

POINTE CAPITAL MANAGEMENT, LLC

CLIENT BROCHURE

This brochure provides information about the qualifications and business practices of Pointe Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (313) 882-7100 or via email directly to the Chief Compliance Officer at paul@pointecapital.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC").

Additional information about Pointe Capital Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Pointe Capital Management, LLC's SEC number is: 801-70983

The firm's CRD number is: 152520

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Registration does not imply a certain level of skill or training.

Version Date 3/14/12

ITEM 2: MATERIAL CHANGES

Registered Investment Advisers are required to report updates in their business information no less than annually. Advisers with a fiscal year end of December, such as Pointe Capital Management, are required to report year end business data no later than March 31st of each year. The types of data reported in these filings will generally include current assets and number of accounts under management and any other updates which may be applicable. Pointe Capital Management has completed its annual filing requirement.

The only material changes to report with this March 2012 edition of Pointe Capital Management's ADV Part 2A Brochure amendment are as follows:

Pointe Capital Management, LLC ("Pointe Capital Management") has updated its firm data to reflect that the Adviser managed total assets in the amount of \$290,404,000 in 240 accounts. *Of this total*, \$290,000,000 in 238 accounts are managed on a discretionary basis. The remaining \$404,000 are managed in 2 accounts and on a non-discretionary basis.

The annual filing of ADV I (which is filed electronically with the regulator and is viewable via www.adviserinfo.sec.gov) also reflects current information about the types of assets the Adviser manages. This data is entered on a table and broken down into categories of percentages based on types of clients. The firm's data for year-end 2011 reflects: Of the total managed assets, those assets by high net worth clients fell into the category of 51-75%. Up to 10% of the assets were held by individual clients; up to 10% were held by pension and profit sharing plans, another up to 10% were held by charitable organizations and 10% were held by corporations or other businesses.

The staff of Pointe Capital Management enjoys hearing from our clients. As always, if you have any questions or would like any additional information about our services or the data contained in this document, please do not hesitate to contact us at (313) 882-7100, *or via email to* paul@pointecapital.com

Thank you.

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Note: Our clients will receive the applicable ADV 2B – Investment Manager Brochure(s) for each manager who will engage in providing advisory services in connection with the client’s portfolio.

ITEM 4: ADVISORY BUSINESS

A. DESCRIPTION OF THE ADVISORY FIRM.

Pointe Capital Management, LLC (*"Pointe Capital Management"*, *"PCM"* or *"Adviser"*) has been in the investment advisory business since February 2010 when the Adviser was initially registered with the United States Securities and Exchange Commission (*"SEC"*) and notice filed in Michigan and various other jurisdictions.

Pointe Capital Management is headquartered in Grosse Pointe Farms, Michigan. The Adviser maintains another office in New York City, New York.

Charles Huebner, John Jagger, Paul Huebner and Jeffrey Huebner, CFA® are Managing Members of Pointe Capital Management and hold equal ownership. Additionally, Paul Huebner holds the position of Chief Compliance Officer. The Adviser has no affiliated entities.

B. TYPES OF ADVISORY SERVICES

Pointe Capital Management, LLC, (*"Pointe Capital Management"*, *"PCM"* or the *"Adviser"*), is a fee only Registered Investment Adviser. The term *"fee only"* means that Pointe Capital Management and its Advisory Representatives will not accept commissions in connection with securities or insurance recommendations. Pointe Capital Management is only compensated for advisory services via a percentage of assets under management; hourly fees or via annual fees depending upon the services requested and scope of the engagement.

"Advisory Representatives" are those persons authorized by the firm to deliver financial and investment advisory services. Advisory Representatives of Pointe Capital Management are not registered representatives of a broker/dealer and the Representatives are not independent insurance agents.

The Adviser is not a broker/dealer or custodial firm. Any transactions in securities will be executed by an unaffiliated custodial firm of clients' choosing.

Pointe Capital Management may offer a complimentary general consultation to discuss services available, to give a prospective client time to review services desired, and to determine the possibility of a potential Client-Adviser relationship. Services begin only after the client and Adviser formalize the relationship with a properly executed Client Agreement.

After the formal engagement and depending upon the scope of the engagement, the Adviser and client will share in a data gathering and discovery process in an effort to determine the client's needs, goals, intentions, time horizons, risk tolerance and investment objectives, based upon information provided by the client and the nature of services requested. The client and Adviser may complete a risk assessment, investment policy statement or similar document, depending upon the nature of services to be provided.

ITEM 4: ADVISORY BUSINESS

(Continued)

Pointe Capital Management offers **Investment Management Services, Assistance with the Selection of Other Advisers, and Consultation Services.**

1. **Investment Management Services** are ongoing in nature, focus solely on portfolio management. Pointe Capital Management's investment advisory services are generally limited to the discretionary and/or nondiscretionary management of investment portfolios in accordance with the investment objective(s) of the client. The Adviser does not provide financial planning services. However, the Adviser may provide consulting services on investment-related matters for which the Adviser may or may not receive additional compensation, as further described herein.

2. **Assistance with the Selection of Other Advisers.** Pointe Capital Management may also recommend that certain clients authorize the active discretionary management of

a portion of their assets by and/or among certain independent investment manager(s) ("*Independent Manager(s)*"), based upon the stated investment objectives of the client. The terms and conditions under which the client shall engage the *Independent Manager(s)* shall be set forth in separate written agreements between (1) the client and the Adviser and (2) the client and the designated *Independent Manager(s)*. Pointe Capital Management shall continue to render advisory services to the client relative to the ongoing monitoring and review of account performance. The services of any Independent Manager selected are separate and distinct from the Adviser's services.

The Independent Manager or Wrap Program is responsible for portfolio management, portfolio reporting services, best execution review, quarterly reporting, trade error resolution, custodial reconciliations, and implementation of trades within their respective programs.

3. **Consultation Services** are dependent upon the nature and scope of services to be provided. Consultation Services are either hourly or based upon an annual fee. The services and the fee are agreed to at the time of engagement.

Investment Management Services involve ongoing and continuous portfolio management. Pointe Capital Management focuses on providing individualized services that are tailored to meet the stated needs and objectives of the client. In the delivery of initial and ongoing services and based upon the client's level of participation, the Adviser will normally include a comprehensive review of the overall aspects of a client's current financial situation and consider both long and short-term objectives and goals, or as directed by the client. Pointe Capital Management places a focus is on liquidity, diversification, risk control and cash flow through the use of multiple publicly available investments.

Clients engaging the Adviser for Investment Management Services must play an active role. The Adviser requests the client to participate in the financial and investment review; the development of an investment policy or similar document, if applicable; the development of the investment plan to be followed; as well as participation in reviews and the ongoing advice and recommendations.

ITEM 4: ADVISORY BUSINESS

(Continued)

Investment Management Services generally begin with an initial data-gathering interview in an effort to determine the client's stated individual needs, goals, time horizons and risk tolerance. Pointe Capital Management utilizes the information provided by the client to prepare recommendations for investments, which may include planning for long-range goals (*i.e.*, retirement planning or college funding) or other segments of an investment plan that may be desired.

After an analysis and data-gathering process and depending upon the nature of services desired, the Adviser may prepare reviews, analysis, asset allocation recommendations, and may recommend specific investments.

Pointe Capital Management can tailor services to focus only on certain portfolio components or the Adviser can provide comprehensive portfolio management services, depending upon the client's wishes and/or the nature of the engagement.

The Adviser welcomes the opportunity to provide individualized services. However, where investment management services or information are limited, clients must understand that comprehensive investment needs and or objectives may not be fully considered due to the client's option not to receive limited services, the lack of information received, and/or client disclosure.

Depending on the nature of services to be provided, Pointe Capital Management generally develops and utilizes an asset allocation profile that is consistent with the client's desired rate of return, time horizon and risk tolerance based upon the client's input. Pointe Capital Management can design and implement portfolio recommendations. Where an existing portfolio has been designed by the client or another party, Pointe Capital Management can provide recommendations for re-design, adjustments or re-balancing.

Once the portfolio has been implemented or transferred for services, Pointe Capital Management can provide continuous monitoring, recommendations and investment advice as outlined in the engagement for services. The ongoing Investment Management Services is based upon the investment strategy or policy agreed upon between Pointe Capital Management and the client. In providing ongoing Investment Management Services, the Adviser will manage investor funds in accordance with an investment plan as selected by the client and the Adviser will remain available for ongoing advice and recommendations. The Adviser will monitor the portfolio in accordance with the directives provided. Investment Management Services are continuous in nature and therefore are ongoing until terminated by either party.

