



## **FORM ADV PART 2A- APPENDIX 1 BSAN WRAP BROCHURE**



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This brochure provides information about the qualifications and business practices of First Allied Advisory Services, Inc. If you have any questions about the contents of this brochure, please contact us at 800-223-0989. 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.

First Allied Advisory Services, Inc. is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

This brochure details important disclosure information about certain programs that we offer. We do offer other programs that are not discussed in this brochure.

Additional information about First Allied Advisory Services, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2- Summary of Material Changes

The following items explain material changes that you should be aware of as a current or prospective client of First Allied Advisory Services, Inc. advisory programs or services. Each year you will receive either a summary of material changes that were made to the brochure over the previous year or an updated brochure. You can always request a full copy of any of our current disclosure brochures by calling 800-223-0989.

The changes that have been made to this document since our annual amendment in March 2011 are summarized below:

- ***Consolidation Completed***

First Allied Securities, Inc., a registered investment adviser and broker-dealer, has transferred its investment advisory business to its affiliate, First Allied Advisory Services, Inc., as of June 30, 2012. Both firms are wholly owned subsidiaries under the ultimate ownership of First Allied Holdings. Clients that were affected by this consolidation received notice of this transfer on or around April 30, 2012, sixty (60) days prior to the consolidation date. This notice provided information regarding how clients were impacted and what their options were. First Allied Securities continues its business as a registered broker/dealer and remains a wholly-owned subsidiary of First Allied Holdings and affiliated with First Allied Advisory Services. While First Allied Securities will remain registered as an investment adviser, we anticipate conducting limited retail business through this entity.

- ***Miscellaneous Changes***

As a result of the aforementioned consolidation, First Allied Advisory Services now offers several new advisory programs that it did not offer before. However, these programs are generally not available to IARs that did not previously have access to them. In addition, certain FAAS IARs may pay account fees charged by the custodian of their client's account. Other operational processes have changed due to this consolidation, but the servicing of client accounts should not be affected.

- ***Management Change***

In March 2012, Craig Junkins, a senior member of the management team at First Allied Advisory Services, Inc. and affiliate First Allied Securities, Inc., announced his resignation from the management team. Mr. Junkins will continue to be associated with us as a consultant providing advice on our recruiting efforts, investment banking, and project-based initiatives.

- ***Management Change***

In January 2012, Frank Campanale, a senior member of the management team at First Allied Securities, Inc. and affiliate First Allied Asset Management, Inc., announced his resignation from the management team. Mr. Campanale continued advising First Allied on the development of fee-based programs until he resigned from First Allied in April 2012.

- ***Ownership Change***

On November 1, 2011, First Allied Securities, Inc. and First Allied Advisory Services, Inc. were acquired by First Allied Holdings, Inc. ("Holdings"). Holdings is controlled by Lovell Minnick Partners, LLC, an independent private equity firm providing equity capital for leveraged buyouts and private company recapitalizations and growth capital for developing companies. In the same transaction, Holdings also acquired affiliates First Allied Asset Management, Inc. and First Allied Wealth Management, which itself owns First Allied Retirement Services, Inc. and FASI Insurance Services, Inc. While the ultimate ownership has changed for each of these firms, the management structure for each of these firms remains the same.

- ***New Advisory Programs***

We have created new advisory programs since our last annual update. Detailed information about each of our advisory programs is included in the appropriate disclosure brochure. We have several wrap fee brochures. This brochure details only some of our wrap programs. If you would like to receive additional wrap brochures, or any of our non-wrap program brochures, please speak to your financial advisor.

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## Introduction

The Bucket Strategy Advisor Network ("BSAN") advisory program is sponsored by First Allied Advisory Services, Inc. ("FAAS"), a registered investment adviser. The BSAN program offers a suite of management services available to clients of FAAS. This wrap brochure details the BSAN program strategies. These services are offered by IARs who have entered into a contractual relationship with RJL Wealth Management, LLC ("RJLWM"), an unaffiliated registered investment adviser. Throughout the remainder of this text, "we," "us," and "our" refers to FAAS.

The BSAN program is structured so that clients are referred to FAAS IARs by RJLWM to invest in the BSAN program. This referral arrangement is known as a solicitor's agreement. During this referral process, clients receive disclosures indicating who is providing the referral and any compensation that may be exchanged as a result of the referral.

RJLWM provides training on the wealth management strategies available in the BSAN program to IARs who are involved in the BSAN program solicitor's arrangement. Only IARs who have successfully completed this training will receive referrals from RJLWM. The BSAN program is only available to these IARs.

RJLWM receives a portion of commissions and fees earned by the IARs that are authorized to use BSAN. Your total cost will not increase as a result of this relationship. RJLWM also receives a portion of the program fee for BSAN program accounts.

Currently, the BSAN program consists of three strategies: BSAN Equity Income strategy, BSAN Core Mutual Fund Portfolios strategy, and BSAN Risk Managed Growth strategy. The BSAN program is offered by FAAS and all strategies are managed by an affiliate of FAAS, First Allied Asset Management ("FAAM"). Information on RJLWM is available to you in the RJLWM disclosure brochure, located at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

FAAS offers other wrap and non-wrap programs that are described in separate brochures. Your IAR will provide you with the appropriate brochures describing these programs upon your request.

### *FAAS' Background*

FAAS, a Delaware corporation, is an investment adviser registered with the SEC. Being registered does not mean that FAAS is endorsed by any regulatory authority; it simply means that FAAS is required to follow the rules established by the SEC. Representatives of FAAS' investment adviser are registered to conduct advisory business in each state where clients reside, according to each state's requirements. Representatives of FAAS may also be registered with First Allied Securities, Inc. ("First Allied"), an affiliated broker/dealer, to allow them to offer brokerage products to clients. Compensation for brokerage products is a commission based on each transaction executed. Representatives of First Allied are registered to conduct brokerage business in each state where clients reside.

FAAS is not a custodian of any accounts. Accounts for the BSAN program are custodied at Pershing, LLC ("Pershing") or J.P. Morgan Clearing Corp ("JP Morgan"). Accounts for other wrap and non-wrap programs that we offer are custodied at Pershing, JP Morgan, Fidelity Investments ("Fidelity"), or other approved custodians. The use of other custodians is limited, and may be allowed on a case by case basis with the approval of our management team and may only be approved for certain subsets of our representatives. The majority of FAAS' advisory accounts are introduced to custodians through First Allied.

