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# ABG Investment Services, Inc.

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March 31, 2012

This Brochure provides information about the qualifications and business practices of ABG INVESTMENT SERVICES, INC. If you have any questions about the contents of this Brochure, please contact us at 507-377-2919 or [LearnMore@abg-mn.com](mailto:LearnMore@abg-mn.com). 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.

ABG INVESTMENT SERVICES, INC. is a registered Investment Advisor. Registration of an Investment Advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you determine to hire or retain an Advisor.

Additional information about ABG INVESTMENT SERVICES, INC. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure, dated March 31, 2012, is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous Brochure did not require.

In the future, this item will discuss only specific material changes that are made to the Brochure and will provide our clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past, we have offered or delivered information about our qualifications and business practices to clients upon request on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure as necessary based on changes or new information, at any time upon request without charge.

Currently, our Brochure may be requested by contacting the Director of Operations at 507-377-2919 or [jhoium@abg-mn.com](mailto:jhoium@abg-mn.com). Our Brochure is also available on our website [www.abgfs.com](http://www.abgfs.com), also free of charge.

Additional information about ABG INVESTMENT SERVICES, INC. is available via the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s website provides information about any persons affiliated with ABG INVESTMENT SERVICES, INC. who are registered, or are required to be registered, as Investment Advisor representatives of ABG INVESTMENT SERVICES, INC.

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## Item 4 – Advisory Business

ABG Investment Services, Inc. (“ABGIS”) is an Investment Advisor registered with the Securities and Exchange Commission (SEC) under the Investment Advisors Act of 1940. The company was formed in 1996 with a focus primarily on retirement plan business in the States of Minnesota, Iowa, Missouri, Kansas, and South Dakota. The owners of the company and their ownership interests are Bradley K. Arends, CEO (45%), Grant S. Arends, President (45%) and Alan B. Arends, Chairman (10%).

ABGIS offers various investment advisory services including, but not limited to, the following:

### I. Retirement Plan Consulting Services

**Non-Discretionary Investment Advice.** ABGIS provides non-discretionary investment advisory services to qualified retirement Plans and Plan Sponsors (ERISA 3(21) Plans). ABGIS participates as a co-fiduciary to the Plan in providing a number of different services that can be bundled (full service) or unbundled (the Plan Sponsor has the option to select specific services).

Services include:

- A client needs analysis,
- A Plan Investment Policy Statement (IPS),
- An investment manager search,
- Recommendation of investment options,
- Development of risk-based and/or target date asset allocation strategies, and
- Quarterly monitoring of the Plan investments.

These Plans are generally defined contribution Plans such as 401(k), profit sharing, money purchase, 403(b) or 457 Plans, in which participants may choose among the investment alternatives provided by the Plan Sponsors. The participants select investments based upon the investment objective of the particular investment. ABGIS does not place any trades for participant accounts and does not have authority to do so for Plan Sponsors. Plan participants provide direction to the third-party administrator (TPA) or record keeper regarding their investment choices, including selection of investment objectives. The TPA then places trade orders with the Plan custodian. An important part of ABGIS’s service is participant education, which can be included as part of the bundled service. Education services are also available as an optional component for the Plan Sponsor to select. Participant education services include:

- Review of Plan benefits
- Assistance with retirement planning and goal setting
- Review of investment principles
- Development of an appropriate investment strategy

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ABGIS contracts with the Plan Sponsor to evaluate and recommend no-load mutual funds (including money market funds and stable value funds) to be used for each investment objective and to be used for asset allocation strategies. ABGIS provides Plan Sponsors with periodic research reports on funds held by the Plan, and on additional funds under consideration. Recommended mutual funds are selected by ABGIS based upon performance, management style, price, risk, manager tenure, and alignment with investment objectives as defined by the Plan Sponsor. New assets of Plan participants selecting a particular investment objective are invested into the selected mutual fund(s). Since ABGIS investment advisory services are non-discretionary, the final decision on investments remains with the Plan Sponsor for selecting available options. For participants, the final decision for investment is participant-directed.

