



**FORM ADV PART 2A- APPENDIX 1
ALLOCATION SERIES
MANAGER SERIES
WRAP BROCHURE**



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This wrap brochure provides information about the qualifications and business practices of First Allied Securities, Inc. and First Allied Advisory Services, Inc. If you have any questions about the contents of this wrap brochure, please contact us at 800-223-0989. The information in this wrap brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

First Allied Securities, Inc. and First Allied Advisory Services, Inc. are registered investment advisers. 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 Securities, Inc. and First Allied Advisory Services, Inc. also is available on the SEC's website at 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 Securities, Inc. and/or First Allied Advisory Services, Inc. advisory programs or services. Each year you will receive either a summary of material changes that were made to our Form ADV disclosure brochures 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 material changes that have been made to our Form ADV disclosure brochures since our annual amendment in March 2011 are summarized below:

- ***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.

- ***Consolidation Announcement***

First Allied Securities, Inc., a registered investment adviser and broker-dealer, will be transferring its investment advisory business to its affiliate, First Allied Advisory Services, Inc., on June 30, 2012. Both firms are wholly owned subsidiaries under the ultimate ownership of First Allied Holdings. Clients that are affected by this consolidation will receive notice of this transfer on or around April 30, 2012, sixty (60) days prior to the consolidation date. This notice will provide information regarding how clients are impacted and what their options are. After the consolidation, First Allied Securities will continue its business as a registered broker/dealer and remain a wholly-owned subsidiary of First Allied Holdings and affiliated with First Allied Advisory Services.

- ***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. was 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 Advisory Services, Inc., 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 unless otherwise noted in this summary of material changes.

- ***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 multiple brochures that describe our advisory programs. If you would like information about an advisory program that is not included in this brochure, please speak to your financial advisor.



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Introduction

The GPS platform hosts a variety of advisory programs that are jointly sponsored. The two sponsors, First Allied Securities, Inc. (“First Allied”) and First Allied Advisory Services, Inc. (“FAAS”) are affiliated registered investment advisers. This wrap brochure details certain of the programs available through the GPS platform. Envestnet Asset Management, Inc. (“Envestnet”) provides the technology platform for all GPS platform accounts. Envestnet is an unaffiliated registered investment adviser. Both First Allied and FAAS offer other wrap and non-wrap programs, including other wrap and non-wrap programs on the GPS platform, that are described in separate brochures. Your IAR will provide you with the appropriate brochures describing these programs upon your request. Throughout the remainder of this text, “we,” “us,” and “our” refers to both First Allied and FAAS.

First Allied’s Background

First Allied, a New York corporation, is a broker/dealer registered with the Financial Industry Reporting Authority (“FINRA”) and a registered investment adviser registered with the Securities and Exchange Commission (“SEC”). Being registered does not mean that First Allied is endorsed by any regulatory authority; it simply means that First Allied is required to follow the rules established by FINRA for brokerage business and the SEC for advisory business. Representatives of First Allied’s investment adviser are registered to conduct advisory business in each state where clients reside, according to each state’s requirements. In addition, most representatives of First Allied’s investment adviser are registered to conduct brokerage business in each state where clients reside.

First Allied, headquartered in San Diego, CA, was founded in 1994. On November 1, 2011, First Allied Holdings, Inc. (“Holdings”) purchased First Allied from Advanced Equities Financial Corp. (“AEFC”), who owned First Allied since 2005. In the same transaction, Holdings acquired several affiliated companies that offer financial products and services (see Other Financial Industry Activities and Affiliations section of Item 9- Additional Information on page 12 for more information). Holdings is controlled by Lovell Minnick Partners, LLC (“Lovell Minnick”), an independent private equity firm providing equity capital for leveraged buyouts and private company recapitalizations and growth capital for developing companies.

First Allied is not a custodian of any accounts. Accounts for the programs on the GPS platform are custodied at either Pershing, LLC (“Pershing”) or J.P. Morgan Clearing Corp (“JP Morgan”). Accounts for other wrap and non-wrap programs that First Allied offers are custodied at Pershing, JP Morgan, 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.

