

**ITEM 1. COVER PAGE FOR PART 2A OF
FORM ADV: FIRM BROCHURE**

DAVINCI FINANCIAL DESIGNS, LLC dba DAVINCI FINANCIAL DESIGNS

**1001 PINNACLE POINT DRIVE, SUITE 310
COLUMBIA, SC 29223**

FIRM CONTACT: JAMES AGOSTINI, CHIEF COMPLIANCE OFFICER

www.davincifinancialdesigns.com

CRD: 163362

JANUARY 2013

This brochure provides information about the qualifications and business practices of DaVinci Financial Designs. If you have any questions about the contents of this brochure, please contact us by telephone at (803) 741-0134 or email jim.agostini@dav-fd.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 DaVinci Financial Designs also is available on the SEC's website at www.adviserinfo.sec.gov.

Please note that the use of the term "registered investment adviser" and description of DaVinci Financial Designs and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

Item 2. Material Changes to Our Part 2A of
Form ADV: Firm Brochure

DaVinci Financial Designs is required to advise you of any material changes to our Firm Brochure ("Brochure") from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure, and we must provide the date of the last annual update of our Brochure.

Please note that we do not have to provide this information to a client or prospective client who has not received a previous version of our brochure. At this time, there are no material changes to report about our Brochure.

Item 3. Table of Contents

<u>Section:</u>	<u>Page(s):</u>
Item 1. Cover Page for Part 2A of Form ADV: Firm Brochure	1
Item 2. Material Changes to Our Part 2A of Form ADV: Firm Brochure	2
Item 3. Table of Contents.....	3
Item 4. Advisory Business	4
Item 5. Fees and Compensation	10
Item 6. Performance-Based Fees and Side-By-Side Management	15
Item 7. Types of Clients and Account Requirements	15
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....	16
Item 9. Disciplinary Information	17
Item 10. Other Financial Industry Activities and Affiliations	17
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	18
Item 12. Brokerage Practices	20
Item 13. Review of Accounts or Financial Plans.....	20
Item 14. Client Referrals and Other Compensation	21
Item 15. Custody	23
Item 16. Investment Discretion.....	23
Item 17. Voting Client Securities.....	23
Item 18. Financial Information	24

Item 4. Advisory Business

A. Description of our advisory firm, including how long we have been in business and our principal owner(s)¹.

We are dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a limited liability company formed in the State of South Carolina. Our firm has been in business as an investment adviser since 2012 and is wholly owned by James Agostini.

B. Description of the types of advisory services we offer.

❖ Wrap Asset Managed Portfolios

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio, consisting of individual stocks or bonds, exchange traded funds (“ETFs”), options, mutual funds and other public and private securities or investments for which pursuant to our wrap fee agreement with the client we have discretionary authority to determine the purchase and sale of such investments and the amount of those investments. The client’s individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client’s circumstances. Once the appropriate portfolio has been determined, we review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the client’s individual needs, stated goals, and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

<u>Assets Under Management</u>	<u>Annual Percentage of Assets Charge*</u>
\$15,000 - \$49,999 (limit scope portfolios)	1.50%
\$50,000 - \$249,000	1.25%
\$250,000 - \$499,999	1.15%
\$500,000 - \$999,999	1.00%
Over \$1,000,000	0.90%

*Our firm’s fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the quarter.

¹ Please note that: (1) For purposes of this item, our principal owners include the persons we list as owning 25% or more of our firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E). (2) If we are a publicly held company without a 25% shareholder, we simply need to disclose that we are publicly held. (3) If an individual or company owns 25% or more of our firm through subsidiaries, we must identify the individual or parent company and intermediate subsidiaries. If we are a state-registered adviser, on Form ADV Part 2A Page 2, we must identify all intermediate subsidiaries. If we are an SEC-registered adviser, we must identify intermediate subsidiaries that are publicly held, but not other intermediate subsidiaries.

For additional information, please refer to our Appendix 1 – Wrap Fee Brochure.

❖ Financial Planning – Life Design Services:

We provide a variety of financial planning and consulting services to individuals, families and other clients regarding the management of their financial resources based upon an analysis of the client's current situation, goals, and objectives. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Employer Benefits Analysis, Government Benefits Analysis and optimization, Business and Personal Financial Planning.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that we refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services. For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations. For financial consulting engagements, we usually do not provide our clients with a written summary of our observations and recommendations as the process is less formal than our planning service. Plans or consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of the recommendations will be at the discretion of the client.

