program.

The rates of return for sweep options vary over time. Current rates can be obtained from your Advisory Consultant. There is no guarantee that the yield on any particular cash sweep will remain higher than others over any given period. The rate of return on any sweep options may be lower than that of similar investments offered outside the BDS or money market mutual fund sweep.

Mutual funds are sold pursuant to a prospectus which contains important information about the funds. You should consider the investment objectives, risk, charges and expenses carefully before investing. For this and other information, contact your Advisory Consultant for a free prospectus. You should read the prospectus carefully before investing.

An investment in a money market mutual fund is not insured or guaranteed by the FDIC or any other governmental agency. Although money market mutual funds seek to preserve the value of your investment at \$1.00 per share it is possible to lose money by investing in a money market mutual fund.

4. Expense Sharing Arrangements (Educational Partners)

Within the universe of mutual funds used in *VestAdvisor*, a select group of companies (Educational Partners) have agreements with HDVIS to provide payments to help defray the educational, training, record-keeping and other costs associated with offering these products to clients. These payments, which are in addition to the fees and expenses disclosed in the fund prospectus fee table, are calculated as a percentage of assets under management, a percentage of initial sales, or a combination of assets and sales. The amount paid by Educational Partners can be up to 0.10% on assets under management and 0.10% to 0.25% on sales. For example, for every \$10,000 investment, HDVIS would receive up to \$25 in additional compensation on the sale, and up to \$10 annually as long as the assets stay invested. HDVIS also receives additional lump sum payments from Educational Partners, which could be significant in amount.

Over the course of managing the Client relationship, HDVAS and the Advisory Consultant are likely to recommend and use Eligible Assets offered by Educational Partners. Although the expense sharing payments from Educational Partners are not shared with the Advisory Consultant and are not directly tied to the expenses applied to your Account, a conflict of interest exists for HDVAS in the selection and recommendation of Eligible Assets sponsored by Educational Partners. In addition, Advisory Consultants may, consistent with FINRA rules, separately receive from product sponsors reimbursement for marketing expenses, client functions and attendance at due diligence, training and education meetings sponsored by HDVAS, HDVIS or the product sponsors. For more information, you should ask your Advisory Consultant which product sponsors, if any, provided expense reimbursement or additional compensation to the Advisory Consultant.

The following Educational Partners paid HDVIS additional payments during the past year:

<u>Mutual Funds</u>			
American Funds	DWS	John Hancock Funds	Putnam Investments
Columbia Management	Franklin Templeton Investments	MFS Investment Management	RS Funds & Guardian Investor
Davis Selected Advisers	The Hartford Funds	Nuveen Investments	Virtus Investment Partners
Delaware Investments	Invesco	Oppenheimer Funds	Wells Fargo Advantage Funds
Dreyfus	Ivy Funds	Pioneer Investments	

5. Transaction Charges

Transaction, clearing and custodial fee charges may be assessed by First Clearing as noted in the following table. These fees and charges are separate from any Program Fee. You are responsible for these charges and fees, unless the Advisory Consultant agrees to pay eligible transaction charges described below. The election is made by checking the appropriate box in the Client Profile

Questionnaire. You are also responsible for transaction charges assessed following termination of the Advisory Services Agreement. First Clearing's fees and charges are provided in the following table.

The Transaction, Clearing, and Custodial Fees charged by First Clearing are:

	<u>Transaction-Related Charges</u>	
Mutual Funds	Mutual Funds – Except Non-Transaction Fee Funds	\$9.50
	Exchanges (same fund family) – Non-NTF Funds	\$4
Equities, Fixed	Equities	\$18
Income, and Unit	Exchange Traded Funds (ETF)	\$18
Investment Trusts	Options	\$16 + 1.50/contract
	Foreign Securities	\$75
	Corporate Listed Bonds	\$16
	Corporate Over The Counter Bonds	\$20
	Municipal, Treasury, Government Agency and Zero Coupon Bonds	\$20
	Mortgage-Backed Securities or CMOs	\$30
	CDs, Commercial Paper and Bankers Acceptances	\$20
	Unit Investment Trusts	\$20