ABGIS meets with Plan Sponsors at least annually to review the quality of the service provided by the firm and to review investment objectives of the Plan. As of December 31, 2011, the amount of client assets for which ABGIS provides investment consulting services on a non-discretionary basis was \$1,349,000,000.

**Discretionary Investment Advice.** ABGIS also provides discretionary investment advisory services to qualified retirement Plans and Plan Sponsors (ERISA 3(38) Plans). ABGIS is a fiduciary to the Plan and as fiduciary, ABGIS supervises and directs the selection, removal and replacement of the investment options offered under the Plan, consistent with the authorized investment objectives stated in a formal, written Investment Policy Statement (IPS). The services also include development of risk-based and/or target date asset allocation strategies and quarterly monitoring of the Plan investments. These Plans are generally defined contribution Plans such as 401(k), profit-sharing, money purchase, 403(b) or 457 Plans in which participants may choose among the investment alternatives provided by ABGIS, selecting investments based upon the investment objective of the particular investment. ABGIS does not place any trades for participant accounts and does not have authority to do so for Plan Sponsors. Plan participants provide direction to the third-party administrator (TPA) or record keeper regarding their investment choices, including selection of investment objectives. The TPA then places trade orders with the Plan custodian. An important part of ABGIS's service is participant education, which can be part of the bundled services or optional for the Plan Sponsor to select. Participant education services include:

- Review of Plan benefits,
- Assistance with retirement planning and goal setting,
- Review of investment principles,
- Development of an appropriate investment strategy.

For participants in a qualified retirement Plan, the final decision for investment remains participant-directed and discretionary investment services are not offered at the participant level.

ABGIS meets with Plan Sponsors at least annually to review the quality of the service provided by the firm and to review investment objectives of the Plan. As of December 31, 2011, the amount of Plan assets for which we provide Plan-level investment consulting services on a discretionary basis was \$56,000,000.

## **II. HSA and VEBA Consulting Services.**

ABGIS provides discretionary advisory services to third-party administrators of Health Saving Accounts (HSA) and to Voluntary Employees' Beneficiary Association (VEBA) trust accounts. ABGIS supervises and directs the selection,

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removal, and replacement of the investment options available to HSA and VEBA accounts, consistent with the authorized investment objectives stated in a formal, written Investment Policy Statement (IPS). The services may also include development of risk-based and/or target date model portfolios and quarterly monitoring of the Plan investments. For participants in HSA or VEBA accounts, the final decision for investment is participant-directed and discretionary investment services are not offered at the participant level. As of December 31, 2011, the amount of Plan assets for which ABGIS provides Plan-level investment consulting services on a discretionary basis was \$54,000,000.

### **III. Sub-Advisory Services.**

ABGIS can offer sub-advisory services to other advisors, trust companies, banks and/or brokers. These services can include: a client needs analysis, a Plan Investment Policy Statement (IPS), an investment manager search, recommendation of investment options, development of risk-based and/or target date model portfolios and quarterly monitoring of the Plan investments. ABGIS may also, as a sub-advisor, act as a fiduciary in the selection and oversight of investment options for defined contribution Plans. As of December 31, 2011, the amount of client assets for these services was zero (\$0).

### **IV. Individual Consulting Services – Personal Portfolio Management**

**Financial Planning.** ABGIS provides financial plans for individual clients as requested, charging hourly fees for plan development. Such hourly fees are negotiable, and depend upon the complexity of the plan and its requirements. Charges are payable upon completion of the plan.

**Investment Advice.** ABGIS provides investment planning, information and advice for its individual clients as desired, charging a fee based on a percent of assets under management. Such investment advisory services include setting investment objectives with clients, determining appropriate asset allocation, conducting manager searches, recommending investment managers, discussing suggested trades with clients, placing approved trades on the client's behalf using a limited Power of Attorney, and monitoring existing and prospective investments in light of the client's objectives and risk tolerance on a continuous basis. Clients receive quarterly statements from ABGIS including a portfolio statement, performance and an invoice for fees.