### *Our Corporate Structure*

FAAS has approximately 675 investment adviser representatives ("IARs"). Our IARs are independent contractors and business owners. Each IAR is responsible for maintaining his own client relationships. The IARs contract with us to utilize our advisory programs in an effort to help their clients meet financial goals and needs. We provide services to you through these advisory programs.

You pay us fees for our programs and services. We pay a portion of these fees to your IAR. The IAR's share of the fee may vary from one advisory program to another. This presents a conflict of interest for our IARs because they may have an incentive to recommend advisory programs that may be more profitable to them. Additional information about this conflict of interest is included in Item 9-Additional Information, starting on page 9. The fees we retain may also be different between IARs, depending on their agreement with us.

Our back office operations are split between San Diego, CA and Chesterfield, MO. Our IARs have branch offices across the United States. Each of our IARs is supervised by another individual registered with our firm. The supervisor is called a designated registered principal ("DRP") or designated supervisory principal ("DSP"). DRPs are registered individuals that have contracted to work with us, and are often IARs and representatives themselves. DSPs are our employees and are generally located in our San Diego office.

### *Our Principal Officers*

Adam Antoniades is the Chief Executive Officer of First Allied. He was formerly employed with First Allied as President, CEO and Corporate Secretary from 1994 until 2004. Mr. Antoniades also served as President of Advanced Equities Financial Corp ("AEFC") from 2004 to 2009. Prior to his employment at First Allied, Mr. Antoniades was employed by Bishop Saxony Corporation as Corporate Secretary and with Berkeley Safe Deposit as Head Currency Trader.

Robert J. Moses is Sr. Managing Director and General Counsel for First Allied. Mr. Moses has been with First Allied since 1994. Mr. Moses previously served as General Counsel for AEFC and held a position as Associate General Counsel of Josephthal & Co. Incorporated, which he joined in 1991.

Luanne Borowski, Managing Director of Investment Advisory Compliance, has been the Chief Compliance Officer of First Allied's investment adviser since February 2007 and Chief Compliance Officer of FAAS since July 2010. Since February 2007, Ms. Borowski has also served as Chief Compliance Officer of First Allied Asset Management, Inc. Ms. Borowski previously served as Chief Compliance Officer of Asset Planning Solutions, a broker/dealer, and Ken Stern & Associates, an investment adviser. Ms. Borowski holds the Investment Adviser Certified Compliance Professional® (IACCP®) designation, and holds the FINRA Series 7, 24, 65 and 53 securities registrations.

Joel Marks is Chairman of First Allied and has served in an executive leadership position since 2005. Mr. Marks previously served as Vice Chairman and Chief Operating Officer of AEFC and was a co-founder of JWGenesis Financial Corp. where he served as its Vice Chairman and Chief Operating Officer until it was acquired by Wachovia Securities in January 2001. Following the Wachovia acquisition, Mr. Marks served as Senior Vice President and Managing Director of Wachovia Securities through May 2002.

Robin H. Rodermund currently serves as Sr. Managing Director and Chief Operating Officer of FAAS. Ms. Rodermund has served in that position since September 2008. Ms. Rodermund began working for FFP Securities, Inc. and FFP Advisory Services, Inc. in 1990.

Janice Doza is the Chief Financial Officer of FAAS and has served in that position since June 2008. Ms. Doza also became the Chief Financial Officer of First Allied in March 2011. Ms. Doza previously served as Chief Financial Officer and Controller for FFP Securities, Inc. until 2008. From April 2003 through March 2006, Ms. Doza served as Controller for First Financial Planners, Inc.

#### *Devotion of Resources*

Most FAAS IARs are independent contractor registered representatives with First Allied. If your IAR is a registered representative, he may divide his time between broker/dealer activities and advisory activities and have responsibilities to both FAAS and First Allied. Depending on your IAR's individual business mix and client base, he may spend more or less time devoted to broker/dealer activities than other IARs. In addition to broker/dealer activities and responsibilities, your IAR may also be engaged in one or more outside business activities. These outside activities may or may not be related to the financial services industry. Your IAR will provide you with a copy of his Form ADV Part 2B brochure supplement, which describes his business background and outside business activities.

#### *Our Advisory Activities*

Through our IARs, we offer a variety of investment advisory programs and services for a fee. The following list includes some of our more common offerings:

- Assistance in selecting a portfolio manager
- Ongoing evaluation and review of portfolio managers
- Evaluation and review of portfolio composition
- Management of accounts
- Financial planning
- Consultation on client assets
- Active portfolio management

Portfolio management includes designing a portfolio through buying and selling stocks, bonds, mutual funds, options, managed futures, insurance products, private placements, and other securities. Our representatives, including your IAR may personally buy and sell the same securities that you buy and sell. This conflict of interest is discussed fully in the Code of Ethics section of Item 9-Additional Information, starting on page 9.

Our IARs are permitted to offer you advisory programs that are managed by themselves or by a third-party manager. The third-party manager may be a related party or an unrelated party. The wrap programs described in this brochure are all managed by an affiliated third-party manager, First Allied Asset Management ("FAAM").

We consider your investment goals and needs when recommending any advisory program or service. Your IAR will collect information from you regarding your risk tolerance, investment objective(s), and investment time horizon and other factors that will assist us in determining your investment objective for each account. You may have multiple accounts with us, with differing investment objectives, particularly if you intend to use certain accounts for specific purposes (such as transferring assets to a young child, many years in the future). If you would like multiple accounts to be managed under one investment objective, please ask your IAR to discuss the advisory programs we offer on the Guided Portfolio Solutions platform, which are described in other brochures.

Our intention is to provide you with programs and services that will help you to meet your goals and needs. We will gather personal information when helping you choose a program or service. This information may include:

- Your investing experience
- How soon you need the money
- Your retirement goals
- Your current financial situation and future needs
- Your annual income
- Your ability to lose money
- Your ability to withstand market fluctuation
- Your personal instructions on how to invest

**Please contact your IAR any time this information changes so that your IAR can review your existing accounts to see if any changes need to be made.** You may impose reasonable investment restrictions in any of our advisory programs by written notification to and acceptance of both us and the third-party manager (if applicable).

