

**Item 1 – Cover Page**

**Duncan-Williams, Inc.**

6750 Poplar Avenue, Suite 300

Memphis, Tennessee 38138

(800) 827-0827

[www.duncanwilliams.com](http://www.duncanwilliams.com)

Duncan-Williams Select Account Program

Wrap Fee Program Brochure

Date of Brochure Appendix: May 2012

---

This wrap fee program brochure provides information about the qualifications and business practices of Duncan-Williams, Inc. If you have any questions about the contents of this brochure, please contact us at (800) 827-0827. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Duncan-Williams, Inc. is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

\*Registration as an investment advisor does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

In May 2012, Duncan-Williams, Inc. moved from SEC registration to state registration as a result of new rules issued pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act. These rules shifted primary responsibility for advisors with less than \$100 million in assets under management to states rather than the SEC.

Also in May 2012, the firm revised the Duncan-Williams Wrap Fee Program, now known as the Duncan-Williams Select Account Program.

We will ensure that you receive a summary of material changes, if any, to this and subsequent disclosure brochure appendices within 120 days after our fiscal year ends. Our fiscal year ends on December 31 so you will receive the summary of material changes, if any, no later than April 30 each year. At that time we will also offer a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

### Item 3 – Table of Contents

Item 1 – Cover Page .....	1
Item 2 – Material Changes .....	2
Item 3 – Table of Contents .....	3
Item 4 – Services, Fees and Compensation .....	4
Item 5 – Account Requirements and Types of Clients .....	5
Minimum Investment Amounts Required .....	5
Types of Accounts .....	6
Item 6 – Portfolio Manager Selection and Evaluation .....	6
Types of Advisory Services .....	6
Limits Advice to Certain Types of Investments .....	6
Tailor Advisor Services to Individual Needs of Clients .....	7
Wrap-Fee Program versus Portfolio Management Program .....	7
Performance-Based Fees .....	7
Methods of Analysis .....	7
Fundamental .....	7
Technical .....	8
Cyclical .....	8
Charting .....	8
Risk of Loss .....	8
Voting Client Securities .....	9
Item 7 – Client Information Provided to Portfolio Managers .....	9
Item 8 - Client Contact with Portfolio Managers .....	9
Item 9 - Additional Information .....	10
Disciplinary Information .....	10
Other Financial Industry Activities and Affiliations .....	10
Private Investment Company .....	10
Securities Services .....	10
Insurance Sales .....	11
Third-Party Money Managers .....	11
Code of Ethics .....	11
Participation in Client Transactions and Personal Trading .....	11
Account Reviews .....	12
Account Reports .....	12
Client Referrals and Other Compensation .....	12
Financial Information .....	12
Item 10 – Requirements for State Registered Advisors .....	13

#### Item 4 – Services, Fees and Compensation

Duncan Williams, Inc. (“Duncan-Williams” or “Advisor” or “we”) have developed and sponsor the Duncan-Williams Select Account Program (the “Program”), a wrap fee program. When providing this asset management service, we are solely responsible for making all investment recommendations and also for making changes to the managed account. If clients (“clients” or “you”) elect to engage us for this service, we develop an individualized investment program for your account(s). We provide various investment strategies through our management services; a specific investment strategy and investment policy is crafted for you and focuses on your specific goals and objectives. When managing assets, we may also utilize model portfolios provided by institutional investment strategists and/or introduce you to investment managers who provide discretionary management of individual portfolios. Asset management services are separate from and in addition to the financial planning services previously discussed.

To provide these services, we need to obtain certain information from you to determine your financial situation and investment objectives. At least quarterly, you are reminded to notify us whether your financial situation or investment objectives have changed or if you want to impose and/or modify any reasonable restrictions on management of your accounts. At least annually, we contact you to determine whether your financial situation or investment objectives have changed, or if you want to impose and/or modify any reasonable restrictions on your managed accounts. We are always reasonably available to consult with you relative to the status of your accounts. You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct us not to purchase certain securities. Your beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the account. A separate account is maintained for you with the custodian and you retain right of ownership of the account (e.g., the right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations).

It is important that you understand we manage investments for other clients and may give them advice or take actions for them or for our personal accounts that is different from the advice we provide to you or actions we take for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Conflicts may arise in allocating investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed appropriate for your account(s) and other accounts advised by us among equitably and consistent with the best interests of all accounts involved. However, there is no assurance that a particular investment opportunity that comes to our attention is allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to your or any other client or use it for any client’s benefit.