First Allied primarily conducts trading and clearing services through Pershing and JP Morgan. First Allied is also a member of the Securities Investor Protection Corporation (“SIPC”) and the National Futures Association (“NFA”).

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 for investment advisers 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. Most representatives of FAAS are also be registered as independent contractor registered representatives with First Allied’s 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 was founded in 2007. On November 1, 2011, Holdings purchased FAAS from AEFC, who owned FAAS since 2007.

FAAS is not a custodian of any accounts. Accounts for the programs on the GPS platform are custodied at Pershing or JP Morgan. Accounts for other wrap and non-wrap programs that FAAS offers are custodied at Pershing, 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 be approved for certain subsets of our representatives. The majority of FAAS’ advisory accounts are introduced to custodians through First Allied.

Our Corporate Structure

Combined, we have 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 10. 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 office in San Diego.

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 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 Senior 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.

Mark Quinn joined First Allied as Chief Risk Officer in February 2010. Prior to joining First Allied, he spent approximately 10 years as Senior Vice President and General Counsel of Royal Alliance Associates, Inc., which is a registered broker/dealer and investment adviser.

Vere Reynolds-Hale is First Allied’s National Sales Manager and has been with First Allied since October 2007. Mr. Reynolds-Hale previously served as the Executive Vice President of Product Marketing and Development at Summit Brokerage Services and as Vice President of Sponsor Relations at LPL Financial Services.

Tiy O’Neal is the Chief Operations Officer of First Allied and is responsible for back office operations including the areas of brokerage and advisory operations and trading, administration, escalation, integration, technical support and others. Ms. O’Neal has been with First Allied since its inception in 1994.

Donna Bartlett is the Senior Managing Director of Brokerage Compliance at First Allied and serves as the Chief Compliance Officer of First Allied’s broker/dealer. She was formerly employed as A.V.P. Compliance with Bishop Saxony Corporation, for four years; and, prior to that as Due Diligence Coordinator of Sentra Securities Corporation. Ms. Bartlett has been with First Allied since its inception in 1994.

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 First Allied Advisory Services since July 2010. Since February 2007, Ms. Borowski has also served as Chief Compliance Officer of First Allied Asset Management, Inc. Ms. Borowski first joined First Allied as an investment advisory compliance analyst in February 2002. Ms. Borowski previously served as Chief Compliance Officer of Asset Planning Solutions, a broker/dealer, and Ken Stern & Associates, a registered investment adviser, from August 2000 until January 2002.

Gregg Glaser was named an Executive Vice President of First Allied in January 2009. Mr. Glaser previously served as the Chief Financial Officer of AEFC from 2004 until 2011. Mr. Glaser also formerly served as the Chief Financial Officer of the Independent Brokerage Group of Wachovia Securities.

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.

Garrett Merrill is the Managing Director of Supervision at First Allied. Mr. Merrill previously held the positions of Vice-President – Director of Supervision and Vice President – West Coast Region for First Allied’s Supervision Department. Prior to joining First Allied, Mr. Merrill previously worked in the accounting and compliance departments at Howe Barnes Investments and served as Second Vice President of Compliance at The Northern Trust Company.

Robin H. Rodermund currently serves as the 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

Because First Allied is both a broker/dealer and a registered investment adviser, many of our home office employees devote a portion of their time to broker/dealer activities as well as registered investment adviser activities. Your IAR may also divide his time between broker/dealer activities and advisory activities and have responsibilities to both entities. 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 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 Broker/Dealer Activities

First Allied's broker/dealer activities are separate from our investment advisory activities. As a broker/dealer, First Allied places trades for clients for purchases and sales of stocks, bonds, options, mutual funds, variable insurance products, and private placements. First Allied sometimes participates in initial public offerings. First Allied offers clients the opportunity to participate in private funding through unaffiliated broker/dealer(s).

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 generally uses its own execution services for advisory clients and brokerage clients, for accounts custodied at Pershing or JP Morgan, though for advisory programs on the GPS platform, Envestnet's execution services are used. 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 10.

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 employees, 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 on page 13.