We offer both wrap and non-wrap programs. A wrap program is one in which you pay a single “wrapped” fee for both investment advisory and brokerage execution services. This wrap fee is not based on the number of transactions made in your account. It is based on the size of the account(s) we manage for you. If you invest in a non-wrap program, you may be subject to charges for each transaction in addition to the advisory fee. Because wrap programs do not have fees or charges associated with each transaction, wrap fees may be higher for similar services than non-wrap fees.

Certain wrap programs that we offer are described in Item 4- Services, Fees and Compensation, starting on this page. We offer additional wrap programs that are not detailed in this brochure and we also offer several non-wrap programs that are detailed in other disclosure brochures. Your IAR can provide you with these other brochures upon request. Some non-wrap programs that we offer are similar to the wrap programs that we offer. Your IAR will work with you to decide which program will best serve your needs.

#### *Information on All Advisory Programs*

Regardless of which advisory program or service you choose, your IAR will work with you to collect suitability information that will aid in the creation of recommendations. This suitability information is maintained on internal systems and documents. Your IAR is required to submit the completed suitability information to his supervisor for review and approval. It is your responsibility to notify your IAR if your financial circumstances change so that your IAR may work with you to determine if a change in your investment(s) may benefit you. Your IAR is also responsible for the ongoing review of your account(s) and regular communication with you. Our IARs provide investment advice only with respect to limited types of investments.

Custody of all accounts for the BSAN program will be at Pershing or JP Morgan. Pershing and/or JP Morgan will provide you with confirmations of all transactions and monthly or quarterly account statements. You may have the option of directing Pershing and/or JP Morgan to not send you confirmations. This suppression will not impact the delivery of account statements.

#### *Managed Assets*

Every year we calculate the amount of assets that we manage. As of December 31, 2011, we managed:

- \$2,573,483,848 in discretionary assets
- \$636,991,210 in non-discretionary assets

Discretionary assets are the assets with which we have the authority to determine whether to buy or sell securities. This authority is called a trading authorization and is described in more detail in the Investment Discretion section of Item 9- Additional Information, starting on page 9. Non-discretionary assets are assets in accounts that we provide recommendations on, as to the purchase or sale of specific securities. We do not place orders to buy or sell non-discretionary assets without first receiving your authorization.

## Item 4- Services, Fees and Compensation

#### *Fee Overview*

The fees that you pay for advisory programs or services will depend on several different factors. The fees for advisory programs are generally based on the “assets under management.” This means that the account is charged a fee based on the account balance as of a certain date. These fees are negotiable between you and the IAR offering the service.

BSAN program accounts are charged an advisory fee, paid quarterly, based on the account’s balance on the last day of each calendar quarter (March 31, June 30, September 30, and December 31). If the last day of the calendar quarter falls on a day that the New York Stock Exchange is closed, we use the account balance on the last business day of the calendar quarter to calculate the advisory fee. This fee is generally charged in advance (or pre-paid) for the management to be provided over the next calendar quarter. We will only charge you an advisory fee for the portion of a quarter that the account is under management. For new accounts, we will bill the account when it is opened for the remaining days in the quarter. For accounts that are terminating management, we will automatically credit you back any pre-paid fees for the portion of the quarter remaining after management has terminated. Advisory fees are generally deducted from the account. The account statements you receive from Pershing and/or JP Morgan will reflect the deduction of these fees. Fees are deducted from the client account in the month following quarter end. For certain advisory programs not described in this brochure, fees may be paid to FAAS by check, as outlined in the advisory agreement. In these cases, we will send an invoice to the client for the fees owed.

In the event a deposit of \$5,000 or more on a single day or withdrawal of \$5,000 or more on a single day occurs in a BSAN program account, we will calculate the fee owed or refund due and adjust the normal fee charged at the end of the calendar quarter.

Some assets in your managed account may not be included in the calculation of your advisory fee. For example, assets that you recently paid a commission on may be exempt from this advisory fee. With approval from our management, we allow you to “hold” the asset in your advisory account, but this asset would not be charged an advisory fee. If your account is billed on assets under management, the advisory fee is generally split between a program (or platform) fee and a management fee.



### *Program Fees*

The program fee will vary depending on which program you select. The program fee for the BSAN program is paid to us and is split between us, RJLWM, and FAAM. A portion of the program fee is also paid to service providers that we hire to help us administer the advisory program selected, including First Allied. The program fee is not negotiable. However, the program fee may be different based upon your IAR's relationship with FAAS and/or its affiliates. For example, we may allow your IAR to have a lower program fee because his clients' combined accounts exceed a certain amount of assets under management. If your IAR has a lower program fee, this will not change the total advisory fee you pay, but it may present a conflict of interest (we address this conflict of interest in Item 9- Additional Information, starting on page 9). Program fees are subject to change without notice, but these changes do not affect the fee that you pay to us.

### *Management Fee*

The management fee is paid to the IAR servicing the account. You and your IAR will negotiate this fee for each program account and it may not be the same for each account. It may also be different than the fees your IAR has negotiated with other clients. We retain a portion of the management fee as compensation for various services that we provide to your IAR and to you.

### *Total Advisory Fee*

You and your IAR will agree on your total advisory fee for each account prior to establishing the account. The total advisory fee is the sum of the program fee and the management fee. At any time, you and your IAR may agree to amend the original fee and submit a new statement of investment selection with a different total advisory fee listed. There are maximum allowable advisory fees for each program and we will not allow you to be charged more than this amount. The maximum allowable advisory fee may differ among programs, but is consistent for each IAR. This maximum advisory fee is noted on the investment advisory agreement and in the fee schedules listed in this section.

### *Fee Schedules*

Each advisory program has its own fee schedule. The fee schedule will outline the program fee and the management fee. Generally, the management fee is negotiable with your IAR. The program fee is paid to us and is non-negotiable. The amount of your advisory fee, as a percentage, may remain the same regardless of the size of your account, or the percentage may decrease as your account balance increases. Your advisory fee will not increase, as a percentage, as your account balance increases.

