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BROCHURE

March 28, 2013

This brochure provides information about the qualifications and business practices of PPS Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at (800) 634-3695 or email clientservices@ppsadvisors.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. Registration with the Securities and Exchange Commission does not imply any particular level of skill or training.

Additional information about PPS Advisors, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

Since its brochure dated March 28, 2012, PPS Advisors, Inc. updated its brochure to move the information regarding the services for which it charges an all-inclusive (or “wrap”) fee to a new separate wrap fee brochure.

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Advisory Business

PPS Advisors, Inc. doing business as Professional Planning Services (“PPS”) provides consulting and management of investment portfolios for individuals, pension and profit sharing plans, trusts and business entities, in accordance with the investment objective(s) of the client. Clients may restrict or prohibit purchases of certain securities or certain types of securities for their accounts. In addition, to the extent specifically requested by a client, PPS may provide financial planning services to its investment management clients on investment and non-investment related matters.

PPS has been in business since 2010. Lawrence N. Passaretti, the founder and Chief Executive Officer and Chief Investment Officer of PPS, owns more than 25% of PPS. As of March 28, 2013, PPS manages approximately \$257 million in assets on a discretionary basis and approximately \$27 million in assets on a non-discretionary basis.

PPS offers the following services:

Comprehensive Personal Financial Counseling. PPS works with clients to define financial goals and priorities, develop a financial strategy and prepare a written plan that addresses investments, education funding, retirement planning, cash flow management, insurance, employee benefits and estate planning. PPS helps the client implement the plan and then monitors it, reviewing plans periodically as conditions warrant. In certain circumstances, PPS provides personal financial counseling for a per engagement flat fee and/or an annual flat fee or at hourly rates and a written plan is not produced.

Retirement Plan Consulting. PPS assists clients with determining suitable investments for the investment alternatives available in their retirement plan. PPS reviews the individual’s plan goals and investment offering periodically as conditions warrant and may facilitate communication between the client and plan administrator and record keeper. PPS provides plan sponsors in designing, selecting, establishing and maintaining a qualified retirement plan for a per engagement flat fee and/or an annual flat fee or at hourly rates and a written plan is not produced.

Investment Review & Analysis. First, PPS consults with the client to obtain his/her risk tolerance profile, investment time horizon and investment goals. Next, PPS reviews the client’s portfolio for inefficiencies in the areas of expenses, taxes, asset allocation, liquidity and overall investment strategy. Once identified, PPS optimizes the liabilities of the portfolio as it relates to expenses and taxes. Finally, PPS creates an investment strategy that is in line with the client's goals and risk tolerance. In certain cases, PPS may engage one or more subadvisers on a client’s behalf to help implement the client’s investment strategy. In certain circumstances, PPS provides investment counseling and management for a per engagement flat fee and/or an annual flat fee or at hourly rates rather than a stated percent for assets under management.

Variable Annuity and Variable Life Insurance Consulting. PPS assists clients with determining suitable investment alternatives for the investment options available in variable annuity and/or variable life insurance policies. PPS reviews the individual’s goals and investment offering periodically as conditions warrant and provides advice regarding investment options upon request. PPS provides variable insurance and annuity counseling for a per engagement flat fee and/or an annual flat fee or at hourly rates.

Insurance Consulting. PPS helps clients choose a life insurance policy, evaluate key features and terms of policies and determine the appropriate amount of coverage. PPS determines the financial strengths of the insurer and explains the terms of the policies, including how the terms may affect clients. PPS

reviews a client's goals and other financial circumstances to select a policy that fits within the client's goals and plans. PPS provides insurance counseling for a per engagement flat fee and/or an annual flat fee or at hourly rates.

Estate Planning. PPS works with clients to understand how the client wants to provide for others. PPS discusses transferring assets to intended beneficiaries, reducing administration costs, reducing taxes, protecting an estate from mismanagement and protecting assets from creditors and other claims. Once PPS understands a client's goals, PPS designs a fully explained estate plan tailored to meet a client's objectives.

