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www.measuredriskportfolios.com

Updated as of 5/31/2012

This Brochure provides information about the qualifications and business practices of Kingsroad Financial Insurance Services, Inc. "Adviser". If you have any questions about the contents of this Brochure, please contact us at the telephone number listed above or at info@kingsroadinc.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

This written communication from Adviser along with any oral supplements will provide you with information to help you determine to hire or retain Adviser. Additional information about Adviser also is available on the SEC's website at www.adviserinfo.sec.gov.



Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated 5/31/2012 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

Effective June 8th, 2012 we have applied for registration with the state of California pursuant to legislation required for advisors with less than 100 million of assets under management. As of May 31st, advisor manages \$43,386,000 of assets under management.

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

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

Currently, our Brochure may be requested by contacting Jenna Haines, Client Service Manager at (858) 452-4930, ext. 111 or info@kingsroadinc.com. Our Brochure is also available on our web site www.kingsroadinc.com/pdf/ADV.pdf, also free of charge.

Information about Adviser is also available via the SEC’s web site at www.adviserinfo.sec.gov. The SEC’s web site provides information about any persons affiliated with Adviser who are registered, or are required to be registered, as investment adviser representatives of Adviser.



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Advisory Business

Background: Kingsroad Financial Insurance Services Inc. “Adviser” is a privately held corporation formed in 2001 and was licensed with the Securities and Exchange Commission (SEC) since 2007 then converted to California state registration in 2012. Registration of an Investment Adviser does not imply any level of skill or training. The principals of the firm, Larry Kriesmer and Bernard Surovsky, have more than 40 years of combined investment and insurance risk management experience.

Services: Adviser provides investment management, financial planning and consulting services to its clients through its relationship with Investment Advisor Representatives (IARs). These services include asset allocation within a portfolio, day-to-day investment decisions, referrals to third party sub-adviser programs, and financial planning and consulting services. The Adviser will have complete discretion over the selection and amount of securities and derivatives to be bought or sold without obtaining specific client consent.

Advisor Specialty: Adviser’s primary investment goal is risk mitigation through the use of derivatives. A derivative, primarily an option, is a contract to buy or sell a specific financial product officially known as the option's underlying instrument or underlying interest. For equity options, the underlying instrument is a stock, exchange-traded fund (ETF), or similar product. The contract itself is very precise. It establishes a specific price, called the strike price, at which the contract may be exercised, or acted on. And it has an expiration date. When an option expires, it no longer has value and no longer exists. Options come in two varieties, calls and puts, and you can buy or sell either type. Adviser decides whether to buy or sell and whether to choose a call or a put - based on investment strategy. Additional information on options can be found on the web at www.optionseducation.org. Tax accounting for options may be complex and may require the assistance of a qualified tax advisor. The various strategies employed by Adviser are detailed later in this brochure under the heading “Methods of Analysis, Investment Strategies and Risk of Loss” and are collectively referred to as Measured Risk Portfolios.

Client Needs: Meetings with each potential advisory Client and their IAR are held to discuss their financial needs, personal goals, risk tolerance and overall investment objectives. It is of beneficial interest to the Client to provide accurate and candid information and promptly inform the IAR of any material changes in their circumstances so IAR can evaluate if adjustments to the advisory accounts are necessary. Clients may impose restrictions on investing in certain securities or types of securities in most advisory programs. Investment decisions are guided by the stated objectives of the client. In addition, the IAR considers the client’s risk profile and financial status prior to making any recommendations.



Assets under Management: As of May 31st, 2012, Adviser manages \$43,386,000 on a discretionary basis.

Fees and Compensation

Fees are outlined in the table below and may be negotiated based on client objectives, trading strategy employed and complexity of management. An advisory client will have a period of five (5) business days from the date of signing the investment advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees due Advisor. Ticket charges or transaction fees will not be refunded. Thereafter, either party may terminate the investment advisory agreement with 30 days written notice. Upon termination, fees will be prorated to the date of termination resulting in an amount due Advisor or refund due Client, depending on type of billing.

Adviser fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds (ETFs) also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Adviser's fee, and Adviser does not receive any portion of these commissions, fees, and costs. Advisory clients should also note that fees for comparable services vary and lower fees for comparable services may be available from other sources.