### **BSAN Equity Income Strategy**

The BSAN Equity Income strategy invests in highly liquid U.S.-listed securities, including equities, American Depositary Receipts (ADRs), exchange-traded funds (ETFs), and closed-end funds (CEFs). Its primary objective is to offer a balance between current income and future growth, with a bias toward risk management. The portfolio will be comprised of two parts: the first invests in CEFs and ETFs representing both equity and fixed income asset classes and the second invests in individual stocks that have a high current dividend yield plus the potential for dividend growth. Between the two pieces, the goal is to establish a portfolio of approximately 40 positions that is diversified by asset class, sector and size that will generate current income through dividends, interest income and royalty payments plus offer the potential for long-term appreciation. The minimum for Equity Income accounts is \$25,000.

The following table details the fee schedule for Equity Income accounts:

Account Size	Program Fee (annually)	Management Fee (annually)	Total Advisory Fee (annually)
First \$250,000	0.65%	1.75%	2.40%
\$250,000 - \$500,000	0.60%	1.30%	1.90%
\$500,000 - \$1,000,000	0.55%	0.95%	1.50%
Over \$1,000,000	0.50%	0.75%	1.25%

The Equity Income strategy, under the name Yield Select, is also available in Manager Series, another program offered by FAAS. The minimum account size is not different between the BSAN Equity Income strategy and Manager Series. However, the fee schedules in these two programs are not the same.

### **BSAN Core Mutual Fund Portfolios Strategy**

The Core Mutual Fund Portfolio strategy features an actively managed portfolio containing a variety of asset classes, including, but not limited to, U.S. stocks, foreign stocks, bonds, and alternative asset classes. The models are designed so that each account holds approximately 10 to 20 mutual funds representing various asset classes. The minimum investment into a Core Mutual Fund Portfolio account is \$15,000.

An account is constructed with both a core and an active component. The allocations adjust with the manager's strategic outlook. The core ensures clients maintain a diverse framework. The active allocation changes as our market outlook changes. The relative sizes of the active and core components are determined by your account's tax-sensitivity. Qualified accounts are managed to maximize the tax deferred nature of the account. Taxable accounts are managed to be as tax efficient as possible.

Four models are available to meet your needs, ranging from a more conservative Income portfolio, which has an allocation of 20% equities and 60% fixed income, to the Equity Growth portfolio that is allocated to almost 100% equities.

The table below outlines the fee schedule for the Mutual Fund Core Portfolios strategy.

Account Size	Program Fee (annually)	Management Fee (annually)	Total Advisory Fee (annually)
First \$250,000	0.45%	2.05%	2.50%
\$250,000 - \$500,000	0.40%	1.60%	2.00%
\$500,000 - \$1,000,000	0.35%	1.15%	1.50%
\$1,000,000 - \$2,000,000	0.30%	1.00%	1.30%
Over \$2,000,000	0.25%	1.00%	1.25%

Core Mutual Fund Portfolios strategy, under the name Mutual Fund Select, is also available in Allocation Series, another program offered by FAAS. The minimum account size is not different between the BSAN Core Mutual Fund Portfolio strategy and Allocation Series. However, the fee schedules in these two programs are not the same.

### **BSAN Risk Managed Growth (“RMG”) Strategy**

The RMG strategy is intended for investors with an investment horizon of at least 15 years. The RMG strategy aims to invest in a basket of individual stocks and ETFs, providing global exposure to a variety of asset classes, including equity, fixed income, and alternative asset classes. The biggest portion of the portfolio holdings are selected from the largest publicly traded U.S. stocks (“large cap stocks”). We pick individual stocks based on our research and screening process. The rest of the portfolio consists of ETFs. These ETFs provide you with exposure to smaller U.S. stock holdings, international exposure, and alternative investments. The minimum investment into a Risk Managed Growth account is \$50,000.

RMG accounts are charged fees in accordance with the following fee table:

Account Size	Program Fee (annually)	Management Fee (annually)	Total Advisory Fee (annually)
First \$250,000	0.90%	1.50%	2.40%
\$250,000 - \$500,000	0.85%	1.05%	1.90%
\$500,000 - \$1,000,000	0.75%	0.75%	1.50%
Over \$1,000,000	0.70%	0.55%	1.25%

### ***Other Fees***

Mutual funds often charge investors additional advisory or management fees for the services provided by the fund manager. A portion of these fees, called mutual fund trailers, may be paid to First Allied and your IAR. In the BSAN program, neither First Allied nor your IAR retains these fees; instead, these fees, if charged, are rebated back to clients.

Your account will be subject to fees charged by the custodian of your account. Electronic funds and wire transfer fees, transfer taxes, account maintenance fees, margin fees, transaction charges, exchange fees, and odd lot differentials are examples of fees that may be charged by the custodian. These fees are charged by the custodian and are not included in the advisory fee that you pay to us for management of your account. In some cases, certain of these custodian fees may be paid by your IAR. First Allied may receive a portion of these fees in its capacity as introducing broker/dealer. An account service fee schedule detailing all these fees will be provided to you upon account opening.

### ***Verification of Fees***

You are always responsible for verifying that the fee you are charged is accurate. The custodian will not determine whether the fee is properly calculated. Should you find an error, please contact your IAR immediately. If you are not satisfied with the action your IAR takes, you may contact us at the number on the cover page of this document.

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

Most programs we offer have account minimums (if the program requires an account). We offer wrap programs with a minimum as low as \$15,000. If you have questions about the wrap programs not described in this brochure, please ask your IAR to provide you with our other wrap fee brochures.

Each BSAN program strategy has an account minimum, detailed in the previous item and on the investment advisory agreement. We generally will not allow BSAN program accounts that do not meet the minimum to be opened, however we can make exceptions. For BSAN program accounts, FAAM must be willing to manage the account below the minimum.

Certain account registration types prohibit investments in securities other than mutual funds. Should your account registration type restrict the kinds of securities that are purchased in your account, the performance of the account may not match the performance of



the investment model selected. Should your account have one of these account registration types, your IAR will consider which investment models are best for you.

Our IARs open accounts for individuals, high net worth individuals, banking institutions, pension plans, profit sharing plans, charitable organizations, and other corporations and businesses. The majority of these accounts are opened for individuals not considered high net worth individuals. Our clients may have both advisory accounts and brokerage accounts. Our representatives may offer you advisory services, brokerage services, or both, depending on your needs.

## Item 6- Portfolio Manager Selection and Evaluation

A review is conducted of each third-party manager or platform that provides management services to our clients. We call this process “due diligence.” Our due diligence process starts with the third-party manager completing a comprehensive questionnaire designed to provide us with information about the third-party manager and its investment process. We review each third-party manager based on guidelines we have developed to allow us to offer you reputable management, based largely on its answers to the questionnaire.