Review of Asset Protection Plans. PPS reviews the client's risk management systems. PPS analyzes the client's health, life and disability insurance policies. We look for inefficiencies in the area of premium outlays, insurance definitions, coverage limits, etc. Once identified, we create an asset protection plan for the client that fits their needs as it relates to age, income, health, and long term financial goals. This service does not contemplate the purchase of a full financial plan.

Review of College Saving Plans. First, PPS gathers information about the client's family regarding who is intended to attend college (personal, children, etc), who in the family wishes to aid in funding the savings (parents, siblings, grandparents, in-laws, etc.), and to what extent they wish to fund the education. Next, PPS reviews tax and income information to determine how much money can be given to the college savings plan. Then, PPS determines the appropriate investment vehicles to use based on the amount of control and liquidity the major contributors wish to have over the funds invested. Using all these factors, PPS creates a college savings plan to fit the client's goals. PPS provides college education counseling for a per engagement flat fee and/or an annual flat fee or at hourly rates.

Comprehensive Reporting Service. This service is provided to clients who seek quarterly comprehensive reports of all their investment accounts, including, among others, managed accounts, brokerage accounts, retirement plans, variable annuities, etc.

Third Party Wrap Fee Programs. PPS participates in wrap fee programs sponsored by third party managers, by providing management services. There are no differences between how PPS manages wrap fee accounts and how PPS manages other accounts. PPS receives a portion of the wrap fee the third party manager charges for the portfolio management services PPS provides to the third party manager's wrap fee accounts.

Other Services. PPS also offers a managed account wrap fee program provided to clients for an all-inclusive fee. A brochure for the program is delivered to clients participating in each program and may be obtained by contacting PPS at the address or phone number contained on the cover page of this brochure.

Fees and Compensation

Investment adviser representatives of PPS who are also registered representatives of American Portfolios Financial Services, Inc. ("APFS"), a registered broker-dealer, may receive commissions on sales of annuity products in their individual capacities as registered representatives of APFS. These commissions are from the sale of the annuity product and are separate from PPS's advisory fee that may be charged for the ongoing portfolio allocation strategies and oversight. This practice presents a conflict of interest and gives the PPS/APFS representative an incentive to recommend investment products based on the compensation they receive rather than the client's needs. To address this conflict, for clients of PPS with respect to which a PPS investment adviser representative receives commissions on the sale of an annuity

product as a registered representative of APFS, the advisory fee charged to the account will be reduced by the amount received by the investment adviser representative for selling the annuity product.

PPS may invest client assets in alternative investments, including private securities offerings and private investment funds. Officers or employees of PPS as registered representatives of APFS may receive an upfront brokerage commission for the sale of these alternative investments. This practice presents a conflict of interest and gives PPS employees an incentive to recommend investment products based on the compensation received, rather than on a client's needs. To address the conflict that arises, for purposes of calculating the advisory fee for your account, the value of the alternative investment will not be included as an asset for the first twelve (12) months following your purchase. While the asset is held in your account, the alternative investment will be valued at the subscription price you paid for the investment. The companies issuing these alternative investments may be affiliated with officers or employees of PPS, officers or employees of PPS may also invest in these alternative investments, and these alternative investments will be illiquid for the duration of your investment, which means that for the duration of the investment you will not be able to sell or transfer the investment or there may be restrictions on your ability to sell or transfer the investment.

PPS may charge clients a fixed, hourly or asset-based fee for financial planning and/or retirement planning services. The hourly rates, which are negotiable, range from \$150 to \$500 per hour and the fixed fee, which is negotiable, typically ranges from \$500 to \$25,000. The asset-based fee has a maximum cap of 3.00%.

Performance-Based Fees and Side-by-Side Management

This item is not applicable to PPS's non-wrap fee clients.

Types of Clients

PPS provides consulting and management of investment portfolios for individuals, pension and profit sharing plans, trusts and business entities.

PPS requires a minimum account size of \$25,000, which may be waived.

