

Holman Investments and Planning, LLC

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This disclosure brochure provides clients with information about the qualifications and business practices of Holman Investments and Planning, LLC, an independent investment advisory firm registered with the United States Securities and Exchange Commission ("SEC"). It also describes the services Holman Investments and Planning, LLC provides as well as background information on those individuals who provide investment advisory services on behalf of Holman Investments and Planning, LLC. Please contact Gerald Holman, President of Holman Investments and Planning, LLC, at 801-365-0101 if you have any questions about the contents of this disclosure brochure.

The information in this disclosure brochure has not been approved or verified by the SEC or by any state securities authority. Registration with the SEC does not imply that Holman Investments and Planning, LLC or any individual providing investment advisory services on behalf of Holman Investments and Planning, LLC possess a certain level of skill or training. Additional information about Holman Investments and Planning, LLC is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Holman Investments and Planning, LLC is 141673.

HOLMAN INVESTMENTS AND PLANNING, LLC

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ADVISORY BUSINESS

Company

Holman Investments and Planning, LLC is a Utah limited liability company that has been providing investment advisory services as an SEC-registered investment adviser since January 2008. Throughout this disclosure brochure, Holman Investments and Planning, LLC is referred to as “HIP”.

The principal owner of HIP is Gerald Holman.

Services

HIP provides personalized investment advisory services, including portfolio management services, pension consulting services and financial planning services.

Portfolio Management Services

HIP provides portfolio management services, defined as giving continuous advice or making investments for clients based on the specific needs of each client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, HIP develops a client's individual investment policy and creates and manages a portfolio based on that policy.

HIP will manage advisory accounts on either a discretionary or non-discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income). HIP will allocate the client's assets among various investments taking into consideration the overall management style selected by the client.

Clients will retain individual ownership of all securities. Clients will have the opportunity to place reasonable restrictions on the types of investments which will be made on the client's behalf.

HIP provides asset management services for assets custodied at Raymond James Financial Services, Inc. (“RJFS”) under the following programs:

The PASSPORT Account

The PASSPORT Account (“PASSPORT”) is an investment advisory account, administered by RJA, which offers clients, on a discretionary or non-discretionary basis, ongoing asset management services, investment advice and monitoring of securities holdings. Generally, HIP provides investment advice on a discretionary basis.

Privately Managed Accounts

HIP also makes privately managed accounts available to its clients. A portfolio manager manages these accounts on a discretionary basis and the client owns the

individual stocks and bonds in a brokerage account held with Raymond James Financial Services, Inc.

Pension Consulting Services

HIP provides several advisory services separately or in combination. While the primary clients for these services will be pension, profit sharing and 401(k) plans, HIP will also offer these services, where appropriate, to individuals and trusts, estates and charitable organizations. Pension Consulting Services are comprised of four distinct services. Clients may choose to use any or all of these services.

Investment Policy Statement Preparation (hereinafter referred to as "IPS")

HIP will meet with the client (-) to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. HIP may then prepare a written IPS stating those needs and goals and encompassing a policy under which these goals are to be achieved. The IPS may also list the criteria for selection of investment vehicles and the procedures and timing interval for monitoring of investment performance.

Selection of Investment Vehicles

HIP will assist plan sponsors in constructing asset allocation models, and review various investments to determine which investments are appropriate to implement the client's IPS. HIP will review various investments to determine which of these investments are appropriate to implement the client's IPS. The number of investments to be recommended will be determined by the client, based on the IPS.

Monitoring of Investment Performance

Client investments will be monitored continuously based on the procedures and timing intervals delineated in the Investment Policy Statement. Although HIP will not be involved in any way in the purchase or sale of these investments, HIP will supervise the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate.

Employee Communications

For pension, profit sharing and 401(k) plan clients wherein there are individual accounts with participants exercising control over assets in their own account ("self-directed plans"), HIP may also provide educational support - designed for the Plan participants. The nature of the topics to be covered will be determined by HIP and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will NOT provide Plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

Financial Planning and Consulting Services

Financial planning is primarily an analytical process designed to organize financial data, identify needs and opportunities and evaluate alternative courses of action; it may include analysis of current net worth, income taxes, cash flow and budgeting, investments and asset allocation, retirement planning, employee benefit plan analysis, estate and gift tax planning, education pre-funding and risk management focusing on life, health and disability coverage.

In general, HIP gathers required information through personal interviews. HIP will typically meet with the client to conduct an evaluation of the client's current financial status, future goals and attitudes towards risk. Related documents supplied by the client are reviewed. HIP conducts a financial analysis and prepares a written plan that describes the client's current situation, identifies needs and opportunities and makes suggestions designed to help the client achieve stated goals.

Clients can also receive investment advice on a more limited basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, reviewing a client's existing portfolio, recommendations concerning which assets should be held or liquidated, recommendations concerning appropriate allocation of assets among different investment categories. HIP also provides specific consultation and administrative services regarding investment and financial concerns of the client. HIP will also provide ongoing financial planning services for updates to existing financial plans.

