

Brochure

(Appendix 1 to Part 2A for Form ADV)

INDESUITE WRAP FEE PROGRAM

NFP IndeSuite, Inc.

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This brochure provides information about the qualifications and business practices of our firm, NFP IndeSuite. If you have any questions about the contents of this brochure, please contact us at 512-697-6000.

The U.S. Securities and Exchange Commission, as well as state securities authorities, have not approved or verified information in our brochure. Additional information about our firm may be found at www.adviserinfo.sec.gov

References to our firm as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Material Changes

This section of our brochure summarizes material changes that have occurred at our firm since the previous release of our brochure. We will update this section of the brochure on an annual basis and send a summary of any material changes at our firm along with our annual privacy policy mailing. You may receive a complete copy of our brochure by contacting your financial advisor or by contacting our firm at 512-697-0000.

Since our last update on Form ADV, there have been no material changes made to this document.

Table of Contents

ITEM	SECTION	PAGE
Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Services, Fees and Compensation	4
Item 5	Account Requirements and Types of Clients	10
Item 6	Portfolio Manager Selection and Evaluation	10
Item 7	Client Information Provided to Portfolio Managers	11
Item 8	Client Contact with Portfolio Managers	11
Item 9	Additional Items	11
	Disciplinary Information	11
	Other Financial Industry Activities and Affiliations	11
	Code of Ethics, Participation or Interest in Client Transactions & Personal Trading	12
	Review of Accounts	13
	Client Referrals and Other Compensation	13
	Voting Client Securities	14
	Financial Information	14

Services, Fees and Compensation

Introduction

This brochure describes the investment advisory services we provide. We provide investment advice to other third party registered investment advisers (RIAs) by making available a variety of for use by the RIAs with their clients. These services include technology applications, operational support, administrative infrastructure, access to service providers, and access to financial products among others. In addition, we offer RIAs the IndeSuite wrap-fee program and the services described below (IndeSuite Program) for use with their clients. Our relationship with Envestnet Asset Management, Inc. (Envestnet) enables us to offer the IndeSuite Program described below.

The process for engaging IndeSuite for the IndeSuite Program begins with an RIA obtaining financial information from their clients in order to develop investment recommendations that meet the RIA client's goals and objectives. The RIA reviews their client's information and analyzes it in order to recommend appropriate products and service based on the stated investment objectives, investment time horizon and risk tolerance. A client will enter into a contract with their RIA setting forth terms and conditions of the advisory services relationship. That agreement also authorizes IndeSuite, and their designee, to perform services for the client in connection with the IndeSuite Program. A client will also enter into separate custodial/clearing agreements with the applicable custodian. Custody of funds and securities is maintained by the applicable custodian and not by IndeSuite. Clients that participate in this IndeSuite Program will receive our privacy policy and the Envestnet Brochure that further describes their services as an investment adviser.

An RIA will contact their clients at least annually to review the performance of the client's IndeSuite Program account and any changes to the financial situation, investment goals and objectives of the client. Clients are required to provide their RIAs with updated information regarding their financial condition and changes that may have occurred in the client's objectives, time horizon or risk tolerance. Clients should contact their RIAs regarding any questions about the management of their account in the IndeSuite Program.

PROGRAM SERVICES & FEES

Third-party Strategists*

We have, or Envestnet has, entered into agreements with various third-party strategists that provide allocation models for investments in mutual funds and exchange traded funds (ETFs). Through this service, RIAs use the models provided by these strategists to recommend an allocation of assets among mutual funds and/or ETFs. Envestnet is responsible for the actual trading and investment of assets based upon the recommendation of an RIA and strategist model. A client may be restricted in their ability to directly contact and consult with the strategists or Envestnet, but their RIA is available to address any questions, issues or concerns regarding the strategists or their models. The result is an account portfolio comprised of selected mutual funds and/or ETFs based upon the client's investment objectives and risk tolerance. Accounts using third-party strategists typically have a minimum account size requirement of \$50,000. The fees for management of third-party strategist accounts are generally within the ranges set forth below. The Program Fee represents the fee range for IndeSuite and Envestnet, but does not include transaction or ticket charges, or other fees, charged by a broker or a custodian for their services. Such fees will be disclosed separately to the RIA and their client. The Manager Fee represents the fee range of the third-party strategist that may provide allocation models for an account. Any fees that an RIA charges a

client for managing an account on the IndeSuite Program are separate from the Total Fee and other fees below and are generally set forth in the agreement between a client and their RIA.

