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This brochure provides information about the qualifications and business practices of InvestSimply. If you have any questions about the content of this brochure, please contact us at service@investsimply.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about InvestSimply also is available on the SEC's website at www.adviserinfo.sec.gov.

InvestSimply LLC is a Registered Investment Adviser. Registration of an Investment Advisor does not imply any level of skill or training.

ITEM 2 MATERIAL CHANGES

Material changes since March 30, 2011 version:

- Expanded investment services offered to include portfolios managed by third-party investment managers/strategists, including Morningstar Investment Services and Envestnet Asset Management (in addition to InvestSimply's own proprietary portfolios).
- Advisory fees collected are divided between InvestSimply and the third-party portfolio manager if client selects a portfolio not managed by InvestSimply.
- Advisory fee schedule has been updated to reflect range of fees associated with both InvestSimply managed portfolios and third-party managed portfolios.
- Fees may be collected in advance or in arrears depending on the investment strategy.

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ITEM 4 ADVISORY BUSINESS

InvestSimply LLC herein after referred to as “InvestSimply”, “us” or “we” provides investment advisory services through an interactive website.

Investment Supervisory Services

Clients of InvestSimply complete an Investor Profile Survey that gathers information about the client’s investment time horizon and risk tolerance. Based upon the client’s responses to the survey, InvestSimply provides a recommended list of diversified portfolios. Although we recommend model portfolios based on the client’s survey responses, the client has the responsibility to select the portfolio. InvestSimply provides a written Investment Policy Statement (or similar “policy statement”) that describes the investment model selected by the client. Once client agrees to the policy statement, this document is the basis for the on-going management of their account(s).

InvestSimply offers proprietary portfolios managed by InvestSimply, as well as portfolios managed by Morningstar Investment Services and Envestnet Asset Management (“third-party managers”).

The client must open and fund a brokerage account with an independent qualified custodian (e.g., Charles Schwab & Co., Inc.). InvestSimply will never hold a client’s investments. Once a client’s account is open and funded, the portfolio manager will purchased funds in accordance with the client’s agreed on policy statement.

The portfolio manager invests any new money added to client account(s) according to the policy statement. The manager will sell securities to raise money when you request it for other purposes or for payment of management fees. Similar to new investments, the selection of securities to sell when raising cash is based on the client’s policy statement.

InvestSimply prepares a quarterly performance summary for client account(s) detailing how the client’s investments performed, fees incurred and

any buys/sells within the account(s). This report is posted to a secure, on-line portal for the client’s easy access.

You will receive monthly brokerage statements directly from the account custodian detailing portfolio holdings and any transactions. The account custodian will send you confirmations whenever trades occur in your account.

At least annually, InvestSimply will remind you to review your investment objectives and, if necessary, to contact us to update your policy statement.

These Investment Supervisory Services described above are not provided to the entire holdings or worth of the client, but rather only assets specifically designated by the client and agreed to by us as managed assets.

InvestSimply Portfolios

InvestSimply creates client portfolios using mutual funds, exchange traded funds (ETF), and cash (including money market funds, sweep accounts, etc.). InvestSimply provides advice on the allocation of account across asset classes. Furthermore, InvestSimply recommends funds to represent each asset class in model portfolio.

InvestSimply monitors the securities recommended in the investment models and replaces them with alternative funds as we deem appropriate without notification or prior consent of the client. See Item 8 for details on our investment strategy.

InvestSimply rebalances client portfolio on a quarterly cycle based on parameters outlined in the client’s personal Investment Policy Statement.

Morningstar Managed Portfolios

InvestSimply may offer clients the Morningstar® Managed Portfoliossm program (“Program”). This Program is a discretionary investment advisory program offered by Morningstar Investment Services, Inc. (“MIS”), a federally registered investment advisor. The Program is available to

clients through arrangement MIS has with InvestSimply. MIS will receive compensation for their investment advisory services provided under the Program as a percentage of assets. In addition, MIS will delegate certain services to InvestSimply such as assisting each client in completing a questionnaire and other applicable account opening forms, determining suitability, confirming financial situation at least annually and acting as liaison between MIS and the InvestSimply client. For these services, InvestSimply will receive a portion of the fee paid by each client participating in this Program.

Pursuant to the discretionary authority granted within the Investment Management Agreement (signed prior to opening an account), MIS will execute transactions as frequently as MIS considers necessary.

Client is referred to Morningstar Investment Services Form ADV Part 2A for additional discussion and disclosures regarding Morningstar Managed Portfolios.

Envestnet Asset Management ("Envestnet")

InvestSimply may offer clients access to portfolios and other investment management services offered by Envestnet through its Private Wealth Management (PWM) program.