	<u>Clearing and Custodial Fees</u>	
IRA Accounts	Termination Fee	\$95
Brokerage Fees	¹ SEC Fees	Cost
	Express Mail	\$15
	Outgoing Wire Transfer	\$25
	Return Deposit Item	\$10 per returned item
	Deposit of Cancelled, Stopped or Escheated Certificates	\$50
	Checking Account Fees	Check re-orders – no charge for standard checks. ²
	Outgoing Full Account Transfer (non-retirement accounts)	\$95
	Margin Debit Balance Interest	FCC Base Rate plus up to 3.625%
	Cash Debit Balance Interest	FCC Base Rate plus 3.625%
	Limited Partnerships/Private Placements – Hold	\$200 origination, \$100 per position per year (\$500 max per account per year)
Security Registration	Physical Certificate in Client name or third-party name	\$250 (minimum) for standard delivery; \$500 (minimum) for rush delivery (3-5 days)
	Physical Certificate due to corporate reorganization	No Fee

¹SEC fee charged on all liquidations of equity and option securities.

²For Business - \$112 + tax for 252, 3-to-a-page business style checks with 200 deposit slips. A binder and endorsements are included. Reorders for checks **only** are \$63.50 + tax. Order styles are available by request.

Ineligible Assets are excluded from advisory services, and therefore, you will pay separately for the execution costs associated with transactions in Ineligible Assets. Ineligible Assets are not included in individual Account Quarterly Performance Reports.

Termination of Agreement

Clients who want to terminate the Program should notify their Advisory Consultant in writing. You may terminate the Advisory Services Agreement within five (5) days of signing without incurring a Program Fee. While the Program Fee will be waived during this period, you will incur any gain or loss in your Account for any period it was invested, so you may not receive back your entire investment. Pro-rata fees will apply to termination of the Advisory Services Agreement thereafter.

Generally, if you terminate the Advisory Services Agreement, the Account will be converted to a commission-based brokerage account, for which you are obligated to pay commissions for each transaction. If you terminate the Advisory Services Agreement after the Account has been invested, you have the option of: (1) liquidating all or some of the Eligible Assets held in the account; or (2) requesting an “in kind” transfer of Eligible Assets to another account. HDVAS is not responsible at any time for market losses during the liquidation process. Certain mutual fund companies have separate and independent restrictions regarding the transfer of particular mutual fund share classes (e.g., advisory share classes discussed in this document). You may be required to convert these funds to a retail share class or liquidate the funds and/or incur redemption fees. Liquidating funds may result in a taxable event. Please see the fund’s prospectus and consult your tax advisor for additional details.

Instructions to terminate or liquidate *VestAdvisor* accounts can take up to two business days to process once notification is received by HDVAS. Depending on the Eligible Assets held in the Account, however, liquidation may take longer. The Firm is not responsible for Account losses, including any losses due to market fluctuations occurring from the time of your request to liquidate until liquidation is completed. Best efforts will be made to process the termination in an efficient and timely manner. Factors that may affect the orderly and efficient liquidation of an Account include Account and position size, types of investment, liquidity of the security and market makers’ abilities.

ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

VestAdvisor is designed for individuals, pension and profit sharing plans, charitable organizations, corporations or other businesses with investment portfolios valued at \$25,000 or more, although exceptions may be made at the discretion of HDVAS. HDVAS reserves the right to terminate the advisory relationship if the market value of assets in the Account falls below the minimum level.

PORTFOLIO MANAGER SELECTION AND EVALUATION-ELIGIBLE ASSET SELECTION AND EVALUATION

Most types of securities are eligible for purchase in a *VestAdvisor* Account including, but not limited to, common and preferred stocks, ETFs, closed-end funds, fee-based unit investment trusts, corporate and government bonds, certificates of deposit, options and certain mutual funds whose shares can be purchased at net asset value.