	<i>Quarter Balance:</i>	<i>Annual Fee</i>	<i>Maximum Tier Fee</i>	<i>Total Fee</i>	<i>Effective Fee</i>
<i>First</i>	<i>\$250,000</i>	<i>2.00%</i>	<i>\$5,000</i>	<i>\$5,000</i>	<i>2.00%</i>
<i>Next</i>	<i>\$250,000</i>	<i>1.85%</i>	<i>\$4,625</i>	<i>\$9,625</i>	<i>1.93%</i>
<i>Next</i>	<i>\$250,000</i>	<i>1.60%</i>	<i>\$4,000</i>	<i>\$13,625</i>	<i>1.82%</i>
<i>Next</i>	<i>\$250,000</i>	<i>1.35%</i>	<i>\$3,375</i>	<i>\$17,000</i>	<i>1.70%</i>
<i>Next</i>	<i>\$1,000,000</i>	<i>1.20%</i>	<i>\$12,000</i>	<i>\$29,000</i>	<i>1.45%</i>
<i>Next</i>	<i>Unlimited</i>	<i>1.10%</i>	<i>N/A</i>	<i>N/A</i>	<i>N/A</i>



The specific manner in which fees are charged by Adviser is established in a client's written agreement with Adviser. Adviser will generally bill its fees on a quarterly basis. Clients may elect to be billed in advance or arrears each calendar quarter. Clients may also elect to be billed directly for fees or to authorize Adviser to directly debit fees from client accounts. Adviser fees may be prorated for each capital contribution made during the applicable calendar quarter (with the exception of de minimis contributions). Withdrawals will not be prorated. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Performance-Based Fees and Side-By-Side Management

In some cases, Adviser may offer a performance fee arrangement with qualified clients: such fees are subject to individualized negotiation with each such client. Adviser will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions there under, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Adviser shall include realized and unrealized capital gains and losses. Adviser has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients utilizing different fee arrangements.

The purpose of the Performance Fee Schedule is to allow Adviser to waive investment management fees if the account balance drops below a prior high-water mark from a previous calendar month end date. Fees are contingent on Net Account Growth, so unless the account balance increases from a prior high-water mark, the fees listed below are waived.

Fees are calculated monthly in arrears and are due on the first day of the following calendar month. The initial account balance will always be zero with the initial high-water mark established by adding Client's contributions and transfers (valued as of the transfer date) less Client's redemptions during the first month or portion thereof. Thereafter, a new high-water mark is established whenever the account value (adjusted for contributions and/or redemptions) on the last business day of the month is higher than the previous high-water mark. Adviser fees and trading costs will reduce the account value, but not the high water mark.

Account Size	Asset Growth	Participation Fee
All Accounts	Net Account Growth	Negotiable Percentage of Net Account Growth



All Accounts	Zero or negative Account Growth	Fee Waived
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Over time it is possible that the Advisor may earn more under the Performance Fee Schedule than would be earned under the regular fee schedule. Performance Fees may create an incentive for the Advisor to make investments that involve more risk and are more speculative than would be the case in the absence of a performance-based fee. In addition, Performance Fees are calculated based on unrealized appreciation which may not ultimately be realized by Client.

Types of Clients

Advisor provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, foundations, trusts, and U.S. corporations.

Account Minimums: Advisor requires a minimum of \$250,000 to establish a new advisory account; however, the minimum may be waived at the sole discretion of the Advisor. In addition, the Advisor may continue to service existing accounts that have values that are below the minimum.

Methods of Analysis, Investment Strategies and Risk of Loss

Advisor assists Clients to determine appropriate allocation models or investment strategies depending on their overall objectives and needs. No assumption can be made that any particular strategy will provide better returns than other investment strategies.

Before participating in any program or investing in any asset class, Clients should discuss their tolerance for risk with their IARs and carefully consider the risks associated with the investment strategy by reviewing any applicable prospectus, offering memorandum or disclosure brochure prepared by the issuing company for the underlying investments. Equity securities markets experience varying degrees of volatility. Investing in securities involves risk of loss that Clients should be prepared to bear. Short term trading strategies may impact performance when transaction costs are incurred. **Core Strategies:** The following strategies may be employed at any time, on a discretionary basis, exclusively or in combination within Client accounts based on Client objectives:

- **Bond plus Call.** The bond plus call strategy attempts to mimic the behavior of a structured note. By pairing a short duration bond (one year, for example) with an at the money LEAP option on an equity underlying (ETF index, for example), the risk of loss is primarily limited to the bond issuers ability to repay principal and interest at maturity over a relatively short period, and the expiration of the LEAP contract for zero value.