<u>Assets</u>	<u>Program Fee</u>		<u>Manager Fee</u>		<u>Total Fee</u>	
	<u>Minimum</u>	<u>Maximum</u>	<u>Minimum</u>	<u>Maximum</u>	<u>Minimum</u>	<u>Maximum</u>
\$0 to \$100,000	0.00%	0.33%	0.00%	0.82%	0.00%	0.82%
\$100,000 to \$250,000	0.00%	0.18%	0.00%	0.82%	0.00%	0.82%
\$250,000 to \$500,000	0.00%	0.23%	0.00%	0.52%	0.00%	0.52%
\$500,000 to \$750,000	0.00%	0.18%	0.00%	0.52%	0.00%	0.52%
\$750,000 to \$1,000,000	0.00%	0.16%	0.00%	0.32%	0.00%	0.32%
\$1,000,000 to \$2,000,000	0.00%	0.15%	0.00%	0.32%	0.00%	0.32%
Above \$2,000,000	0.00%	0.14%	0.00%	0.32%	0.00%	0.32%

*An annual custody fee of \$250 may apply. In addition, a minimum platform fee of \$125 may be applied if threshold is not met.

Institutional Money Management

Envestnet has entered into agreements with various third parties that will manage assets either directly or through pooled investment vehicles. Under this service, RIAs recommend managers to invest assets based upon the client's investment objectives and risk tolerance. Clients may be restricted in their ability to directly contact and consult with managers or Envestnet, but their RIAs are available to address any questions, issues or concerns regarding these managers or their recommendations. The primary ways an RIA may provide their clients' access to a manager through the IndeSuite Program are described below:

- *Separately Managed Accounts (SMAs)*

SMAs are accounts managed by firms who typically invest assets for large institutions and high net worth individuals. Unlike mutual funds, where assets are pooled with those of other investors, SMAs provide direct ownership by the client of the individual securities and ETFs within the SMA portfolio. This structure provides more control over the assets, allowing both the client and their RIA to customize an investment solution that reflects individual goals and objectives. SMAs typically have a minimum account size requirement of \$100,000, though some third-party managers require a minimum account size of \$250,000. The fees for management of an SMA are generally within the ranges set forth below. The Program Fee represents the fee range for IndeSuite, Envestnet and the custodian providing services to an account. The Manager Fee represents the fee range of third-party managers that may provide management of an account. Any fees that an RIA charges a client for managing an account on the IndeSuite Program are separate from the Total Fee and other fees below and are generally set forth in the agreement between a client and their RIA.

Equity SMA Assets*

	<u>Program Fee</u>	<u>Manager Fee</u>	<u>Total Fee</u>
<u>Assets</u>			
\$0 to \$250,000	0.67%	0.50%	1.17%
\$250,000 to \$500,000	0.50%	0.50%	1.00%
\$500,000 to \$1,000,000	0.43%	0.50%	0.93%
\$1,000,000 to \$2,000,000	0.39%	0.50%	0.89%
\$2,000,000 to \$5,000,000	0.36%	0.50%	0.86%
Above \$5,000,000	0.32%	0.50%	0.82%

*An annual minimum custody fee of \$250 may applied if the threshold is not met. In addition, a minimum platform fee of \$125 may be applied if threshold is not met. The manager fee may vary.

Fixed Income SMA Assets*

	<u>Program Fee</u>	<u>Manager Fee</u>	<u>Total Fee</u>
<u>Assets</u>			
\$0 to \$250,000	0.52%	0.35%	0.87%
\$250,000 to \$500,000	0.40%	0.35%	0.75%
\$500,000 to \$1,000,000	0.33%	0.35%	0.68%
\$1,000,000 to \$2,000,000	0.30%	0.35%	0.65%
\$2,000,000 to \$5,000,000	0.35%	0.35%	0.70%
Above \$5,000,000	0.25%	0.35%	0.60%

*An annual minimum custody fee of \$250 may applied if the threshold is not met. In addition, a minimum platform fee of \$125 may be applied if threshold is not met. The manager fee may vary.