Eligible Assets for your Account are recommended or selected based on your investment objective and risk profile as contained in the Client Profile Questionnaire and other information you provide your Advisory Consultant. While Advisory Consultants provide investment recommendations, unless you provide a Limited Trading Authorization in writing, you retain ultimate decision-making authority over the investments selected for the Account. While the selection of investments is a highly individualized process, specific Eligible Assets are typically recommended by HDVAS and your Advisory Consultant based on criteria such as:

- **Size** – The Eligible Assets must be large enough to transact high-volume business efficiently, retain talented, professional managers and respond effectively to a changing market environment.
- **Investment categories** – The Eligible Assets are categorized into asset classes such as Large-Cap Domestic, Small-Cap Domestic, International Equities, Emerging Markets Equities, Fixed Income, Real Estate and Inflation Hedge. Eligible Assets may be further categorized for analysis based on sub-asset classes and/or the manager’s style of investment, federal tax-exempt status or other characteristics.
- **Purity and consistency within the category** – The Eligible Assets should remain primarily invested in the asset class or category that is consistent with its investment objective. Purity and consistency of investment within the category is required to properly evaluate returns, assess risk and effectively manage an investment strategy for you. Eligible Assets that have a history of remaining consistent with the investment category to which they are assigned are favored over those that do not.

- **Verifiable track record** – For managed assets (e.g., most mutual funds and some ETFs), Eligible Assets that employ managers with a proven track record are favored. Most of those selected have at least one manager with three years of documented investment experience within the category assigned.
- **Competitive performance** – Although past performance is not a guarantee of future results, competitive performance track record is a criterion used for evaluation. Performance when compared against a peer group and relevant benchmark must be competitive. Consistency in competitive performance during both up and down markets is also considered.
- **Expenses** – HDVAS does not always select the lowest cost product, but management fees and operating expenses must be reasonable when compared to other Eligible Assets in the same category.

While new-issue bank certificates of deposit (CDs) are Eligible Assets, the yield of new-issue CDs takes into account a sales concession in order to compensate the firms which sell the CDs. Within certain advisory accounts, HDVAS does not receive this sales concession which is retained by the underwriter. Although we may not receive the sales concession, the overall yield on the CD to the Client is still impacted. Since HDVAS charges a Program Fee on all Eligible Assets within an Account, you are effectively charged both the sales concession (retained by the underwriter) and the Program Fee on the CD. These charges reduce the overall yield on the CD and, in some cases, may result in a negative return. You should be aware that you can obtain the same CDs without being subject to the Program Fee if it were purchased in a non-advisory brokerage account or directly from the bank. However, assets purchased outside of your Account will not be monitored or supervised by HDVAS as part of the Program.

Your Account is monitored by your Advisory Consultant on a periodic basis (at least annually) to ensure that your portfolio remains suitable for you. Sources of information used to monitor your Account may include: Morningstar, product sponsor materials and additional information published by HDVAS or third parties. Certain investments excluded from the Program “Ineligible Assets” include annuities, limited partnership interests and mutual funds that cannot be purchased at net asset value. You may hold and sell Ineligible Assets in your Account, but may be restricted from making additional purchases of Ineligible Assets in the Account. The Firm retains discretion to determine which Ineligible Assets can be held in the Account, and to revise or amend its determination at any time as it deems appropriate. Ineligible Assets are excluded for purposes of calculating the Account’s Program Fee. Unless they are waived or subject to another arrangement, you will incur fees for transactions related to Ineligible Assets pursuant to the General Account Agreement and Disclosure Document.