The personal portfolio management services that are available to individuals include investment advice provided on a non-discretionary basis. Final decisions on investment selection and allocation remain with the individual. As of December 31, 2011, the amount of individual Plan assets for which we provide investment consulting services was \$2,000,000.

## **Item 5 – Fees and Compensation**

A client's written agreement with ABGIS establishes the specific manner in which fees are charged. ABGIS will generally bill its fees quarterly and in arrears. Clients may elect direct billing for fees or they may authorize ABGIS to directly debit fees from client accounts. Management fees shall not be prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter

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will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any unpaid earned fees will be due and payable. All fees are subject to negotiation.

ABGIS's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses that may be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third-party investment companies and other third-parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charged internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to ABGIS's fee, and ABGIS shall not receive any portion of these commissions, fees, and costs as compensation.

Item 12 further describes the factors that ABGIS considers in selecting or recommending custodians and/or broker-dealers for client transactions and determining the reasonableness of their compensation.

Fees for services described in Item 4 are as follows:

### **I. Retirement Plan Consulting Services**

**Non-Discretionary and Discretionary Investment Advice Fees.** Fees for investment advice are typically charged as an annual asset based fee, unless otherwise agreed to by the parties, and are billed quarterly and in arrears. Fees are negotiable, and some clients may pay different fees for the same services from ABGIS. Mutual funds (including money market funds and stable value funds) also charge internal management fees, which are paid to the investment company managing the fund. Fees charged by ABGIS are in addition to this internal management fee paid to the funds' investment manager. The fee schedule for non-discretionary and discretionary investment advice is provided in the table that follows below. The fees represent fully bundled advisory services as described in Item 4.

Fees for unbundled services may be charged in the form of a flat fee, hourly fee, or asset-based fee. Unbundled service fees are, likewise, negotiable, and may take the following forms:

- A flat fee for selected services will generally be client specific and based on factors such as: (1) amount of Plan assets, (2) number of investment options, (3) number of participants, (4) number of client locations, (5) use of asset allocation strategies, and (6) extent of travel. Flat fees are subject to a minimum rate of \$20,000.
- An hourly fee for selected services will generally correlate with the specific employee resources utilized and will range from \$100 to \$450 per hour.
- An asset-based fee for selected services will be less than fully bundled service fees reflected on the following schedule.

The Fees Schedule for fully bundled advisory services follows (continued on next page):

### **FULLY BUNDLED SERVICE FEE SCHEDULE (as % of Plan Assets Annual Rates)**

Total Plan Assets			ERISA 3(21) Non-Discretionary Services Fees	ERISA 3(38) Discretionary Services Fees	
\$	0	-	399,999	0.85%	1.20%
\$	400,000	-	599,999	0.80%	1.12%
\$	600,000	-	799,999	0.75%	1.05%
\$	800,000	-	999,999	0.70%	0.98%
\$	1,000,000	-	1,249,999	0.65%	0.91%
\$	1,250,000	-	1,499,999	0.61%	0.85%
\$	1,500,000	-	1,749,999	0.59%	0.83%
\$	1,750,000	-	1,999,999	0.57%	0.80%
\$	2,000,000	-	2,249,999	0.54%	0.76%
\$	2,250,000	-	2,499,999	0.52%	0.73%
\$	2,500,000	-	2,749,999	0.50%	0.69%
\$	2,750,000	-	3,124,999	0.48%	0.66%
\$	3,125,000	-	3,499,999	0.46%	0.63%
\$	3,500,000	-	4,124,999	0.44%	0.60%
\$	4,125,000	-	4,874,999	0.42%	0.58%
\$	4,875,000	-	5,749,999	0.40%	0.54%
\$	5,750,000	-	6,999,999	0.38%	0.51%
\$	7,000,000	-	8,499,999	0.36%	0.49%
\$	8,500,000	-	9,999,999	0.34%	0.46%
\$	10,000,000	-	11,499,999	0.32%	0.43%
\$	11,500,000	-	12,999,999	0.30%	0.41%
\$	13,000,000	-	14,999,999	0.28%	0.38%
\$	15,000,000	-	16,999,999	0.26%	0.35%
\$	17,000,000	-	18,999,999	0.25%	0.33%
\$	19,000,000	-	21,999,999	0.24%	0.32%
\$	22,000,000	-	24,999,999	0.23%	0.31%
\$	25,000,000	-	28,999,999	0.22%	0.29%
\$	29,000,000	-	32,999,999	0.21%	0.28%
\$	33,000,000	-	37,999,999	0.20%	0.27%
\$	38,000,000	-	42,999,999	0.19%	0.25%
\$	43,000,000	-	48,999,999	0.18%	0.24%
\$	49,000,000	-	54,999,999	0.17%	0.23%
\$	55,000,000	-	62,999,999	0.16%	0.21%
\$	63,000,000	-		0.15%	0.20%
Minimum Fee			\$5,000		