We manage Program on a discretionary or non-discretionary (client directed) basis. Please see **Item 16, Investment Discretion**, in the separate Duncan-Williams, Inc. Disclosure Brochure for additional information concerning discretionary authority. We utilize platforms, models and/or other investment vehicles we deem suitable for you. See **Limits to Certain Types of Investments at Item 6, Portfolio Manager Selection and Evaluation**, elsewhere in this Disclosure Brochure Appendix. As the primary investment advisor on the accounts, we are responsible for determining whether the account is a suitable investment vehicle you and whether the management options selected are suitable. We have the authority to enter orders, transfer funds, and transmit instructions. Pershing LLC (“Pershing”) processes our orders and instructions provided it has received all necessary authorizations from you. Folio Dynamics, Inc. d/b/a FolioDynamix (FDx) provides us and, if applicable, you with proprietary workstations and technology to assist with order entry, account viewing and account tracking.

With respect to accounts utilizing the FDx workstations and technology, Pershing is responsible for delivering clearing and custody services and providing statements and confirms through a clearing and custody arrangement with us. We are not affiliated with FDx or Pershing. Pershing maintains custody

of all Program accounts. Neither we nor our investment advisor representatives ("representatives") act as custodian of your account or have direct access to your funds and/or securities. There is a \$50,000 minimum account value required to establish a Program account, although we may grant exceptions on a case by case basis at our sole discretion. Our clients are permitted to bundle household accounts to reach the minimum.

The maximum annual management fee for Program accounts is 3% and is negotiable based on both the nature and total asset dollar value of your account. The exact fee charged is disclosed in the fee schedule portion of the client agreement that must be signed by both you and us before any services are provided. The Management Fee is billed in advance on a quarterly basis. The effective date of the fee will be the first day of the quarter during which the client agreement was signed. The initial Management Fee will be prorated to cover the period from the date the Account is opened and approved, through the end of the then current full calendar quarter. For purposes of calculating the initial and subsequent Management Fee, the Account's value includes the sum of the long market value of all securities (less margin debit balances), money market, and cash. Additional assets received into the Account will be charged a pro-rata Management Fee based upon the number of days remaining in the current calendar quarter. No fee adjustment will be made for partial withdrawals or for appreciation or depreciation of the Account within a quarterly billing period. In accordance with the terms of the individual Agreement, a pro-rata refund of fees charged will be made to Client if the Account is closed within a quarterly billing period.

Specifically, the fee covers all commissions, prime broker fees and any other transaction fees relating to executing securities transactions within your accounts except for regulatory fees. FDx and Pershing receive a portion of the fees charged to you.

Fees are deducted from your account and you must provide the account custodian with written authorization to have the fees deducted and paid to us. Prior to any fees being deducted (and at the same time a billing statement is sent to the custodian), we send you a fee billing notice showing the amount deducted, the manner in which the fee is calculated, any adjustments to the fee and an explanation of any such adjustments. At least quarterly, the custodian sends you a statement showing all disbursements from the account, including advisory fees deducted.

Program services can be terminated at any time by providing written notice to all applicable parties, and termination is effective upon receiving that notice. Services are terminated without penalty and you receive a pro-rated refund based on the amount of time remaining in the billing period from the effective date of termination. We cooperate fully with request to deliver funds and securities held in your Program account to another custodian. Pershing may charge an account transfer fee. Transactions in closed account are subject to brokerage rates of the specific broker used. Terminating services does not affect the liabilities or obligations of the parties arising out of transactions initiated prior to termination.

Although we believe our fees are reasonable in relation to the services provided, you should be aware comparable services may be available from other sources. Fees for our services may be more or less than the cost of purchasing the same services separately through other investment advisors or through other programs offered by us.

## **Item 5 – Account Requirements and Types of Clients**

### **Minimum Investment Amounts Required**

There is a minimum of \$50,000 required to establish managed Program accounts, although we may grant an exception from time to time on a case by case basis in our sole discretion. If you utilize the Lockwood Performance Link services, Lockwood charges a minimum of \$35 per quarter per account.