- *Unified Manager Accounts (UMAs)*

UMAs are accounts that combine traditional SMAs, individual securities, mutual funds and ETFs into a single diversified portfolio. Assets are directly invested within each asset class by an overlay manager who is typically responsible for initially allocating assets within each asset class and monitoring and rebalancing among the asset classes. UMAs typically have a minimum annual account size requirement of \$150,000. The fees for management of a UMA are generally within the ranges set forth below. The Program Fee represents the fee range for IndeSuite, Envestnet and the custodian providing services to an account. The Manager Fee represents the fee range of third-party managers that may provide services for of an account. Any fees that an RIA charges a client for managing an account on the IndeSuite Program are separate from the Total Fee and other fees below and are generally set forth in the agreement between a client and their RIA.

UMA Assets*

<u>Assets</u>	<u>Program Fee</u>		<u>Manager Fee</u>		<u>Total Fee</u>	
	<u>Minimum</u>	<u>Maximum</u>	<u>Minimum</u>	<u>Maximum</u>	<u>Minimum</u>	<u>Maximum</u>
\$50,000 to \$250,000	0.52%	0.67%	0.35%	0.50%	0.87%	1.17%
\$250,000 to \$500,000	0.40%	0.50%	0.35%	0.50%	0.75%	1.00%
\$500,000 to \$1,000,000	0.33%	0.43%	0.35%	0.50%	0.68%	0.93%
\$1,000,000 to \$2,000,000	0.30%	0.39%	0.35%	0.50%	0.65%	0.89%
\$2,000,000 to \$5,000,000	0.35%	0.36%	0.35%	0.50%	0.70%	0.86%
Above \$5,000,000	0.25%	0.32%	0.35%	0.50%	0.60%	0.82%

*An annual minimum custody fee of \$250 may applied if the threshold is not met. A minimum platform fee of \$125 may be applied if threshold is not met. *An additional charge of up to 0.02% for every SMA manager chosen in a UMA account also applies.* The manager fee may vary.

Additional Information About Fees

All IndeSuite Program Fees are negotiable, subject to the maximum amount set forth above and charged on a per account basis. The cost of the services provided through the IndeSuite Program may be more or less than the cost of purchasing similar services separately. Among the factors impacting the cost of the IndeSuite Program are the account size, type of account registration, nature of services provided, amount of assets specific to a particular strategy and the particular service or third-party manager selected.

RIAs who recommend the IndeSuite Program may receive compensation as a result of their client's participation in the IndeSuite Program. This compensation may be more than what the RIA would receive

if the client participated in other programs or services, or paid separately for investment advice, brokerage and other services. Therefore, RIAs may have a financial incentive to recommend the IndeSuite Program over other programs or services that we or third parties offer. An RIA may receive additional economic benefit as a result of business with IndeSuite in the form of reduced charges for the platforms and services IndeSuite makes available to the RIA for use with their clients. These reduced charges may be based upon the aggregate amount of assets of the RIA's clients that utilize the platforms and services of IndeSuite or other factors in our discretion. An RIA may therefore have a financial incentive to recommend IndeSuite and the IndeSuite Program over other platforms or services IndeSuite or its affiliates offer, or that are otherwise available to an RIA.

Other costs that may be assessed that are not part of the IndeSuite Program Fee include fees for portfolio transactions executed away from the applicable custodian, dealer mark-ups, electronic fund and wire transfers, spreads paid to market-makers, dealer mark-ups, market maker spreads and exchange fees, among others. Accounts may also be subject to transaction-based ticket charges assessed by the custodian for the purchase of certain investments. Any and all non-brokerage related account fees, including retirement account annual custodial fees and account transfer fees, apply to each account. The above listed amounts do not include other amounts that an account may be subject to, such as redemption charges and the initial and ongoing expenses paid to third-party investments or third-party pooled investment vehicles, such as mutual funds, annuities or alternative investments. Such expenses are usually set forth in the applicable offering document of the investment and are payable or borne in addition to any fee outlined above.