## II. HSA and VEBA Consulting Services

Fees for investment advisory services for HSA and VEBA services are typically charged as an annual asset-based fee, unless otherwise agreed to by the parties, and are billed quarterly and in arrears. Fees are negotiable, and some clients may pay different fees for the same services from ABGIS. Mutual funds (including money market funds and stable value funds) also charge internal management fees which are paid to the investment company managing the fund. Fees charged by ABGIS are in addition to this internal management fee paid to the funds' investment manager. The fee for HSA investment advisory services is 0.35% of assets under management with \$8,000



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minimum. The fee for VEBA investment advisory services is 0.25% of assets under management. Additional services can be contracted for additional fees.

### III. Individual Consulting Services

**Financial Planning Fees.** Clients of financial planning services are charged hourly fees for plan development. The hourly fees are negotiable and depend upon the complexity of the plan and its requirements. Fees are payable upon completion of the plan. The hourly fee will range from \$100 to \$450 per hour.

**Investment Advice Fees.** Fees for investment advice are typically charged as an annual asset-based fee, unless otherwise agreed by the parties, and are billed quarterly and in arrears. Fees are negotiable, and some clients may pay different fees for the same services from ABGIS. Mutual funds (including money market funds and stable value funds) also charge internal management fees, which are paid to the investment company managing the fund. Fees charged by ABGIS are in addition to the internal management fee paid to the funds' investment manager. The fee schedule for investment advice is:

Assets under Management	Annual Percent Fee
\$0 to \$500,000	1.25%
\$500,000 to \$1.5 million	1.10%
\$1.5 million to \$3 million	1.00%
\$3 million to \$5 million	0.90%
\$5 million and above	0.80%

### IV. Sub-Advisory Services.

Fees for sub-advisory services are typically charged as an annual asset-based fee, unless otherwise agreed by the parties, and are billed quarterly and in arrears. Fees are negotiable, and some clients may pay different fees for the same services from ABGIS. Mutual funds (including money market funds and stable value funds) also charge internal management fees, which are paid to the investment company managing the fund. Fees charged by ABGIS are in addition to this internal management fee paid to the funds' investment manager. The fee for sub-advisory services will be a portion of the advisor's fees based on the services ABGIS is contracted to provide.

## Item 6 – Performance-Based Fees and Side-By-Side Management

ABGIS does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## Item 7 – Types of Clients

ABGIS provides investment services mainly to retirement Plan Sponsors of qualified retirement Plans, TPAs or Sponsors of HSA/VEBA accounts, and to a small extent to Plan Sponsors of non-qualified retirement benefit Plans. In addition, we provide services to individuals, Taft-Hartley Plans, charitable institutions, foundations, endowments and municipalities.