Methods of Analysis, Investment Strategies and Risk of Loss

PPS Strategic Asset Allocation Models

PPS is a quantitative manager that does not employ overlay managers for the management of its models. Its key decision points on the positions selected are based on several criteria, including performance, manager tenure, tax efficiency, risk and up and down market capture. Asset allocation decisions, investment selection, buy/sell disciplines, performance and screening methodology are reviewed in entirety at the beginning of each quarter at PPS's Investment Committee meeting led by our Chief Investment Officer. The decisions made at this meeting determine the macro investment philosophy for the allocation models and risk tolerances that correspond to the allocation market benchmarks, as well as make any required strategic or tactical changes. Mutual fund, ETF or individual equity positions that fail to meet our screening process are removed and replaced. Additionally, mutual fund positions that show an increase in standard deviation and beta are further examined to ensure that the holdings are consistent with the mutual fund's prospectus.

PPS has developed five models that it manages on a discretionary basis that include:

- Income with Capital Preservation
- Income with Moderate Growth
- Growth and Income
- Growth
- Aggressive Growth

These models are created and tested through the Morningstar Advisor Workstation for appropriate risk/return ratios within each model. The model allocations allow for up to a 5% variance from the established model before rebalancing is required. This prevents excess trading that may impact tax consequences and performance on the portfolios. Asset classes that can be used in the models are Domestic and Foreign Equities in all market cap disciplines including sovereign, corporate and high yield debt of both domestic and foreign issuers. Other Fixed Income securities may include the use of MLPs, REITs, Preferred Stock and other dividend plays. PPS also employs alternative asset classes that may include sector bets, real estate, natural resources, hard assets and hedged positions.

Within these portfolios, PPS does not view itself as an active trader, but does trade/adjust client accounts based on the economic environment, interest rates and business forecast.

Other Assets

With respect to that portion of a client's account that is not invested in accordance with the above models, PPS manages those assets in accordance with the client's Investment Policy statement.

Material Risks

Investing in securities involves risk of loss that clients should be prepared to bear.

The material risks involved in investing with PPS include:

Market Risk – All securities are subject to market risk. The values of the securities held by a client may fall rapidly or unpredictably due to a variety of factors, including changing economic, political or market conditions.

Mutual Fund/ETF Risk – As a shareholder of mutual funds or ETFs, clients bear their proportionate share of the underlying fund's fees and expenses. As a result, a client's cost of investing will be higher than the cost of investing directly in the underlying funds and may be higher than investment strategies that invest directly in stocks. In addition, a client's investments in mutual funds or ETFs are subject to the particular risks described in the mutual funds/ETFs' prospectuses, copies of which are provided to the client and which PPS urges the client to read.

Equity Securities Risk – To the extent a client's account invests in equity investments (i.e., stocks), a particular stock, an industry or stocks in general may fall in value. The value of a client's account will go up and down with the prices of the securities in which the account invests. The prices of stocks change in response to many factors, including the historical and prospective earnings of the issuer, the value of its assets, management decisions, decreased demand for an issuer's products or services, increased

production costs, general economic conditions, interest rates, currency exchange rates, investor perceptions and market liquidity.

Fixed Income Securities Risks – To the extent a client’s account invests in fixed income securities (i.e., bonds), the investment is subject to call risk, which is the possibility that an issuer may redeem the security before maturity (a call) at a price below its current market price. An increased likelihood of a call may reduce the security’s price. If a fixed income security is called, an account may have to reinvest the proceeds in other fixed income securities with lower interest rates, higher credit risk, or other less favorable characteristics.

Debt obligations are also generally subject to the risk that the issuer may be unable to make principal and interest payments when they are due. In addition, securities could lose value because of a loss of confidence in the ability of the borrower to pay back debt. Non-investment grade debt – also known as “high-yield bonds” or “junk bonds” – has a higher risk of default and tends to be less liquid than higher-rated securities.

Fixed income securities are subject to the risk that the securities could lose value because of interest rate changes. For example, bonds tend to decrease in value if interest rates rise. Debt obligations with longer maturities sometimes offer higher yields, but are subject to greater price shifts as a result of interest rate changes than debt obligations with shorter maturities.