While financial analysis may include investment advice concerning mutual funds and securities, it may also include investment advice with respect to products that may or may not constitute "securities," such as life insurance and annuities. It also takes into consideration estate tax planning issues that may not constitute "investment" advice.

HIP may recommend its own services, the services of its own investment adviser representatives in their individual capacities as registered representatives of a broker-dealer, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if HIP recommends its own services or that of its own investment adviser representatives.

The client is under no obligation to act upon any of the recommendations made by HIP under a financial planning engagement and/or engage the services of any such recommended professional, including HIP or any of its related persons. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of HIP's recommendations.

In performing its services, HIP shall not be required to verify any information received from the client or from the client's other professionals and is expressly authorized to rely on such information. If requested by the client, HIP may suggest the services of other professionals for implementation services, but the client is under no obligation to engage the services of any suggested professional. In addition, each client is advised that it remains their responsibility to promptly notify HIP if

there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising HIP's previous recommendations and/or services.

Assets Under Management

As of December 31, 2011, the total amount of client assets managed by HIP is approximately \$58,000,000. Of this total amount, \$57,000,000 of client assets are managed on a discretionary basis and \$1,000,000 of client assets are managed on a non-discretionary basis.

FEES AND COMPENSATION

Portfolio Management Fees

The PASSPORT Account

The advisory fees for the PASSPORT Account are as follows:

Blended Rate Fee Schedule

Assets Under Management	Annual Fee (%)
Less than \$500,000	1.50%
\$501,000 to \$999,999	1.25%
\$1,000,000 to \$2,499,999	1.00%
\$2,500,000 to \$5,499,999	0.80%
Over \$5,000,000	Negotiable

The annual asset-based fee is paid quarterly in advance. When an account is opened, the asset-based fee is billed for the remainder of the current billing period and is based on the initial contribution. Thereafter, the quarterly asset-based fee is paid in advance, is based on the account asset value on the last business day of the previous calendar quarter, and becomes due the following business day.

Under the PASSPORT program, client's authorize and direct RJA as custodian to deduct asset-based fees from the client's account; client's further authorize and direct the RJA as custodian to send a quarterly statement to the client which shows all amounts disbursed from client's account. The client's brokerage statement will show the amount of the asset-based fee, the value of the assets on which the fee was based, and the specific manner in which the fee was calculated.

Additionally, there is a nominal transaction charge payable to the broker dealer for the execution of each trade, as follows:

Security Type	Processing Fee
Exchange Traded Equities: Listed and OTC	\$30.00
Closed End Mutual Funds	\$30.00
Exchange Traded Funds	\$30.00
Mutual Funds	\$30.00
Real Estate Investment Trusts/Unit Investment Trusts	\$30.00
Preferred Stocks	\$30.00
Options Contracts	\$50.00
Bonds	\$50.00

In addition to the foregoing transaction charges, the client will incur a charge in the amount of \$4.95 per transaction for handling and postage charges. The client may also incur charges for other account services provided by RJA not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for legal or courtesy transfers of securities.

Select fund companies have agreed to pay administrative fees to RJA in consideration for RJA's waiver of the \$30 Processing Fee assessed on certain PASSPORT Account mutual fund purchases ("Participating Funds"). Raymond James financial advisors do not receive any part of these payments. For a list of fund companies that have agreed to pay Raymond James servicing fees for eligible purchases of Participating Funds, please contact HIP by phone at 801-365-0101, or by sending a written request to Holman Investments and Planning, LLC, 2795 E. Cottonwood Pkwy, Suite 600, Salt Lake City, UT 84121.

The Investment Management Agreement for the PASSPORT Account Program may be terminated by the client or HIP at any time upon providing notice pursuant to the provisions of the Investment Management Agreement. In the event of termination of the Investment Management Agreement, HIP will refund to the client the prorated portion of the fee for the quarter of termination.

Pension Consulting Fees

The annual fee for Pension Consulting Services ranges from 0.25% to 1.00% of plan assets, depending on the services requested and the size and complexity of the plan. Details of the pension consulting fee charged are more fully described in the advisory agreement entered into with each client.

Financial Planning and Consulting Services Fees

The initial fee for comprehensive financial and estate planning shall be based on the following schedule:

Greater of \$500 or 0.1% of first \$1,000,000 of a clients net worth and 0.05% of net worth in excess of \$1,000,000.

This provides for 2 years of follow-up services to help clients implement their plan and to coordinate with their other professional advisors. Any fees or commissions received by HIP through the placement of insurance products and/or investment commissions/fees will be used to offset this fee by up to 50%.

This fee will be quoted to new clients in the form of an engagement letter to be executed by HIP and the client prior to the start of the engagement. An invoice for this fee will be sent at the end of the initial planning engagement (the initial planning engagement typically includes three to five meetings spanning several weeks).

If the agreement is terminated, any unearned portion of the fee, based upon the advisor's estimate of uncompleted services, is to be refunded assuming that the payment for services has been received. If the fee has not been received, billing for estimated services rendered will be made and the client will be responsible for that reduced fee only. Refunds are available upon receipt of a written request to terminate the agreement. In certain circumstances, when negotiated in advance, commissions received by HIP from the purchase of securities or insurance products recommended may be used to offset these fees.