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 or an unrelated party. Third-party managers in the Allocation Series are referred to as strategists ("Strategists"); third-party managers in the Manager Series are referred to as investment managers ("Investment Managers"). All Strategists and Investment Managers are registered investment advisers. An affiliated registered investment adviser, First Allied Asset Management ("FAAM"), is available for selection as either a Strategist in the Allocation Series program or an Investment Manager in the Manager Series program. Certain Strategists and Investment Managers may not be available to all our IARs. In certain situations, usually due to legacy relationships, we will approve an IAR to use a strategist that is unavailable to other IARs.

We take into account your investment goals and needs when recommending any advisory program or service. 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 withstand losing money
- Your ability to withstand market fluctuation

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 programs on the GPS platform will be at either 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, First Allied managed:

- \$1,816,241,214 in discretionary assets
- \$542,948,714 in non-discretionary assets

As of December 31, 2011, FAAS managed:

- \$757,242,634 in discretionary assets
- \$94,042,496 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 on page 16. 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.

The advisory programs described in this brochure charge 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 First Allied 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, 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 advisory programs described in this brochure is paid to us and is split between us and the various Strategists or Investment Managers whose services we are utilizing. FAAM, our affiliated investment adviser, offers investment models for the advisory programs described in this brochure and will share in the program fee if any of its models are selected. 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's broker/dealer. The program fee is not negotiable. However, the program fee may be different based upon your IAR's relationship with First Allied. 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 reduced 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 10).

The program fee may also be different based upon the Strategists, Investment Managers, and investment models selected. This difference will not affect the advisory fee that you pay to us, but it does present a conflict of interest in that your IAR may benefit



from selecting Strategists, models, or Investment Managers whose fees are lower. We help mitigate this conflict of interest by ensuring that any Strategist, Investment Manager, or investment model selected by you and/or your IAR is suitable for your investment goals and that all fees that are charged by the Strategists or Investment Managers are reasonable and competitive for the services provided.

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.

Allocation Series

The Allocation Series program allows you and your IAR to select one of several different Strategists to manage your advisory account from a comprehensive, top-down perspective. We offer several Strategists to give you access to a variety of investment models including mutual fund-based models, exchange-traded fund-based models, and models with multiple types of investment vehicles, including mutual funds, exchange-traded funds, and separately managed accounts. You and your IAR will initially choose one of the available investment models. After the initial selection, your IAR has the flexibility to select a different model for your account at his discretion without your prior consent as long as the overall risk profile for all the accounts associated with the statement of investment selection is consistent with your selected risk profile.

The Allocation Series program includes several investment models that we formerly offered in legacy programs. The Allocation Series program allows you and your IAR to select Strategists and/or investment models that were not previously available. Please ask your IAR for a complete listing of Strategists and investment models available in the Allocation Series program. For more information about each Strategist and investment model, please review the strategist's Form ADV disclosure brochure, which can be provided to you by your IAR.

The following table details the fee schedule for the Allocation Series program. The program fee for the Allocation Series program is dependent on which Strategist and/or investment model is selected. The advisory fee that you pay for your Allocation Series program account will be detailed on the statement of investment selection that you will sign when opening your account. Your total advisory fee will not change when your IAR changes Strategists or investment models.

Account Size	Program Fee (annually)	Management Fee (annually)	Total Advisory Fee (annually)
First \$250,000	0.55% - 0.75%	1.75% - 1.95%	2.50%
\$250,000 - \$500,000	0.50% - 0.70%	1.65% - 1.85%	2.35%
\$500,000 - \$1,000,000	0.45% - 0.65%	1.65% - 1.85%	2.30%
\$1,000,000 - \$2,000,000	0.35% - 0.60%	1.40% - 1.65%	2.00%
Over \$2,000,000	0.30% - 0.60%	1.40% - 1.70%	2.00%

Manager Series

The Manager Series program allows you and your IAR to select one of several Investment Managers to manage your advisory account. These Investment Managers generally focus on a specific asset class or sector and will typically invest in individual stocks and/or bonds, but can also utilize exchange-traded funds and mutual funds. You and your IAR will initially choose one of the available investment models. After the initial selection, your IAR has the flexibility to select a different model for your account at his discretion without your prior consent as long as the overall risk profile for all the accounts associated with the statement of investment selection is consistent with your selected risk profile.