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## Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss

ABGIS consults with clients (individuals and Plan Sponsors) to develop an appropriate investment strategy or retirement Plan portfolio design that includes the client's investment objectives, recommended investments, an appropriate asset allocation, and proper education on the risk/return characteristics of available investments. For all clients, investing in securities involves risk of loss that they should be prepared to bear. Recommended investment strategies center on long-term investing that will generally follow a buy and hold strategy, updated periodically to reflect changes in the client's or participant's financial objectives and/or risk tolerance.

Recommended investments for an investment strategy or retirement Plan are mainly no-load mutual funds but also include money market funds, stable value funds, collective investment trusts and real estate investment trusts (REITS). ABGIS uses any sources of financial or other relevant information available to us in determining the advice or recommendations we made; including brokerage research, prospectuses, press releases, etc. ABGIS's analysis also incorporates databases and/or analytical software of firms such as Morningstar, Ibbotson, Mesirow, Zephyr and those made available by large investment bankers and/or investment managers.

## Item 9 – Disciplinary Information

Registered Investment Advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of ABGIS or the integrity of ABGIS's management. ABGIS has had no legal or disciplinary events to report.

## Item 10 – Other Financial Industry Activities and Affiliations

ABGIS is actively engaged in other business: ABGIS is part of a consortium (group) of companies that focus on providing employee benefit services to employers of all sizes. Our clients, mainly employers, can work with the Alliance Benefit Group of companies to obtain services tailored to meet their specific employee benefit needs, which include investment advisory services, third-party administrative and record keeping services, payroll services, life, disability and health insurance services, billing and eligibility services, and benefits consulting services that range from defined contribution retirement Plans to employee wellness programs to HSA/HRA accounts to COBRA administration to deferred compensation Plans.

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The group of companies include the following members:



#### **Alliance Benefit Group Investment Services, Inc. (ABGIS)**

- Advisory Services

#### **Alliance Benefit Group Financial Services, Corp. (ABGFSC)**

- Benefits Consulting Services

#### **Alliance Benefit Group - Kansas City, Inc. (ABGKC)**

- Benefits Consulting Services

#### **Alliance Benefit Group North Central States, Inc. (ABGNCS)**

- Retirement Plan Administration, Flexible Benefits Plan Administration, HSA/HRA Benefits Plan Administration Cobra Administration, and Payroll Services Administration

ABGIS is related to Alliance Benefit Group North Central States, Inc., an employee benefit Plan administration and payroll processing firm; Alliance Benefit Group Financial Services, Corp., an employee benefit consulting firm; and Alliance Benefit Group - Kansas City, Inc., an employee benefit consulting firm.

ABGIS, Alliance Benefit Group Financial Services, Corp., Alliance Benefit Group North Central States, Inc., and Alliance Benefit Group - Kansas City, Inc. have common, but not identical ownership.

Alliance Benefit Group Financial Services, Corp. and Alliance Benefit Group - Kansas City, Inc. may receive consulting fees and/or commissions on sales of any investment and insurance product sold to clients. ABGIS may provide investment advisory services to the clients of all of the above companies; however, ABGIS never receives commissions on any assets under management for which ABGIS receives any advisory fees.

In their capacity as employees of Alliance Benefit Group Financial Services, Corp. or Alliance Benefit Group - Kansas City, Inc., representatives of ABGIS are also registered representatives of NFP Securities, Inc., and may receive commissions from NFP Securities, Inc. as appropriate. Alliance Benefit Group Financial Services, Corp. and Alliance Benefit Group - Kansas City, Inc., and its employees, only represent NFP Securities, Inc. in the sale of securities and are not acting on behalf of NFP Securities, Inc. in the operation of the investment advisory business. NFP Securities,

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Inc. has no responsibility for any investment advice that is given, or for any securities transaction effected, other than through NFP Securities, Inc.

## Item 11 – Code of Ethics

ABGIS has adopted a Code of Ethics for all supervised persons of the firm, describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumormongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at ABGIS must acknowledge the terms of the Code of Ethics annually, or as amended.