Important Additional Information

Fees Negotiable

HIP retains the right to modify fees, in its sole and absolute discretion, on a client-by-client basis based on the size, complexity and nature of the advisory services provided. In some situations, a lower fee may be negotiated due to such factors as aggregation of various accounts or length of time as an investment client of Holman and/or Gerald Holman.

Direct Debiting of Client Accounts

In order for HIP's advisory fees to be directly debited from a client's account, the client must provide written authorization permitting HIP to bill the custodian. In addition, the account must be held by a qualified custodian and the qualified custodian must agree to send to the client an account statement on at least a quarterly basis. The account statement must indicate all amounts disbursed from the account including the amount of advisory fees paid directly to HIP. Clients are informed that it is their responsibility to verify the accuracy of the fee calculation and that the account custodian will not determine whether the fee is properly calculated.

Termination of Client Relationship

A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of any account, any earned, unpaid

fees will be due and payable and any prepaid fees will be refunded. HIP will issue a check.

Mutual Fund Fees

All fees paid to HIP for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or ETF's to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. Clients should also understand that the shares of certain mutual funds offered in these programs may impose short-term trading charges (typically 1%- 2% of the amount originally invested) for redemptions generally made within short periods of time. Clients should consider these short-term trading charges when selecting the program and/or mutual funds in which they invest. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a no-load mutual fund or ETF directly, without the services of HIP. In that case, the client would not receive the services provided by HIP which are designed, among other things, to assist the client in determining which mutual fund or funds or ETF's are most appropriate to each client's financial condition and objectives.

Trading and Other Costs

All fees paid to HIP for investment advisory services are separate and distinct from transaction fees charged by broker dealers associated with the purchase and sale of equity securities and options. Such fees may include odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In addition, fees do not include the services of any co-fiduciaries, accountants, broker dealers or attorneys. Please see the section entitled "Brokerage Practices" on page 16 of this disclosure brochure for additional information on brokerage and other transaction costs.

Additional Compensation

Clients who wish to execute securities transactions through investment adviser associates of HIP must do so through Raymond James Financial Services, Inc., a registered broker/dealer, and will pay whatever charges are imposed by the entity executing the transaction. While HIP itself does not receive commissions, associated persons of HIP may do so when they assist in the execution of a transaction of a client. If a client chooses to use an investment adviser representative in his or her individual capacity as an insurance agent, the individual investment adviser representative will receive a commission. In addition, if a client purchases a mutual fund containing a 12b-1 fee, HIP and the investment adviser representative may receive such fee.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

HIP does not accept performance-based fees (e.g., fees based on a share of capital gains on or capital appreciated of the assets in a client's account).

TYPES OF CLIENTS

HIP provides investment advisory services to individuals (including high net worth individuals), pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other types of business entities.

Engaging the Services of HIP

All clients wishing to engage HIP for investment advisory services must first complete the applicable investment advisory agreement as well as any other document or questionnaire provided by HIP. The investment advisory agreement describes the services and responsibilities of HIP to the client. It also outlines HIP's fee in detail. In addition, clients must complete certain broker-dealer/custodial documentation. Upon completion of all these documents, HIP will be considered engaged by the client. Clients are responsible for ensuring that HIP is informed in a timely manner of changes in their investment objectives and risk tolerance.

Neither HIP nor the client may assign the investment advisory agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of HIP are not to be considered an assignment.

A copy of HIP's privacy policy notice and this written disclosure statement are provided to each client prior to or contemporaneously with the execution of the investment advisory agreement. Any client who has not received a copy of HIP's written disclosure statement at least forty eight (48) hours prior to executing the investment advisory agreement shall have five (5) business days subsequent to executing the agreement to terminate HIP's services without penalty.

Conditions for Managing Accounts

Portfolio Management Services

There is a minimum investment of \$25,000 for PASSPORT Accounts (Passport accounts are generally >\$250,000 but can never be less than \$25,000).

Financial Planning and Consulting Services

HIP requires a minimum fee requirement of \$500 for Financial Planning Services clients.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Types of Investments

Investment advice may be offered on any investments held by a client at the start of the advisory relationship. Recommendations for new investments will typically be limited to foreign and domestic equity securities, warrants, corporate debt securities,

certificates of deposit, commercial paper, municipal and United States government securities, mutual funds, exchange traded funds (ETFs), variable life insurance, variable annuities and options.

In addition, HIP may render advice concerning investment in various limited partnership interests in real estate and/or oil and gas, private placement offerings and pooled investment vehicles organized as private investment partnerships (commonly known as “hedge funds”).

Investment Strategies

HIP may utilize different investment strategies, based upon the needs of the client, including long-term purchases, short-term purchases, margin transactions -.

Security Analysis

The security analysis methods employed by HIP include fundamental, technical and cyclical analysis.

Sources of Information

In conducting security analysis, HIP may utilize the following sources of information: financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the U.S. Securities and Exchange Commission and company press releases.