If you and/or your Advisory Consultant determine that an Eligible Asset no longer meets your needs, the Advisory Consultant will recommend a replacement. In the absence of a completed Limited Trading Authorization, all investment decisions will be made by you. Examples of circumstances which might be considered in deciding to replace a mutual fund, closed-end fund or ETF include, but are not limited to the following:

- Loss of one or more of the fund’s key investment management personnel;
- Material deviation from the fund’s stated investment philosophy;
- Poor investment performance over a period of time;
- Mutual fund is closed to new investors; or
- Material change in the selection criteria outlined above.

The Firm has policies and procedures in place to ensure that we execute client orders for the purchase and sale of mutual funds in compliance with the cutoff times established by the mutual fund companies. These times vary depending on the mutual fund company. We may, in our discretion, recognize the earliest mutual fund company cutoff time when determining the cutoff time for a particular Account. Orders received before the cutoff time will receive that day’s closing price, while those received after the cutoff time will receive the next day’s closing price.

Market timing is defined as excessive short-term purchase and sale transactions or exchanges with the intention of capturing short-term profits. HDVAS and its affiliates will not support market timing strategies or activities for mutual funds or any high-volume trading activity that is contrary to the stated policies of mutual fund companies with whom we maintain relationships, or which we determine in our sole discretion is not consistent with the Program. We, in our sole discretion or by direction of the fund company, reserve the right to reject any transactions or to assess a redemption fee for any partial or full liquidation executed in which the Account trading appears to be inconsistent with the fund’s prospectus. Furthermore, when asked by a fund company, we will cooperate and aid in its attempt to identify and impede the efforts of anyone engaged in market timing or excessive trading activity. If the fund company notifies us to reject or cancel a trade for any reason, we reserve the right to cancel it without prior notice to you. We will not be liable for any losses resulting from market timing activities or transactions that are cancelled as a result of those activities. Finally, the frequency of mutual fund transactions and exchanges is subject to any limits established by the applicable mutual funds and HDVAS and its affiliates.

By entering into the Advisory Services Agreement, Client consents to HDVIS, HDVAS and the Advisory Consultant retaining their respective share of any other fees or payments that are made to HDVAS or HDVIS in connection with the use of specific Eligible Assets. These fees include 12b-1 fees, networking fees and expense sharing paid by Educational Partners and other product sponsors. For more information, please see section “Services, Fees and Compensation.”

Services Tailored to Individual Client Needs

The *VestAdvisor* Program is designed to help you meet your investment goals and needs as communicated to your Advisory Consultant. Your Advisory Consultant’s investment recommendations are based on an analysis of your investment objective and risk tolerance as noted in your Client Profile Questionnaire and other information you provide. A description of these services is provided above in the “Services, Fees and Compensation” section.

Client Restrictions

You may request restrictions to your Account in consultation with your Advisory Consultant any time during the management of the Account. The Advisory Consultant may decline the Account if your elected restrictions are too prohibitive.

Performance-Based Fees and Side-by-Side Management

HDVAS does not charge performance-based fees (i.e., fees of which depend on the performance of the account) in any of its investment advisory programs. HDVAS does not engage in side-by-side management where the investment decisions made for your Account might be impacted by investment decisions with respect to other assets we advise or manage.

Methods of Analysis, Investment Strategies and Risk of Loss

Your Advisory Consultant will assist you in determining the appropriate investment portfolio, making investment recommendations and explaining rebalancing options. HDVAS Advisory Consultants may recommend Eligible Assets consistent with your investment objective and restrictions set forth in the Client Profile Questionnaire. Recommendations are made on the basis of research the Advisory Consultant deems to be reliable.

All investments involve risk, including risk of loss, and are made at your risk exclusively. Neither HDVAS nor your Advisory Consultant guarantees any investment or its returns.

Voting Client Securities

You retain the right to vote proxies and handle notices of legal proceedings such as class actions and bankruptcies. Neither your Advisory Consultant nor HDVAS provides advice regarding proxies or legal proceedings for Eligible Assets held in the Account, but will forward any notices and materials to you.

CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS - CLIENT INFORMATION PROVIDED TO ADVISORY CONSULTANT

All Clients must complete a Client Profile Questionnaire that outlines their investment objectives, financial circumstances and risk tolerance. We will notify you in writing, at least annually, typically on your First Clearing brokerage account statement, to update your Profile and indicate if there have been any changes in your financial situation, investment objectives or instructions; and you agree to inform us promptly in writing of any material change in your financial circumstances that might affect the manner in which your assets should be invested. You must also inform the Advisory Consultant if there is other information not reflected on the Client Profile Questionnaire that is relevant to assessing your investment objectives or risk tolerance.

CLIENT CONTACT WITH PORTFOLIO MANAGERS - CLIENT CONTACT WITH ADVISORY CONSULTANT

There are no restrictions on your ability to contact your Advisory Consultant or HDVAS regarding the Account. Because your Advisory Consultant is the most familiar with your financial situation and other important considerations, it is recommended that you contact your Advisory Consultant prior to contacting HDVAS.

You will also receive detailed Quarterly Performance Reports which describe Account positions and performance as described in the “Services, Fees and Compensation” section. In addition to these Quarterly Performance Reports, First Clearing delivers monthly statements to you when there is Account trading activity during the month; an Account with no monthly trading activity receives quarterly statements.

ADDITIONAL INFORMATION

Disciplinary Information

HDVAS is an investment adviser registered with the SEC. In the past 10 years, HDVAS has not been involved in any material disciplinary events as an investment adviser.

To obtain information about HDVAS’ disciplinary history, or to verify HDVAS has not been involved in any material disciplinary event, you may visit:

<http://www.adviserinfo.sec.gov/>

For more information on any broker/dealer related disciplinary events of HDVIS or First Clearing you may visit:

<http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/>

Other Financial Industry Activities and Affiliations

HDVAS is a national investment advisory firm providing advisory and other financial services to individuals, pension and profit sharing plans, charitable organizations, corporations or other businesses. Companies affiliated with and/or under the same control with HDVAS include H.D. Vest, Inc., the parent company of HDVAS, HDVIS and H.D. Vest Insurance Agency, LLC “HDVIA”. HDVAS may recommend that clients use HDVIS or HDVIA to implement investment strategies. HDVIS, a registered broker-dealer and member of FINRA and SIPC, provides brokerage services to HDVAS clients. Except as specifically noted, HDVIS and HDVAS will not receive a sales load for transactions in a *VestAdvisor* Account. HDVIS will, however, receive 12b-1 fees, networking fees, brokerage fees, expense sharing payments from Educational Partners and other sponsors, and other fees related to your Account.

On October 3, 2011, Wells Fargo & Company (“Wells Fargo”) sold its equity interest in H.D. Vest, Inc., the parent company of HDVAS, to a group of investors led by Parthenon Capital Partners (“Parthenon”). The transaction resulted in an indirect change in control of HDVAS, the investment adviser on your *VestAdvisor* Account. HDVAS has become an indirect subsidiary of HDV Holdings, LLC, a company controlled by Parthenon.

As a result of this transaction, HDVAS is no longer affiliated with Wells Fargo. Except for the indirect change of ownership, there are no changes to the terms and conditions of this investment advisory program, or your relationship with your Advisory Consultant. First Clearing, a wholly owned subsidiary of Wells Fargo, will continue to serve as the custodian of assets held through HDVAS investment advisory accounts.

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

Clients are entitled to expect high standards of conduct in all of their dealings with HDVAS. To foster a culture of compliance and ethics among its employees and Advisory Consultants, HDVAS developed a Code of Ethics. The Code of Ethics is applicable to HDVAS personnel who have access to material, non-public information regarding client holdings or recommendations given to clients, including directors, officers, employees, and Advisory Consultants “Covered Persons”. The overarching principles of the Code of Ethics are: the fiduciary duty to clients, integrity, competence, professionalism and objectivity.