### **Types of Accounts**

We provide investment advice to the following types of clients:

- Individuals (including high-net worth individuals)
- Banks or thrift institutions
- Pension and profit sharing plans
- Trusts, estates, or charitable organizations
- Corporations or business entities other than those listed above

### **Item 6 – Portfolio Manager Selection and Evaluation**

We and our representatives act as the portfolio manager(s) for the Duncan-Williams Select Account Program (“Program”), which is a wrap fee program. The Program does not allow the use of portfolio managers that are not associated with us. In other words, the only portfolio managers selected for managing client assets in the Program are our representatives. Therefore, conflicts of interest present in other wrap-fee programs that make available both affiliated and unaffiliated portfolio managers are not present in the Program. Because the Program does not provide for a multitude of outside portfolio managers, we do not have procedures designed to select outside portfolio managers. Many of the disclosures required by this section of the Item 2A Appendix Disclosure Brochure do not apply to us. The disclosures that do apply are answered below.

### **Types of Advisory Services**

In addition to the management services described above, we provide financial planning services consisting of preparing written financial plans and offering consultations on any topic of interest or concern to clients. Fees for these services are billed as either a fixed fee or at an hourly rate. Our representatives are also registered representatives and insurance agents and may receive commissions when selling securities and/or insurance products to clients. If you elect them to implement advisory recommendations, we may waive or reduce the financial planning fee by the commissions earned. In addition, if you elect to implement our recommendations through the other advisory services described in our Disclosure Brochure, we may waive and/or reduce the financial planning fees as a result of earning additional advisory fees. Any adjustment to the financial planning fee is at our discretion and is disclosed to you prior to implementing any transactions or contracting for additional services.

We also act as a solicitor and may refer you to unaffiliated third party investment advisors offering asset management and other investment advisory services. When doing so, we receive a solicitor/referral fee from the third party money manager selected by you.

Please refer to our separate Disclosure Brochure for full details concerning our advisory services, fees, billing procedures and termination provisions.

### **Limits Advice to Certain Types of Investments**

We provide advice on the following types of investments:

- Exchange-listed securities
- Securities traded over-the-counter
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance

- Variable annuities
- Mutual fund shares
- United States government securities
- Option contracts on securities
- Interests in partnerships investing in real estate
- Interests in hedge funds

We reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives. Please also see **Item 5, Fees and Compensation**, for additional information about portfolio holdings in managed accounts.

You have the ability to place reasonable restrictions on the types of investments that may be purchased in your account.

### **Tailor Advisor Services to Individual Needs of Clients**

Our services are always provided based on your specific needs. You have the ability to impose restrictions on your accounts, including specific investment selections and sectors. However, we will not enter into an investment advisor relationship where the prospective client seeks to impose unduly restrictive investment guidelines.

### **Wrap-Fee Program versus Portfolio Management Program**

We offer services through both traditional and wrap-fee management programs. In traditional management programs, advisory services are provided for a fee but transaction services are billed separately on a per-transaction basis. In wrap-fee programs, advisory services (including portfolio management or advice regarding selecting other investment advisors) and transaction services are provided for one fee. The Duncan-Williams Select Account Program is a wrap-fee program. Whenever a fee is charged to a client for management services (whether wrap fee or non-wrap fee), we receive all or a portion of the fee charged.

For suitability purposes, each investment in each account is reviewed according to investment objectives, risk tolerance and overall net worth. Investments are recommended as part of a holistic wealth management approach to asset allocation for accounts within a wrap-fee program. The essential difference between transactional accounts and those under management in a wrap-fee program is the way in which transaction services are paid.

### **Performance-Based Fees**

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. We do not receive performance-based fees.

### **Methods of Analysis**

We use fundamental, technical, cyclical and charting analysis when considering investment strategies and recommendations for clients.

#### ***Fundamental***

Fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. In other words, fundamental analysts try to determine its true value by looking at all aspects of the business, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors

(e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

### ***Technical***

This method of evaluating securities analyzes statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

### ***Cyclical***

Cyclical analysis looks at recurring periods of expansion and contraction that can impact a company's profitability and cash flow. Cyclical stocks tend to rise quickly when the economy turns up and fall quickly when the economy turns down (i.e., housing, automobiles, telecommunications, paper, etc.). Non-cyclical industries (i.e., food, insurance, drugs, health care, etc.) are not as directly impacted by economic changes.

### ***Charting***

Charting is a technical analysis that charts the patterns of stocks, bonds and commodities to help determine buy and sell recommendations for clients. It is a way of gathering and processing price and volume information in a security by applying mathematical equations and plotting the resulting data onto graphs in order to predict future price movements. A graphical historical record assists the analyst in spotting the effect of key events on a security's price, its performance over a period of time and whether it is trading near its high, near its low or in between. Chartists believe that recurring patterns of trading, commonly referred to as indicators, can help them forecast future price movements.