Risk

In General

Investing in securities involves risk of loss that each client should be prepared to bear. Typical investment risks include market risk typified by a drop in a security's price due to a company specific event (e.g. unsystematic risk), or general market activity (e.g., systematic risk). In addition, certain strategies may impose more risk than others. For example, with fixed income securities, a period of rising interest rates could erode the value of bond since bond values generally fall as bond yields rise. Investment risk with international equities also includes fluctuation in currency values, differences in accounting and economic and political instability.

Exchange Traded Funds (ETFs)

Equity-based exchange traded funds are subject to risks similar to those of stocks. If the stock tracked within an ETF decline due to weakening fundamentals, crumbling technical support, global events, or any other market fluctuations, the value of the ETF will go down. Fixed income-based ETFs are subject to risks similar to those of bonds such as increasing interest rates. Investment returns will fluctuate and are subject to market volatility, so that an investor's ETF shares, when redeemed or sold, may be worth more or less than their original cost.

Margin Transactions

When buying stocks on margin, you are employing leverage as an investing strategy. Leverage allows you to extend your financial reach by investing using borrowed funds while limiting the amount of your own cash you expend. Please note, however, that this can involve a high degree of risk. Some of these risks include:

- Losing more money than you have invested;
- Being required to deposit additional cash or securities in your account on short notice to cover market losses;
- Being forced to sell some or all of your securities when falling stock prices reduce the value of your securities; and
- Having your brokerage firm sell some or all of your securities without consulting you to pay off the loan it made to you.

Cash Management

Investment of Cash Reserves

With respect to cash reserves of advisory client accounts, the custodian of the account assets will determine where cash reserves are held. The custodian may offer one or multiple options to different account types (such as non-taxable and managed accounts). In addition, the custodian may, among other things, consider terms and conditions, risks and features, conflicts of interest, current interest rates, the manner by which future interest rates will be determined, and the nature and extent of insurance coverage (such as deposit protection from the Federal Deposit Insurance Corporation and the Securities Investor Protection Corporation). The custodian may change an investment option at any time by providing the Client with thirty (30) days advance written notice of such change, modification or amendment. As of July 2010, Cash Sweep Options include the Raymond James Bank Deposit Program ("RJBDP"), the Client Interest Program ("CIP") sponsored by Raymond James, and a proprietary class of money market funds (the "Eagle Class - JP Morgan Money Market Funds") of the JP Morgan Prime Money Market Fund and JP Morgan Tax Free Money Market Fund, managed by J.P. Morgan Investment Management, Inc. offered by Eagle Asset Management, Inc. ("Eagle," an affiliate of Raymond James). Clients selecting the RJBDP option are responsible for monitoring the total amount of deposits held at each Bank in order to determine the extent of FDIC insurance coverage available. Raymond James is not responsible for any insured or uninsured portion of Client deposits at any of the Banks.

Raymond James Bank (also an affiliate of Raymond James), and the interest rate it offers may differ from the yield on the Eagle Class - J.P. Morgan Money Market Funds and CIP, but Raymond James Bank generally earns more than the interest it pays on such balances. The Eagle Class - JP Morgan Money Market Funds are offered by Eagle through an agreement with J.P. Morgan. Under the agreement, Eagle, Eagle Fund Services, Inc. and Eagle Fund Distributors, Inc., (together, the "Eagle Affiliates") and Raymond James and its affiliate Raymond James Financial Services, Inc. are compensated by the Eagle Class - JP Morgan Money Market

Funds and J.P. Morgan for, among other things, distribution costs, shareholder record-keeping activities, and the coordination and administration of the funds.

Raymond James generally earns a higher rate of interest on CIP balances than the interest rate it pays on such balances. The income earned by the Eagle Affiliates and Raymond James is in addition to the asset-based fees that Raymond James receives from these accounts.

Where an unaffiliated third party acts as custodian of account assets, Client and/or the custodian will determine where cash reserves are held.

Cash balances arising from the sale of securities, redemptions of debt securities, dividend and interest payments and funds received from customers are transferred automatically on a daily basis to the client's cash sweep account. When securities are sold, funds are deposited on the day after settlement date. Funds placed in a client's account by personal check usually will not be transferred to the sweep account until the second business day following the day that the deposit is credited to the client's investment account. Due to the foregoing practices, Raymond James may obtain federal funds prior to the date that deposits are credited to the client's investment account and thus may realize some benefit because of the delay in transferring such funds to their interest-bearing cash sweep account.

For further information, please refer to "The Raymond James Cash Sweep Programs" brochure, a copy of which is available from your financial advisor, or you may visit the Raymond James public website: http://www.raymondjames.com/cash_sweep.htm.

Cash Rule Conflict

Participants in the PASSPORT program with cash or money market investments which exceed 20% of the total market value of client's account at the time of billing will be included for fee purposes only if the account did not exceed 20% in cash or money market investments at the end of the previous quarter. Otherwise the balance in excess of 20% will not be included in the value of Client's account for fee purposes. This fee billing provision is intended to equitably assess advisory fees to client assets for which an ongoing advisory service is being provided, and the exclusion of excess cash from the advisory fee is intended to benefit clients holding substantial cash balances (as a percentage of the total individual account value) for an extended period of time. However, this provision may pose a financial disincentive to an IAR, as the portion of cash or money market investments will not be included in the asset-based fee charged to the account. This may cause an IAR to reallocate a client account from cash or money market investments to advisory fee eligible investments in order to avoid the application of this provision and therefore receive a fee on the full asset value in a client's account(s).