Any Covered Person is not permitted, in connection with the purchase or sale, directly or indirectly, of a security held or to be acquired by a client to:

- a. Defraud the client in any manner;
- b. Mislead the client, including by making a statement that omits material facts;
- c. Engage in any act, practice or course of conduct that operates or would operate as a fraud or deceit upon the client;

- d. Engage in any manipulative practice with respect to the client; or
- e. Engage in any manipulative practice with respect to securities, including price manipulation.

The Code of Ethics also requires Covered Persons to adhere to procedures related to their personal securities to mitigate conflicts of interest between transactions in Covered Persons' accounts (including Covered Persons' immediate family member accounts) and client accounts. Certain Covered Persons trading activity is also subject to pre-approval.

A copy of the Code of Ethics can be obtained by contacting your Advisory Consultant or the HDVAS Compliance department at (866) 218-8206, option 1, x4790.

The Firm maintains policies and procedures to mitigate conflicts of interest between transactions in our Covered Persons' personal investment accounts, including accounts of their immediate family members and client accounts. To ensure Covered Persons' trading requirements are observed, Covered Persons' trading activity is subject to pre-approval. All associates are subject to regular review by their supervisors and independent oversight by the Firm's Compliance department.

Conflicts of Interest

HDVAS endeavors to provide *VestAdvisor* to Clients at a cost that is reasonable in relation to the services provided. In evaluating an investment in *VestAdvisor*, you should be aware that HDVAS and its affiliates earn compensation from a number of sources related to your Account in addition to the Program Fee. The choice of Eligible Assets affects the compensation HDVAS, its affiliates and Advisory Consultants earn as a result of your investments, and thus poses various conflicts of interest. This section of the Disclosure Brochure is intended to describe the most significant conflicts of interest you should consider in making an investment decision. You should refer to the "Services, Fees and Compensation" section for additional information on the compensation HDVAS and Advisory Consultants may receive. If you have any questions about compensation or conflicts of interest, please contact your Advisory Consultant, or the HDVAS Compliance department at (866) 218-8206, option 1, x4790.

1. Eligible Asset Compensation and 12b-1 Fees

As discussed in the "Services, Fees and Compensation" section, mutual funds can differ significantly in terms of the expenses you pay as an owner, and in terms of the compensation HDVAS and its affiliates earn as a result of your investment. For example, not all mutual funds pay additional compensation in the form of a 12b-1 fee, and the amount of the 12b-1 fee can differ between funds. 12b-1 fees are paid out of fund assets, and thus they increase the expenses you pay as a fund shareholder and can negatively affect your investment return. Even within the same fund, some fund families offer multiple share classes, some of which may pay HDVIS or its affiliates a 12b-1 fee while others do not.

In selecting investments for your account, the Advisory Consultant is likely to utilize mutual funds that pay a 12b-1 fee, even if the fund company offers a share class of the same mutual fund that does not pay a fee, and/or has a lower expense ratio. This results in additional compensation for HDVIS and the Advisory Consultant, and thus presents a conflict of interest. Please consult the specific fund prospectus for more information, and ask your Advisory Consultant if you have any questions about 12b-1 fees, or how they affect your investments or the compensation earned by HDVIS and your Advisory Consultant.

2. Sweep Compensation

As discussed in the "Services, Fees and Compensation" section, Program Accounts have a sweep account to automatically invest cash balances. This may be the Bank Deposit Sweep ("BDS") or money market mutual fund sweep for ERISA Accounts in the Program. Program clients may elect whether to participate in the BDS and/or periodically invest cash balances directly in available money market mutual funds or other products offered as direct investments outside of the sweep program by providing instructions to your Advisory Consultant.