Unless otherwise directed by the client, Pointe Capital Management will generally seek to allocate a client's assets among various investments, taking into consideration the client's strategic portfolio framework developed with clients. The Adviser attempts to construct a diversified portfolio of investment recommendations that are within its realm of expertise. In each case, the stated individual needs, goals and desires of clients are taken into consideration.

ITEM 4: ADVISORY BUSINESS

(Continued)

Pointe Capital Management primarily allocates its client's investment management assets, on a discretionary and/or non-discretionary basis among mutual funds, exchange traded funds, closed-end funds, individual debt and equity securities, separately managed accounts, and/or options in accordance with the investment objectives of the client. The Adviser may also consider other types of investments or may remain available to consult with clients on U.S. government securities, municipal bonds, and other fixed-income securities or existing holdings in variable products, commercial paper, options (securities), warrants, and various other types of investments. The Adviser may also provide advice about real estate investment trusts (REITs), and any type of investment held in a client's portfolio at the beginning of the advisory relationship.

The Adviser may recommend that clients that are "accredited investors" as defined under Rule 501 of the Securities Act of 1933, as amended, invest in private placement securities, which may include debt, equity, and/or pooled investment vehicles when consistent with the client's investment objectives. When the Adviser recommends that the client invest in private placement securities, the Adviser shall receive no additional compensation but shall continue to receive applicable investment advisory fees on the client's assets under management.

Pointe Capital Management will generally seek to allocate the client's assets among various investments, taking into consideration the overall management style and portfolio framework selected by the client. The Adviser attempts to construct a diversified portfolio of investment recommendations that are within its realm of expertise. In each case, the stated individual needs, goals and desires of clients are taken into consideration.

Certain clients may desire to place or keep certain assets within their account(s) that are selected by client and are not the subject of investment advice by Adviser. These are "self-directed" assets. The Adviser will have no responsibility to manage any "self-directed" assets in client accounts and the Adviser accepts no liability to those clients in connection with any loss relating to the "self-directed" assets. In such cases, the Adviser has/will not pass on the suitability of self-directed assets. Should the Advisor ever assist clients with self-directed implementation it may do so only as a value-added service at the client's request. The Adviser will therefore not manage this facet of the client's portfolio unless specifically agreed in writing.

Services and investment recommendations in connection to assets invested in a corporate retirement plans are limited to those offered within the plan and via the plan's contracted service providers.

Clients engaging investment advisory services are expected to play an active role. The Adviser requires the client to participate in the formation of the investment plan, the development of investment advice and recommendations as well participating and providing input in connection with the ongoing services provided.

ITEM 4: ADVISORY BUSINESS

(Continued)

Clients may call the office during regular business hours to discuss their portfolio or ask questions, but the Adviser recommends that clients initiate a meeting with the Adviser no less than annually. *However, clients are obligated to immediately inform the Adviser of any changes in their financial situation to provide the Adviser with the opportunity to review the portfolio to ensure it is still structured to help meet the client's stated needs and objectives.*

Pointe Capital Management's Investment Management Services are based upon the client's stated individual needs, objectives and directives. In providing ongoing

Investment Management Services, Pointe Capital Management will manage investor funds in accordance with an investment policy/strategy or plan as selected by the client and the Adviser will remain available for ongoing advice and recommendations. The Adviser will provide ongoing monitoring of the portfolio in accordance with the directives provided.

If services desired go outside the scope of Investment Management Services during the engagement, the Adviser may be available to provide Consultation Services. In such cases, the Adviser may request a new or amended Client Agreement and additional fees may apply. The Adviser will not engage in additional services without the client's direction.

The Selection of Other Advisers. Pointe Capital Management may also recommend that certain clients authorize the active discretionary management of a portion of their assets by and/or among certain independent investment manager(s) either directly or through a wrap fee program ("*Independent Manager(s)*"), based upon the stated investment objectives of the client. The terms and conditions under which the client shall engage the Independent Manager(s) shall be set forth in separate written agreements between (1) the client and the Adviser and (2) the client and the designated Independent Manager(s) and/or wrap fee program sponsor. Pointe Capital Management shall continue to render advisory services to the client relative to the ongoing monitoring.

The investment management program fees charged by the designated Independent Manager(s), together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, may be exclusive of, and in addition to, Pointe Capital Management's investment advisory fee set forth herein.

Factors that Pointe Capital Management will generally consider in recommending Independent Manager(s) include the client's stated investment objective(s), the Manager's style of management, performance, reputation, financial strength, reporting, pricing, and research.

In addition to the Adviser's ADV Part 2a and applicable 2b brochures, clients can also expect to receive the written disclosure statements of the designated Independent Manager(s) and wrap fee program sponsor (if applicable).

Certain Independent Manager(s) may impose more restrictive account requirements and varying billing practices than the Adviser. In such instances, the Adviser may alter its

ITEM 4: ADVISORY BUSINESS

(Continued)

corresponding account requirements and/or billing practices to accommodate those of the Independent Manager(s) or wrap fee program sponsor.

Pointe Capital Management is available to provide **Consultation Services** on an hourly basis or via an annual engagement. The Adviser can tailor services as desired by the client.

Advice may be provided on general issues relating to investments, portfolios, or other issues of interest to clients. The engagement for services may be focused on a specific issue or may be more comprehensive in nature, as determined at the time of engagement.

Where Consultation Services are not comprehensive in nature and only focus on certain areas of client interests, needs or is otherwise limited, clients must understand that a client's overall financial and investment needs and objectives may not be considered as a result of time and/or service restraints placed on the Adviser's services. The services provided terminate upon delivery unless otherwise agreed in writing.

Consultation Services will not include any portfolio monitoring, reviews, follow-ups, or other services unless agreed to in writing. The advice provided by the Adviser may include recommendations for updates and reviews and the client's responsibility to follow-up and secure additional services under a new or amended agreement unless the engagement provides for ongoing services, to include reviews.

Advisory Representatives may suggest the client work closely with the client's attorney, accountant, insurance agent, and the client's custodian. Clients requiring assistance on issues relating to matters outside of investment advisory topics should consult their personal tax Adviser, legal counsel, or other professionals for expert opinions.

Implementation of any advice or recommendations pertaining to securities and/or non-securities matters, in whole or in part, is entirely at the client's discretion via the service provider(s) of the client's choice.

When providing a review or advice on investments within retirement plans, the advice and any recommendations are limited to plan offerings and the service provider(s) selected by the plan providers.

C. CLIENT TAILORED SERVICES AND CLIENT IMPOSED RESTRICTIONS

Pointe Capital Management focuses on providing individualized services. The Adviser can tailor services to focus only on certain portfolio components, depending upon the client's wishes and/or the nature of the engagement. However, where client services or information are limited, clients must understand that comprehensive financial and/or investment needs and objectives may not be fully considered due to the client's option to receive limited services, the lack of information received, and/or client disclosure.

ITEM 4: ADVISORY BUSINESS

(Continued)

The Adviser and client will share in a data gathering and discovery process in an effort to determine the client's stated needs, goals, intentions, time horizons, risk tolerance and investment objectives, based upon information provided by the client and depending upon the nature of services requested. The client and Adviser may complete a risk assessment, investment policy statement or similar document, depending upon the nature of services to be provided.

Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs unless otherwise agreed by the Adviser in writing. Clients are welcome to set parameters on the Adviser's limited discretionary authority in writing as to types of investments and amounts purchased or sold.

Where clients retain authority to implement recommendations, they are welcome to do so in whole or in part via the financial services provider(s) of their choice.

Clients may make additions to and withdrawals from their account at any time, subject to the Adviser's right to terminate an account. Clients may withdraw account assets on notice to the Adviser, subject to the usual and customary securities settlement procedures. Pointe Capital Management normally designs its portfolios as long-term investments and assets withdrawals may impair the achievement of a client's investment objectives.

D. WRAP FEE PROGRAMS

Pointe Capital Management does not sponsor or manage a wrap fee program.

The Adviser may recommend other investment programs to certain clients. This may be the case when the Adviser determines that the program offering(s) may be of interest to the client and may help the client reach stated goals and objectives. Clients are welcome but are never obligated to use any service provider the Adviser may recommend.

As discussed herein, the client may incur additional fees than those charged by the Adviser, the designated Independent Manager(s), wrap fee program sponsor (if applicable), and corresponding broker-dealer and custodian. These fees are disclosed in the program's written disclosure documents.

E. AMOUNTS OF ASSETS UNDER MANAGEMENT

Pointe Capital Management's fiscal year end assets under management as reported in the Adviser's 2011 fiscal year end filing were: \$290,404,000 in 240 accounts. *Of this total*, \$290,000,000 in 238 accounts are managed on a discretionary basis. The remaining \$404,000 are managed in 2 accounts and on a non-discretionary basis.