Along with reviewing the questionnaire, a more detailed review of the critical data is conducted, including:

- The ownership structure
- Employees, including investment professionals, marketing and client service staff
- Regulatory, legal, and compliance issues of the third-party manager
- The third-party manager’s performance, both current and historical
- In some cases, the third-party manager’s financial statements

We have an internal review committee that reviews this information and decides if the third-party manager will be approved to manage our program accounts. We also conduct interim reviews of the third-party managers we have previously approved. Our review process follows the same general guidelines as the initial process, including the third-party manager completing a questionnaire. Unless material information is discovered during this review, additional approval is not required to continue the relationship with the third-party manager.

FAAM is the only choice for portfolio manager for the BSAN program. By investing in our BSAN program, you are choosing FAAM as the manager who will make investment decisions for your account. Other programs that we offer give you the ability to choose from a selection of managers. These other programs are detailed in separate disclosure brochures that your IAR can provide to you upon request.

## Item 7- Client Information Provided to Portfolio Managers

For most of our programs, the information that we provide to the managers varies depending on the amount of information the manager requests. Non-public information is information about you that is not available to the public. Your social security number, your net worth, and your annual income are examples of non-public information. Public information is information about you that is readily accessible to the public. Public information may include your name, phone number, and address.

If you invest in the BSAN program, we may provide FAAM with identifying information about your account, including non-public information. For all accounts, including those in the BSAN program, your IAR will have access to all of the non-public information you provided when opening the client account. This information is protected in accordance with our Privacy Policy. A copy of our Privacy Policy is available on our website (<http://www.firstallied.com/privacyPolicy.php>). A copy is provided to you after you open an account with us and annually thereafter.

## Item 8- Client Contact with Portfolio Managers

Your IAR serves as the contact point for any questions or changes you have related to your accounts. FAAM is not generally available for you to speak with. However, your IAR may be able to facilitate contact with the manager on your behalf.

## Item 9- Additional Information

### Conflicts of Interest

Your IAR will receive compensation as a result of your participation in the programs described in this brochure. The amount of this compensation may be more or less than the amount of compensation your IAR would receive if you were to pay separately for investment advice, brokerage, and other services. However, we attempt to design all of our advisory programs with pricing competitive with what a client might pay for investment advice, brokerage, and other services separately.

Your IAR may receive a higher percentage of management fees for certain programs. This presents a conflict of interest in that your IAR may benefit from recommending certain programs based on the difference in compensation he receives. To mitigate this conflict of interest, we require that any program you invest in must be suitable for your investment goals and financial needs. If your IAR

qualifies for reductions in the program fee paid to us, which results in additional compensation to your IAR, your total advisory fee will not exceed the stated minimum for the programs.

Your IAR may also be registered as an independent contractor registered representative with First Allied. This may create a conflict in that your IAR may be able to choose between offering you advisory programs or services and brokerage products. The amount and manner of compensation that your IAR receives in either of these capacities presents a conflict of interest. To mitigate this conflict of interest, we require that any advisory program or advisory service that you are offered is suitable for your investment goals and financial needs. First Allied conducts suitability reviews for product solicitations.

Your IAR may have a material financial interest in certain securities. We do not permit our IARs to solicit for or use discretionary trading authority in any purchases or sales in a security in which that IAR has a material financial interest. Your IAR may purchase or sell the same security he solicits for or uses discretionary trading authority for his client accounts as long as he does not have a material financial interest in the security. This presents a conflict of interest. Our Code of Ethics mitigates this conflict by detailing policies designed to ensure that clients are not disadvantaged by an IAR's trading activity.

Neither First Allied nor our IARs accept mutual fund trailers in the BSAN program. However, in certain other advisory programs that we offer, our IARs and First Allied do accept mutual fund trailers in accounts not subject to the Employee Retirement Income Security Act (ERISA) or similar rules. ERISA accounts include IRA, 401k, or other employer-sponsored retirement accounts. In all our programs, trailers from ERISA accounts are credited back to the client when received or credited to the balance due for the next advisory fee. However, we and our IARs will accept trailers from mutual fund companies in non-ERISA accounts. Receipt of these trailers in other advisory programs presents a conflict of interest in that the receipt of these mutual fund trailers may give your IAR an incentive to recommend mutual funds based on compensation to be received. We help mitigate this conflict of interest by ensuring that the mutual fund sponsor companies that we have agreements with each have versions of advisory-share class mutual funds that are available for use, when appropriate, to avoid these fees. Your IAR is not required to use advisory share class mutual funds in your account.

You have the option to purchase investment products that our IARs recommend through other brokers that are not affiliated with us.

Certain of our IARs and employees have an ownership interest in Holdings, which presents a conflict of interest with respect to their selection of advisory programs and services in that certain programs and services are more profitable to Holdings and its subsidiaries than other programs and services. As owners of Holdings, these individuals have an interest in its highest profitability. We help mitigate this conflict by requiring that all IARs and employees abide by our Code of Ethics, which is described more fully in the Code of Ethics section of this Item, starting on page 12.

Certain of the strategies offered to you through the BSAN program are available to you through other FAAS advisory programs. In these cases, the account minimums are the same regardless of which program is selected, but the fee schedules are different between programs. In addition, the breakdown of the overall advisory fee and some of the features available to clients of the programs may be different.

RJLWM is an unaffiliated registered investment adviser. None of our control persons are control persons of RJLWM; none of RJLWM's control persons are control persons of ours.

### **Performance-Based Fees**

Performance-based fees are fees that are based on a share of capital gains on or capital appreciation of the assets in an account. Your IAR is not permitted to charge performance-based fees.

### **Methods of Analysis, Investment Strategies and Risk of Loss**

#### *Types of Risk*

Various types of risk are involved when investing in securities. Economic risk, market risk, currency risk, inflation risk, liquidity risk, and credit risk are examples of the types of risks to which your account may be subject.

#### *Assessing Risk*

While some types of risk can be mitigated by investment strategies, many of these risks cannot be eliminated completely. Your IAR will work with you to make sure that you are comfortable with the risks associated with the type of investments that are in your account.