INVESTMENT AND BROKERAGE DISCRETION

By choosing to participate in the IndeSuite Program, clients of an RIA grant discretionary investment authority to their RIA and us so that each may take all necessary steps for providing advisory services for an account, such as determining the securities and amount to be bought or sold and recommending any appropriate third-party strategist or third-party manager.

A client may designate a broker/custodian for their assets and thus we will not have authority to negotiate commissions among various brokers or to obtain volume discounts and best execution may not be achieved. Not all investment advisers require directed brokerage. Clients in the IndeSuite Program may pay higher commissions, transaction cost, and receive less favorable net prices than other clients to the extent the broker or custodian separately charges for their services. Third-party managers may have policies to aggregate trades with their own trades or trades for other clients as disclosed in more detail in each third-party's disclosure Brochure or other offering document, as applicable.

One of the broker/custodians a client of an RIA may designate in the IndeSuite Program is Charles Schwab & Co. Inc. (Schwab). Schwab provides IndeSuite with access to Schwab's institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Advisor Services (which serves independent investment advisors and includes the custody, trading and support services of Schwab). These services are not contingent upon IndeSuite committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available.

Schwab Advisor Services makes available to IndeSuite other products and services that benefit IndeSuite but may not directly benefit the accounts of an RIA's clients. Many of these products and services may be

used to service all or some substantial number of such RIA's client accounts on the IndeSuite Program, including accounts not maintained at Schwab.

Schwab's products and services that assist IndeSuite include software and other technology that (i) provide access to account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of IndeSuite and an RIA's fees from clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help IndeSuite manage and further develop its business enterprise. These services may include: (i) publications and conferences on practice management and business succession; and (ii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to IndeSuite. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to IndeSuite. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of IndeSuite personnel. In evaluating whether to recommend or require that clients of an RIA custody their assets at Schwab, IndeSuite may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Other Business Activities

IndeSuite also provides products and services other than the IndeSuite Program, some of which are described below. Please refer to our disclosure Brochure for more information and disclosure regarding IndeSuite.

RIA Managed Accounts

IndeSuite provides RIAs a customizable asset management software program through a web-enabled platform which allows to RIAs to create their own model portfolios and directly manage accounts for their clients separate from the IndeSuite Program (RIA Managed Account). In these situations, IndeSuite is providing only administrative services, provides no advisory services and is not responsible for the selection of the specific investment choices made with respect to an RIA Managed Account.

Administrative Services

An RIA may provide advisory services to their clients separate from the IndeSuite Program. In these circumstances, IndeSuite may only provide administrative services to the RIA such as access to various custodial or clearing firms to RIAs and fee-billings services for accounts of RIA clients. IndeSuite will not provide any advisory services to an RIA for these accounts. An RIA, and not IndeSuite, is responsible for all aspects of these client relationships including, gathering information from their clients and determining suitability as well as processing of these accounts with the applicable custodian or clearing firm. Clients are responsible for any and all costs of the applicable custodian chosen by the client or RIA. IndeSuite has no responsibility for supervision over this process by RIAs, and an RIA, not IndeSuite, is responsible for determining suitability over such accounts.

As of December 31, 2012, we managed \$0 in assets for approximately 0 clients. Approximately \$0 is managed on a discretionary basis, and approximately \$0 is managed on a non-discretionary basis.

Account Requirements and Types of Clients

Our clients include individuals, pension and profit sharing plans, corporations and other business organizations, trusts, estates and charitable organizations. We generally require a minimum account level of \$50,000 for new accounts although we may waive the account minimum from time to time at our discretion.

Portfolio Manager Selection and Evaluation

Our research and due diligence process is a multi-step approach designed to identify and monitor the managers in the IndeSuite Program to provide services for you over various market cycles. Through our relationship with Envestnet, we rely primarily on Envestnet to identify prospective managers and to perform due diligence on such managers that may be selected in the IndeSuite Program. Managers are typically evaluated based on data and information from various third-party sources, such as independent databases, and from the particular manager. Among the information collected and analyzed are historical performance, investment philosophy, investment style, historical volatility and correlation across asset classes.

