

OMICRON GROUP, LTD.

INVESTMENT ADVISORY, FINANCIAL PLANNING AGREEMENT, PRIVACY NOTICE AND PRICING POLICY FOR DETERMINING FEES

It is extremely important to note that Omicron's business model is unique in that for this fee the client may also receive many other services such as discussions and meetings with client's attorney, accountant, insurance agent, banker, real estate agent, and others such as car dealers, real estate syndicators, property managers and other professionals. Omicron in the past has also traveled at his own expense to due diligence meetings for real estate projects in various states such as NY, Massachusetts, Nevada, WA and Texas. He also has been called upon to be a property manager for client rental property and to hire, oversee and to maintain accounting records for client accountants for client tax preparation. He also has responsibility to act as a general contractor to hire and supervise contractors for repairs and remodels of homes clients purchase as rental property. In helping clients with real estate purchases he also negotiates commissions on client's behalf and travels with real estate brokers to review properties. All these services and others are provided to clients for a single fee structure based upon the value of the investment assets he supervises.

This agreement is entered into by Omicron Group, Ltd. (Omicron), a Registered Investment Advisor and its representative Jeff Williams and _____, the investment advisory client.

In consideration of mutual benefits to be derived from this agreement it is understood and agreed as follows:

1. Omicron shall provide investment advisory services pursuant to the terms of this agreement to the client.
2. The following schedule is used as a guideline for client to pay Omicron for the investment advisory services provided according to clients specific circumstances:

\$0	to	\$500,000	=	1.50%
\$500,000	to	\$3M	=	1.00%
		\$3M and up		= negotiable
Your Rate			=	_____ agreed_____

In some situations if Omicron feels hourly fees and/or performance fees should be applicable in addition to investment advisory fees then Omicron will discuss in advance with the client to come to a mutual understanding with the client agreeing in writing to such fees and the frequency or circumstances of such charges.

The pro-rata fee is payable at the beginning of each calendar quarter for the previous quarter, meaning fees are payable in arrears. If there are significant fixed income assets the above rates may be modified to have one % rate for the fixed income and another for all other assets or a blended rate that reflects the specific investment mix.

3. It is expressly understood and agreed between the parties of this Agreement that Omicron will not provide either accounting or legal advice nor will it prepare any accounting or legal documents for the implementation of the Client's financial, business, or estate plans. The Client is urged to work closely with his/her attorney, accountant, and all other professionals deemed necessary in implementing the recommendations contained in the financial plan. Implementation of any portion of the plan is entirely at the discretion of the Client. Implementation of only a portion of the plan may adversely affect the performance of the whole plan.
4. This Agreement shall not be assigned by Omicron without the written consent of the Client.

Investment advisory services performed by Omicron shall be in compliance with the Investment Advisors Act of 1940, regulations enacted there-under, and applicable state laws regulating the services provided under this Agreement **such as the Securities Act of Washington with Washington State governing law with respect to Washington clients.**

5. Omicron reserves the right to terminate this Agreement upon written notification and return of fee to the Client up to the start of the calendar quarter. The Client may terminate the Agreement upon written notification to the adviser, with any unearned fees being refunded.
6. **Client has a 5 business days to cancel this agreement from date signed without penalty.**
7. Client acknowledges that he/she has been given a copy of Form ADV Part 2 of Omicron Group, Ltd. which provides, in part, an in depth history of its

representative Jeff Williams, as well as a narrative about how his financial planning and investment advisory services are conducted.

8. As a convenience, Client may have the advisory fees deducted from their brokerage account.

Is this service desired? ____ yes ____ no

9. If privately managed accounts through Eagle Asset Management or others via Raymond James Financial Services are purchased, these organizations charge fees in addition to the fees Omicron charges. Omicron negotiates these fees for the client to Eagle allowed minimum. Omicron does not have any arrangements with any mutual fund company, Eagle, or otherwise to share in any of their fees. However, Raymond James may pay for Jeff Williams to attend conferences to do “due diligence” on its various products for Omicron clients.
10. Omicron has no authority to vote client securities as clients receive their own proxies and voting materials. Clients are advised they can contact Omicron if questions.

PRIVACY NOTICE

In the process of preparing various financial recommendations for clients, Omicron collects/has collected certain information from you, or with your written authorization, certain essential information, which is non-public and personal, such as information concerning your income, expenses, assets, liabilities, and other similar information.

Omicron follows industry standards for protecting your confidentiality and security of the non-public personal and business information it collects/has collected.