❖ Consulting – a la Carte Services:

We provide a variety of financial consultation services to individuals, families and other clients regarding the management of their financial resources based upon an analysis of the Client's current situation, goals, and objectives. Generally, such financial services will involve rendering one or more financial consultations for clients based on the client's goals and objectives. Our consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. Consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of the recommendations will be at the discretion of the client.

❖ Business Planning – Business Design Services:

Our business planning services are primarily focused on business owners and key employees and are based on consultations between an advisor and business owner and are developed by the advisor frequently working with the business' attorney and CPAs. The business financial plan will include recommendations pursuant to the business planning services purchased. The following business plan strategies may be recommended: Business Continuity, Key Employee Replacement, Key Employee Incentives, Key Employee Personal Life Insurance, Disability Buy-Out Insurance, Disability Overhead Insurance, Long Term Care and Disability Income Protection, Employer Sponsored, Non-ERISA Retirement Plans, Business Banking, Credit and Trust Services, Commercial Insurance, and Tax Preparation and Analysis Services. Implementation of the recommendations will be at the discretion of the client.

❖ Asset Managed Portfolios (Non-Wrapped):

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio, consisting of individual stocks or bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments for which pursuant to our wrap fee agreement with the client we have discretionary authority to determine the purchase and sale of such investments and the amount of those investments. Unlike our Wrap Asset Managed Portfolios Service, ticket and transaction charges will be separate and in addition to our advisory fees listed below. The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the client's individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

❖ Life Design Service and Portfolio Management:

Our Life Design Service and Portfolio Management service encompasses asset management as well as providing financial planning/financial consulting to clients. It is designed to assist clients in meeting their financial goals through the use of financial investments. We conduct at least one, but sometimes more than one meeting (in person if possible, otherwise via telephone conference) with clients in order to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what we learn, we propose an investment approach to the client. We may propose an investment portfolio, consisting of exchange traded funds, mutual funds, individual stocks or bonds, or other securities. Upon the client's agreement to the proposed investment plan, we work with the client to establish or transfer investment accounts so that we can manage the client's portfolio. Once the relevant accounts are

under our management, we review such accounts on a regular basis and at least quarterly. We may periodically rebalance or adjust client accounts under our management. If the client experiences any significant changes to his/her financial or personal circumstances, the client must notify us so that we can consider such information in managing the client's investments. Pursuant to the agreement with the client for the combined services, we have discretionary authority to determine the purchase and sale of securities and the amount of those securities.

❖ Referrals to Third Party Money Managers:

We may provide clients with a list of investment advisory services, on a nondiscretionary basis, of third party professional portfolio management firms approved by LPL Financial for the individual management of client accounts. As part of this process, we assist clients in identifying an appropriate third party money manager. We provide initial due diligence on third party money managers and ongoing reviews of their management of your account.

In order to assist clients in the selection of a third party money manager, we typically gather information from the client about their financial situation, investment objectives, and reasonable restrictions they can impose on the management of the account, which are often very limited. It is important to note that we do not offer advice on any specific securities or other investments in connection with this service. Investment advice and trading of securities is only offered by or through the third party money managers to clients and, therefore, we do not have discretionary authority over the client's account.

We periodically review third party money managers' reports provided to the client, but no less often than on an annual basis. We contact the clients from time to time in order to review their financial situation and objectives; communicate information to third party money managers as warranted; and, assist the client in understanding and evaluating the services provided by the third party money manager. The client will be expected to notify us of any changes in his/her financial situation, investment objectives, or account restrictions that could affect their account. The client may also directly contact the third party money manager managing the account or sponsoring the program.

Portfolio Management Services through LPL Financial

When appropriate we have the ability to provide advisory services, on a non-discretionary basis, through certain programs sponsored by LPL Financial. Below is a brief description of each LPL advisory program available to us. Annualized fees for participation in LPL advisory programs vary up to maximum of 3.00%. For more information regarding the LPL programs, including more information on the advisory services and fees that apply, the types of investments available in the programs and the potential conflicts of interest presented by the programs please see the LPL Financial Form ADV Part 2 or the applicable LPL program's Wrap Fee Program Brochure and the applicable LPL Financial client agreement.