The Manager Series program includes several investment models that we formerly offered in legacy programs. The Manager Series program allows you and your IAR to select Investment Managers that were not previously available. Please ask your IAR for a



complete listing of Investment Managers available in the Manager Series program. For detailed information about each investment manager, please review the manager's Form ADV disclosure brochure, which can be provided to you by your IAR.

The following table details the fee schedule for the Manager Series program. The program fee for the Manager Series program is dependent on which Investment Manager and/or investment model is selected. The advisory fee that you pay for your Manager Series program account will be detailed on the statement of investment selection that you will sign when opening your account. Your total advisory fee will not change when your IAR changes Investment Managers or investment models.

Account Size	Program Fee (annually)	Management Fee (annually)	Total Advisory Fee (annually)
First \$250,000	0.63% - 1.35%	1.15% - 1.87%	2.50%
\$250,000 - \$500,000	0.63% - 1.35%	1.00% - 1.72%	2.35%
\$500,000 - \$1,000,000	0.58% - 1.30%	1.00% - 1.72%	2.30%
\$1,000,000 - \$2,000,000	0.53% - 1.25%	0.75% - 1.47%	2.00%
Over \$2,000,000	0.53% - 1.25%	0.75% - 1.47%	2.00%

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. In the Allocation Series and Manager Series programs, First Allied does not retain these fees; instead, these fees, if charged, are rebated back to clients.

In addition, your account will be subject to other 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. First Allied may receive a portion of these fees in its capacity as introducing broker/dealer. An account service 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). The Allocation Series program has a minimum of \$25,000, but certain investment models available in the Allocation Series program have higher minimums. The Manager Series program has a minimum of \$25,000, but most Investment Managers available in the Manager Series program have higher minimums.

We generally will not allow accounts into the Allocation Series or Manager Series programs or certain investment models offered within the Allocation Series or Manager Series programs that do not meet all applicable minimums. However, at our discretion, we may allow you to open an account without meeting the stated minimum. You and your IAR should discuss your level of investable assets to determine which programs are best suited for you.

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. In addition, there may be some Strategists, Investment Managers, and investment models that may not be appropriate for these accounts. Should your account have one of these account registration types, your IAR will take into account which Strategists, Investment Managers, and 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." The Strategists that are available in the Allocation Series program have been reviewed by us. The Investment Managers that are available in the Manager Series program have been reviewed either by us or by Envestnet.

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 against our guidelines, based largely on its answers to the questionnaire.



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

- The ownership structure
- Employees, including investment professionals, marketing and client service staff
- Regulatory, legal, and compliance issues of the adviser
- The manager's performance, both current and historical
- In some cases, the investment adviser'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 a regular review 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.

For the advisory programs described in this brochure, the Strategists and Investment Managers available for your account are all third-party managers. One of these third-party managers is FAAM, an affiliated registered investment adviser. The other Strategists and Investment Managers are not affiliated with us. We have conducted due diligence in accordance with the process outlined above for managers also offered through the FAAS Elite Asset Management program, which is only available to certain of our IARs. Due diligence for all other unaffiliated third-party managers is conducted by Envestnet. Information about Envestnet's due diligence process is available in its disclosure brochure, which will be provided to you when you select a third-party manager where Envestnet conducted due diligence.

Item 7- Client Information Provided to Portfolio Managers

For most of our advisory programs, the information that we provide to third-party managers varies depending on the amount of information the manager requests. For Allocation Series and Manager Series program accounts, information about you is only provided to affiliates, Envestnet, and third-party managers servicing your accounts.

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.

For all accounts, including those in the programs described in this brochure, 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. The Strategists and Investment Managers are not generally available for to speak with you. However, your IAR may be able to facilitate contact with a Strategist or Investment 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's broker/dealer. 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's broker/dealer conducts suitability reviews for brokerage 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 Codes of Ethics mitigates this conflict by detailing policies designed to ensure that clients are not disadvantaged by an IAR's trading activity.

Neither we nor our IARs accept mutual fund trailers in the Allocation Series or Manager Series programs. However, in certain other advisory programs that we offer, we and our IARs 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, these trailers are credited back to the client when received or credited to the balance due for the next advisory fee. The 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.

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 13.