To the extent Envestnet has not performed the research and due diligence on a third-party manager, we will review the third-party through our internal due diligence process. Managers are typically evaluated based on data and information from various third-party sources, such as independent databases, and from the particular manager. Among other things, our process entails examining items such as the disclosure Brochure on Form ADV, Part 2A of the manager, any applicable offering document, performance reports and other information as deemed necessary to help determine the third-party's investment strategy. We also attempt to verify information by comparing it to publicly available sources.

RIAs are also responsible for the selection of any third-party investments or investment vehicle based upon your specific situation, requirements and suitability. RIAs will recommend the replacement of any third-party investments or investment vehicle consistent with their duties as a fiduciary under applicable law.

As soon as possible, but in no event later than 45 days after the end of each calendar quarter, we, the custodian or Envestnet will make available via electronic means a quarterly statement containing a description of all activity in an account during the previous quarter. Account statements will be forwarded by the custodian on a quarterly basis. As with all investments, we do not guarantee positive performance results.

We typically do not review performance information of third parties and performance information may not be calculated on a uniform or consistent basis among third-party managers available through the IndeSuite Program. Further, third parties may not calculate performance in accordance with any industry or other standards.

We are owned by National Financial Partners Corp. (NFP), which owns other registered investment advisers, broker-dealers, insurance agencies and other product and service providers (NFP Affiliates). From time to time, we may recommend or provide products and services from or through NFP Affiliates and these NFP Affiliates and our firm may receive compensation as a result of such recommendations. Recommending or providing products or services by or through an NFP Affiliate may be deemed to create a conflict of interest since it could result in increased compensation to an NFP Affiliate. By way of

example, we make available to through our relationship with Envestnet, the money management services of DiMeo Schneider & Associates, LLC (DiMeo Schneider) on the IndeSuite Program. The use of DiMeo Schneider may create a conflict of interest since it could result in increased compensation to us or our affiliate. We use the same research, selection and review process for any NFP Affiliate as we do unaffiliated firms.

Client Information Provided to Portfolio Managers

Your information is forwarded to us and to Envestnet so that it may be sent along to any appropriate third-party strategist or third-party manager to perform the services of the IndeSuite Program described above.

Client Contact with Portfolio Managers

You may be restricted in your ability to directly contact and consult with the strategists, portfolio managers and Envestnet regarding your account and participation in the IndeSuite Program.

Additional Items

Disciplinary History

We have no legal or disciplinary events relating to our firm's services.

Other Financial Industry Activities or Affiliations

Although we primarily provide investment advice to RIAs and to their clients, we also provide technology applications, operational support, administrative infrastructure, access to service providers and other financial services tools to assist RIAs in their business as an investment adviser. Such other business activities include: a customizable asset management software program through a web-enabled platform, reporting services for account holdings and performance, back office account set up and processing, fee-billing for accounts and aggregation of client data for RIAs. Employees and agents of RIAs may also be registered securities representatives of an affiliated broker-dealer of ours, NFP Securities, Inc. (NFPSI) or independently licensed as insurance agents. IndeSuite does not provide securities and fixed insurance products or insurance services and to the extent an RIA provides such products or services to clients, they do so outside of the supervision of IndeSuite.

We are owned by National Financial Partners Corp. (NFP), which owns other investment advisers, broker-dealers, insurance agencies and other product and service providers (NFP Affiliates). From time to time, we may recommend products and services of or through NFP Affiliates and these NFP Affiliates, as well as our firm, may receive compensation as a result. Such a recommendation may be deemed to create a conflict of interest since it could result in increased compensation to an NFP Affiliate and our firm. By way of example, we are affiliated with various insurance agencies and brokers that purchase and sell insurance. RIA personnel may also be licensed insurance agents or assist in the purchase or sale of insurance policies. The purchase or sale of insurance through an affiliated insurance agency or broker creates a conflict of interest since that affiliate would receive compensation in connection with the

transaction in addition to any advisory fees you pay him or her. Our affiliation with such insurance agencies and brokers, and the additional compensation an RIA may receive irrespective of our affiliation, creates a conflict of interest to the extent our affiliates or RIAs receive compensation in addition to the advisory fees we receive.