ITEM 5: FEES, COMPENSATION AND TERMINATION OF SERVICES

A. FEE SCHEDULES

Pointe Capital Management is only compensated for advisory services in the following manner: A percentage of assets under management and hourly fees or annual fees (which are dependent upon the nature and scope of the engagement).

1. Advisory fees for **Investment Management Services** are agreed upon at the time of engagement and are based on a number of factors. Unless otherwise agreed in writing, the Adviser's annual Investment Management fees are payable quarterly in advance and based upon the market value of the portfolio, as determined by the client's custodian, on the last market day of each of the preceding quarter.

Pointe Capital Management's annual fee will vary (between 0.75% and 1.00%) depending upon the market value of the assets under management and the type of investment management services to be rendered, as outlined below:

PORTFOLIO VALUE	ANNUAL FEE
Up to \$5,000,000	1.00%
\$5,000,001 - \$10,000,0000.80%
\$10,000,001 - \$20,000,000	0.75%
above \$20,000,001	Determined at Engagement

Pointe Capital Management, in its sole discretion, may agree to modify its management fee (higher or lower) based upon certain criteria (i.e., scope and complexity of services, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, as a result of general word-of-mouth referrals over time, etc.). The Adviser may aggregate multiple accounts or the portfolios of family members to take advantage of a lower billing rate based on reaching the next breakpoint.

In the event the Adviser agrees in writing to manage securities that do not have a readily available market value, the Adviser and Client agree to seek at least two independent resources for valuation services.

Where services are initiated at any time other than the beginning of a calendar quarter, the advisory fee for that quarter will be pro-rated.

If assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets may be adjusted or prorated based on the number of days remaining in the quarter.

During the engagement, Investment Management fees may be modified in certain circumstances due to significant changes in the scope of the engagement, nature and/or complexity of services. The Adviser reserves the right to modify the management fee

**ITEM 5: FEES, COMPENSATION
AND TERMINATION OF SERVICES**
(Continued)

with 30 days written notice such as when the scope of the engagement or complexity of services has changed. Should the client decide not to accept the fee adjustment, the client is welcome to terminate services at any time.

In the event that Investment Management clients desire services outside the scope of the Adviser's engagement, Pointe Capital Management is available to provide additional services at the Adviser's hourly consultation rate as described in Item 3 in this section. The hourly rate would be agreed to at the time of the request for additional services and will be dependent upon the nature and complexity of the services desired. Pointe Capital Management will not engage in services resulting in additional fees without the expressed authorization of the client.

Either party may terminate the agreement for Investment Management Services by written notice to the other. In the event either party terminates the Adviser's Investment Management Services the Adviser shall calculate a pro-rated refund of unearned fees which will be promptly refunded to the client. If termination occurs within five business days of entering into an agreement for such services and the client has not received the Adviser's ADV Part 2 brochures at least 48 hours prior to engagement, no fees shall be due or the client shall be entitled to a full refund of prepaid fees.

2. Fees associated with the **Selection of Other Advisers** are based upon the assets under management within the unaffiliated Advisers' ("Independent Managers") program. Pointe Capital Management shall continue to render advisory services to the client relative to the ongoing monitoring and review of account performance for which the Adviser shall receive an annual advisory fee which is based upon a percentage of the market value of the assets being managed by the designated Independent Manager(s). The market value of the portfolio is determined by the custodial firm holding the assets.

If the Adviser refers a client to certain Independent Manager(s) where the Adviser's compensation is included in the advisory fee charged by such Independent Manager(s) and the client engages those Independent Manager(s), the Adviser shall be compensated for its services by receipt of a fee to be paid directly by the Independent Manager(s) to the Adviser in accordance with applicable securities laws, rules, regulations, or requirements. Any such fee shall be paid solely from the Independent Manager(s) investment management fee or the program fee of the wrap fee program (as appropriate), and shall not result in any additional charge to the client.

The fees associated with independent managers' programs shall be disclosed within each programs' disclosure documents.

Either party may terminate the agreement for Investment Management Services associated with the investments within these unaffiliated management programs by written notice to the other(s). Where the Adviser is invoicing the client directing for its management services, the Adviser shall calculate a pro-rated refund (if applicable) which will be promptly refunded to the client. In the alternative, the unaffiliated service

**ITEM 5: FEES, COMPENSATION
AND TERMINATION OF SERVICES**
(Continued)

provider will process the refund of investment management fees in accordance with the disclosure provided and the terms of the contract for services.

3. Fees for **Consultation Services** are determined at the time of engagement based upon the time and effort required and/or the nature and complexity of services.

The Adviser's consulting fees are negotiable, but generally range from \$300 to \$800 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the consulting services and if the Client has engaged the Adviser for any other services (such as investment management). In lieu of an hourly fee, the Adviser may charge either an annual fixed fee retainer, charged quarterly in advance. In such cases, the retainer will be determined at the time of engagement and will depending upon the scope of the engagement, the anticipated time and effort and the complexity and nature of services.

Consultation Services will normally be provided only after the Adviser and the client enter into a written agreement setting forth the terms and conditions of the engagement and describing the scope of the services to be provided and the portion of the fee that is due from the client prior to the Adviser commencing services.

For hourly billing, the Adviser generally requires one-half of the consulting fee payable upon entering the written agreement. The balance is generally due upon completion of the agreed upon services. Either party may terminate the agreement by written notice to the other. In the event the client terminates the Adviser's consultation services the balance of the Adviser's unearned prepaid fees (if any) shall be promptly refunded to the client. If termination occurs within five business days of entering into an agreement for such services and the client has not received the Adviser's ADV Part 2 brochures at least 48 hours prior to engagement, no fees shall be due or the client shall be entitled to a full refund of prepaid fees.

During the course of an engagement, should the client's condition change during the course of services such that new advice, recommendations, re-evaluation or research are required, additional fees may apply. The Adviser will not engage in additional services that result in fees without the client's approval.

B. PAYMENT OF FEES

1. Unless otherwise agreed in writing, **Investment Management fees** are payable quarterly in advance as outlined on page 12 of this Brochure. Payment of Investment Management fees may be made directly to the Adviser or through a debit directly to the client's account by the qualified custodian holding the client's funds and securities. The Adviser follows the following criteria when payment is made via a qualified custodian as required by the United States Securities and Exchange Commission's Investment Advisers Act of 1940:

ITEM 5: FEES, COMPENSATION AND TERMINATION OF SERVICES

(Continued)

1) The client provides written authorization permitting the fees to be paid directly from the client's account held by the independent qualified custodian and the authorization is limited to withdrawing contractually agreed upon Investment Adviser fees; (2) The client will directly receive regular (monthly or quarterly) reports from the qualified custodian which reflect the Adviser's fee deduction; (3) The frequency of fee withdrawal shall be specified in the written authorization/agreement; (4) The custodian of the account shall be advised in writing of the limitation on the Adviser's access to the account and; (5) The client shall be able to terminate the written billing authorization or agreement at any time.

It is important to note that custodial firms do not verify advisory fees. Therefore, clients should review their custodial statements carefully. If a client should have any questions or concerns in connection with an advisory fee deduction, they should promptly contact Pointe Capital Management.

If at any time during the engagement, the client fails to receive the regular statements produced by the custodian, it is important for the client to promptly notify Pointe Capital Management and the custodial firm.

If the designated account(s) do not contain sufficient funds to pay advisory fees, the client can leave standing orders to deduct fees via other accounts. In the absence of alternate instructions, the Adviser will issue an invoice for advisory fees to the client and payment is expected with 10 days of the invoice date or as may otherwise be agreed in writing.

2. Fees associated with the **Selection of Other Advisers** are payable quarterly in advance as outlined in the compensation disclosure provided by the unaffiliated Adviser or Wrap Fee Program.

Payment of Investment Management fees within these programs are coordinated by the program's service provider and are made directly to the Adviser or through a debit directly to the client's account by the qualified custodian holding the client's funds and securities.

It is important to note that custodial firms do not verify advisory fees. Therefore, clients should review their custodial statements carefully. If a client should have any questions or concerns in connection with an advisory fee deduction, they should promptly contact Pointe Capital Management.

If at any time during the engagement, the client fails to receive the regular statements produced by the custodian, it is important for the client to promptly notify Pointe Capital Management and the custodial firm.