Clients participating in the Envestnet PWM program are required to grant full discretionary investment authority to Envestnet to determine the securities to be bought or sold and the amount of securities to be bought or sold.

Clients pay an all inclusive fee out of which Envestnet pays the money manager/model provider, if applicable, and the account administrative fee. Clients pay fund-related expenses in the mutual funds and ETFs.

Client is referred to Envestnet Asset Management, Inc.'s Form ADV Part 2A for additional disclosures regarding its programs.

InvestSimply LLC is owned by Steven Geri. Mr. Geri founded the firm in 2010. As of March 2011, we manage \$1.5 million on a discretionary basis for clients. We do not manage any assets on a non-discretionary basis. Discretionary asset management means we have the authority to place trades for a client account without receiving individual approval for each specific trade. (See Item 16 for additional details.)

ITEM 5 FEES AND COMPENSATION

Advisory Service Fees

Clients are charged a fee for investment advisory services based on a percentage of the value of client accounts under InvestSimply's management. The following table is a sample of our fee schedule for Investment Supervisory Services. A client's specific annual fee arrangement will be described in the written Investment Advisory Agreement entered into between InvestSimply, the client, and the third-party manager (if applicable).

Assets Under Management	Annual Fee
\$0 - \$500,000	0.80% - 0.85%
\$500,000 - \$1,000,000	0.68% - 0.75%
\$1,000,000 - \$2,000,000	0.50% - 0.65%
Over \$2,000,000	0.45% - 0.55%

For example, an account with a value of \$2,000,000 might pay an annual rate of 0.80% on the first \$500,000 of account value, and 0.68% on the next \$500,000, and an annual rate of 0.50% on the assets in excess of \$1,000,000 up to the account value of \$2,000,000.

InvestSimply reserves the right to negotiate a different fee schedule at its sole discretion. The fee charged to a client is clearly disclosed in the written investment advisory agreement.

InvestSimply Portfolios

InvestSimply imposes a minimum management fee of \$200 per quarter. This minimum fee results in

accounts with a value of less than \$100,000 paying an annual rate higher than the amount shown in schedule above.

Morningstar Managed Portfolios Program

The Program/Annual fee consists of two parts (collectively Annual Program Fee):

- MIS Fee – A fee relating to services performed or provided by MIS including discretionary investment management services, communications, marketing activities and services provided by the Middle-Office Provider; and
- Advisory Firm Fee – A fee covering the services performed by InvestSimply.

Envestnet PWM Program

The Annual fee consists of two parts (collectively client fee):

- Sponsor Fee – A fee relating to services performed or provided by Envestnet including discretionary investment management services, communications, marketing activities and other investment management services; and
- Advisory Fee – A fee covering the services performed by InvestSimply.

InvestSimply bills client quarterly in arrears for services based on the value of the account at the end of the quarterly billing cycle (except for Envestnet portfolios, which are billed in advance). If the management agreement does not span the entire quarterly billing period, the fee will be pro-rated based on the number of days the account is open during the billing period. Fees are deducted directly from the client's account. Clients must provide their account custodian with written authorization to have fees deducted from the account and paid to us. The custodian will send client statements, at least quarterly, showing all disbursements for the account including the amount of the advisory fee, if deducted directly from the

account. It is InvestSimply's and the client's responsibility to verify the accuracy of the fee calculation as the qualified custodian will not determine whether the fee has been properly calculated.

The client may terminate the Advisory Agreement without fee or penalty by providing written notice to us within five (5) business days from the execution of the Agreement. Thereafter, either party may terminate the Advisory Agreement by providing written notice. Any fees collected in advance of services being performed will be returned to the client on a pro rata basis.

Brokerage Costs

Clients will incur transaction fees for the purchase and/or sale of certain securities. These fees are charged by your broker/custodian, not by us. Generally, these fees will be charged when investing in ETFs, individual stocks, and certain mutual funds.

These fees may include:

- periodic distribution fees
- electronic fund and wire transfer fees
- certificate delivery fees
- reorganization fees
- account transfer fees (outbound)
- overnight mail and check fees
- Rule 144 transfer fees
- transfer agent fees

This list is not meant to be all inclusive. Any fee on a special service incurred by the client will be fully disclosed. Please refer to Item 12 of this document for an explanation of our brokerage practices.

Clients may be eligible for lower fees from the custodian by agreeing to have statements, confirmations, and other shareholder materials delivered electronically.