Changes in interest rates during the bond holding period could cause the value of the bond to fall below what was invested resulting in a loss if sold prior to maturity. Potential return is unlimited due to the LEAP option ability to capture upside movement in the equity underlying over the term of the LEAP. Risk of loss can be increased or decreased depending on the percentage of Client account allocated to LEAP options.

- **Protective Collar.** This strategy utilizes the purchase of put option contracts to provide a protective floor in the event that the selected underlying securities fall below a specified strike price during the term of the put. To offset all or a percentage of the cost of this protection, covered call writing is employed on less than 100% of the equity holdings in the portfolio. The protective puts may provide little to no protection if the value of the underlying merely falls to or near the strike price and the covered call may significantly reduce the potential return, especially in rapidly rising markets.
- **Cash Covered Put.** The cash covered put strategy generates high monthly income by selling (writing) put options at or near the market value of the underlying stock or ETF position. Downside may be mitigated by simultaneously purchasing a put on the same underlying with a strike below the sold put. This strategy will result in frequent trading and the recognition of taxable short term gains and losses and may be more suitable for qualified, tax deferred accounts.
- **Enhanced Dividend.** The enhanced dividend strategy is achieved by selecting stocks with a history of rising dividends and then supplemented with covered call writing. The use of cash covered puts may be utilized to establish a position and the use of protective puts may be utilized to limit downside.

The following describes common characteristics of risk associated with specific types of investments that may be recommended in Client accounts.

Mutual Funds: Each mutual fund has different risks and rewards. Generally the higher the potential return, the higher the risk of loss. Investors may have to pay taxes on capital gains distributions received even if the fund goes on to perform poorly after the investor bought shares. Details are available in the prospectus available from the issuer.

Money Market Funds: Although Money Market Funds have relatively low risks, the NAV may fall below \$1.00 if the fund performs poorly therefore losses are possible. Details are available in the prospectus available from the issuer.

Fixed Income Securities: Fixed income investments tend to be more conservative than stocks however, Clients should be aware that bonds and bond funds do carry some degree of risk including but not limited to interest rate, credit, inflation, pre payment and reinvestment risks.



Stocks: Stock investing carries substantial risks. The business itself might suffer from poor management. The industry could suffer a setback or become obsolete. Other investors may push the price beyond “reasonable” levels. There can be no assurance that the value of the stock will appreciate over time and could lose 100% of its value.

ETFs: Exchange-Traded Funds (ETFs), like stocks and index funds, can carry a significant amount of market risk. The innate appeal of an ETF is that it represents many assets or companies, like an indexed mutual fund, but unlike a mutual fund that prices Net Asset Value on a daily basis, ETFs can be traded at any time during trading hours, like a stock. In addition, some ETFs can be protected using listed Options, and generate income from writing covered call options. Investing in ETFs involves volatility and risk of losses that Clients should be prepared to withstand.

ETNs: Exchange Traded Notes (ETNs) are senior, unsecured debt securities issued by an underwriting bank. Similar to other debt securities, ETNs have a maturity date and are backed only by the credit of the issuer. ETNs are designed to provide investors access to the returns of various market benchmarks. The returns of ETNs are usually linked to the performance of a market benchmark or strategy, less fees. When a Client buys an ETN, the underwriting bank promises to pay the amount reflected in the index, minus fees upon maturity. Thus ETN has an additional risk compared to an ETF, upon any reduction of credit ratings or if the underwriting bank goes bankrupt, the value of the ETN may be eroded or lost entirely.

MLPs: Master Limited Partnerships (MLPs) are a limited partnership with ownership units that may be traded on an exchange. A limited partnership consists of a general partner, who manages the venture, and limited partners, who simply provide capital. A master limited partnership allows limited partners to buy and sell units of the venture as if they were shares in a publicly-traded company. Limited partners often receive cash distributions, which are similar to dividends, on a regular basis. This business form combines the tax advantages of a partnership, which does not pay tax on its profit, with the liquidity of a publicly-traded company. The tax reporting requirements of an MLP may delay your ability to file your tax return early. It is also called a publicly traded partnership.