3. **Consultation** fees are invoiced directly. As outlined on Page 15 of this Brochure, Pointe Capital Management may require a retainer equal to ½ the proposed project fee in order to schedule services. In these cases the project balance is due upon the delivery of services. Where a fixed fee is agreed upon, the fee is invoiced quarterly in advance of services.

ITEM 5: FEES, COMPENSATION AND TERMINATION OF SERVICES

(Continued)

C. CLIENTS ARE RESPONSIBLE FOR FEES ASSOCIATED WITH INVESTING

Clients are responsible for the payment of all third party fees associated with investing. Clients may pay transaction and brokerage commission to their broker/dealer or other service providers ("*Financial Institution[s]*") as well as any fees associated with their particular accounts (e.g., account opening, maintenance, transfer, termination, wire transfer, retirement plan, trust fees, and all such applicable third party fees, deferred sales charges, oddlot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. All fees paid to the Adviser for advisory services are separate from the fees and expenses charged to shareholders of ETF's or mutual fund shares offered by mutual fund companies. If a mutual fund previously purchased by or selected by a client should impose a sales charge, a client may pay an initial or deferred sales charge. Pointe Capital Management does not receive any portion of these investment-related fees. Such charges, fees and commissions are exclusive of and in addition to the Adviser's fees. A complete explanation of the expenses charged by a mutual fund or ETF is contained in the respective mutual fund prospectus. Clients are encouraged to read each prospectus and securities offering documents. The Adviser's fee is separate and in addition to any fees charged by unaffiliated Independent Managers or wrap fee programs that may be utilized.

Portfolio additions may be in cash or securities provided that the Adviser reserves the right to liquidate any transferred securities, or decline to accept particular securities into a client's account. The Adviser may consult with its clients about the options and ramifications of transferring securities. However, clients are hereby advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

D. PREPAYMENT OF FEES

Pointe Capital Management collects fees quarterly and in advance in connection with **Investment Management Services**. Normally, this includes fees for management services provided in conjunction with services provided by unaffiliated Advisers and Wrap Fee programs. However, fees for these services are disclosed in the unaffiliated service providers' disclosure documents and fee billings as well as termination processes are coordinated through those service providers.

Pointe Capital Management may require a pre-paid retainer for **Consultation Services** as described in this section. Alternatively, an agreed upon annual fixed fee will be invoiced quarterly and in advance of services.

As previously noted in the service sections of this brochure, clients who do not receive the Adviser's Form ADV Part 2a and applicable 2b brochures at least 48 hours prior to engagement have the right to terminate the Adviser's services within 5 business days of signature without penalty (no fees due or prepaid fees will be promptly refunded). Alternatively: Investment Management services may be terminated upon receipt of

ITEM 5: FEES, COMPENSATION AND TERMINATION OF SERVICES

(Continued)

written notice by either party. If the termination occurs prior to the end of a billing period, the Adviser will only charge for services provided up until the effective date of termination. The Adviser reserves the right to liquidate the portfolio upon termination, unless specific instructions are provided.

Consultation Services terminate upon the delivery of services unless ongoing services are engaged pursuant to the Client Agreement. These services otherwise may be immediately terminated prior to the conclusion of services upon written notice from either party and the client will only be invoiced for time incurred by the Adviser up until the effective date of termination or prepaid but unearned fees will be promptly refunded.

E. OTHER COMPENSATION FOR THE SALE OF SECURITIES OR OTHER INVESTMENT PRODUCTS TO CLIENTS

Pointe Capital Management is a *fee-only* Registered Investment Adviser. Neither the Adviser nor its supervised persons accept any compensation/commission for the recommendation of securities or non-securities products including asset-based sales charges or service fees from the sale of mutual funds.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Pointe Capital Management's fees associated with services are not "performance based" (based upon a share of capital gains or capital appreciation, or performance, for any portion of funds under an advisory contract). The fees noted herein represent fees for advisory services only.

ITEM 7: TYPES OF CLIENTS AND MINIMUM CONDITIONS

Pointe Capital Management is available to provide consulting and investment management services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

If an account is subject to the Employee Retirement Income Security Act of 1974, as amended, ("*ERISA*"), the Adviser acknowledges that Adviser is a fiduciary within the meaning of the Act and the ERISA Client is a named fiduciary with respect to the control or management of the assets in the Account. In each instance, the Client will agree to obtain and maintain a bond satisfying the requirements of Section 412 of ERISA and to include the Adviser and the Adviser's principals, agents, and employees under those insured under that bond and will deliver to the Adviser a copy of the governing plan documents. If the Account assets for which the Adviser provides services represent only

ITEM 7: TYPES OF CLIENTS AND MINIMUM CONDITIONS

(Continued)

a portion of the assets of an employee benefit plan, Client will remain responsible for determining an appropriate overall diversification policy for the assets of such plan.

The Adviser does not impose a minimum portfolio size or minimum annual fee. Certain Independent Manager(s) may, however, impose more restrictive account requirements and varying billing practices..

The Adviser reserves the right to decline to provide investment advisory services to any person or firm in its sole discretion and for any reason.

ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

The Adviser believes each client presents a unique set of goals, values, interests, objectives, time horizons and challenges. Pointe Capital Management provides individualized attention to each type of investor who engages the Adviser for services.

Based upon information provided by the client, the Adviser attempts to evaluate an investor's risk tolerance, time horizon, goals and objectives through an interview and data-gathering process in an effort to determine an investment plan or portfolio to best fit the investor's profile. Client participation and the client's delivery of accurate and complete information are critical to the Adviser's process. In performing its services, the Adviser shall not be required to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information.

The Adviser may recommend the services of itself, its Advisory Representatives in their individual capacities as investment managers, and other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if the Adviser recommends its own services. Any professional referrals (*i.e.*, insurance agents/firms, accounting professionals, legal professionals, etc.) are *solely* a courtesy and the Adviser receives no direct or indirect compensation as a result of referrals. The client is under no obligation to act upon any of the recommendations made by the Adviser under a consulting engagement and/or engage the services of any such recommended professional, including the Adviser itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of the Adviser's recommendations.

**ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES
AND RISK OF LOSS**
(Continued)

The Adviser provides individualized Investment Management Services to its clients. The Adviser can provide advisory services for portfolios ranging from conservative to aggressive, each designed to meet the varying needs of and within the direction set forth by the investors. The Adviser selects the portfolio best suited to their individual stated needs after clients have defined their objectives, risk tolerance and time horizons and the selection is approved by the client.

The Adviser's clients are advised to promptly notify the Pointe Capital Management if there are ever any changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon the Adviser's management services.

The Adviser may utilize one or more of the following methods of analysis. However, the Pointe Capital Management takes the position that no single strategy can be relied upon to outperform the market. As outlined in this section, Pointe Capital Management's goal in its analysis is not to time the market.

1. Fundamental Analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

For example, an investor can perform fundamental analysis on a bond's value by looking at economic factors, such as interest rates and the overall state of the economy, and information about the bond issuer, such as potential changes in credit ratings. For assessing stocks, this method uses revenues, earnings, future growth, return on equity, profit margins and other data to determine a company's underlying value and potential for future growth. In terms of stocks, fundamental analysis focuses on the financial statements of the company being evaluated.

Very broadly described, this type of analysis involves a method of evaluating a security that entails attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and company-specific factors (like financial condition and management).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price, with the aim of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis.

**ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES
AND RISK OF LOSS**
(Continued)

Fundamental analysis is performed on historical and present data, but with the goal of making financial forecasts. There are several possible objectives:

- to conduct a company stock valuation and predict its probable price evolution,
- to make a projection on its business performance,
- to evaluate its management and make internal business decisions,
- to calculate its credit risk.

2. Technical Analysis is a method of evaluating securities by analyzing the statistics generated by market activity, such as past prices and volume. Generally speaking, technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. The field of technical analysis is based on three assumptions:

1. The market discounts everything.
2. Price moves in trends.
3. History tends to repeat itself.

This type of analysis can be broadly described as a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. It is a discipline for forecasting the direction of prices through the study of past market data, primarily price and volume. Technical analysts lean towards the belief that the historical performance of stocks and markets are likely indications of future performance.

3. Cyclical Analysis is a method that generally looks at cycles that can impact that market, depending upon the type of securities. This analysis method takes into consideration that there are cyclical and noncyclical securities.

Cyclical stocks are stocks that follow the general economic environment. The automotive industry is a prime example of a cyclical sector. Cyclical stocks do well in times of economic prosperity and generally suffer greater during times of economic recession or hardship.

Conversely, health care stocks are an excellent example of non-cyclical stocks as there will always be a need for health care, regardless of the economic situation. These stocks typically have consistent profits, rather than spikes.