ABGIS anticipates that, in appropriate circumstances which are consistent with clients' investment objectives, ABGIS will recommend to investment advisory clients or prospective clients the purchase or sale of securities in which ABGIS, its affiliates, its related persons, and/or clients, directly or indirectly, has a position of interest. ABGIS's associated persons are required to follow ABGIS's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and associated persons of ABGIS and its affiliates may trade for their own accounts in securities that are recommended to and/or purchased for ABGIS's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the associated persons of ABGIS will not interfere with:

- (i) making decisions in the best interest of advisory clients, and
- (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between ABGIS and its clients.

ABGIS does not buy or sell securities for itself that are also recommended to clients. ABGIS has no trading account and does no trading on its own behalf. The firm's Code of Ethics outlines the following policy for personal trades by individuals who also know the trades that are being recommended for clients:

- Associated persons may trade in mutual funds recommended for clients at any time.
- Personal trades for associated persons in individual securities (other than mutual funds) must be placed after such trades have been placed for clients. Associated persons may not trade simultaneously with or before trades in the same security that have been placed for clients.
- Associated persons are never to place trades in their own account as a result of knowledge they have regarding pending recommendations or trades for clients of the firm.
- Associated persons are always to put the interests of the clients before their personal interests or the interest of the firm where trades or pending trades are concerned.

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- Failure to abide by the Code of Ethics may result in sanctions including return of profits, cancellation of trades, fines, suspension, or termination.

ABGIS may recommend the use of services from its affiliates; however, it is not mandatory to utilize affiliate services. When ABGIS personnel work with Plan Sponsors of Retirement Plans, the services provided by the related Alliance Benefit Group entities may be presented as an integrated whole. Services may include, but are not limited to:

- Plan design
- Retirement Plan administration and record keeping services
- Participant education and communication services
- Investment advising

ABGIS may recommend securities that pay revenue sharing. Because of the nature and extent of the business Alliance Benefit Group provides to Fidelity Investments (Fidelity), Charles Schwab Trust Company (Schwab), TD Ameritrade Trust Company (TD Ameritrade), Matrix/MG Trust (Matrix) and to many mutual funds, Alliance Benefit Group North Central States, Inc. and its affiliated companies may receive moneys from Fidelity, Schwab, TD Ameritrade, Matrix or the mutual fund companies. These moneys are commonly referred to as “revenue sharing” and may be in the form of shareholder servicing fees, sub-transfer agency fees, 12b-1 fees and finder’s fees. These fees are fully disclosed to Plan Sponsors and participants, and are passed on to the Plan Sponsor or the Plan for use in offsetting Plan related fees.

**Example:** 12b-1 fees are received from underlying mutual funds within a 401(k) Plan. These fees are a form of revenue sharing. The revenue sharing may be used to offset fees for custody, trustee, administration, investment advising, education, or communication which are normally charged by Alliance Benefit Group or the Plan’s custodian to the 401(k) Plan. They are applied as a credit to Plan expenses.

Any receipt of funds and deduction from Alliance Benefit Group fees is fully disclosed on each invoice to the Plan Sponsor and is represented on the invoice as “revenue sharing.” Therefore, ABGIS (and affiliates) do not benefit from any portion of the revenue sharing as result of the investment advice provided by ABGIS.

Clients are free to request and review copies of the firm’s Code of Ethics by contacting the Alliance Benefit Group Director of Operations at 507-377-2919. This Code is enforced by the Chief Compliance Officer of ABGIS who is also the firm’s CEO.

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## Item 12 – Brokerage Practices

### **Recommendation of Custodian and/or Broker Dealer to Clients:**

ABGIS has arrangements with Fidelity Investments, Charles Schwab Trust Company, TD Ameritrade Trust Company, and Matrix/MG Trust through which the custodian provides ABGIS with "institutional platform services." The institutional platform services may include brokerage, custody, and other related services. These institutional platform services assist ABGIS in managing and administering clients' accounts. Services include software and other technology that:

- Provide access to client account data (such as trade confirmations and account statements),
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts,
- Provide research, pricing and other market data,
- Facilitate payment of fees from its clients' accounts, and
- Assist with back-office functions, recordkeeping and client reporting.