Manager Access Network (MAN)

MAN enables high-net-worth investors to access a variety of institutional Portfolio Managers at significantly lower account minimums. By using separate account managers, clients can enjoy a higher level of specialization and service through the ownership of individual securities. A broad range of Portfolio Managers and multiple investment styles are available, including equity, fixed income, balanced, international, ETF, REIT and socially responsible portfolios. A minimum account value of \$100,000 is required for MAN.

Optimum Market Portfolios Program (OMP)

OMP offers clients the ability to participate in a professionally managed asset allocation program using Optimum Funds Class I shares. Under OMP, the client will authorize LPL Financial on a discretionary basis to purchase and sell Optimum Funds pursuant to investment objectives chosen by the client. We will assist the client in determining the suitability of OMP for the client and assist the client in setting an appropriate investment objective. Advisor will have discretion to select a mutual fund asset allocation portfolio designed by LPL consistent with the client's investment objective. LPL Financial will have discretion to purchase and sell Optimum Funds pursuant to the portfolio selected for the client. LPL Financial will also have authority to rebalance the account. A minimum account value of \$15,000 is required for OMP.

Personal Wealth Portfolios Program (PWP)

PWP offers clients an asset management account using asset allocation model portfolios designed by LPL Financial. We will have discretion for selecting the asset allocation model portfolio based on client's investment objective. We will also have discretion for selecting third party money managers (PWP advisors) or mutual funds within each asset class of the model portfolio. LPL Financial will act as the overlay portfolio manager on all PWP accounts and will be authorized to purchase and sell on a discretionary basis mutual funds and equity and fixed income securities. A minimum account value of \$250,000 is required for PWP.

Model Wealth Portfolios Program (MWP)

MWP offers clients a professionally managed mutual fund asset allocation program. We will obtain the necessary financial data from the client, assist the client in determining the suitability of the MWP program and assist the client in setting an appropriate investment objective. We initiate the steps necessary to open an MWP account and have discretion to select a model portfolio designed by LPL Financial's Research Department consistent with the client's stated investment objective. LPL Financial's Research Department is responsible for selecting the mutual funds within a model portfolio and for making changes to the mutual funds selected. The client will authorize LPL Financial to act on a discretionary basis to purchase and sell mutual funds, including in certain circumstances exchange traded funds and to liquidate previously purchased securities. The client will also authorize LPL Financial to effect rebalancing for MWP accounts.

In the future, the MWP program may make available model portfolios designed by strategists other than LPL's Research Department. If such models are made available, we will have discretion to choose among the available models designed by LPL and outside strategists. A minimum account value of \$25,000 is required for MWP.

Manager Access Select Program (MAS)

Manager Access Select provides clients access to the investment advisory services of professional portfolio management firms for the individual management of client accounts. We will assist client in identifying a third party portfolio manager (Portfolio Manager) from a list of Portfolio Managers made available by LPL Financial. The Portfolio Manager manages client's assets on a discretionary basis. We will provide initial and ongoing assistance regarding the Portfolio Manager selection process. A minimum account value of \$100,000 is required for Manager Access Select, however, in certain instances, the minimum account size may be lower or higher.

C. Explanation of whether (and, if so, how) we tailor our advisory services to the individual needs of clients, whether clients may impose restrictions on investing in certain securities or types of securities.

❖ Individual Tailoring of Advice to Clients:

We offer individualized investment advice to clients utilizing the following services offered by our firm: Life Design Service and Portfolio Management and Asset Management. Additionally, we offer general investment advice to clients utilizing the following services offered by our firm: Financial Planning – Life Design Services, Consulting – a la Carte Services, Business Planning – Business Design Services and Referrals to Third Party Money Managers.

❖ Ability of Clients to Impose Restrictions on Investing in Certain Securities or Types of Securities:

Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account. Restrictions would be limited to our Life Design Service and Portfolio Management and Asset Management service. We do not manage assets through our other services

D. Participation in Wrap Fee Programs.

We offer wrap fee programs as further described in Part 2A, Appendix 1 (the "Wrap Fee Program Brochure") of our Brochure. Our wrap fee and non-wrap fee accounts are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc. We do not manage wrap fee accounts in a different fashion than non-wrap fee accounts. As further described in our Wrap Fee Program Brochure, we receive a portion of the wrap fee for our services.

E. Disclosure of the amount of client assets we manage on a discretionary basis and the amount of client assets we manage on a non-discretionary.

We manage² \$35,000,000 on a discretionary basis and \$0 on a non-discretionary basis as of December 19, 2012.