For non-IRA/ERISA PASSPORT accounts, the client's Investment Adviser Representative may elect to absorb all or a portion of the Processing Fee. Certain open-end mutual funds which may be acquired by clients, may, in addition to assessing management fees, internally assess a distribution fee pursuant to section 12(b)-1 of the Investment Company Act of 1940, or an administrative or service fee

("trail"). Such fees are included in the calculation of operating expenses of a mutual fund and are disclosed in the fund prospectus. However, if the IAR elects to absorb the Processing Fees in *non*-IRA/ERISA accounts, they may also elect to receive trails paid by the fund company, if any, to defray the cost of the Processing Fees they absorb. If such an election is made, there may be a conflict of interest where the IAR may have an incentive to absorb all of the Processing Fees in consideration of the actual or anticipated trails they will receive.

Clients should understand that the annual advisory fees charged in the PASSPORT, program are in addition to the management fees and operating expenses charged by open-end, closed-end and exchange-traded funds. To the extent that a client intends to hold fund shares for an extended period of time, it may be more economical for the client to purchase fund shares outside of these programs. Clients may be able to purchase mutual funds directly from their respective fund families without incurring the HIP's advisory fee. When purchasing directly from fund families, clients may incur a front- or back-end sales charge.

Clients should also understand that the shares of certain mutual funds offered in these programs may impose short-term trading charges (typically 1%-2% of the amount originally invested) for redemptions generally made within short periods of time. These short-term charges are imposed by the funds (and not HIP) to deter "market timers" who trade actively in fund shares. Clients should consider these short-term trading charges when selecting the program and/or mutual funds in which they invest. These charges, as well as operating expenses and management fees which may increase the overall cost to the client by 1%-2% (or more), are available in each fund's prospectus.

Clients should also understand that certain no-load variable annuities may be offered in the PASSPORT program and may be charged an advisory fee. The annual advisory fees charged for these no-load variable annuities are in addition to the management fees and operating expenses charged by the insurance companies offering these products.

Clients should also understand that more sophisticated investments such as short sells and margins may be offered in the PASSPORT program. Fees for advice and execution on these securities are based on the total asset value of the account. While a negative amount may show on a client's statement for the margined security as the result of a lower net market value, the amount of the fee is based on the absolute market value. This could create a conflict of interest where an IAR may have an incentive to encourage the use of margin to create a higher market value and therefore receive a higher fee. The use of margin may also result in interest charges in addition to all other fees and expenses associated with the security involved.

A client's total cost of each of the services provided through these programs, if purchased separately, could be more or less than the costs of each respective program. Cost factors may include the client's ability to:

1. obtain the services provided within the programs separately with respect to the selection of mutual funds,
2. invest and rebalance the selected mutual funds without the payment of a sales charge, and
3. obtain performance reporting comparable to those provided within each program.

When making cost comparisons, clients should be aware that the combination of multiple mutual fund investments, advisory services, custodial and brokerage services available through each program may not be available separately or may require multiple accounts, documentation and fees. If an account is actively traded or the client otherwise may not qualify for reduced sales charges for fund purchases, the fees may be less expensive than separately paying the sales charges and advisory fees. If an account is not actively traded or the client otherwise would qualify for reduced sales charges, the fees in these programs may be more expensive than if utilized separately.

The client's IAR may have a financial incentive to recommend a fee-based advisory program rather than paying for investment advisory services, brokerage, performance reporting and other services separately. A portion of the annual advisory fee is paid to the client's IAR, which may be more than the IAR would receive under an alternative program offering or if the client paid for these services separately. Therefore, the client's IAR may have a financial incentive to recommend a particular account program over another. IARs do not receive a financial incentive to recommend and sell proprietary mutual funds versus non-proprietary funds. However, because compensation structures vary by product type, IARs may receive higher compensation for certain product types. In addition, your IAR may receive incentive compensation for utilizing a particular account program.

HIP believes the charges and fees offered within each fee-based program are competitive with alternative programs available through other firms and/or investment sources, yet makes no guarantee that the aggregate cost of a particular program is lower than that which may be available elsewhere.

Clients that terminate the advisory agreement(s) within the first five (5) business days of entering into the advisory agreement will have any advisory fees that were charged refunded back to them.

All above quoted fees may be negotiated within the stated fee schedule; however certain circumstances may dictate an exception from the set range.

DISCIPLINARY HISTORY

Neither HIP nor any of its supervised persons have ever been disciplined by a regulatory agency.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Registered Representatives

The principal executive officers and other employees of HIP are separately licensed as registered representatives of Raymond James Financial Services, Inc. ("RJFS"), a FINRA-registered broker-dealer. As registered representatives of RJFS, these individuals are permitted to receive commissions on securities transactions.