Investment Company Fees

Mutual funds and ETFs, known as investment company funds, that are held by advisory clients will bear their own internal transaction and execution

costs, as well as directly compensate their investment managers along with internal administrative services. Some funds pay 12b-1 fees, Distribution Fees, and or Shareholder Service Fees to broker-dealers that offer such funds to their clients. These charges affect the Net Asset Value of these fund shares and are thus indirectly borne by fund shareholders such as an InvestSimply client.

Some fund companies have imposed a redemption fee. A redemption fee is another type of fee that some funds charge their shareholders when shares are sold or redeemed within a short period of time from the purchase of the fund shares. Unlike a sales load, which is generally used to compensate brokers, a redemption fee is typically used to defray fund costs associated with a shareholder's redemption and is paid directly to the fund, not to a broker. The SEC generally limits redemption fees to 2%. In most cases, the funds will use the "first-in, first-out" (FIFO) method to determine the holding period. Under this method, the date of the redemption will be compared with the earliest purchase date of shares held in the account.

While it is not the general practice of InvestSimply to sell client's securities in a period that would generate a redemption fee, it should be anticipated that InvestSimply might do so if in its opinion the sale is in the client's best interests, or fund shares must be redeemed to pay investment advisory or other fees from the account.

A complete explanation of these charges is contained in the prospectus and "Statement of Additional Information" for each investment company fund. You can get a prospectus from the investment company (through its website or by telephone or mail). InvestSimply can also provide you with a copy.

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

Not applicable. InvestSimply does not receive performance-based fees (fees based on a share of capital gains or capital appreciation of client assets).

ITEM 7 TYPES OF CLIENTS

InvestSimply generally provides investment advice to individuals, families, and trusts. A minimum of \$50,000 is required to open an initial account. Certain investment strategies offered by InvestSimply may require a higher minimum.

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

InvestSimply crafts diversified investment portfolios for clients. Our portfolios provide clients with exposure to global equities (i.e., both domestic and international), bonds, alternative assets (e.g., real estate, commodities), and cash.

We seek to capture market rates-of-return through the purchase of index tracking funds. Index funds provide clients with holdings in a large number of individual securities within the asset class category tracked. Furthermore, they generally have much lower internal expenses compared to actively managed funds.

Our investment strategy generally involves holding securities purchased for the long term. Although we trade securities on a quarterly basis in order to rebalance and maintain the client's target portfolio allocation within tolerance bands.

Client is referred to MIS and Envestnet's Form ADV Part 2A for details on their investment strategies. Third-party managers may have different strategies and method of analysis than InvestSimply portfolios.

We implement our investment strategies by buying mutual funds and ETFs in client accounts. The value of mutual funds and ETFs fluctuate, both increasing and decreasing in value. There is no guarantee that a client will make money or avoid losing their investment by investing in funds. In particular, past performance is no guarantee of future results. See fund prospectuses for a detailed discussion of risks associated with each specific fund.

Investing in ETFs presents unique risks. Unlike a mutual fund which is priced at its Net Asset Value (NAV) once per trading day, the price of an ETF fluctuates throughout the day. The market price of an ETF can differ from the NAV of the fund's holdings. This variance can be both positive (overvalued) and negative (undervalued) relative to the value of the fund's holdings.

InvestSimply may recommend investment in a specific type of ETF called an exchange traded note (ETN). As opposed to traditional ETFs which represent a basket of securities, an ETN is a debt security of the fund issuer. ETN investing exposes clients to the risk of credit default by the firm issuing the ETN.

InvestSimply's method of analysis is based on the tenets of Modern Portfolio Theory. These tenets include:

- Markets are efficient. Focus on allocation of portfolio across asset classes, not on specific security selection.
- Expected return is related to the level of investment risk. Given two investments with the same expected return, an investor prefers the one with lower risk.
- Maximize expected returns for a given level of risk by investing in assets with low-correlation to each other (i.e., assets with different patterns of fluctuation in value).

Client portfolios are diversified both across assets class categories and among securities within each asset class (i.e., you have exposure to a large

number of individual stocks by investing in funds).

Asset class examples include:

- U.S. Large Company Stocks
- U.S. Small Company Stocks
- International Large Company Stocks
- U.S. Bonds
- Commodities

If you invest in securities, you could lose money. Clients should be prepared for potential losses.

ITEM 9 DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be important to your evaluation of InvestSimply. We have no information applicable to this item regarding the firm or its owner.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Registered investment advisors are required to disclose relationships or arrangements with other financial entities (e.g., broker-dealers, banks, other investment advisors, etc.). InvestSimply has no financial industry activities or affiliations to disclose.

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

It is the responsibility of all employees to ensure that InvestSimply conducts its business with the highest level of ethical standards and in keeping with its fiduciary duties to its clients. The firm has a duty to place the interests of the client first and to refrain from outside activities that conflict with the interest of its clients.