#### *Risk of Loss*

You should know that all types of securities investing involve risk. Your account value can both increase and decrease over time. You should not invest in any product if you are not prepared to bear a potential loss.

Past performance does not guarantee future results.

### *Management Philosophy*

Your BSAN account is managed by FAAM. You can find information on FAAM's methods of analysis and investment strategy by reviewing FAAM's Form ADV Part 2A disclosure brochure, which your IAR will provide to you when this brochure is given to you.

### **Disciplinary Information**

FAAS and its IARs have been the subject of various regulatory and disciplinary findings by various states and regulatory bodies. The information in this section may impact your decision to do business with us.

In late 2009, the Securities Division of the state of Indiana found FFP Advisory Services, Inc., and certain principal officers who are now principal officers of FAAS, to be in violation of code 23-2-1 of the Indiana Securities Act. The specific violations involved inadequate and incorrect disclosures for investments in various insurance products. These violations occurred when the principal officers were employed by FFP Advisory Services, Inc., a registered investment adviser. FFP Advisory Services, Inc. was never affiliated with First Allied or FAAS. After considering the circumstances, FFP Advisory Services, Inc. decided that it was in its best interests to settle the matter with the state of Indiana. As part of the settlement, FFP Advisory Services, Inc. agreed to pay a penalty of \$187,500 to the state of Indiana.

In 2011, FAAS entered into a Consent Agreement with the Securities Division of the State of Indiana, whereby FAAS resolved allegations regarding violations the Indiana Uniform Securities Act, Ind. Code 23-19-1, concerning the registration of certain investment adviser representatives in the State of Indiana. Without admission or finding of a violation, FAAS paid a fine in the amount \$9,000, and a reimbursement payment of the cost of the investigation in the amount of \$1,000.

In addition to the incidents above, certain FAAS IARs have been censured or censured and suspended by non-SEC regulators for violations related to suitability deficiencies, supervision deficiencies, marketing approval deficiencies, improper disclosure of outside business activities, continuing education deficiencies, delinquency of payment of state taxes, insurance deficiencies, sales of unregistered securities. In one case, a FAAS IAR's insurance application was denied by a state.

### *Affiliated Broker-Dealer*

In late 2009, the SEC filed an enforcement action against a former First Allied Securities representative. The SEC alleged that the representative engaged in unauthorized and fraudulent trading in two customer accounts. The SEC also alleged that First Allied Securities violated certain SEC rules and that it failed to reasonably supervise this registered representative.

After considering the surrounding circumstances, First Allied Securities determined that it was in its best interests to settle the matter. The alleged rule violations were in connection with First Allied Securities' supervision of the representative and deficiencies in its e-mail system. As part of the settlement, First Allied Securities agreed to accept a censure and pay disgorgement and interest (approximately \$1.46 million) and a fine (\$500,000). In addition, the SEC's order requires First Allied Securities to cease and desist from committing or causing any future violations of certain books and records provisions. First Allied Securities also agreed to hire an independent consultant to review its policies and procedures and its system for implementing policies and procedures.

First Allied Securities consented to the issuance of the order without admitting or denying the SEC's findings. A copy of the SEC order is available online at <http://www.sec.gov/litigation/admin/2010/34-61655.pdf>.

### *Additional Information*

More information on all of these items, and other items not summarized above, can be found on FINRA's BrokerCheck<sup>®</sup> (<http://brokercheck.finra.org>). The Form ADV Part 2B brochure supplement that your IAR will provide to you along with this document contains information regarding any disciplinary items that we deem material to your decision to select your IAR to provide you with advisory services. Additional information about your IAR's disciplinary history can also be viewed on BrokerCheck<sup>®</sup>.

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

#### *Broker/Dealer Affiliation*

First Allied is an affiliated broker/dealer that we use to introduce accounts to custodians. Because First Allied is owned by Holdings, many of its officers and principals are engaged in business both with First Allied and us. Some of our officers spend up to 90% of their time on First Allied activities, and the remaining 10% on FAAS activities. Other officers devote 100% of their time to FAAS activities.

As a broker/dealer, First Allied places trades for clients for the purchase and sale of stocks, bonds, options, mutual funds, variable insurance products, and private placements. Since the majority of our IARs are registered with First Allied, these services may be available to you if your IAR is a registered representative. Because most of our IARs are registered to offer you both advisory programs and services and brokerage products, a conflict of interest exists. The conflict involves the determination of whether advisory business (fee-based) or brokerage business (commission) is more suitable for the client. Because most of our IARs can offer both, your IAR could be conflicted about which business to recommend to you. We attempt to mitigate this risk by reviewing the suitability of the advisory program selected by each client. Ultimately, our IARs will discuss with you which type of business will best help you meet your goals.

You may have brokerage accounts with First Allied. The main differences between an advisory account and a brokerage account are the form of payment, the use of discretionary authority, and our level of responsibility to ensure the transaction is appropriate for you. In an advisory account, you will pay an advisory fee based on the amount of assets in the account; in a brokerage account, you will pay a commission for each transaction. In an advisory account, you may grant us, your IAR, or a third-party discretionary trading authorization that allows us to place securities transactions on your behalf without notifying you prior to placing the transaction; in a brokerage account, we will discuss each transaction with you prior to placing the transaction. Having discretionary trading authorization allows us, your IAR, or the third-party to act quickly on your behalf should there be an opportunity that would benefit you. The non-discretionary benefits of a brokerage account are that you have to approve each trade before it is placed on your behalf.

As a broker/dealer, First Allied buys and sells securities in its own accounts in order to facilitate the trading activities of its clients. First Allied also buys and sells securities on behalf of other clients. First Allied's main activities include retail and institutional client services. First Allied uses its own execution services for advisory clients and brokerage clients, for accounts custodied at Pershing or JP Morgan, though, for certain advisory programs not described in this brochure, First Allied uses vendors' execution services. For more information about conflicts of interest arising from our affiliation with First Allied's broker/dealer, please see Item 9- Additional Information, starting on page 9.

First Allied is dually registered as an investment adviser. From time to time, advisory business is conducted through this investment adviser on a limited basis. Some of the advisory programs offered through this investment adviser may be similar to programs offered through FAAS. For additional information, request a Form ADV Disclosure Document for First Allied.