To the extent that clients wish one or more of these individuals to implement any recommendations made by HIP, the purchase or sale of any securities in conjunction with the implementation of such recommendations is made through RJFS. Clients are free, however, to implement HIP's recommendations through any broker-dealer that they choose. The receipt of commissions for recommended products could represent an incentive for these individuals to recommend products that pay a commission over other products, therefore creating a conflict of interest.

Additionally, if a client implements the recommendation through these individuals, the client may be limited to those products or services available through RJFS.

Commissions earned may be higher or lower at RJFS than other broker-dealers. Notwithstanding the fact that these individuals are registered representatives of RJFS, each investment advisor representative of HIP is solely responsible for the investment advice rendered. HIP's advisory services are provided separately and independently of RJFS.

Insurance Agents

Certain investment adviser representatives associated with HIP, in their individual capacities, are also licensed insurance agents with various insurance companies, and in such capacity, may recommend the purchase of certain insurance products. While HIP does not sell such insurance products to its investment advisory clients, HIP does permit these investment adviser representatives, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients. A conflict of interest exists to the extent that HIP recommends the purchase of insurance products where individuals associated with HIP receive insurance commissions or other additional compensation.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

HIP has adopted a Code of Ethics to prevent violations of federal securities laws, including the unlawful use of what are commonly called "inside information". The Code of Ethics is predicated on the principle that HIP and its employees owe a fiduciary duty to its clients. Accordingly, HIP expects all employees to act with honesty, integrity and professionalism and to adhere to federal securities laws. HIP and its employees are required to adhere to the Code of Ethics. At all times, HIP and

its employees must (i) place client interests ahead of HIP's; (ii) engage in personal investing that is in full compliance with HIP's Code of Ethics; and (iii) avoid taking advantage of their position. Clients and prospective clients may request a copy of HIP's Code of Ethics by contacting Gerald Holman, President of HIP, at 801-365-0101.

Participation or Interest in Client Transactions

HIP or individuals associated with HIP may, as a broker or agent, effect securities transactions for compensation for any client

The principal executive officers and other employees of HIP are separately licensed as registered representatives of Raymond James Financial Services, Inc. ("RJFS"), a registered broker-dealer. To the extent that clients wish one or more of these individuals to implement any recommendations made by HIP, the purchase or sale of any securities in conjunction with the implementation of such recommendations is made through RJFS. Clients are free to implement HIP's recommendations through any broker-dealer that they choose.

HIP or individuals associated with HIP also may buy or sell securities that it also recommends to clients

As this situation represents a conflict of interest, HIP has established the following policies/restrictions in order to ensure its fiduciary responsibilities:

1. It is the expressed policy of HIP that no person employed by HIP should purchase or sell any security prior to a transaction being implemented for an advisory account, and therefore, every attempt is made to prevent such employees from benefiting from transactions placed on behalf of advisory accounts.
2. An employee of HIP shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his/her employment unless the information is also available to the investing public upon reasonable inquiry. No person of HIP shall prefer his/her own interest to that of the advisory client.
3. HIP emphasizes the unrestricted right of the client to decline to implement any advice rendered.
4. HIP requires that all employees must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
5. Any employee not in observance of the above may be subject to termination.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high

quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

BROKERAGE PRACTICES

Broker Selection

Best Execution

Best execution has been defined by the SEC as the “execution of securities transactions for clients in such a manner that the client’s total cost or proceeds in each transaction is the most favorable under the circumstances.” The best execution responsibility applies to the circumstances of each particular transaction and an investment adviser must consider the full range and quality of a broker-dealer’s services, including, among other things, execution capability, commission rates, and the value of any research, financial responsibility and responsiveness.

When placing portfolio transactions for client accounts, HIP’s primary objective is to obtain the best price and best execution, taking into account the costs, promptness of execution and other qualitative considerations.

Broker Analysis

HIP evaluates a wide range of criteria in seeking the most favorable price and market for the execution of transactions. These include the broker-dealer’s trading costs, efficiency of execution and error resolution, financial strength and stability, capability, positioning and distribution capabilities, information in regard to the availability of securities, trading patterns, statistical or factual information, opinion pertaining to trading and prior performance in serving HIP.

Also in consideration is such broker-dealers’ provision or payment of the costs of research and other investment management-related services (the provisional payment of such costs by brokers are referred to as payment made by “soft dollars”, as further discussed in the “Research/Soft Dollars Benefits” section immediately below). Accordingly, if HIP determines in good faith that the amount of trading costs charged by a broker-dealer is reasonable in relation to the value of the brokerage and research or investment management-related services provided by such broker, the client may pay trading costs to such broker in an amount greater than the amount another broker might charge.

HIP’s Chief Compliance Officer is responsible for continuously monitoring and evaluation the performance and execution capabilities of brokers that transact orders for our client accounts to ensure consistent quality executions. In addition, HIP periodically reviews its transaction costs in light of current market circumstances and other relevant information.

Research/Soft Dollar Benefits

Overview

HIP's use of soft dollars is intended to comply with the requirements of Section 28(e) of the Securities Exchange Act of 1934. Section 28(e) provides a "safe harbor" for investment managers who use commissions or transaction fees paid by their advised accounts to obtain investment research services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities.