These custodians also offer other services intended to help ABGIS manage and further develop its advisory practice. Such services include, but are not limited to:

- Performance reporting,
- Financial planning,
- Contact management systems,
- Third party research,
- Publications,
- Access to educational conferences,
- Roundtables and webinars,
- Practice management resources, and
- Access to consultants and other third-party service providers who provide a wide array of business related services and technology with whom ABGIS may contract directly.

ABGIS is independently operated and owned and is not affiliated with any custodian. For retirement Plan clients, these custodians generally charge an asset-based custody fee, which may also include trustee services. For individual advisory clients, these custodians generally do not charge separately for custody services, but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodial account (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). The custodians

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provide access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

The custodians provides ABGIS with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act").

ABGIS clients benefit from these custodian relationships through the custodian's negotiation of revenue sharing from the mutual funds, as well as access to the custodian investment research. ABGIS can also benefit by referrals provided by the custodian.

ABGIS uses any soft dollar benefits received from custodians to service clients' accounts; however, the overall application of soft dollars may not be proportionately divided among clients. For example, when a custodian provides proprietary research to ABGIS at no hard dollar cost, ABGIS applies the knowledge gained from the research to all clients equally.

Periodically, ABGIS prepares a custodian price/benefit comparison as a basis for its recommendation of custodians to clients. These custodians are selected because of their competitive pricing structures, ease in trading mutual funds, timeliness and accuracy of reporting to the firm and its clients.

**Custodian and/or Broker Dealer Discretion:**

**For clients of Retirement Plan Consulting Services.** Retirement Plan Sponsors that have selected non-discretionary investment advice services do not provide ABGIS with the authority to select securities or to determine the amount to be invested. ABGIS recommends mutual funds or other investments for inclusion in the Sponsor's retirement Plan; participants then provide direction to a third-party administrator (TPA) on their investment decisions, with investment trades placed with the custodian by the TPA.

Retirement Plan Sponsors that have selected discretionary investment advice services provide ABGIS with the full authority to select, remove and replace investment options offered in the Plan, consistent with the authorized investment objectives stated in a formal written Investment Policy Statement (IPS). However, participants provide direction to a third-party administrator (TPA) on their investment decisions, with investment trades placed with the custodian by the TPA.

**For clients of Individual Consulting Services.** Individual clients grant ABGIS trading authority, but only in order to place trades after receiving permission from the client to do so. This trading authority is granted through a Limited Power of Attorney.

**For clients of either Retirement Plan Services or Individual Services.** ABGIS may deduct fees from client accounts (both retirement Plans and individuals) for clients using ABGIS' investment services. This deduction for ABGIS fees is granted with a Withdrawal Power of Attorney, wherein the client provides written authority to the custodian to accept and act upon the instructions of ABGIS to deduct fees each quarter. The custodian does not check the accuracy of any fee deduction, and clients are advised to review their fees and to respond immediately to

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ABGIS with any questions. The Securities and Exchange Commission (SEC) has deemed this deduction of fees from clients' accounts as a form of custody, although ABGIS has no other access to clients' funds or securities.

### **Item 13 – Review of Accounts**

Each client account is generally reviewed quarterly, but no less often than annually, by the investment consultant responsible for the client relationship. The process includes an investment-by-investment review for performance, appropriate allocation, alignment with objectives and risk tolerance, and total portfolio value. Factors within the quarter that may trigger additional review include unusual market activity or a change in the client's investment objective or financial status.

All clients of ABGIS receive statements from their custodian at least quarterly and usually monthly. Plan administration reports are provided to all ABGIS clients as contracted on a plan-by-plan or individual basis.

Individual clients for whom ABGIS provides investment advice services receive portfolio statements, performance reports and invoices on a quarterly basis.