Historically, the difference between cyclical and noncyclical stocks has been cash flow. The cash flow of cyclical stocks is affected by the movement of the economy in general. A major category of cyclical stocks is retail consumer products. When the market swings up, cyclical stocks make big upward swings and when it swings down, they move way down. Their movement is widely followed as indicators of the overall health of the economy. However, some cyclical companies attempt to alleviate the impact of cyclical

ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

(Continued)

changes by diversifying their product line, expanding to overseas markets and segmenting a cyclical division out to its own stock symbol. Additionally, technology has minimized the impact of cyclical organizations.

Noncyclical stocks are less affected by a downturn in the economy. Referred to as "defensive industries," they are the types of goods that are purchased regardless of the economy. These may include food, insurance and drugs. Analysts attempt to use their knowledge about the cyclical nature of certain industries to predict revenues, interpret earnings reports and make judgments about the overall financial health of a company.

Generally speaking, the stock prices of cyclical companies tend to increase when analysts predict positive news about the future of the economy. If investors feel the market is moving up, cyclical stocks may offer growth opportunities. If they feel the market is moving down, noncyclical stocks may provide stability.

4. Other. Pointe Capital Management's investment strategies may be based upon a number of concepts and determined by the type of investor. Services are customized for each individual client.

The basis for Pointe Capital Management's investment recommendations is the Nobel Prize winning investment strategy called "Modern Portfolio Theory (*MPT*)". *MPT* is a sophisticated investment decision approach that permits an investor to classify, estimate and control both the kind and the amount of expect risk and return. Fundamental to *MPT* is the ability to statistically quantify the relationship between risk and return, thus determining the extent of compensated risk.

Pointe Capital Management believes that risk reduction is a key element to long-term investment success therefore Pointe Capital Management implements plans by using strategic diversified asset allocation. Strategic Asset Allocation is a lifetime investment approach, wherein selected asset classes and the weightings of these asset classes focus on the overall investment objective and risk tolerance of the client.

The concept of asset allocation or spreading investments among a number of asset classes (domestic equities v. foreign equities; large cap stocks v. small cap stocks; growth stocks v. value stocks; municipal bonds v. corporate bonds v. government bonds) is Pointe Capital Management's guiding strategy.

Negative asset class correlation (the measure of the degree of movement between investments) of the varying asset classes within the portfolio is carefully analyzed to help reduce volatility without sacrificing the effectiveness of the portfolio in an effort to achieve expected yields.

Strategic Asset Allocation in a range (% of total assets) is a relatively passive investment style, wherein the assets and weightings are set and are carefully monitored to maintain risk control. This strategy places a great emphasis on minimizing portfolio turnover and trading/transaction costs.

ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

(Continued)

Recommendations for or purchases of investments will be based on publicly available reports and analysis. In the case of mutual funds, recommendations will be based on reports and analysis of performance and managers, and certain computerized models for asset allocation and investment timing. Tactical asset allocation (market timing, stock selection and track record investment) is discouraged.

It is important that the client promptly notifies the Adviser of any change in the client's financial condition so the Adviser has the opportunity to assess any possible changes needed in the advice, recommendations or investment strategies. Changing conditions in the client's financial life or significant changes in market conditions may warrant a collaborative effort with the client to modify their strategic investment framework, which consequently may also trigger changes to investment holdings within the portfolio.

Pointe Capital Management attempts to be conscious and sensitive to tax-related investment considerations. However, Pointe Capital Management is not a tax professional. Clients are encouraged to seek the guidance of their tax professional in an effort to understand how their investments (proposed or implemented) will effect their overall tax situation.

Portfolio holdings or recommendations are generally judged by (managers' or investments') experience, track record and performance of like-kind investments. The Adviser will actively manage each portfolio. Investors should generally expect to remain fully invested within the ranges of their selected asset allocation plan at all times unless restated by the client. However, at times the Adviser will not find attractively priced investments and may hold cash until it deems appropriate. The Adviser generally looks to the long-term when developing advice and recommendations based upon information provided by the client.

Portfolio additions may be in cash or securities provided that the Adviser reserves the right to liquidate any transferred securities, or decline to accept particular securities into the client's account. The Adviser may consult with its clients about the options and ramifications of transferring securities. However, clients are hereby advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charge) and/or tax ramifications.

It is important to understand that investing in securities involves a risk of loss that a client should be prepared to bear.

B. MATERIAL RISKS INVOLVED

Pointe Capital Management takes the general position that investors with diverse portfolios have a better chance of making a profit because it is difficult to accurately predict all variables that affect marketable securities.

ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

(Continued)

No single strategy can be relied upon to outperform the market. As outlined below, Pointe Capital Management's goal in its analysis is not to time the market. The Adviser may utilize long-term trading; short-term trading; short sales; margin Transactions; options writing strategies (including covered options, uncovered options or spreading strategies).

Pointe Capital Management seeks to utilize investment strategies that are designed to capture equity, fixed income and cash. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Short sales, margin transactions and options writing generally hold greater risk and clients should be aware that there is a chance of material risk of loss using any of those strategies.

As previously noted, Clients may make additions to and withdrawals from the account at any time, subject to the Adviser's right to terminate an account. Clients may withdraw account assets on notice to the Adviser, subject to the usual and customary securities settlement procedures. The Adviser generally designs its client portfolios as long-term investments and assets withdrawals may impair the achievement of a client's investment objectives. Additions may be in cash, cash equivalents and securities provided that the Adviser reserves the right to liquidate any transferred securities, or decline to accept particular securities into a client's account. The Adviser may consult with its clients about the options and ramifications of transferring securities when provided pre-notification of the client's intentions. In such cases, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (*i.e.*, contingent deferred sales charge) and/or tax ramifications.

Clients may choose to make self-directed securities transactions, which are investments that are not reviewed and/or not recommended by the Adviser. In such cases, the Adviser has not passed on the suitability of said investments and while the Adviser may assist with client-directed implementation as a value-added service at the client's request, the Adviser will not manage these types of investments unless agreed in writing.

It is important to understand that investing in securities involves a risk of loss that a client should be prepared to bear.

C. RISKS OF SPECIFIC SECURITIES UTILIZED

Pointe Capital Management generally seeks investment strategies that do not involve significant risk or unusual risk beyond that of the general domestic and / or international equity and bond markets.

Investments in individual stocks and even mutual funds can be risky. Some risks can be controlled and some risks can be guarded against but no investment strategy can carry guarantees from loss. Certain market risks cannot be controlled, such as market or economic conditions. Certain strategies may be employed to adjust portfolios or the Adviser and

ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

(Continued)

client may agree to hold the portfolio's course. Thoughtful investment selections that meet a client's stated goals and risk profile may help keep individual stock and bond risks at an acceptable level.

Fixed income investments generally are utilized as a portfolio diversification element as well as for income deriving investments outside of equity exposure. There are certain risks involved in investing in all types of bonds: Government, Municipal, and Corporate. The following is an overview of the types of risks that one should consider in terms of bond investments:

Interest rate risk; reinvestment risk; inflation risk; mark risk, selection risk, timing risk, and price risk. Additional risks for some government agency, corporate and municipal bonds may include: Legislative risk (a change in the tax code could affect the value of taxable or tax-exempt interest income); Call risk (some corporate, municipal and agency bonds have a "call provision" entitling their issuers to redeem them at a specified price on a date prior to maturity. Declining interest rates may accelerate the redemption of a callable bond, causing an investor's principal to be returned sooner than expected. In that scenario, investors have to reinvest the principal at the lower interest rates. Additional risks for corporate and municipal bonds may include: Credit risk; default risk; event risk and duration risk.

On occasion, the Adviser may recommend that clients that are "accredited investors" as defined under Rule 501 of the Securities Act of 1933, as amended, invest in private placement securities, which may include debt, equity, and/or pooled investment vehicles when consistent with the client's investment objectives. When the Adviser recommends that the client invest in private placement securities, the Adviser shall receive no additional compensation but shall continue to receive applicable investment advisory fees on the client's assets under management.

For investors, securities purchased through a private placement typically fall into the realm of alternative assets - investments that often have a low correlation to public markets and offer essential diversification to portfolios dominated by traditional stocks and bonds.

It is important to note that investments in private placements carry a high degree of risk for various reasons. Securities sold through private placements are not publicly traded and, therefore, are less liquid. Additionally, investors may receive restricted stock that may be subject to holding period requirements. Companies seeking private placement investments tend to be in earlier stages of development and have not yet been fully tested in the public marketplace. As disclosed in the offering document(s), an offering may present risks that are unique to the investment, including risks related to the operation of the business.