As a general matter, we do not oversee and are not responsible for overseeing the sale of securities or fixed or general account insurance products or annuities sold on a commission basis by personnel of an RIA in their individual agent capacity. The recommendation to purchase a commission product presents a conflict of interest since the receipt of commissions may provide an incentive to recommend you products based on commissions to be received, rather than your particular needs. You are under no obligation to purchase any commission products from RIAs or their associated persons.

In some instances, the NFP Affiliate may be a registered investment adviser and the general partner of partnerships (Affiliated Adviser), which are typically structured as a fund of funds investments. These Affiliated Adviser partnerships may invest in securities or interests of other partnerships. We disclose our Affiliated Advisers in Part I of our Form ADV, which is publicly available on the SEC website (www.sec.gov). Additional information about the Affiliated Advisers is available in Section 7.B of Schedule F of the Form ADV of the applicable Affiliated Adviser and/or the offering memorandum applicable to the Affiliated Adviser partnership.

Additional examples of our relationship with other NFP companies includes our ability to recommend the products or services of our affiliate, DiMeo Schneider & Associates, LLC (DiMeo Schneider), P&A Capital Advisors, Inc. (P&A), and the insurance services available through NFP Insurance Services, Inc. (NFPISI). We make available the money management services of DiMeo Schneider. We also engage DiMeo Schneider to perform due diligence on certain investment products. The recommendation and use of DiMeo Schneider may create a conflict of interest since our affiliate could receive increased compensation. P&A is a fund of hedge funds made available to Advisors through various NFP Securities, Inc. platforms. The recommendation and use of P&A creates a conflict of interest since our affiliate could receive increased compensation. NFPISI is an insurance brokerage through which persons associated with an RIA may sell insurance products. A recommendation to purchase insurance and to utilize the services of NFPISI and we and your RIA may directly or indirectly receive compensation in addition to advisory fees you pay. The use of NFPISI to purchase insurance creates a conflict of interest since we our affiliate may receive compensation in addition to advisory fees you pay. RIAs may provide insurance products and services unrelated to our services through an NFP Affiliate. The use of an NFP Affiliate's products or services may create conflicts of interest to the extent we or an NFP Affiliate directly or indirectly receive additional compensation as a result of recommending or selling products or services of or through the NFP Affiliate.

You should read the brochure of your RIA and any other materials provided by these other investment advisers for information regarding their services and fees if you engage them to provide you advisory services.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We maintain a written code of ethics in accordance with the Advisers Act that is intended to create an ethical culture for our firm. Our code of ethics requires our personnel to treat sensitive information confidentially, not misuse material non-public information about client transactions, report violations of

the code and comply with federal securities laws. The code of ethics also requires certain personnel to report their personal securities holdings. We will provide a copy of our code of ethics upon request.

Our employees and personnel may invest for their own accounts in securities which may also be recommended and made available. Our code of ethics requires client interests be placed before our employees' own interests. Personal trades which consist of mutual funds or exchange traded-funds will typically not have an impact on client trading or impact securities markets.

Review of Accounts

An RIA will contact their clients at least annually to review the performance of the client's IndeSuite Program account and any changes to the financial situation, investment goals and objectives of the client. Clients are required to provide their RIAs with updated information regarding their financial condition and changes that may have occurred in the client's objectives, time horizon or risk tolerance. Clients should contact their RIAs regarding any questions about the management of their account in the IndeSuite Program.

Client Referrals and Other Compensation

We may compensate affiliated and unaffiliated third-parties called "solicitors" to refer to us clients and prospects they believe would benefit from our investment advisory services. Any such arrangements with an unaffiliated third-party will be designed to comply with the Advisers Act, which requires, among other things, that you receive this brochure, we execute an agreement with the solicitor, and that you receive a compensation disclosure statement detailing the amount we will pay the solicitor that referred you.

We may also enter into arrangements where we and our RIAs refer you to affiliated and unaffiliated investment advisers that will provide advisory services to you. When we make such a referral, we and our RIA will typically receive a portion of the total fee the investment adviser charges you for so long as they provide you services. We and your RIA may also receive a transaction fee for such services as a solicitor. Any such arrangements will be designed to comply with the Advisers Act.