As required by Section 28(e), HIP will make a good faith determination that the amount of commission or other fees paid is reasonable in relation to the value of the brokerage and research services provided. That is, before placing orders with a particular broker, HIP will generally determine, considering all the factors described below, that the compensation to be paid to the broker is reasonable in relation to the value of all the brokerage and research products and services provided by the broker. In making this determination, HIP will typically consider not only the particular transaction or transactions, and not only the value of brokerage and research services and products to a particular client, but also the value of those services and products in HIP's performance of its overall responsibilities to all of its clients. In some cases, the commissions or other transaction fees charged by a particular broker-dealer for a particular transaction or set of transactions may be greater than the amounts another broker-dealer who did not provide research services or products might charge.

Research and Brokerage Products and Services

"Research" products and services HIP may receive from broker-dealers may include economic surveys, data, and analyses; financial publications; recommendations or other information about particular companies and industries (through research reports and otherwise); and other products or services (e.g., computer services and equipment, including hardware, software, and data bases) that provide lawful and appropriate assistance to HIP in the performance of its investment decision-making responsibilities. Consistent with Section 28(e), brokerage products and services (beyond traditional execution services) consist primarily of computer services and software that permit HIP to effect securities transactions and perform functions incidental to transaction execution. HIP generally uses such products and services in the conduct of its investment decision-making generally, not just for those accounts whose commissions may be considered to have been used to pay for the products or services.

Other Uses and Products

HIP may use some products or services not only as "research" and as brokerage (i.e., to assist in making investment decisions for clients or to perform functions incidental to transaction execution) but for administrative and other purposes as

well. In these instances, HIP will make a reasonable allocation of the cost of the products and services so that only the portion of the cost that is attributable making investment decisions and executing transactions is paid with commission dollars and HIP bears the cost of the balance. HIP's interest in making such an allocation differs from clients' interest, in that HIP has an incentive to designate as much as possible of the cost as research and brokerage in order to minimize the portion that HIP must pay directly.

Mutual Fund Transactions

Although shares of no-load mutual funds can be purchased and redeemed without payment of transactions fees, HIP may, consistent with its duty of best execution, determine to cause client accounts to pay transaction fees that may be higher than those obtainable from other broker-dealers when purchasing shares of certain no-load mutual funds in order to obtain "research". This research may not be used for the exclusive benefit of the clients who pay transaction fees in purchasing mutual fund shares.

RJFS

As discussed in the section entitled "Other Financial Industry Activities and Affiliations" on page 14 of this disclosure brochure, certain investment adviser representatives affiliated with HIP are, in their respective individual capacities, registered representatives of RJFS. These individuals are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless RJFS provides written consent.

Clients are advised that these individuals may be restricted to conducting securities transactions through RJFS unless they first secure written consent from RJFS to execute securities transactions through a different broker-dealer. Absent such written consent or separation from RJFS, these individuals are prohibited from executing securities transactions through any broker-dealer other than RJFS under RJFS's internal supervisory policies. HIP is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

HIP may receive from RJFS, without cost to HIP, computer software and related systems support, which allow HIP to better monitor client accounts maintained at RJFS. HIP may receive the software and related support without cost because HIP renders investment management services to clients that maintain assets at RJFS. The software and related systems support may benefit HIP, but not its clients directly. In fulfilling its duties to its clients, HIP endeavors at all times to put the interests of its clients first. Clients should be aware, however, that HIP's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence HIP's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Directed Brokerage

HIP Directed Brokerage

HIP recommends that its clients use Raymond James Financial Services, Inc.'s ("RJFS") investment management service program for their brokerage and custodial services. The Company has chosen RJFS for its ability to deliver quality execution (including the best price, speed and delivery for a specific trade in light of all relevant circumstances) and record keeping services. It may be the case where RJFS charges a higher or lower fee than another broker charge for a particular type of service, such as transactions fees. Clients may utilize the broker dealer of their choice and are under no obligation to purchase or sell securities through RJFS. However, if a client does not choose to use RJFS, the investment adviser representative will be limited in what advisory services it offers.

Trade Aggregation/Allocation

Transactions for each client generally will be made independently, unless HIP decides to purchase or sell the same securities for several clients at approximately the same time. HIP may (but is not obligated to) combine or "batch" such orders to:

- obtain best execution;
- negotiate more favorable commission rates; or
- allocate equitably among HIP's clients, differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently.

Under this procedure, transactions will generally be averaged as to price and allocated among HIP's clients pro rata. When aggregating lien trade orders, HIP will not receive any additional compensation or remuneration as a result of the aggregation. In the event that HIP determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include:

- When only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates;
- Allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts;

- If an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed);
- With respect to sale allocations, allocations may be given to accounts low in cash;
- In cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, HIP may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or
- In cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

REVIEW OF ACCOUNTS

Portfolio Management Services

Reviews

While the underlying securities within Portfolio Management Services accounts are continuously monitored, these accounts are reviewed no less frequently than quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines, ensuring that the structure of the portfolio is coordinated with these objectives. In addition, investment returns will be measured against the appropriate benchmarks in each asset class. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Reports

Clients will receive monthly and/or quarterly statements from the client's separate custodian or broker-dealer. Confirmation statements will be issued for all trading activity. Quarterly statements will include portfolio holdings, dates and amounts of transactions, and current and prior statement values.