Investing in private placements requires high risk tolerance, low liquidity concerns, and long-term commitments. Investors must be able to afford to lose their entire investment. For those reasons, these offerings are generally available only to certain institutional

**ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES
AND RISK OF LOSS**
(Continued)

investors and high net worth individuals and entities.

Clients are hereby advised to read each offering document carefully before investing. *Past performance is not a guarantee of future returns. Investing in securities involves A risk of loss that all clients should be prepared to bear.*

ITEM 9: DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a client's or prospective Client's evaluation of Pointe Capital Management or the integrity of its management in connection with criminal or civil actions; administrative proceedings before the SEC or any other federal, state or foreign regulatory authority.

Pointe Capital Management has not been involved in any self-regulatory organization proceedings.

Information pertaining to the officer(s) and advisory representative(s) of Pointe Capital Management are contained on ADV Part 2B which is attached to this section.

**ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES
AND AFFILIATIONS**

**A. REGISTRATION AS A BROKER/DEALER OR BROKER/DEALER
REPRESENTATIVE**

Neither Pointe Capital Management nor its representatives are registered as a broker/dealer or as Representatives of a broker/dealer.

**B. REGISTRATION AS A FUTURES COMMISSION MERCHANT, COMMODITY
POOL OPERATOR OR A COMMODITY TRADING ADVISER**

Neither Pointe Capital Management nor its representatives are registered as a FCM, CPO or a CTA.

**C. REGISTRATION RELATIONSHIPS MATERIAL TO THIS ADVISORY BUSINESS
AND CONFLICTS OF INTEREST**

Neither Pointe Capital Management nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

(Continued)

Pointe Capital Management does not maintain registration relations with any of the following:

- broker-dealer, municipal securities dealer, or government securities dealer or broker
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
- other investment adviser or financial planner
- futures commission merchant, commodity pool operator, or commodity trading advisor
- banking or thrift institution
- accountant or accounting firm
- lawyer or law firm
- insurance company or agency
- pension consultant
- real estate broker or dealer
- sponsor or syndicator of limited partnerships.

Pointe Capital Management does not operate and does not have a material relationship with a hedge fund or other type of private pooled investment vehicle.

D. SELECTION OF OTHER ADVISORS OF MANAGERS AND HOW THIS ADVISER IS COMPENSATED FOR THOSE SELECTIONS

As discussed in the Advisory Services section of this Brochure, the Adviser may recommend that clients authorize the active discretionary management of a portion of their assets by and/or among certain Independent Manager(s), based upon the stated investment objectives of the client.

When selecting an Independent Manager for a client, the Adviser undertakes a review of the Independent Manager(s) such as its disclosure statement and/or material supplied by the Independent Manager(s). The Adviser may also utilize third party information for information about the Independent Manager’s investment strategies, past performance and risk results to the extent available.

Pointe Capital Management is an independent Adviser and has no material conflicts of interest with any Independent Manager or wrap fee program it may recommend to clients other than the receipt of a portion of the advisory fees charged by these programs.

Pointe Capital Management will charge its own advisory fee in accordance with the Agreement with the client in certain cases. However, if the Adviser refers a client to certain Independent Manager(s) where the Adviser’s compensation is included in the advisory fee charged by such Independent Manager(s), the Adviser shall be compensated for its services by receipt of a fee to be paid directly by the Independent

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

(Continued)

Manager(s) in accordance with applicable securities laws, rules, regulations, or requirements. Such payments will be coordinated by the Independent Manager. Any such fee shall be paid solely from the Independent Manager(s) investment management fee or the program fee of the wrap fee program (as appropriate), and shall not result in any additional charge to the client.

Clients are welcome but are never under any obligation to utilize any service provider that may be recommended.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. CODE OF ETHICS

Pointe Capital Management takes the issue of regulatory compliance seriously and is committed to maintain compliance with federal and applicable state securities laws. Additionally, Pointe Capital Management has a position of public trust and it is our goal to maintain that trust; provide excellent service, good investment performance; and advice that is suitable.

Pointe Capital Management places great value on ethical conduct. Therefore, the ultimate goal of our internal policies is to challenge our staff to live up not only to the letter of the law, but also to the ideals set forth by the Adviser.

Clients may be familiar with the roles fiduciaries play in various legal situations and in certain industries. As a Registered Investment Adviser, Pointe Capital Management is a fiduciary to each and every client. As fiduciaries, Investment Advisors owe their clients several specific duties. According to the SEC, an Investment Adviser's fiduciary duties include:

- ❖ Providing advice that is suitable;
- ❖ Providing full disclosure of material facts and potential conflicts of interest (such that the client has complete and honest disclosure in order to make an informed decision about services of the Adviser and about investment recommendations);
- ❖ The utmost and exclusive loyalty and good faith;
- ❖ Best execution of transactions under the available circumstances;

**ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT
TRANSACTIONS AND PERSONAL TRADING**

(Continued)

- ❖ The Adviser's reasonable care to avoid ever misleading clients;
- ❖ Only acting in the best interests of clients.

It is Pointe Capital Management's policy to protect the interests of each of the Adviser's clients and to place the clients' interests first and foremost in each and every situation. The Adviser will abide by honest and ethical business practices to include, but not limited to the following:

- ❖ The Adviser will not induce trading in a client's account that is excessive in size or frequency in view of the financial resources and character of the account.
- ❖ The Adviser will make investment decisions with reasonable grounds to believe that the decisions are suitable for the client on the basis of information furnished by the customer and we will document suitability.
- ❖ The Adviser and its Representatives will not borrow money from clients.
- ❖ The Adviser will not recommend the purchase of a security without the reasonable belief that the security is registered, or the security or transaction is exempt from registration in states where we provide investment advice and based upon information the Adviser receives.
- ❖ The Adviser will not recommend that the client place an order to purchase/ sell a security through an unlicensed broker/dealer or agent, based upon information available to the Adviser.
- ❖ All staff will report personal securities transactions to Paul Huebner, the Chief Compliance Officer as required by the SEC. Reportable trades for the Adviser include all but the following exceptions:
 - Transactions effected pursuant to an automatic investment plan;
 - Securities held in accounts over which the access person has no direct or indirect influence or control;
 - Transactions and holdings in direct obligations of the US Government;
 - Money market instruments — bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments;
 - Shares of money market funds;
 - Mutual fund transactions/holdings as the Adviser does not have a material relationship with a fund company;
 - Transactions in units of a unit investment trust if the unit investment trust is invested exclusively in unaffiliated mutual funds.

**ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT
TRANSACTIONS AND PERSONAL TRADING**

(Continued)

All applicable securities rules and regulations will be strictly enforced. Pointe Capital Management will not permit and has instituted controls against insider trading.

Advisory Representatives and administrative personnel who do not follow the Adviser's Code of Ethics or who in any way violate securities rules and regulations, or who fail to report known or suspected violations will be disciplined or terminated, depending upon severity. Such persons could also face action by the SEC and/or state securities regulators.

Clients are welcome to request a copy of the Adviser's Code of Ethics by contacting the Adviser's office.

The Adviser emphasizes the unrestricted right of clients to decline to implement any advice rendered, in whole or part. Where the Adviser is granted discretionary authority of the client's accounts, clients are welcome to set investment parameters and/or limitations in writing and such direction is followed until such time the client's instructions are amended in writing.

B. RECOMMENDATIONS INVOLVING MATERIAL FINANCIAL INTERESTS

Pointe Capital Management does not recommend that clients buy or sell any security in which any of Pointe Capital Management's Related persons have a material financial interest.

C. INVESTING PERSONAL MONIES IN THE SAME SECURITIES AS CLIENTS

The Adviser has established written policies and procedures for staff persons who may invest personal monies. Pointe Capital Management and/or individuals associated with Pointe Capital Management may have similar investment goals and objectives and as a result may buy or sell securities for their personal accounts that may be identical to or different from those recommended to clients. Thus, at times the interests of the Adviser's or staff members' accounts may coincide with the interests of clients' accounts. However, at no time will the Adviser or any related person receive an added benefit or advantage over clients with respect to these transactions nor will the Adviser nor its associated persons will not place itself in a position to have added benefit as a result of advice given to clients.

**D. TRADING SECURITIES AT/AROUND THE SAME TIME AS CLIENTS'
SECURITIES**

The Adviser has established written policies and procedures for staff persons who may invest personal monies. Pointe Capital Management its Advisory Representatives acknowledge the Adviser's fiduciary responsibility to place the investment needs of clients ahead of the Adviser and its staff.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

(Continued)

The interests of clients are held in the highest regard. At no time will the Adviser or any related person receive an added benefit or advantage over clients with respect to these transactions. The Adviser and its associated persons will not place itself in a position to have added benefit as a result of advice given to clients.