#### *Related Financial Industry Entities*

We are also affiliated with another registered investment adviser, First Allied Asset Management, Inc. ("FAAM"). We use FAAM as a third-party asset manager in many of our programs.

A conflict of interest exists due to these affiliations. We attempt to mitigate this risk by ensuring that policies and procedures are in place requiring our IARs to exercise their fiduciary responsibilities when recommending investments to clients. Our IARs' recommendations must only take into account what programs or services are best for each client.

In addition to FAAM, Holdings also owns First Allied Retirement Services, Inc. ("FARS"). FARS is a pension administration firm that provides pension services to pension plan sponsors. Our IARs do not receive any compensation for referring clients to FARS. Greenbook Pension Services is another name under which FARS operates. FARS owns Associates in Excellence, which is another pension administration firm that provides pension services to pension plan sponsors.

Holdings also owns FASI Insurance Services, Inc. ("FAIS"). FAIS is an insurance general agency that offers insurance products through licensed agents. Many agents offering insurance through FAIS are also First Allied registered representatives.

Our principals, employees and representatives may have responsibilities to any of these listed affiliates. Certain administrative and payroll expenses for employees of any affiliate may be allocated among all of the affiliates. Allocation of these expenses is not determined by assets referred to any affiliate.

#### *Other Financial Industry Activities*

In addition to the related entities noted above, we also conduct business with other investment advisers that are owned or operated by registered representatives of First Allied. These investment advisers may enter into an agreement with us to offer our programs. We are not responsible for supervising or managing these investment advisers beyond their representatives' activities with First Allied.

Some of our IARs may work in bank or credit union locations. We do not supervise any IAR's bank or credit union responsibilities. If the bank or credit union will receive any fees that you pay, our IARs are required to disclose this to you. Some of our IARs may be real estate agents. Activities related to real estate are not undertaken as part of the IAR's representation of our investment advisers.

In addition to being investment adviser representatives, some of our IARs are also accountants. We do not supervise their accounting activities. Any tax advice you receive from your IAR is part of an outside business activity and is totally separate from the IAR's affiliation with us.

Some of our IARs may be involved in other outside businesses. Activities related to these outside businesses are not undertaken as part of the IAR's representation of us. The amount of time that IARs devote to outside business activities varies. Your IAR's material outside business activities are reported on the Form ADV Part 2B Brochure Supplement that your IAR will deliver to you when he starts discussing advisory programs and services with you.

We are involved in several industry advocacy groups. These groups generally provide a forum for industry professionals to gather and discuss current and proposed regulations. Our membership in these groups helps us to better educate and supervise our IARs.

## Code of Ethics

### *Overview*

Pursuant to SEC rule 204A-1, we have adopted a Code of Ethics ("COE") to establish rules of conduct for all supervised persons. Supervised persons are individuals that are associated with our firm who are involved with offering or providing advisory services. Supervised persons may also include our home office employees. Your IAR is a supervised person. The COE recognizes our IARs' fiduciary responsibility to clients. The COE instructs our IARs to conduct their affairs in such a manner as to avoid:

- Serving their own interests ahead of clients' interests
- Taking inappropriate advantage of their position
- Engaging in unacceptable actual or potential conflicts of interest

A copy of our COE is available upon request by calling our Compliance department at 800-223-0989.

We do not permit our IARs to solicit for or use discretion in any purchases or sales in a security in which that IAR has a material financial interest. Our supervised persons may, however, invest in the same securities that the IAR or another supervised person recommends to clients. This presents a conflict of interest. This conflict is mitigated by our COE and Compliance Manual. Our IARs are not permitted to disadvantage clients while trading their own accounts. We also have surveillances in place that allow us to ensure that this conflict is avoided.

Our supervised persons are not permitted to recommend or use discretionary trading authority on behalf of clients at or about the same time that the IAR or another supervised person in the IAR's branch office or responsible for supervising the IAR buys or sells the same securities for their own account(s). We have established surveillance systems that check trading patterns between supervised persons and clients. These surveillances allow us to ensure that even if a supervised person unintentionally trades in the same security as a client, the client will not be disadvantaged.

## Brokerage Practices

### *Soft Dollar Benefits*

Some firms in the industry receive benefits in exchange for delivering business to a broker/dealer or other third-party. These benefits are known as "soft dollars." Soft dollar benefits are generally defined as benefits (besides normal fees) received from a firm in exchange for doing business with the firm. These benefits may include access to software, hardware, research, and/or office space. We do not receive any soft dollar benefits from choosing the broker/dealer through which we effect trades.

### *Directed Brokerage*

We do not permit clients to direct us to execute transactions through a specified broker/dealer other than First Allied. We believe that First Allied allows us to achieve best execution because of their business relationships with Pershing and JP Morgan, our access to First Allied's trading department, our ability to rely on First Allied's financial stability, and First Allied's overall service to us and our IARs. Best execution factors include timeliness of execution, trader expertise, better pricing, and responsiveness. In addition, certain advisory programs are only available through us and our affiliates and these programs allow your IAR to offer you a program or service that you cannot obtain elsewhere.

### *Aggregation of Client Trades*

We are under no obligation to aggregate trade orders or to average price transactions. For BSAN program accounts, FAAM conducts all the trading and will aggregate trades according to its policies and procedures, which are described in its disclosure brochure.

## Review of Accounts

As mentioned previously, each of our IARs is supervised by another of our representatives or an employee. Advisory accounts are reviewed by an IAR's supervisor. We have created several different electronic surveillances to aid in this supervision. The surveillances include checks for:

- registration status
- loss in equity of accounts
- inappropriate use of discretionary authority
- purchase of low-priced securities
- trading activity in personal accounts
- having an excessive margin balance
- holding a disproportionate amount of a security in an account

Many of these surveillances are run daily and others are run monthly or quarterly. The frequency of the surveillance is determined by the nature of the underlying event. All of the surveillances listed above may not be used on all advisory accounts. We take into account who is managing your advisory account. If one of our IARs is the manager, all of these surveillances will be used. If a third-party is managing your account, some of these surveillances will not be used.