Pension Consulting

Reviews

HIP will review client investment policy statements whenever clients indicate a change in circumstances regarding the needs of the plan. HIP will also review the investment options of the plan according to the agreed upon time intervals established in the investment policy statement. Such reviews will generally occur quarterly. Reviews will be conducted by the account representative for each client.

Reports

These client accounts will receive reports as contracted for at the inception of the advisory relationship.

Financial Planning

Reviews

These client accounts will be reviewed as contracted for at the inception of the advisory relationship.

Reports

Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for at the inception of the advisory relationship.

With prior permission from clients, outside and unrelated advisors, such as accountants, attorneys and investment professionals, may be consulted from time to time in connection with the review of any account or accounts.

CLIENT REFERRALS AND OTHER COMPENSATION

HIP and/or its principal and employees may, from time to time, receive incentive awards for the recommendation/introduction of insurance products. The receipt of this compensation may affect HIP's judgment in recommending products to its clients. The principal and other employees of HIP may also, from time to time, receive 12b-1 distribution fees from investment companies in connection with the placement of client funds into investment companies. While these individuals endeavor at all times to put the interest of the clients first as part of HIP's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

From time to time, HIP may retain solicitors to refer clients to HIP. If a client is introduced to HIP by either an unaffiliated or an affiliated solicitor, HIP may pay that solicitor a referral fee in accordance with the all requirements of the Investment Advisers Act, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from HIP's portfolio management fee, and shall not result in any additional charge to the client. If the client is introduced to HIP by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of their solicitor relationship, and shall provide each prospective client with a copy of this written disclosure statement together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between HIP and the solicitor, including the compensation to be received by the solicitor from HIP. Any affiliated solicitor of HIP shall disclose the nature of their relationship to prospective clients at the time of the

solicitation and will provide all prospective clients with a copy of this written disclosure statement.

CUSTODY

Custody of client assets will be maintained with RJFS - HIP will not have physical custody of any assets in the client's account except as permitted for payment of advisory fees. Clients will be solely responsible for paying all fees or charges of the custodian. Clients will authorize HIP to give the custodian instructions for the purchase, sale, conversion, redemption, exchange or retention of any security, cash or cash equivalent or other investment for the client's account.

Clients will receive directly from the custodian at least quarterly a statement showing all transactions occurring in the client's account during the period covered by the account statement, and the funds, securities and other property in the client's account at the end of the period. Clients are urged to carefully review the account statement sent by the broker-dealer/custodian and to compare the account statement provided by the broker-dealer/custodian with any reports provided by HIP.

INVESTMENT DISCRETION

For those client accounts over which HIP has discretion, HIP requests that it be provided with written authority (e.g., limited power of attorney contained in HIP's Investment Management Agreement) to determine the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change or amend these limitations as required. All such amendments shall be submitted in writing.

HIP generally has discretionary authority to make the following determinations without obtaining the consent of the client before the transactions are effected: (1) which securities are bought and sold for the account and (2) the total amount of securities to be bought and sold. HIP's authority in making investment related decisions may be limited by account guidelines, investment objectives and trading restrictions, as agreed between HIP and the client.

VOTING CLIENT SECURITIES

Proxy Voting

HIP does not vote proxies on behalf of its clients. Therefore, the client maintains exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceeding or other types of events pertaining to the client's investment assets. HIP and/or the client shall correspondingly instruct each custodian of the assets to

forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. Clients can contact Gerald Holman, President of HIP, at 801-365-0101 if they have questions regarding a particular solicitation.

Class Action Settlements

Although HIP may have discretion over client accounts, it will not be responsible for handling client claims in class action lawsuits or similar settlements involving securities owned by the client. Clients will receive the paperwork for such claims directly from their account custodians. Each client should verify with their custodian or other account administrator whether such claims are being made on the client's behalf by the custodian or if the client is expected to file such claims directly.

FINANCIAL INFORMATION

Prepayment of Fees

Because HIP does not require or accept prepayment of more than \$1,200 in fees six months or more in advance, HIP is not required include a balance sheet with this disclosure brochure.

Financial Condition

HIP does not have any adverse financial conditions to disclose.

Bankruptcy

HIP has never been the subject of a bankruptcy petition.

PRIVACY NOTICE

HIP views protecting its clients' private information as a top priority and has instituted policies and procedures to ensure that client information is private and secure. HIP does not disclose any nonpublic personal information about its clients or former clients to any nonaffiliated third parties, except as permitted or required by law. In the course of servicing a client's account, HIP may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers, etc. HIP restricts internal access to nonpublic personal information about the client to those persons who need access to that information in order to provide services to the client and to perform administrative functions for HIP. As emphasized above, it has always been and will always be HIP's policy never to sell information about current or former clients or their accounts to anyone. It is also HIP's policy not to share information unless required to process a transaction, at the request of a client, or as required by law. For the full text of HIP's Privacy Policy, please contact Gerald Holman, President of HIP, at 801-365-0101.