The staff of Pointe Capital Management 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 or her employment unless the information is also available to the investing public on reasonable inquiry.

The Adviser has established trading policies for its access persons. Paul Huebner, the Chief Compliance Officer of Pointe Capital Management, is responsible for the monitoring of personal trading conducted by staff.

When the Adviser is purchasing or considering for purchase any security on behalf of a client, no *Access Person* of the Adviser may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when the Adviser is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. 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.

ITEM 12: BROKERAGE PRACTICES

A. FACTORS USED TO SELECT CUSTODIANS AND/OR BROKER/DEALERS

Pointe Capital Management is a fee-only investment advisory firm. The Adviser recommends the services of Pershing, LLC ("*Pershing*") for its advisory transactions and participates in the custodial firms' institutional programs for independent advisers.

Except as provided for in any applicable wrap fee program, the brokerage commissions and/or transaction fees charged by Pershing or any other designated broker-dealer are exclusive of and in addition to the Adviser's fee.

ITEM 12: BROKERAGE PRACTICES

(Continued)

Factors which the Adviser considers in recommending Pershing or any other broker-dealer, to clients include their respective financial strength, reputation, execution, pricing, research, and service. Pershing enables the Adviser to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Pershing may be higher or lower than those charged by other broker-dealers.

If the client requests the Adviser to arrange for the execution of securities brokerage transactions for the client's account, the Adviser shall direct such transactions through broker-dealers that the Adviser reasonably believes will provide best execution. Transactions may be cleared through other broker-dealers with whom the Adviser and the Financial Institution(s) have entered into agreements for prime brokerage clearing services.

The Adviser shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

The commissions paid by the Adviser's clients shall comply with the Adviser's duty to obtain "best execution." However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Adviser determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while the Adviser will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

1. RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Pointe Capital Management receives no research, product or service other than execution from a broker/dealer or third-party in connection with client securities transactions. The Adviser does not receive any "soft dollar" benefits.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker/dealers in return for investment research products and/or services which assist the Adviser in its investment decision-making process. Such research generally will be used to service all of the Adviser's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest.

The Adviser may receive from Pershing, without cost to the Adviser, computer software and related systems support, which allow the Adviser to better monitor client accounts

ITEM 12: BROKERAGE PRACTICES

(Continued)

maintained at Pershing. The Adviser may receive the software and related support without cost because the Adviser renders investment management services to clients that maintain assets at Pershing.

The software and related systems support may benefit the Adviser, but not its clients directly. In fulfilling its duties to its clients, the Adviser endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the Adviser's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence the Adviser's choice of broker/dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, the Adviser may receive the following benefits from Pershing through its Pershing Advisor Solutions division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its Pershing Advisor Solutions participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

2. BROKERAGE FOR CLIENT REFERRALS

Pointe Capital Management receives no referrals from a broker/dealer or third party in exchange for using that broker/dealer or third party.

3. CLIENTS DIRECTING USE OF BROKER / DEALER / CUSTODIAN

Consultation clients are welcome to utilize any service provider they may choose and are welcome to implement any advice or recommendations in whole or in part.

As outlined in Item 1 of this section, the client may direct the Adviser in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and the Adviser will not seek better execution services or prices from other broker-dealers or be able to "batch" client transactions for execution through other broker/dealers with orders for other accounts managed by the Adviser (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. If the Adviser agrees to the arrangement, Pointe Capital Management will continue to use the client's preferred service provider until the client directs otherwise in writing. Subject to its duty of best execution, the Adviser may decline a client's request to direct brokerage if, in the Adviser's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

ITEM 12: BROKERAGE PRACTICES

(Continued)

B. AGGREGATION (BLOCK) TRADING FOR MULTIPLE CLIENT ACCOUNTS

Transactions for each client generally will be effected independently, unless the Adviser decides to purchase or sell the same securities for several clients at approximately the same time. The Adviser may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Adviser’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Due to the individualized nature of services, however, large orders of securities are not always consistent with the nature of the Adviser’s services. Aggregation is undertaken in firms processing large orders of securities in order to realize more effective trade execution and the cost efficiencies that come from executing larger order sizes. In each case, the Adviser strives to allocate investment opportunities or trades among its clients in a manner that is fair and equitable and based upon the client investment objectives.

Normally, under this procedure, when allocations are undertaken, transactions will generally be averaged as to price and allocated according to the Adviser’s standard allocation procedure. This procedure considers the circumstances of each trade and always strives for fairness and cost-effectiveness to the client. In most cases when the Adviser executes only a partial fill of a targeted buy order, allocations will prioritize complete fills for clients with the most available cash as a percentage of portfolio assets. Likewise, when the Adviser executes only a partial fill of a targeted sell order, allocations will prioritize complete fills for clients with the least available cash as a percent of portfolio assets. To the extent that the Adviser determines to aggregate client orders for the purchase or sale of securities, including securities in which the Adviser’s Advisory Representatives may invest, the Adviser shall normally do so in accordance with applicable rules promulgated under the SEC’s Investment Advisers Act and no-action guidance provided by the staff of the SEC. An allocation statement will be prepared and any special circumstances or conditions will be outlined in connection with each event.

Certain issues may impact the Adviser’s allocation under the particular circumstances and in such cases, the allocation will be made based upon other relevant factors, which may include: (i) 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; (ii) 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; (iii) 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); (iv) 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.

ITEM 12: BROKERAGE PRACTICES

(Continued)

The Adviser receives no additional benefit as a result of the proposed aggregation.

The Adviser may utilize the custodian's prime broker program whereby the custodial firm may effect clients' over-the-counter securities transactions on an agency basis. Typically, the service providers execute transactions based upon a number of factors. These factors include: Size of order, trading characteristics of the security, favorable execution prices, access to reliable data, availability of efficient transaction processing and possible price reductions. In filling these orders, the service provider may transact with a market-making broker-dealer ("market maker") on the other side of the trade. A market maker may mark-up/down the price of securities for which it makes a market, which is a cost that will be incurred by the client in addition to any agency commissions assessed by the client's service provider. Normally, best price and execution is obtained for over-the-counter securities transactions by executing directly with the market maker on a principal basis. Therefore, in some cases, clients may incur transaction costs, in addition to any commissions charged by their services provider, when trades in over-the-counter securities are effected on their behalf through that broker on an agency basis. The Adviser's choice to utilize the service provider's prime broker program or similarly termed service available through the selected service provider may limit or eliminate the Adviser's ability to obtain best price and execution in each case. In certain cases, a security may be purchased through another service provider and in such cases, the security purchased is then transferred to the client account at the client's selected custodian, and a "trade away" delivery fee is assessed to the client account.

Broker custody of client assets may limit or eliminate the Adviser's ability to obtain best price and execution of transactions in over-the counter securities.

Trade error policy: On rare occasions, trade errors may occur. The Adviser's process is to correct trade errors via its trade error accounts established with its preferred custodial firms. Pershing's policy on trade errors is to reimburse clients for any loss if the amount is \$100 or less. If the loss is greater than \$100 the Adviser will reimburse the client for a loss. Conversely, if there is any gain from the trade error, Pershing posts the gain to the Adviser's account in accordance with their current internal policy and funds are retained to cover future trading errors.

ITEM 13: REVIEW OF ACCOUNTS

A. FREQUENCY AND NATURE OF PERIODIC REVIEWS AND WHO CONDUCTS THE REVIEWS

The **Investment Management Services** provided by Pointe Capital Management are ongoing and involve continuous review and advice regarding the client's investment portfolio. The Adviser will conduct frequent internal reviews (no less than quarterly) of the client's portfolio. The timing of Internal portfolio reviews may also be guided by the underlying assets of the portfolio, individual circumstances as reasonably known by the

ITEM 13: REVIEW OF ACCOUNTS

(Continued)

Adviser, market conditions and the request of the client.

The Adviser requires that client reviews (via phone or in person) occur at least annually and, of course, at the client's request. However, Pointe Capital Management encourages frequent communications with the Adviser in order to continually review ongoing investment strategies. Clients are encouraged to call the office any time during business hours. Clients are obligated to notify the Adviser immediately if there is a change in the client's financial situation in order to provide the Adviser with the opportunity to review the updated information and determine if there needs to be a change in the investment strategies.