### ***Risk of Loss***

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. However, you should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved. Further, depending on the different types of investments, there may be varying degrees of risk:

- **Market Risk.** Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments. This is referred to as systemic risk.
- **Equity (Stock) Market Risk.** Common stocks are susceptible to fluctuations and to volatile increases/decreases in value as their issuers' confidence in or perceptions of the market change. Investors holding common stock (or common stock equivalents) of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.
- **Company Risk.** There is always a certain level of company or industry specific risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through



appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry (e.g., employee strike, unfavorable media attention).

- **Options Risk.** Options on securities may be subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater than ordinary investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.
- **Fixed Income Risk.** Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- **ETF and Mutual Fund Risk.** ETF and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund. Clients also incur brokerage costs when purchasing ETFs.
- **Management Risk.** Your investments also vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.
- The account custodian or clearing firm can increase its "house" maintenance margin requirements at any time and are not required to provide you advance written notice
- You are not entitled to an extension of time on a margin call

### **Voting Client Securities**

Unless we are required by law, we do not vote proxies on your behalf. You should read through the proxy materials provided and make a determination on the issues presented. You have sole responsibility for voting proxies.

Nor do we vote proxies with respect to assets subject to sub-advisory relationship. Sub-advisors vote proxies for the investments subject to sub-advisory agreement with us. For a description of the sub-advisor's proxy voting policy, you should refer to each sub-advisor's Disclosure Brochure. Form ADV. You can request a complete copy of each sub-advisor's proxy voting policies and procedures as well as information on how your individual proxies are voted.

### **Item 7 – Client Information Provided to Portfolio Managers**

Because only our representatives serve as portfolio managers for the Duncan-Williams Select Account Program, the representatives are responsible for gathering all information provided by you. They interview and work with you to gather all information needed relative to your investment objectives and needs in order to provide management services through the Program. You are responsible for promptly contacting your representative to notify them of any changes to your financial situation that impacts or materially influences the way we manage your accounts.

### **Item 8 - Client Contact with Portfolio Managers**

Because only our representatives serve as portfolio managers for the Duncan-Williams Select Account Program, there are no restrictions placed on your ability to contact and consult with your portfolio

managers. It is our policy to provide for open communications between our representatives and you. You are encouraged to contact your representative whenever you have questions about the management of your account(s).

## **Item 9 - Additional Information**

### **Disciplinary Information**

We have no legal or disciplinary events that we believe are material to your evaluation of our business or the integrity of our management. However, the instructions to this Form require us to disclose that our broker-dealer received a fine of \$7,500 for late reporting of trade data on the Financial Industry Regulatory Authority, Inc.'s TRACE (a trade reporting system) in the first quarter of 2004. The late reporting was a result of an implementation of new TRACE reporting software previously unfamiliar to our broker-dealer.

### **Other Financial Industry Activities and Affiliations**

We are not and do not have a related person that is:

- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, and offshore fund)
- A futures commission merchant, commodity pool operator or commodity trading advisor
- A banking or thrift institution
- Accountant or accounting firm
- A lawyer or law firm
- Real estate broker or agent
- A pension consultant
- A sponsor or syndicator of limited partnerships

### **Private Investment Company**

We are an independent registered investment registered advisor and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment advisor representatives with us.

### **Securities Services**

We are registered as a broker/dealer and are a member of FINRA/SIPC. In this capacity, we can offer securities products on a commission basis in addition to advisory services for a fee. Currently, the majority of our revenues are generated from the broker/dealer side of our business. Our advisory representatives are also registered representatives. You can engage them in this separate capacity to render securities brokerage services under a commission arrangement. They may have a financial incentive to recommend that a financial plan be implemented using a certain product or service. This is a conflict of interest because they could receive commissions in their capacity as a registered representative and could also receive advisory fees in their capacity as an investment advisor representative.

You are under no obligation to use the services of our representatives in this separate capacity, though when we effect any transactions for your account, we use Duncan-Williams, Inc.'s broker-dealer. The commissions we charge as a broker/dealer may be higher or lower than those charged by other broker/dealers. If you select our representatives to implement securities transactions in their separate

capacity as registered representatives, they must use us and you are required to enter into a new account agreement with us. In addition, our registered representatives may also receive additional ongoing 12b-1 fees for mutual fund purchases from the mutual fund company during the period that you maintain the mutual fund investment.