Such standards include no access to such non-public information to any person or entity outside of the employees of the Firm unless specifically authorized by the Client to do so.

Omicron does not disclose **any information** about you unless required by law to any third parties unless that information is necessary in a specific situation in the conduct of Omicron’s financial planning business.

Omicron maintains safeguards that comply with Federal standards to protect your nonpublic information such as daily computer backups. In addition, no files are allowed out of the office.

Aspects of this memorandum are not applicable to all clients. So if you have questions please advise.

PRICING POLICY

Initially, the Investment Portfolio report is an estimate of the value of the assets as of the date prepared. In some cases the figures are taken directly from data believed reliable, such as a brokerage statement, but Omicron cannot attest to the brokerage statements accuracy and correctness even though we make every effort to ascertain accuracy for our reports.

The following chart demonstrates the “terms/verbiage/asset classes” Omicron utilizes to prepare your quarterly portfolio report titled “Investment Portfolio”. In this example, Raymond James is the example for brokerage statements. The RJ brokerage statement uses similar, but not the same, language. So that you understand which categories are the same, this chart can be used for reference purposes.

OMICRON

Stocks
Bonds
Mutual Funds
Cash/Time Deposits
Miscellaneous

RAYMOND JAMES

Equities
Fixed Income
Mutual Funds
Cash/cash equivalents
No misc category

Bond category

Most bonds are purchased as a bond ladder and thus the strategy is to hold the bonds until maturity to redeem at par/face value. Therefore, on our report we show the original cost as the current value since the bond will be redeemed at maturity in a bond ladder.

However, RJ and other brokerage statements will always show the approximate “current” market value of the bond on their statements. Sometimes this value will be lower or higher than the maturity value of the bond. Since it is anticipated that no loss or gain will be recognized at maturity on the redemption of bonds due to the bond ladder, we do not list the “current” value that is shown on the brokerage statement. To show a value higher

than the maturity value would increase your fees which would not be appropriate. If you need further explanation please call.

Miscellaneous category

This is a catch all category for assets where often times updated values do not exist. However, for an asset that does have a definable value, such as a loan balance then of course the current balance will be shown. For assets where updated current values are not provided, such as a real estate rental property or land, the general rule is **value** is listed as the same as the cost. If Omicron has information that leads us to believe the value is less than cost over the estimated holding period, they will report a lesser value. This value is intended to demonstrate that Omicron has concerns about the future value of the investment and that the client fees should be reduced. In addition, even when Omicron has information that would increase the value of an asset, we will only show cost as value so as to not increase fees.

If client approves of a real estate tax free exchange, the monies going into the new project will be the new investment cost and value amount listed on client's portfolio report. As an example, if a real estate investment is sold for \$50,000 and client's original investment was \$35,000 and \$50,000 is rolled over into another real estate project then the new cost and value on the portfolio report will be \$50,000.

In some cases a real estate manager provides a "current value" if they are an IRA custodian and this value is usually provided well after the end of the billing cycle. Therefore, our reporting value will be the previous quarter or year for which the manager provided a value. We would adjust the value if a sale took place and the manager provided us with an amount of distribution that would be a return of principle.

As to the **cost column** in this category, a client may opt to show a cost different than their original cost. The reason this might occur is when the total distributions since inception are greater than the original cost. Or, another reason might be because a particular real estate investment has been refinanced and all of the investor's original investment has been returned. It is merely up to the client as to how they want the asset represented in this situation.

Usually Omicron suggests a cost of \$1 in these circumstances and a value that purports to represent the amount of equity left in the real estate on a pro rata basis with the other investors as determined by the manager of the project.

Some clients may prefer to show all their investments, including employer sponsored retirement plans such as 401k and others, on our report even if Omicron is not the investment advisor. The values for these types of things are the most current that I have which could be several months old due to a lack of information from when the 401k statement was prepared. In addition, the cost information is typically not available. However, to the extent Omicron can obtain this data and the client wants me to list values of the investments, I will include it.

Annual Income & Yield Columns

Due to rounding, the client should look to these numbers as approximate.

Gain – Loss Column

This column does not reflect gain or loss for tax purposes. Rather, it is intended to show the direct purchases/checks you have written for the particular investment after adjusting for cost. This is also an approximate amount.

Certainly, if you have questions please ask.

Date _____

Clients: _____

Investment Advisor Representative: _____
Omicron Group, Ltd.