Clients who do not desire intensive Investment Management Services may retain Pointe Capital Management on an hourly or project basis for **Consultation Services**, whereby the Adviser can provide financial or investment advice without ongoing monitoring or reviews of the account (unless otherwise outlined in the Client Agreement as may be the case with annual, ongoing services). Consultation Services terminate upon the delivery of services unless the Client Agreement provides for ongoing services. Advice provided during services may include recommendations for reviews or other follow-up services. It would be the client's responsibility to update his or her financial goals or investment strategies on his/her own or secure additional services from the Adviser under a new or amended Agreement.

B. REVIEWERS

Reviews are conducted by the Adviser's investment management personnel: Charles Huebner, Managing Member; John Jagger, Managing Member, Paul Huebner, Managing Member and Chief Compliance Officer and Jeffrey Huebner, CFA[®], Managing Member.

C. FACTORS THAT WILL TRIGGER NON-PERIODIC REVIEWS OF CLIENT ACCOUNTS

The timing of Internal portfolio reviews may also be guided by the underlying assets of the portfolio, individual circumstances as reasonably known by the Adviser, market conditions and the request of the client.

Reviews may also be triggered by material market, economic or political events. As noted in Item B above, reviews may also be triggered by reported changes in the client's financial situation (which may include but are not limited to: Termination of employment, physical relocation, inheritance or retirement).

ITEM 13: REVIEW OF ACCOUNTS

(Continued)

D. CONTENT AND FREQUENCY OF REGULAR REPORTS PROVIDED TO CLIENTS

Clients can expect to receive confirmation statements from all transactions and a monthly/quarterly statement, directly from their custodial firm. The custodian's quarterly reports detail account value, net change, portfolio holdings, and all account activity. The Advisor may prepare additional portfolio data or post meeting communications at the Advisor's discretion.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. ECONOMIC BENEFITS PROVIDED BY THIRD PARTIES FOR ADVICE RENDERED TO CLIENTS (INCLUDES SALES AWARDS OR OTHER PRIZES)

Pointe Capital Management does not receive any economic benefit, directly or indirectly from any third party in connection with advice rendered to Pointe Capital Management clients.

B. COMPENSATION TO NON-ADVISORY PERSONNEL FOR CLIENT REFERRALS

Pointe Capital Management does not directly or indirectly compensate any person who is not part of Pointe Capital Management's advisory personnel with the rare exception of occasions where the Adviser may agree to modify a client's fee as a professional courtesy as a result of the client's referral by word-of-mouth. In such cases, the client in question would only be extended this courtesy where the client does not engage in the activity with any regularity and does so in such a manner that the activity would not be construed to result in as a solicitor / professional referral relationship.

ITEM 15: CUSTODY

Pointe Capital Management does not take custody of client accounts (funds or securities) at any time. Custody of clients' accounts is held at Pershing, Member FINRA, NYSE, SIPC, or the client's selected custodial firm. Clients will receive regular and customary account statements from the custodian and should carefully review those statements.

ITEM 15: CUSTODY

(Continued)

In all cases, clients have a direct and beneficial interest in their securities (individual ownership), rather than an undivided interest in a pool of securities. Execution of transactions and custody of client funds and securities are services provided by the client's selected brokerage/custodial services provider(s).

The Adviser will only have access to custodial accounts in order to implement trades via written authorization and to deduct investment advisory fees and only with the appropriate client authorization. In each instance where fee deduction occurs, it is important that clients receive custodial statements directly. If clients find that statements are not being received directly, they must promptly contact Pointe Capital Management and their custodial firm.

ITEM 16: INVESTMENT DISCRETION

Clients engaging the Adviser for Investment Management Services have the ability to leave standing instructions with the Adviser to refrain from investing in particular industries, invest in limited amounts of securities and to re-balance portfolios (also termed as "limited discretion").

With the client's authorization as provided in the custodial account forms and the Adviser's Client Agreement, Pointe Capital Management will maintain limited discretionary trading authority to execute securities transactions in the investor's portfolio within investor's designated investment objectives, to include the securities to be bought and sold, and the amount of securities to be bought and sold. Pointe Capital Management will never have full power of attorney nor will the Adviser ever have authority to withdraw funds or to take custody of investor funds or securities other than the ability to deduct advisory fees via investor's qualified custodian and only with client authorization.

The Adviser also may render non-discretionary investment management services to its clients relative to: (1) variable life/annuity products that they may own, and/or (2) their individual accounts held through employer-sponsored retirement plans. In so doing, the Adviser either directs or recommends the allocation of client assets among the various mutual fund subdivisions that comprise the variable life/annuity product or the retirement plan. The client assets shall be maintained at either the specific insurance company that issued the variable life/annuity product which is owned by the client, or at the custodian designated by the sponsor of the client's retirement plan. Investments and service providers relative to Plan offerings are limited to only those available through the respective Plans and are determined by the Plan Sponsor(s).

ITEM 17: VOTING CLIENT SECURITIES (PROXIES)

Clients may retain the authority to vote proxies. In such cases, the Adviser requires that investors ensure that proxy ballots are mailed directly to each investor or an authorized third party. Normally, the custodial account forms allow clients to provide directions on proxies.

ITEM 18: FINANCIAL INFORMATION

A. BALANCE SHEET

Pointe Capital Management does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance of services and therefore is not required to include a balance sheet with this brochure.

B. FINANCIAL CONDITIONS REASONABLY LIKELY TO IMPAIR THE ADVISER'S ABILITY TO MEET CONTRACTUAL COMMITMENTS TO CLIENTS

Neither Pointe Capital Management nor its management have any financial conditions that are likely to reasonably impair the Adviser's ability to meet contractual commitments to clients.

C. BANKRUPTCY PETITIONS IN PREVIOUS TEN YEARS

Pointe Capital Management has never been the subject of a bankruptcy petition in the last ten years.

ADDITIONAL INFORMATION: PRIVACY POLICY

As a federally regulated Registered Investment Adviser, Pointe Capital Management is covered under the definition of a "financial institution" in the Gramm-Leach-Bliley Act (the "Act"). The Adviser is therefore subject to Act as well as the rules of privacy imposed on Investment Advisors by the United States Securities and Exchange Commission's ("SEC") Privacy Rule ("Regulation S-P"). Privacy of nonpublic personal information is an issue that the staff of Pointe Capital Management takes seriously.

To maintain compliance with Regulation S-P and the Act, every broker, dealer, investment company and investment adviser is required to adopt policies and procedures reasonably designed to safeguard customer records and information.

PRIVACY POLICY

(Continued)

In its role as Investment Adviser, Pointe Capital Management routinely collects nonpublic personal information from clients and prospective clients. This information generally will include but is not limited to:

- Information provided from applications, forms and other information provided to us either verbally or in writing, and include but are not limited to your name, address, phone number, account information, social security number, assets, employment, income and debt;
- Information about your transactions, accounts, trading activity and parties to transactions; health and beneficiary information (such as may pertain to planning issues);
- Information from other outside sources;
- Any other data that is deemed to be nonpublic personal information as defined by the Act and the SEC's Privacy Rule.

Pointe Capital Management values our clients' trust and confidence. We will never sell the nonpublic personal information we obtain from consumers or clients.

All information provided by clients or prospective clients to Pointe Capital Management, (including the Adviser's personnel), and information and advice furnished by the Adviser to clients, shall be treated as confidential and shall not be disclosed to unaffiliated third parties, except as directed by clients with written authorization, by application to facilitate the investment advisory services offered by the Adviser via an affiliated or unaffiliated financial services provider (such as the client's custodial firm or broker/dealer), or as required by any rule, regulation or law to which the Adviser or its staff may be subject.

Pointe Capital Management maintains clients records in a controlled environment and records (electronic and otherwise) are only available to authorized persons of the Adviser who have a need to access client information in order to deliver advisory services, provide administrative support, or to respond to client requests. The Adviser has made reasonable efforts and conducts periodic tests to ensure that its electronic network is hack-proof.

Pointe Capital Management's position on protecting non-public personal information extends beyond the life of the Advisory Agreement. Client information is retained in a protected manner for the time period required by regulators (five years from the data of last use) and thereafter is safely destroyed via in-house shredding or a contracted secure shredding service.

Consumers (who are not clients) who provide information during an initial consultation or for other purposes but do not go on to become clients of the Adviser also receive privacy protection. Original information will be promptly returned in

PRIVACY POLICY
(Continued)

person or via the mail if the Adviser's services are not engaged. Alternatively, if nonpublic personal information is contained in copies of documents, notes or some other media, this information will be securely filed for a period of up to one year (depending upon likelihood of engagement) before being shredded in-house or via our secure shredding service.

Clients are encouraged to discuss any questions regarding Pointe Capital Management's privacy policies and procedures.