Options: An option is a contract to buy or sell a specific financial product officially known as the option's underlying instrument or underlying interest. For equity options, the underlying instrument is a stock, exchange-traded fund (ETF), or similar product. The contract itself is very precise. It establishes a specific price, called the strike price, at which the contract may be exercised, or acted on. And it has an expiration date. When an option expires, it no longer has value and no longer exists. Options come in two varieties, calls and puts, and you can buy or sell either type. Call contracts will expire worthless if the underlying security closes below the strike price on expiration. Put contracts will expire worthless if the underlying security closes above the strike price on expiration. Selling a covered call may limit the upside if the underlying security closes above the strike price on expiration. Special tax rules may apply, depending on the outcome. Prior to buying



or selling an option, a person must read Characteristics and Risks of Standardized Options. Copies of this document may be obtained from Adviser, from any exchange on which options are traded, on the web at <http://www.optionsclearing.com/components/docs/riskstoc.pdf> or by contacting The Options Clearing Corporation, One North Wacker Dr., Suite 500, Chicago, IL 60606 (1-888-678-4667). In no event will Adviser engage in “naked” option writing, which is the most speculative form of trading.

Although Adviser attempts to mitigate losses, investing in securities involves risk to principal that clients should be prepared to bear.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Adviser or the integrity of Adviser’s management. Adviser has no applicable information to disclose.

Other Financial Industry Activities and Affiliations

Kingsroad Financial Insurance Services Inc. is also a licensed insurance agency offering life, health, long-term care and disability insurance. Pursuant to §260.235.2 CCR, a conflict exists between the interests of the investment adviser or associated persons and the interest of the client; the client is under no obligation to act upon the investment adviser's or associated person's recommendation; if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the investment adviser, the associated person when the person is an agent with a licensed broker-dealer or through any associate or affiliate of such person.

Associated persons are registered securities representatives of Independent Financial Group a registered broker-dealer, member of the Financial Industry Regulatory Authority (FINRA). In addition, associated persons are also insurance agents/brokers of various insurance companies. In these capacities associated persons of Adviser may recommend securities, insurance, advisory, or other products, and receive normal securities transactions commissions if products are purchased through any firms with which any associated persons are affiliated. Thus, a conflict of interest exists between the interests of associated persons and those of the advisory clients. However, clients are under no obligation to act upon any recommendations of the associated persons or effect any transactions through the associated persons if they decide to follow the recommendations.

Advisory associates may not, but the same individuals in their capacities as registered representatives may receive payments from certain mutual fund companies distributed pursuant to a 12b-1 or 12b-2



distribution plan or other such plans as compensation for administrative services. As such, a conflict of interest may exist with respect to recommendations to buy or sell such securities.

Code of Ethics

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

Adviser anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Adviser has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Adviser, its affiliates and/or clients, directly or indirectly, have a position of interest. Adviser's employees and persons associated with Adviser are required to follow Adviser's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Adviser and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Adviser's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Adviser will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Adviser's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Adviser and its clients.

Adviser's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Jenna Haines.

It is Adviser's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Adviser will also not cross trades between client accounts.



Brokerage Practices

Adviser selects the broker-dealer(s) for trade execution and custodian at its discretion. In selecting a broker for any transaction or series of transactions, Adviser may consider a number of factors, including, for example, transaction costs, net price, the financial stability and reputation of the broker, the quality of the investment research, investment strategies, special execution capabilities, clearance, settlement, custody, record keeping and other services provided by such broker or custodian.

Review of Accounts

The IAR performs reviews of all investment advisory accounts no less than annually. Reviews may be triggered by changes in an account holder's personal, tax or financial status. Macroeconomic and company specific events may also trigger reviews. There is currently no limit on the number of accounts that can be reviewed by the IAR.

Adviser reviews investment strategy monthly and responds to changes in market conditions, option expirations and input from IARs regarding client suitability.

Brokerage statements are generated monthly. These statements are prepared and sent directly from the account custodian. These reports list the account positions, activity in the account over the covered period, and other related information. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived.

Client Referrals and Other Compensation

Adviser does not pay direct compensation to any person for client referrals. Adviser hosts client events where prospective clients may be introduced to Adviser by existing clients. These events are typically open to all current clients who are physically and geographically able to attend.

Adviser receives financial support to offset some or all of the costs associated with hosting client events from vendors that Adviser does business with. In each such case, the decision to utilize the vendor's service is determined prior to, and without regard to the possible financial support that may be available.

Custody



Clients should receive monthly statements from the qualified custodian that holds and maintains client's investment assets. Adviser urges Clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

Adviser requires discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Adviser observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Adviser's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Adviser in writing.

Voting *Client* Securities

As a matter of firm policy and practice, Adviser does not have any authority to and does not vote proxies on behalf of advisory clients. Custodians are instructed to forward all shareholder related material to the owner of the account. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Adviser may provide advice to clients regarding the clients' voting of proxies, but only upon specific written request by Client.

Financial Information

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