### **Item 14 – Client Referrals and Other Compensation**

#### **Referrals:**

ABGIS anticipates using individuals outside the firm's employment to solicit new business (clients) for the firm. Solicitors will receive a portion of the investment management fee billed to the client. All arrangements between such solicitors and ABGIS will be fully disclosed to any solicited client as required by the Investment Advisors' Act of 1940.

#### **Other Compensation:**

When ABGIS personnel work with Sponsors of Retirement Plans, the services provided by the related Alliance Benefit Group entities may be presented as an integrated whole. Services may include, but are not limited to:

- Plan design
- Retirement Plan administration and record keeping services
- Participant education and communication services
- Investment advising

Because of the nature and extent of the business Alliance Benefit Group provides to Fidelity Investments (Fidelity), Charles Schwab Trust Company (Schwab), TD Ameritrade Trust Company (TD Ameritrade), Matrix/MG Trust (Matrix) and to many mutual funds, Alliance Benefit Group North Central States, Inc. and its affiliated companies may receive moneys from Fidelity, Schwab, TD Ameritrade, Matrix or the mutual fund companies. These moneys are



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commonly referred to as “revenue sharing” and may be in the form of shareholder servicing fees, sub-transfer agency fees, 12b-1 fees and finder’s fees. These fees are fully disclosed to Plan Sponsors and participants, and are passed on to the Plan Sponsor or the Plan for use in offsetting Plan related fees.

In addition, the firm may receive research, invitations to seminars and conferences, and newsletters as a result of its relationship with custodians. These services are provided by custodians to Registered Investment Advisors using their services in order to be competitive. Fidelity Investments provides its electronic or web-based download capability to all of its investment advisory clients, whereas Charles Schwab requires a fee for this service to firms holding less than \$10 million with Schwab. Therefore, to the extent that ABGIS is not paying a quarterly fee for such type of services from Fidelity Investments, Charles Schwab, TD Ameritrade or Matrix/MG Trust, then ABGIS is benefiting from these relationships. This benefit is not financially material.

### **Item 15 – Custody**

All clients of ABGIS receive statements at least quarterly and usually monthly from the broker-dealer, bank, or other qualified custodian that holds and maintains the client’s investment assets. Plan administration reports are provided to all ABGIS clients as contracted on a plan-by-plan or individual basis. For statements provided by the custodian, ABGIS urges clients to carefully review such official statements and compare the custodial records to the account statements that ABGIS may provide. ABGIS statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 – Investment Discretion**

ABGIS provides discretionary investment advisory services to qualified retirement Plans and Plan Sponsors; third-party administrators of Health Savings Accounts (HSA); and to Voluntary Employees’ Beneficiary Association (VEBA) trust accounts. ABGIS supervises and directs the selection, removal, and replacement of the investment options offered under the Plan, consistent with the authorized investment objectives stated in a formal, written Investment Policy Statement (IPS). The services may also include development of risk-based and/or target date asset allocation strategies and quarterly monitoring of the Plan investments. The limitations and restrictions applicable to the discretionary authority received by ABGIS are described in the advisory agreement executed with the client at the beginning of the advisory relationship.

For participants in qualified retirement, HSA or VEBA Plans (if funded), the final decision for investments is participant-directed and discretionary investment services are not offered at the participant level. ABGIS does not select the identity and amount of securities to be bought or sold in any circumstance. The investment decision remains with the individual participant.

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## **Item 17 – Voting Client Securities**

As a matter of firm policy and practice, ABGIS does not have any authority to, and does not, vote proxies on behalf of non-discretionary advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. ABGIS may provide advice to clients regarding the clients' voting of proxies. For clients of our discretionary investment advisory services, ABGIS will vote the proxies for investments selected by ABGIS.

## **Item 18 – Financial Information**

Registered Investment Advisors are required to provide you with certain financial information or disclosures about ABGIS's financial condition. ABGIS has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.