Item 5. Fees and Compensation

We are required to describe our brokerage, custody, fees, and fund expenses so you will know how much you are charged and by whom for our advisory services provided to you. Our fees for planning services are negotiable and portfolio fees for portfolio management services are negotiable above certain asset levels (over 1,000,000).

A. Description of how we are compensated for our advisory services provided to you.

❖ Financial Planning – Life Design Services:

Initial Fees: Our initial fees are negotiable and will be dependent on the scope and complexity of our engagement with you. Factors that determine the fee include the number of topics we analyze and the complexity of the strategies we develop for the following areas: investments, retirement, estate, charitable gifting, education funding, corporate and personal tax review, real estate, mortgage debt, insurance/risk, and employer and government benefits. Also we consider the number of meetings and the amount of information we anticipate gathering to provide a thorough analysis of the topic areas of importance to the client. Additional factors include the time, resources and effort that the advisor will be required to commit. We typically charge a flat fee as a retainer for our financial personal services or an hourly rate. Our flat fees generally range from \$1,500 to \$20,000 and are valid for 12 months. In the event you decide to terminate this engagement within 5 business days after signing it, all fees paid for that specific engagement or period will be refunded you.

If you purchase this level of service, we will provide you for a twelve (12) month period of service beginning with the date of this engagement agreement the following services:

- (i) Reasonable personal or telephone access to the Advisor for continued financial advice.
- (ii) A personalized financial plan and or implementation recommendations

² Please note that our method for computing the amount of “client assets we manage” can be different from the method for computing “assets under management” required for Item 5.F in Part 1A of Form ADV. However, we have chosen to follow the method outlined for Item 5.F in Part 1A of Form ADV. If we decide to use a different method at a later date to compute “client assets we manage,” we must keep documentation describing the method we use and inform you of the change. The amount of assets we manage may be disclosed by rounding to the nearest \$100,000. Our “as of” date must not be more than three months before the date we last updated our Brochure in response to Item 4.E of Form ADV Part 2A.

- (iii) Full access to DaVinci's Web Features as well as access to our document vault, data aggregation technology for current personal financial statements, newsletters, and research
- (iv) Periodic financial reviews or "in progress reviews" with your Advisor within the service period
- (v) Integration and collaboration of other professionals such as Certified Public Accountants and Estate Planning Attorney's, real estate specialist and financial product specialist.
- (vi) If desired, access to planning technologies and data aggregation for professionals listed in (v)

Renewal Fees: The renewal fee will commence in the 13 month and will be calculated based on the scope and complexity of the engagement not to below ½ of the initial fee or a minimum of \$1,500. In the event you decide to terminate this renewal engagement within 5 business days after signing it, all fees paid for that renewal engagement or period will be refunded you.

❖ Consulting – a la Carte Services:

You may purchase "a la Carte" service outside the Full Service engagement. This level of service is designed to satisfy a specific situation and is limited in scope. It does not include the comprehensive services and access to the advisor for a 12 month agreement.

We will either charge a flat fee as a retainer or charge an hourly rate. Our hourly fees are \$350 for Certified Financial Planner®, \$250 for an advisor, and \$75 for administrative time and are valid for 12 months. In the event you decide to terminate this engagement within 5 business days after signing it, all fees paid for that specific engagement or period will be refunded you.

❖ Business Planning – Business Design Services:

We charge an initial assessment fee of between \$1,000 and \$3,000 at the time the agreement is entered into. This fee will vary based on advisor expectations regarding the time and effort needed to research, collect data and provide the business owner with an initial assessment recommending business planning services to accomplish the business' objectives. This initial assessment fee, which is non-refundable, will be credited towards the business planning services ordered by the business owner at the business owner's complete discretion.

Business Planning Services	Minimum Fee	Maximum Fee
Protect Business from Loss of Key Employee(s)	\$1,000	\$3,000
Design Full-Value Exit Strategy For Owners	\$1,000	\$3,000
Provide Executive Compensation Program(s) for Owners and/or Key Executives	\$3,000	\$9,000
Develop Compensation Strategies to Attract & Retain Talent	\$1,000	\$3,000
Provide Reward Program(s) for Key Employee(s)	\$1,000	\$3,000
Strategic Planning For Transferring Business to Next Generation	\$3,000	\$9,000
Design of Property & Casualty Program	\$1,000	\$3,000