Your IAR may provide you with reports created by Albridge Wealth Reporting Solutions ("Albridge"). Albridge is a reporting vendor that we have contracted with to enable your IAR to create reports for your accounts. These reports may encompass different



information than the quarterly performance reports we deliver to you and may include information about brokerage accounts, variable annuities and alternative investments. There may be discrepancies in the pricing of securities between Albridge reports, the performance reports we prepare for you, and the statements you receive from your custodian. These discrepancies may be the result of different calculation and reporting methods between Albridge, our reporting vendors, and your custodian. If you have a question about a discrepancy or any other aspect about any of these reports, you should direct it to your IAR. If you are not satisfied with your IAR's explanation, please contact us at 800-223-0989.

The custodian of your account will also send you account statements on a monthly or quarterly basis. Although the information we provided in the Albridge reports delivered to you has been retrieved from sources believed to be reliable, we urge you to compare the holdings listed on the custodian's statement to those listed on the Albridge reports your IAR may deliver to you. Should you note any discrepancies, please contact us at 800-223-0989. In addition, the reports that your IAR delivers to you should not be relied upon for tax calculations or any other legal representation.

### **Client Referrals and Other Compensation**

Solicitors are individuals who introduce clients to an investment adviser with which the solicitor is not affiliated. Solicitor's arrangements allow individuals to receive compensation for referring a client to us. The compensation paid to a solicitor is a portion of the advisory fee that you pay. All solicitation arrangements that our IARs are involved in must be approved by our Compliance department.

#### *Solicitors to FAAS*

We have solicitor's arrangements with persons who are not our IARs. If a solicitor is going to receive any portion of the advisory fee that you pay, the solicitor will provide you with disclosure when he refers you to an IAR. You will sign this disclosure, acknowledging that you know a payment is being made for the introduction. We conduct a background check on solicitors to ensure they have not been disqualified from the securities industry. We mitigate any conflicts of interest in relation to these arrangements by ensuring that you will not pay higher fees because of the solicitor's agreement.

#### *FAAS Acting as a Solicitor*

Our IARs have the ability to refer, or "solicit," clients to other investment advisers. Our IARs can solicit advisory business for both affiliated investment advisers and unaffiliated investment advisers. Unaffiliated investment advisers must be approved by us before any of our IARs are permitted to refer clients to them. If our IARs are soliciting advisory business for any investment adviser, this will be disclosed to you by issuance of a disclosure statement and a written acknowledgement. The investment advisers that we solicit for provide a variety of management services, as outlined in each investment adviser's disclosure brochure. In general, they provide management strategies and investment models to advisory clients. The investment adviser will pay a portion of the advisory fee, as disclosed to you in the written acknowledgement, to us for soliciting clients. We will share a portion of this fee with your IAR. In exchange for this fee, the IAR is providing services including investor profiling, selection of managers, and ongoing account monitoring.

#### *Other Compensation Payable to Us*

We and our affiliates offer a wide variety of approved products to our IARs to serve your needs. We have designated a subset of approved products as "Product Sponsors." Product Sponsors offer an assortment of approved products. They also train and educate our representatives on products and industry-related topics.

Product Sponsors pay extra compensation to us and our affiliates; however clients do not pay more to purchase these products through us than clients would pay to purchase them elsewhere. This extra compensation is based in part on the total amount of assets that our IARs refer to their products and services. There may be a financial incentive to promote certain products because of this extra compensation. Because IARs do not receive direct financial benefit from recommending Product Sponsors to you, we believe that these relationships do not compromise the advice provided by First Allied representatives.

Sometimes we and our affiliates receive payments from firms that are not Product Sponsors to recognize our sales efforts. All companies may pay us and our affiliates in connection with the sale of certain products. This compensation may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings or marketing or advertising initiatives. They may also pay for training, educational meetings or training events, conferences, and entertainment for our representatives and/or clients, as permitted by industry rules. Additional disclosure and a listing of companies who pay additional compensation to us may be obtained at [www.firstallied.com](http://www.firstallied.com) or by contacting us at 800-223-0989.

Some investments pay higher commissions than others. Commissions on equities are usually greater than those on bonds. Investments in limited partnerships generally pay higher commissions than investments in equities.

### **Custody**

As mentioned in the "Review of Accounts" section, we do not custody your account assets. Your account assets are custodied by an approved custodian, Pershing or JP Morgan. Pershing and/or JP Morgan will send you account statements either quarterly or more



frequently. You should review the account statements carefully and compare these account statements with any Albridge reports that your IAR may provide to you. Should you note any discrepancies, please contact us or your IAR.

Occasionally, IARs may accept stock certificates from clients and forward them to First Allied for delivery to the client's account with the custodian. In the course of business development, we may obtain custody in other forms that are not disclosed here but will be disclosed to our independent auditor. Because of these activities, we meet the regulatory definition of having custody of client securities and are required to hire an independent accounting firm to review our procedures. This audit is conducted each year. More information about the results of the audit can be found through the SEC's Investment Adviser Public Disclosure website, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov), by selecting "Investment Adviser Firm" and typing our name into the "Firm Name."

We ask that any checks you write for deposit into your BSAN program account be made payable to Pershing or JP Morgan and **not** made payable to FAAS, First Allied, or your IAR.

## **Investment Discretion**

### *Overview*

We do not have discretionary authority over your assets. However, when you invest in our BSAN program, you are granting FAAM full trading authorization.

Full trading authorization allows FAAM to make decisions on your behalf regarding purchases and sales of equities, fixed income products including bonds and certificates of deposit, options, and any other security traded on a national exchange. By signing the BSAN investment advisory agreement you are granting FAAM full trading authorization. We do not have any trading authority over your BSAN account.

## **Voting Client Securities**

We do not accept authority to vote client proxies. However, for BSAN program accounts, FAAM will vote proxies on your behalf in accordance with its policies and procedures. You may revoke FAAM's voting authorization at any time by sending us written notice. Information about FAAM's proxy voting policy is available in FAAM's Form ADV Part 2A disclosure brochure that your IAR has provided to you.

## **Financial Information**

### *Prepayment of Fees*

We do not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Generally, advisory fees for account management are paid quarterly in advance. For consulting or financial planning, fees are occasionally prepaid more than six months from delivery of services. In these instances, the amount of prepayment will not exceed \$1,200 per client.

### *Our Financial Condition*

We are required to inform you of any financial conditions that are reasonably likely to impair our ability to meet contractual commitments to you. Currently, there are no financial conditions that would impair our ability to meet our contractual commitments to you. Should any arise, we will notify you according to SEC guidelines.