InvestSimply shall only recommend investments it has a reasonable basis for believing are suitable for a client. Clients should immediately notify us of any significant changes in their situation. No employee of InvestSimply may act on material non-public information.

A copy of InvestSimply's adopted code of ethics will be provided to any client or prospective client upon request.

From time-to-time the interests of the principals and employees of InvestSimply may coincide with those of a client. Securities may be bought, held or sold by a principal or employee of InvestSimply that is also recommended to or held by a client. If potential insider information is inadvertently provided or learned by a principal or employee, it is the policy of InvestSimply strictly to prohibit its use.

It is the policy of InvestSimply to permit the firm, its employees and Investment Adviser Representatives (IARs) to buy, sell and hold the same securities that the IAR also recommends to clients. It is acknowledged and understood that InvestSimply performs investment services for various clients with varying investment goals, risk profiles and time horizons. As such, the investment advice may differ between clients and investments made by InvestSimply IARs. InvestSimply has no obligation to recommend for purchase or sale a security that InvestSimply, its principals, affiliates, employees or IARs may purchase, sell, or hold. When a decision is made to liquidate a security from all applicable accounts, priority would always be given to the client's order before those of an associated person to the advisor. InvestSimply has procedures dealing with insider trading, employee-related accounts, "front running" and other issues that may present a potential conflict when such purchase, sales or recommendations are made. In general, these policies and procedures are intended to eliminate, to the extent possible, the adverse effect on clients of any such potential conflicts of interest.

ITEM 12 BROKERAGE PRACTICES

We may suggest or recommend that clients use a particular custodian and/or broker-dealer. The criteria for suggesting a broker/dealer include reasonableness of commissions, and other costs of trading; ability to facilitate trades; access to client records; computer trading support, and other operational considerations. These factors will be reviewed from time to time to assure the best interests of the client are upheld.

The Custodian and Brokers We Use

We do not maintain custody of your assets that we manage; although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We request that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when instructed to. While we request that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see "Your Brokerage and Custody Costs").

How We Select Brokers/Custodians

We seek to use a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us From Schwab”)

Your Brokerage and Custody Costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account.

These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your

trading costs, we have Schwab execute most trades for your account.

We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”).

Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us.

They provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab’s support services:

Services That Benefit You. Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit

you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

InvestSimply uses Schwab's on-line tools for access to client data, to place trades, and to facilitate debiting of fees from client accounts. In addition, we also access practice management, compliance, and other educational material from the Schwab web-site. Clients benefit from lower (or zero) transaction fees on certain Schwab proprietary funds we may recommend.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to request that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How We Select Brokers/Custodians") and not Schwab's services that benefit only us.

ITEM 13 REVIEW OF ACCOUNTS

An InvestSimply Principal reviews clients' managed account portfolios on a quarterly basis to assure they are properly allocated according to the client's investment instructions.

InvestSimply has arranged for the clients' account custodian to prepare and distribute monthly account statements directly to the clients. InvestSimply prepares written quarterly reports that are made available to the clients through a secure online

portal. Quarterly report includes: account performance, fees incurred, and buys/sells within account.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab.

These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

ITEM 15 CUSTODY

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account. Schwab maintains actual custody of your assets. You will receive account statements directly from Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them. We also urge you to compare Schwab's account statements to the periodic portfolio reports you will receive from us.

ITEM 16 INVESTMENT DISCRETION

Investment supervisory clients grant InvestSimply a limited power of attorney to select, purchase or sell securities without obtaining the specific consent of the client within the client's account(s) under the

management of InvestSimply. There are no restrictions upon the securities that may be purchased, sold or held in the client's account unless these restrictions are provided to us in writing.

Clients may place restrictions upon the type of securities or specific security to be purchased, sold or held in the client's managed accounts. These restrictions by the client must be made in writing to the advisor. Any restrictions on the ability of the advisor to manage the client assets may have an adverse impact on the performance of the account. Some restrictions imposed by a client may make efficient management of the client's account impossible so InvestSimply reserves the right to decline to accept any account.

ITEM 17 VOTING CLIENT SECURITIES

InvestSimply will not vote proxies for securities held in accounts that it directly manages. The responsibility to vote proxies remains the client's or a fiduciary retained by the client for that purpose. Clients will receive proxies and other solicitations directly from their custodian/broker. InvestSimply does not intend to take a position on any vote.

ITEM 18 FINANCIAL INFORMATION

Registered investments advisers with discretionary trading authority are required to disclose any financial condition this is reasonably likely to impair their ability to meet contractual commitments to clients. InvestSimply is confident of the firm's ability to meet its contractual commitment to clients.