Design Employee Benefit Program(s) – Long Term Care	\$1,000	\$3,000
Design Employee Benefit Program(s) – Disability Income	\$1,000	\$3,000
Design Employee Benefit Program(s) –Employer Sponsored	\$1,000	\$3,000
Design Employee Benefit Program(s) – Qualified & Non-Qualified	\$1,000	\$3,000
Total Fee for All Services	\$15,000	\$45,000

❖ Asset Managed Portfolio Service (Non-Wrapped):

<u>Assets Under Management</u>	<u>Annual Percentage of Assets Charge*:</u>
\$15,000 - \$49,999 (limit scope portfolios)	1.40%
\$50,000 - \$249,000	1.15%
\$250,000 - \$499,999	1.05%
\$500,000 - \$999,999	0.90%
Over \$1,000,000	0.80%

*Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the quarter. Ticket and transaction charges are separate and in addition to our fee schedule above.

❖ Life Design Service and Portfolio Management:

This fee arrangement integrates our Asset Management Portfolio and our Financial Planning/Financial Consulting services into a single fee structure. The initial fee and renewal fees are combined in this structure and will assessed based on asset under management. The minimum asset level to participate in this service is \$250,000. If assets fall below this level for beyond 12 months a new engagement will be created and agreed to based on the Personal Professional Services as detailed in sub paragraph (i).

<u>Assets Under Management</u>	<u>Annual Percentage of Assets Charge:</u>
\$250,000 - \$499,999	1.55%
\$500,000 - \$999,999	1.40%
Over \$1,000,000	1.30%

*Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the quarter.

❖ Referrals to Third Party Money Managers:

We are paid by LPL approved third party money managers when we refer you to them and you decide to open a managed account. Third party money managers pay us a portion of the investment advisory fee that they charge you for managing your account. Our portion of that investment advisory fee may range from .725% to 1.35%. Fees paid to us by third party money manager are generally ongoing. All fees we receive from third party

money managers and the written separate disclosures made to you regarding these fees comply with applicable state statutes and rules. The separate written disclosures you need to be provided with include a copy of the third party money manager's Form ADV Part 2, all relevant Brochures, a Solicitation Disclosure Statement detailing the exact fees we are paid and a copy of the third party money manager's privacy policy. The third party money managers we recommend will not directly charge you a higher fee than they would have charged without us introducing you to them. In the event you decide to terminate the engagement with the third party money managers within five (5) business days after signing it, all fees paid to the third party manager will be refunded to you by the third party manager.

B. Description of whether we deduct fees from clients' assets or bill clients for fees incurred.

❖ Financial Planning – Life Design Services:

We require a retainer of fifty-percent (50%) of the ultimate financial planning or consulting fee with the remainder of the fee directly billed to you and due to us within thirty (30) days of your financial plan being delivered or consultation rendered to you. In all cases, we will not require a retainer exceeding \$1,200 when services cannot be rendered within 6 (six) months.

❖ Consulting – a la Carte Services:

We generally take our retainer upon completion and agreement of the engagement letter. If we are billing hourly we will require 50% to be paid for initial work with the remainder of the fee directly billed to you and due to us within thirty (30) days of a la Carte service being provided.

❖ Business Planning – Business Design Services:

We require a retainer of fifty-percent (50%) of the ultimate financial planning or consulting fee with the remainder of the fee directly billed to you and due to us within thirty (30) days of your financial plan being delivered or consultation rendered to you. In all cases, we will not require a retainer exceeding \$1,200 when services cannot be rendered within 6 (six) months.

❖ Asset Managed Portfolio Service:

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the quarter. Fees will generally be automatically deducted from your managed account*. As part of this process, you understand and acknowledge the following:

- a. Your independent custodian sends statements at least quarterly to You showing all disbursements for your account, including the amount of the advisory fees paid to us;
- b. You provide authorization permitting us to be directly paid by these terms;

- c. If we send a copy of our invoice to You, our invoice includes a legend that urges the client to compare information provided in their statements with those from the qualified custodian in account opening notices and subsequent statements sent to the client for whom the adviser opens custodial accounts with the qualified custodian.

*In rare cases, we will agree to direct bill clients.

❖ Life Design Service and Portfolio Management:

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last of the quarter. Fees will generally be automatically deducted from your managed account*. As part of this process, you understand and acknowledge the following:

- a. Your independent custodian sends statements at least quarterly to You showing all disbursements for your account, including the amount of the advisory fees paid to us;
- b. You provide authorization permitting us to be directly paid by these terms;
- c. If we send a copy of our invoice to You, our invoice includes a legend that urges the client to compare information provided in their statements with those from the qualified custodian in account opening notices and subsequent statements sent to the client for whom the adviser opens custodial accounts with the qualified custodian.