By participating in the BDS, HDVAS and/or its affiliates receive additional compensation based on client holdings. The Firm and its affiliates may receive 12b-1 compensation from the money market mutual fund sweep ranging from 0% to 0.50% as determined by the fund company and set forth in the fund's prospectus. This fee may negatively impact your return.

There are fees and charges associated with different sweep vehicles. A portion of these fees and benefits may be shared with HDVAS, its affiliates and your Advisory Consultant. Because of these fees and benefits, we have a financial incentive to select the particular sweep vehicles included in the Program. The rates of return for sweep options vary over time. Current rates can be obtained from your Advisory Consultant. There is no guarantee that the yield on any particular cash sweep will remain higher than others over any given period. The rate of return on any sweep vehicles may be lower than that of similar investments offered outside the BDS or money market mutual fund sweep.

Please see the Cash Sweep Disclosure Statement for more information.

3. Expense Sharing Arrangements (Educational Partners)

The Firm's affiliate, HDVIS, receives payments from its Educational Partners in exchange for providing these Educational Partners opportunities for enhanced access to HDVIS' and HDVAS' sales force during training events, conference calls and meetings. Educational Partners also receive heightened visibility through the distribution of sales literature, newsletters and training materials accessible through H.D. Vest intranet pages. Educational Partners pay HDVIS amounts that are in addition to the sales charges and expenses disclosed in the fee tables found in the product prospectus. Although these payments are not shared with the Advisory Consultant and are not directly tied to the expenses applied to your Account, a conflict of interest exists in the recommendation of Eligible Assets sponsored by Educational Partners since these products result in additional compensation for HDVIS.

4. Margin Loans

As discussed in the "Services, Fees and Compensation" section, in certain instances you may use margin in your Account. The margin debit balance, however, will not decrease the market value of your Account. In fact, the value of Eligible Assets purchased with margin loan proceeds will be included in calculating your Program Fee. Therefore, the use of margin will increase your expenses and Program Fee. HDVAS and/or its affiliates earns additional compensation when you take a margin loan, and the increased Program Fee may provide an incentive for your Advisory Consultant to recommend margin strategies. Please see the Margin Disclosure Document for more information.

Review of Accounts

Account transactions are reviewed on a daily, monthly, quarterly or annual basis, as applicable, to review not only the broad allocation, but also adherence to any criteria and guidelines on security selection, concentration, diversification and certain restrictions that may apply. These reviews are performed by compliance and sales supervision personnel who provide these services to HDVAS and its affiliates, including HDVIS. The compliance and sales supervision personnel are both assisted by various data processing exception reports. They rely on these exception reports and do not review every individual transaction or position on an ongoing basis. Advisory Consultants also conduct periodic reviews of the Account with you to determine if and when rebalancing or reallocation is needed.

As previously discussed, you will receive detailed Quarterly Performance Reports which describe Account performance in addition to monthly statements when there is Account activity during the month, as well as trade confirmations reflecting all transactions in securities. Accounts with no activity receive quarterly statements.

Additionally, an Account review should be completed by your Advisory Consultant at least annually.

Client Referrals and Other Compensation

HDVAS does not provide compensation for referrals to the Program.

Expense Sharing Arrangements (Educational Partners)

HDVIS has agreements with Educational Partners to defray the educational, training, record-keeping and other costs associated with bringing these products to Clients. Advisory Consultants may recommend Educational Partners' products to Clients, which results in additional compensation to HDVIS. For more information, please see the "Expense Sharing Arrangements (Educational Partners)" disclosure in the "Services, Fees and Compensation" section of this Disclosure Brochure or speak with your Advisory Consultant.

Brokerage Practices

Even though we may be permitted by contract and by law to do so, as a matter of policy, we do not execute principal trades and agency cross transactions in the *VestAdvisor* Program.