Our affiliate NFP Securities (NFPSI) may receive both financial and non-financial support from certain mutual fund, insurance and other companies or their affiliates based upon the sale of such companies' products by employees or agents of RIAs in their capacity as registered representatives of NFPSI. These payments are in addition to the sales charges, rule 12b-1 fees, redemption fees, deferred sales charges and other fees and charges described in the prospectus fee tables or offering documents of the various products. Additional information regarding the companies and amounts and types of compensation NFPSI may receive is available on its web site at <http://www.nfpsecurities.com/home/company.asp>. If you do not have access to our web site, you may contact our home offices for additional information. These relationships may be deemed to create a conflict of interest as they could result in increased compensation for our affiliate. We are owned by National Financial Partners Corp. (NFP), which owns other registered investment advisers, broker-dealers, insurance agencies and other product and service providers (NFP Affiliates). From time to time, we may recommend or provide products and services from or through NFP Affiliates to an RIA and these NFP Affiliates and our firm may receive compensation as a result of such recommendations. Recommending or providing products or services by or through an NFP Affiliate may be deemed to create a conflict of interest since it could result in increased compensation to an NFP Affiliate. By way of example, we make available to RIAs through our relationship with Envestnet, the money management services of DiMeo Schneider & Associates, LLC (DiMeo Schneider). The use of

DiMeo Schneider by an RIA may create a conflict of interest since it could result in increased compensation to us or our affiliate.

If your RIA is also a registered representative of our firm, our another broker-dealer, your RIA may receive, or may have already received, compensation in connection with products or services purchased for you in addition to any advisory fees you pay us. Similarly, many of our RIAs are independent insurance agents that sell insurance through our NFP Affiliates. As such, the RIAs and NFP Affiliates may receive compensation in connection with your purchase of securities or insurance in addition to any advisory fees you pay us. These relationships create a conflict of interest as they result in increased compensation to us, your RIA or NFP Affiliates.

We may charge a non-refundable due diligence fee to third-party managers or product sponsors considered for inclusion in our investment platforms available to RIAs. Paying such fee does not guarantee acceptance on any of our platforms or access to our RIAs. We do not share these fees with our RIAs. Initial fees charged may be up to \$5,000, depending on the complexity of the manager and the resources we need to perform the due diligence. Thereafter, the due diligence fee is typically \$1,500 annually, but may be more or less than this amount based upon the third-party manager and the nature of its services. We may waive these fees from time to time.

If we utilize the services of other broker-dealers and custodians to execute or assist us in filling customer trade orders, we may receive compensation from such broker-dealers in connection with the trades. In addition, we may receive execution price discounts and other compensation from these custodians and broker-dealers.

We have arrangements with various third-party managers or service providers that our Advisors may refer to you for services. We receive compensation from these managers or service providers to support conferences, training, marketing efforts, staffing, ongoing education of Advisors and the marketing efforts we perform on their behalf. These fees are negotiable, and can be up to \$105,000. In addition, we receive compensation from various third party managers or service providers based upon a percentage of our client assets under their management. Such compensation may be up to 0.19% of the assets under management. You are not charged a higher fee based upon these arrangements. The third party managers or service provides with which we currently have such arrangements are: Envestnet Asset Management, Inc. ("Envestnet"), Genworth Financial Wealth Management, Icon Advisors, Inc., SEI Investments Management Corporation ("SEI") and Green Investment Management. Through our relationship with Envestnet, Envestnet pays us compensation based upon a percentage of client assets invested with the following third party managers and product sponsors: AXA Advisors, Clark Capital, Loring Ward, PMC/SIGMA, Russell Investments, Nationwide Financial, DiMeo Schneider & Associates and Symmetry Partners. Such compensation may be up to 0.18% of our clients' assets under management with these third party managers. These relationships create a conflict of interest as they result in increased compensation to us.

Voting Client Securities

We do not, nor our RIAs, vote proxies for any clients.

Financial Information

We do not have any financial condition likely to impair us from meeting our contractual commitments to you.