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 increase or 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

The advisory programs detailed in this brochure are managed by a third-party manager. You can find information on the third-party manager's methods of analysis and investment strategy by reviewing its Form ADV disclosure brochure, which your IAR will provide to you when offering either Allocation Series or Manager Series. Your IAR will also provide you with a copy of his Form ADV Part 2B brochure supplement, which contains important information about your IAR.

Disciplinary Information

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

After considering the surrounding circumstances, First Allied determined that it was in its best interests to settle the matter. The alleged rule violations were in connection with First Allied's supervision of the representative and deficiencies in its e-mail system.

As part of the settlement, First Allied 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 to cease and desist from committing or causing any future violations of certain books and records provisions. First Allied also agreed to hire an independent consultant to review our policies and procedures and our system for implementing policies and procedures.



First Allied 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>.

In addition to the incident above, at least one of First Allied's IARs has been charged with, but not convicted of, a non-investment related felony in the last ten years; at least one of First Allied's IARs has been charged with and convicted of a non-investment-related misdemeanor charge. First Allied has been censured by multiple state insurance authorities for failure to renew our state insurance licenses. In addition, certain IARs have been censured and suspended by non-SEC regulators for violations related to supervision deficiencies, marketing approval deficiencies, improper disclosure of outside business activities, and continuing education deficiencies. First Allied, as a firm, has also been found to have failed to supervise adequately in certain instances, by the same regulatory bodies. Some of the firms that First Allied has purchased have also been censured by regulatory bodies.

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, 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.

More information on all of these items, and other items not summarized above, can be found on FINRA's BrokerCheck® (<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®.

Other Financial Industry Activities and Affiliations

Broker/Dealer Affiliation

As mentioned previously, First Allied is a dual registrant. A dual registrant is an entity that is both an investment adviser and a broker/dealer. Because First Allied is a dual registrant, many of our officers and principals are engaged in business both with our investment adviser and with our broker/dealer. Some of our officers spend up to 90% of their time on broker/dealer activities, and the remaining 10% on investment advisory activities. Other officers devote 100% of their time to investment advisory 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. First Allied also sometimes participates in initial public offerings, and offers clients the opportunity to participate in private funding through an unaffiliated investment adviser. Since the majority of our IARs are registered with First Allied's broker/dealer, these services may be available to you if your IAR is a registered representative. Because First Allied is both an investment adviser and a broker/dealer, 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.

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 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 clients.

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. Neither First Allied nor our IARs 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.

Certain affiliates may make markets in securities, and may buy and sell for their own accounts. These affiliates and their personnel may own an interest in or buy or sell for their own accounts, the same securities which may be purchased or sold for the account of advisory clients.

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 our affiliated broker/dealer. These investment advisers may enter into a selling 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’s broker/dealer.

Some of our IARs may work in a bank or credit union location. 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 us.

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 and all individuals in your IAR’s branch office are supervised persons. 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 discretionary trading authority 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. Because First Allied is both an investment adviser and a broker/dealer, all client transactions are effected through our broker/dealer relationships. 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 product 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 the advisory programs described in this brochure, all responsibility for execution of trades is taken by either Envestnet or the third-party manager. Depending on the method of trading chosen by the third-party manager, trades are aggregated according to either Envestnet's trading policies and procedures or the third-party manager's trading policies and procedures.

Review of Accounts

As mentioned previously, each of our IARs is supervised by another of our representatives. 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 trading 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 manager is managing your account, some of these surveillances will not be used.

After the end of each calendar quarter, we create and send performance reports to each client that is invested in our Allocation Series or Manager Series programs. These performance reports will contain statistical information about your account. In some cases, if you have more than one GPS platform account, we may be able to combine multiple accounts on the same performance report. The reports we create will differ slightly based on which program you have purchased. Generally, the reports we create for you will list the beginning balance for the period, the ending balance for the period, the percentage change in asset level between the beginning and end of the period, and any deposits or withdrawals during the period. There is also information about your account's holdings as of the end of the period, a list of one or more comparable benchmarks, and important disclosure information.