Certain fixed income securities, including mortgage-backed securities carry prepayment risks. Prices and yields of mortgage-backed securities assume that the underlying mortgages will be paid off according to a preset schedule. If the underlying mortgages are paid off early, for example when homeowners refinance as interest rates decline, an account may be forced to reinvest the proceeds in lower yielding, high-priced securities. This may reduce an account’s total return.

Foreign Securities Risks – The risks may be enhanced depending on the market (e.g., whether the country is developed or developing). The risks of foreign investment include: less liquidity, enhanced volatility due to currency, social and political instability, restrictions on foreign investment and repatriation of capital, less complete and reliable information about foreign companies, reduced government supervision of some foreign securities markets, lower responsiveness of foreign management to shareholder concerns, economic issues or developments in foreign countries, and, in some cases, emerging markets risks, including limited trading volume, expropriation, devaluation or other adverse political or social developments.

Liquidity Risks – Certain investments that are classified as Alternative Investments, Private Placements, Non-Publicly Traded REITS, Limited Partnerships or New Issues may have limited liquidity and may not be available for immediate liquidations. These types of investments are offered pursuant to an offering memorandum. Clients should read the entire offering memorandum to fully understand these liquidity risks prior to investing.

Short Sale Risks – Positions in shorted securities are speculative and more risky than long positions (purchases) in securities because the maximum sustainable loss on a security purchased is limited to the amount paid for the security plus the transaction costs, whereas there is no maximum attainable price of the shorted security. Therefore, in theory, securities sold short have unlimited risk. Short selling will also result in higher transaction costs (such as interest and dividends), and may result in higher taxes, which reduce an account’s return.

Disciplinary Information

PPS does not have any material legal or disciplinary events to disclose.

Other Financial Industry Activities and Affiliations

Mr. Passaretti and Mr. Catanzaro, officers of PPS, as well as other employees and/or investment adviser representatives of PPS, in their individual capacities, are registered representatives of a registered broker-dealer, APFS. As a result, they are licensed to effect securities brokerage transactions on a fully disclosed commission basis and may receive initial and/or annual commissions on sales of certain annuities. The fees that these individuals may receive for providing brokerage services are separate and apart from any fees that PPS may receive for the investment services it provides, which are discussed in “Fees and Compensation” above.

APFS has made loans to officers and employees of PPS, and the related promissory notes include a continued forgiveness provision whereby the loan is forgiven if the individual remains registered with APFS and is in active production as a registered representative. However, the promissory notes do not require specific production minimums for loan forgiveness nor do they provide that the loans will be forgiven at an accelerated rate if any specific production targets are achieved. Accordingly, PPS does not believe these arrangements create a conflict of interest or cause an incentive to place trades with APFS in exchange for having the loans forgiven.

Mr. Catanzaro is an investment adviser representative of American Portfolios Advisors, Inc. (“APA”), a registered investment adviser, and affiliate of APFS.

PPS has a written service agreement with APA pursuant to which APA provides administrative services to PPS in exchange for a percentage of the revenue PPS earns from clients.

Mr. Passaretti and Mr. Catanzaro, as well as other employees and/or investment adviser representatives of PPS, in their individual capacities, are licensed insurance agents, and are licensed to sell a wide range of insurance products. The fees that these individuals may receive for providing insurance services are separate and apart from any fees that PPS may receive for the investment services it provides, which are discussed in “Fees and Compensation” above. An associate of PPS is also a principal of an accounting firm. The associate may refer accounting clients to PPS for investment advisory services and PPS may refer clients to the accounting firm for accounting services.

PPS recommends or selects other investment advisers or sub-advisers for its clients and PPS receives compensation as a percentage of the overall advisory fee that is set by PPS. PPS is compensated to monitor the investments and performance of the sub-adviser and the sub-adviser is compensated to execute and trade the assets within the account. PPS does not believe this arrangement presents a material conflict of interest for PPS since the total advisory fee is consistent with PPS’s advisory fee schedule.

PPS employees and/or investment adviser representatives may act as solicitors for other investment advisers, pursuant to which they receive compensation from such other investment advisers for recommending advisory clients to them.