We may receive additional brokerage execution compensation for executing securities transactions for *VestAdvisor* Clients. First Clearing may also receive additional compensation in the form of order-flow payments from options trades. In addition, First Clearing may receive compensation from one or more of the firms it routes equity orders to as a fee for providing execution services

to those firms. However, the orders routed to these firms are not contingent on pre-existing arrangements. Please refer to the “Services, Fees and Compensation” section for a discussion of additional fees that you may incur.

HDVAS and its affiliates have a Best Execution Committee that reviews trading activity and the vendors and systems we use to process transactions, among other things. Client orders are treated with the same priority and procedural flow as non-advisory brokerage customer trades.

The securities traded for Clients may be traded in one or more marketplaces, or may employ an alternative trading system (ATS) to execute fixed-income transactions. Consistent with the overriding principle of best execution and subject to applicable regulatory requirements, First Clearing may use its discretion in selecting these marketplaces or ATSs to enter or execute Client orders.

- Client orders for over-the-counter equities and listed equity securities are routed to execution venues as appropriate, with best execution being the highest priority. A number of factors are considered when determining where to send Client orders, including execution speed and price, price improvement opportunities, the availability of efficient and reliable order-handling systems, the level of service provided, and the cost of executing orders. First Clearing strives to execute all held orders at prices equal to or better than the displayed national best bid/offer price, up to the displayed size, at the time of execution. Not-held orders are worked for best price by the trading desk. First Clearing may utilize non-affiliated third party Authorized Participants (“APs”) when transacting large blocks of ETFs. APs are typically large institutions like market makers or specialists who can create ETFs by trading the underlying securities.
- As a result of the “over-the-counter” nature of fixed income securities, the available trading methods differ from that of equity securities. Consistent with the overriding principle of best execution and subject to applicable regulatory requirements, we may use our discretion in selecting the appropriate broker/dealers with which to execute fixed income Client orders. First Clearing considers a number of factors when determining where to execute orders, including the product type, the liquidity of the security, market makers abilities and the size of the order.
- For both equity and fixed income securities, H.D Vest regularly reviews transactions for quality of execution, and takes action, as appropriate, for Client price improvement and to fulfill our best execution obligations.

Sweep Program

As discussed above in the “Services, Fees and Compensation” and “Conflicts of Interest” sections you have certain options related to sweep accounts used with the Program Account. HDVAS and its affiliates receive compensation based on your sweep selection, including but not limited to 12b-1 fees and other fees for BDS. For more information, please see the referenced sections of this Disclosure Brochure and the Cash Sweep Disclosure Statement.

Financial Information

HDVAS has no financial condition that is likely to impair our ability to meet our contractual commitments to you.

Other Disclosures

Your Advisory Consultant is an independent contractor of HDVAS solely for the purpose of providing investment advisory services as described in this Disclosure Brochure. In addition to the investment advisory services provided through HDVAS or securities brokerage services through HDVIS, he or she may provide legal, tax, accounting, audit, payroll or other products or services that are not affiliated with HDVAS. HDVAS does not support, endorse or supervise any of your Advisory Consultant’s activities conducted outside of HDVAS. The responsibilities of HDVAS and its affiliates relate specifically to offering approved securities and investment advisory services. Some of these outside services may present a conflict of interest with services provided by HDVAS or its affiliates, and to the extent that is the case by entering into the Advisory Services Agreement you acknowledge and agree that you have considered any such conflicts, and have decided to proceed despite their existence. Please ask your Advisory Consultant and refer to his or her Brochure Supplement for more detailed information.

Any securities investments recommended by your Advisory Consultant must be made through HDVAS or its affiliates, and if you are asked to make any outside investments you should immediately contact the HDVAS compliance department.

HDVAS will not sell client information to other companies for marketing purposes. HDVAS employs reasonable security standards and safeguards to protect our Client’s personal information and prevent fraud. In addition, HDVAS will continue to protect our Client’s privacy

even if they cease being our Client. For more information, please read our Privacy Statement or contact your Advisory Consultant or HDVAS.