### ***Insurance Sales***

We are also licensed as an insurance agency and some of our representatives are licensed to sell insurance products through various insurance companies. When acting in this capacity, they may receive fees or commissions for selling these products. You are under no obligation to direct insurance transactions to us or to insurance companies with which our representatives may be licensed. Suitable insurance and investment products may be available from other companies.

### ***Third-Party Money Managers***

As described more fully in **Item 5, Fees and Compensation** of our Disclosure Brochure, we have formed relationships with independent, third-party money managers.

We may recommend you work directly with third-party money managers. When we refer you to a third party money manager, we receive a portion of the fee charged by the third party money manager. Therefore, we have a conflict of interest because we only recommend third party money managers that agree to compensate us by paying us a portion of the fees billed to your account managed by the third party money manager.

### **Code of Ethics**

Federal and state rules and regulations require all investment advisers to establish, maintain and enforce a Code of Ethics. We have established a Code of Ethics that applies to all of our associated persons. An investment adviser is considered a fiduciary and, as a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of client at all times. We have a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for our Code of Ethics, which also covers our insider trading and personal securities transactions policies and procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and when changes occur, all supervised persons sign an acknowledgement that they have read, understand and agree to comply with our Code of Ethics. We have the responsibility to make sure that the interests of all clients are placed ahead of our own or our supervised persons' own investment interests. We provide full disclosure of all material facts and potential conflicts of interest to clients prior to any services being conducted. We and our supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy is provided promptly upon request.

### **Participation in Client Transactions and Personal Trading**

We or our associated persons may buy or sell securities or have an interest or position in a security for our personal account that is also recommended to clients. We are and will continue to be in compliance with federal and state rules and regulations. As these situations may represent a potential conflict of interest, it is our policy that no associated persons will prefer his or her own interest to that of the advisory client. No person employed by us may purchase or sell any security prior to a transaction or transactions being implemented for an advisory account. Associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of his/her employment unless the information is also available to the investing public upon reasonable inquiry. We maintain a list of all securities holdings for it and all associated persons, which is reviewed on a regular basis by a principal of the firm. This log is available for client review upon request.

## **Account Reviews**

At a minimum, your representative will review wrap fee program accounts on a quarterly basis. Please see our separate Disclosure Brochure (at **Item 13, Review of Accounts**) for additional information about account reviews for financial planning and referral accounts.

The calendar is the main triggering factor, although more frequent reviews may be also be triggered by your specific request, by changes in your circumstances or unusual market activity.

Absent your specific instructions, accounts are reviewed for accuracy of holdings and to ensure that the portfolios continue to work toward your goals and objectives.

## **Account Reports**

You receive statements at least quarterly from the custodian where your accounts are maintained. In addition, you may elect to receive quarterly or on-demand position and performance reports from us. There is no charge for the reports we prepare for you.

## **Client Referrals and Other Compensation**

While we do not currently have any arrangements in place, we may enter into agreements with unaffiliated solicitors (referring parties) to refer clients to us. If a client is referred to us by a solicitor, the solicitor provides the client with a copy of our Disclosure Brochure as required by Rule 204-3 of the *Investment Advisers Act of 1940*. The client also receives a copy of the solicitor disclosure statement containing the information set forth in Rule 206(4)-3 of the *Investment Advisers Act of 1940*. If a referred client enters into an investment advisory agreement with us, a referral fee is paid to the solicitor. The referral relationship will not result in clients being charged any fees over and above the normal fees charged for the advisory services provided.

The referral agreements between us and the solicitors will be in compliance with regulations as set out in 17 CFR §275.206(4)-3 and the Rules under the *Investment Advisers Act of 1940*.

From time to time, we may receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made. We endeavor at all times to put your interests first as a part of our fiduciary duty. However, you should be aware that receiving additional compensation through nominal sales awards, expense reimbursements, etc. creates a conflict of interest that may impact our judgment when making advisory recommendations.

Please also see **Other Financial Industry Activities and Affiliations**, above and our separate Disclosure Brochure for additional information. .

## **Financial Information**

We do not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year with this Brochure Appendix or our separate Disclosure Brochure. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.

### **Item 10 – Requirements for State Registered Advisors**

Neither we nor our management personnel have a relationship or arrangement with any issuer of securities.