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

PPS has adopted a code of ethics as required by Rule 204A-1 under the Investment Advisers Act of 1940. PPS's code of ethics sets forth certain standards of business conduct that govern the personal investment activities of employees and officers of PPS, including the standard that the interests of advisory clients must be placed first at all times. The code of ethics requires access persons of PPS to report their personal securities transactions to PPS on a quarterly basis and their securities holdings upon commencement of employment (or upon becoming an access person) and annually thereafter. Access persons also must obtain approval from PPS's chief compliance officer before they acquire any ownership interest in any security in an initial public offering or limited offering. The code of ethics applies not only to transactions by the individual, but also to transactions for accounts in which the person has an interest individually, jointly or as guardian, executor or trustee, or in which the person or the person's spouse, minor children or other dependents residing in the same household have an interest. Compliance with the code of ethics is a condition of employment. The code of ethics requires all employees and officers of PPS to comply with applicable federal securities laws and to promptly report any violation of the code to the chief compliance officer. Clients may obtain a copy of PPS's code of ethics from PPS upon request.

Officers and employees of PPS may invest in shares of mutual funds and other securities, including alternative investments that are recommended for purchase or sale by clients. PPS officers and employees face a conflict of interest when they buy or sell securities at or about the same time that PPS buys or sells the same securities for client accounts or recommends that clients buy or sell the same securities, because PPS officers or employees could take advantage of the information regarding the client transactions and execute their trades prior to the clients (commonly called "front running"). However, PPS's code of ethics prohibits PPS access persons from buying or selling a security on a day during which a client has a pending buy or sell order in that security until the client's order is executed or withdrawn. This prohibition does not apply to equity securities of an issuer with a market capitalization greater than \$5 billion and average trading volume of at least \$1 million shares per day, because PPS does not believe the potential for front running is present.

PPS may invest client assets in alternative investments, including private securities offerings and private investment funds. Officers or employees of PPS as registered representatives of APFS may receive an upfront brokerage commission for the sale of these alternative investments. This practice presents a conflict of interest and gives PPS employees an incentive to recommend investment products based on the compensation received, rather than on a client's needs. To address the conflict that arises, for purposes of calculating the advisory fee for your account, the value of the alternative investment will not be included as an asset for the first twelve (12) months following your purchase. While the asset is held in your account, the alternative investment will be valued at the subscription price you paid for the investment. The companies issuing these alternative investments may be affiliated with officers or employees of PPS, officers or employees of PPS may also invest in these alternative investments, and these alternative investments will be illiquid for the duration of your investment, which means that for the duration of the investment you will not be able to sell or transfer the investment or there may be restrictions on your ability to sell or transfer the investment.

Brokerage Practices

By agreement and instruction from the client, PPS places transactions through APFS. This is often called a directed brokerage arrangement. Not all investment advisers require their clients to direct brokerage to a particular firm. Certain investment adviser representatives of PPS are also registered representatives of

APFS. Although PPS believes APFS provides favorable execution of transactions, by directing brokerage to APFS, PPS may be unable to obtain favorable execution of client transactions. However, since PPS's management fee covers charges for execution of transactions, clients will not pay more due to the direction of brokerage to APFS. Clients may, however, pay more or less for PPS's services than if they paid for investment advice and execution separately.

PPS may receive from APFS with or without cost (and/or at a discount) support services and/or products, certain of which assist PPS to better monitor and service client accounts. APFS may provide PPS investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by PPS in furtherance of its investment advisory business operations.

Certain of the support services and/or products that PPS may receive from APFS may assist PPS in managing and administering client accounts. Other services or products may not directly provide client account assistance, but rather may assist PPS to manage and further develop its business enterprise. PPS may use these services and other support in servicing any or all of its clients to different degrees and levels. PPS receives substantial benefit from APFS since the support APFS provides relieves PPS from having to maintain its own computer software and other back-office and recordkeeping systems.