For Allocation Series and Manager Series program accounts, the following benchmarks will be listed on the performance reports:

- S&P 500 Index- an index of 500 stocks chosen for market size, liquidity and industry grouping (among other factors), designed to be a leading indicator of U.S. equities and is meant to reflect the risk/return characteristics of the large cap universe.
- MSCI EAFE Index- a free float-adjusted market capitalization index that is designed to measure equity market performance of developed markets, excluding the U.S. and Canada).
- Barclays Capital U.S. Aggregate Bond Index- an unmanaged index composed of the Barclays Government/Credit Bond Index, Mortgage-Backed Securities Index, and Asset-Backed Securities Index and is generally representative of the U.S. bond market.
- Consumer Price Index- an index of prices used to measure the change in the cost of basic goods and services in comparison with a fixed-base period.
- FAAM blended benchmark- a combination of market indexes in varying percentages, depending on the underlying strategy chosen. The indexes FAAM uses to create all of its blended benchmarks are the S&P 500 Index, MSCI World Index, Barclay's Capital U.S. Aggregate Index, Russell 3000 Value Index (an index designed to measure the performance of the broad value segment of U.S. equity value universe), Merrill Lynch High Yield Master Index (a market capitalization weighted index of all domestic and Yankee high-yield bonds with maturities of at least one year and a credit rating lower than BBB-Baa3, but are not in default), and the 3-Month U.S. Treasury Bill rates. Not all of these indexes will be used for each blended benchmark. The exact indexes and percentage weighting is determined by the underlying strategies in which you are invested.



If your account is managed by a third-party manager other than FAAM, an additional benchmark selected by the third-party manager may be listed on your performance reports. For more information on each third-party manager's selection of benchmarks, please review the third-party manager's Form ADV 2A disclosure brochure, which will be provided to you if your account is managed by a third-party manager.

Both you and your IAR have the ability to create additional reports regarding your GPS platform accounts upon demand. Certain of these reports also contain performance information. Your IAR may also 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.

The custodian of your account will also send you account statements on a monthly or quarterly basis. Although the information we provide in the performance reports we deliver 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 any GPS performance reports or Albridge reports we may deliver to you. Should you note any discrepancies, please contact us at 800-223-0989. In addition, the reports that we deliver 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 First Allied or 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.

First Allied or 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 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 registered 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 by 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 our representatives.

Sometimes we receive payments from firms that are not Product Sponsors to recognize our sales efforts. All companies may pay us 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 registered 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 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. GPS platform account assets are custodied by 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 GPS performance reports or Albridge reports that your IAR may provide to you. Should you note any discrepancies, please contact us at 800-223-0989.

Occasionally, IARs may accept stock certificates from clients and forward them to the broker/dealer for delivery to the client’s account with the custodian. Also, certain of our IARs have check-writing authority as members of LLCs in which clients are also members; these IARs may have access to client LLC funds. If your IAR has check-writing authority as a member of an LLC in which clients are also members, it will be detailed in the Form ADV Part 2B brochure supplement that your IAR will provide to you. 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, by selecting “Investment Adviser Firm” and typing our name into the “Firm Name.”

We ask that any checks you write for deposit into your GPS platform account be made payable to either Pershing or JP Morgan and **not** made payable to First Allied or to your IAR.

Investment Discretion

Overview

We do not have discretion over your assets. However, when you invest in the Allocation Series or Manager Series advisory programs, you are granting full trading authorization to a third-party manager. Full trading authorization allows the third-party manager to make decisions on your behalf regarding purchases and sales of equities, mutual funds, exchange-traded funds, fixed income products including bonds and certificates of deposit, options, and any other security traded on a national exchange. The trading authorization granted in the GPS Investment Advisory Agreement allows either Envestnet or the third-party manager to execute trades for your account without your consent.

Your IAR does not have trading authorization in the Allocation Series or Manager Series programs. However, when you select the Allocation Series or Manager Series program, you are granting your IAR the authority to select Strategists, models, and Investment Managers for your account without your consent.

Voting Client Securities

We do not accept authority to vote client proxies. However, for Allocation Series and Manager Series program accounts, a third-party manager will vote proxies on your behalf in accordance with its policies and procedures. Some third-party manager may hire another firm to vote proxies on its behalf. You may revoke the third-party manager’s voting authorization at any time by sending us written notice.

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.