Review of Accounts

PPS's principals and associates conduct periodic account reviews. PPS performs client reviews at least annually, which includes a year-to-date performance report and a prior calendar year performance report. Clients should advise PPS of any changes in their investment objectives and/or financial situation. All clients, in person or via telephone, should review their financial planning issues, investment objectives and account performance with us on an annual basis, as applicable.

The broker-dealer/custodian for client accounts provides clients with statements on at least a quarterly basis and confirmation notices as transactions are executed.

Client Referrals and Other Compensation

PPS may receive discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support and/or other products used by PPS in furtherance of its investment advisory business from certain distributors and/or wholesalers. These arrangements may present a conflict of interest for PPS since it has an economic incentive to do business with these distributors or wholesalers. However, since PPS's advisory services are provided in accordance with its screening process in choosing investments for its models, these distributors or wholesalers are not favored over other distributors, wholesalers or product sponsors.

From time to time PPS may enter into agreements providing cash compensation to persons who refer clients to PPS ("solicitors"). These agreements require that the solicitor meet the disclosure and other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as well as comply with other applicable laws and regulations including state securities laws. The terms of the agreements differ somewhat depending upon the circumstances, but generally provide either for compensation equal to a specified percentage of the fees received by PPS from clients referred, or for fixed compensation.

Custody

PPS is deemed to have custody of client assets for purposes of the Investment Advisers Act of 1940 when the custodian deducts PPS's advisory fee from client accounts as directed by the client. Clients will receive at least quarterly an account statement from the client's custodian and PPS urges clients to carefully review those statements.

Investment Discretion

PPS accepts discretionary authority to manage securities accounts on behalf of clients pursuant to an investment advisory agreement in which the client appoints PPS as its agent and attorney-in-fact with full investment power and authority on behalf of the client's account. Pursuant to this discretionary authority, PPS normally will determine which securities to buy or sell for the account, and the total amount of the purchases and sales. Clients may place limitations on this authority, including restricting or prohibiting purchases of certain types of securities.

Voting Client Securities

PPS generally does not vote proxies for securities held in client accounts. However, PPS votes proxies for clients in the American Portfolios Managed Solutions Program (also known as 19T). For clients where PPS does not vote proxies, the broker-dealer custodian forwards proxies to clients. Clients may contact PPS with questions about a particular solicitation; however, PPS will not advise clients regarding how they should vote.

PPS has Proxy Voting Policies and Procedures that set forth the general principles used to determine how PPS votes proxies on securities in client accounts for which PPS has proxy voting authority. PPS's general policy is to vote proxies in the best interests of clients. In pursuing this policy, PPS votes in a manner that is intended to maximize the value of client assets. Because PPS generally makes investments in companies in which PPS has confidence in management, proxies generally are voted in favor of management's recommendation.

PPS's Proxy Voting Policies and Procedures describe how PPS usually votes proxies on various matters, such as proposals on corporate governance, changes to capital structure and routine matters including the election of directors and ratification of the appointment of independent auditors. PPS's Proxy Voting Policies and Procedures provide that proxies with respect to foreign companies may not be voted if the costs to the client of voting the shares outweigh the benefits or, in certain cases, where the company is in a country which prohibits shareholders who vote proxies from trading the company's shares within a given period of time around the shareholder meeting date ("share blocking"). If the application of the voting guidelines is unclear, the matter is not covered by the voting guidelines or the voting guidelines call for case-by-case review, the Director of Investments will formulate a recommendation on the matter in accordance with PPS's goal of maximizing client assets.

PPS's Proxy Voting Policies and Procedures describe how PPS addresses conflicts of interest between PPS and its clients with respect to proxy voting decisions. To resolve conflicts, PPS will (1) obtain client consent before voting in accordance with the voting guidelines or the recommendation of the Director of Investments, (2) refer the matter to a third party proxy voting service or (3) the Director of Investments will prepare a report documenting the conflict, the procedures used to address the conflict, any contacts from outside parties regarding the proposal and the reason for the recommendation.

If you would like a copy of the Proxy Voting Policies and Procedures or information on how proxies were voted with respect to securities held in your account, please call PPS at (800) 634-3695.

Financial Information

PPS does not believe there is any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.