*In rare cases, we will agree to direct bill clients.

❖ Referrals to Third Party Money Managers:

Third party money managers establish and maintain their own separate billing processes which we have no control over. In general, they will directly bill you and describe how this works in their separate written disclosure documents.

C. Description of any other types of fees or expenses clients may pay in connection with our advisory services, such as custodian fees or mutual fund expenses.

Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our fees and will be disclosed by the firm that the trades are executed through. Also, clients will pay the following separately incurred expenses, which we do not receive any part of: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses).

D. We must disclose if client's advisory fees are due quarterly in advance. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

We charge our advisory fees quarterly in advance. If you wish to terminate our services, you need to contact us in writing and state that you wish to cancel the advisory agreement. Upon

receipt of your letter of termination, we will proceed to close out your account and charge you a pro-rata advisory fee(s) for services rendered up to the point of termination.

E. Commissionable Securities Sales.

In non-advisory accounts we can offer securities for a commission because our supervised persons are registered representatives of LPL Financial Corporation, member FINRA/SIPC. Our supervised persons may accept compensation for the sale of securities or other investment products, including distribution or service (“trail”) fees from the sale of mutual funds. You should be aware that if a non-advisory account is opened the practice of accepting commissions for the sale of securities:

- 1) could present a conflict of interest that may give our firm and/or our supervised persons an incentive to recommend investment products based on the compensation received, rather than on your needs. We generally address commissionable sales conflicts that arise:
 - a) when explaining to clients that commissionable securities sales creates an incentive to recommend products based on the compensation we and/or our supervised persons may earn and may not necessarily be in the best interests of the client;
 - b) when recommending commissionable mutual funds, explaining that “no-load” funds are available through our firm if the client wishes to become an investment advisory client.
- 2) in no way prohibits you from purchasing investment products recommended by us through other brokers or agents which are not affiliated with us.

Item 6. Performance-Based Fees and Side-By-Side Management

We do not charge performance fees to our clients.

Item 7. Types of Clients and Account Requirements

We have the following types of clients:

- Individuals and High Net Worth Individuals; and
- Trusts, Estates or Charitable Organizations.

Our requirements for opening and maintaining accounts or otherwise engaging us:

- We require a minimum account balance of \$250,000 for our Asset Managed Portfolio Service and Life Design Service and Portfolio Management. Generally, this minimum account balance requirement is negotiable and would be required throughout the course of the client’s relationship with our firm.
- We generally charge a minimum fee of \$1,500 for written financial plans.

Refer to Item 5. of this brochure for all minimum account requirements and fee requirements.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

A. Description of the methods of analysis and investment strategies we use in formulating investment advice or managing assets.

Methods of Analysis:

We often utilize fundamental analysis whereby we attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the securities.

Investment Strategies We Use:

- We generally utilize long-term purchases of securities with the idea of holding them for a relatively long time (typically held for at least a year) to implement our method of analysis. A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.
- Modern Portfolio Theory (“MPT”). MPT is a sophisticated investment decision approach that theoretically permits an investor to classify, estimate, and control both the kind and the amount of expected risk and return; and
- Alpha Based Investment (based on risk). The return generated from an Alpha Based Investment is based off of idiosyncratic risk, which is the risk that comes from investing in a single security or investment class. The level of idiosyncratic risk an individual security possesses is greatly reliant on its own unique characteristics. This is quantitatively represented by alpha exposure. A single alpha position has its own idiosyncratic risk. We may build portfolios that contain more than one alpha position as the portfolio will then reflect each alpha position's idiosyncratic risk collectively in order to mitigate risk.

Please Note:

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

B. Our practices regarding cash balances in client accounts, including whether we invest cash balances for temporary purposes and, if so, how.

We generally invest client's cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, we try to achieve the highest return on our client's cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services related to Life Design Service and Portfolio Management, and Asset Managed Portfolios, as applicable.

Item 9. Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Item 10. Other Financial Industry Activities and Affiliations

- A. Our firm or our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. The details are as follows:

Our firm's management persons are registered representatives of LPL Financial, member FINRA/SIPC. Management persons may offer securities and receive normal and customary commissions as a result of securities transactions. This presents a conflict of interest to the extent that the management persons recommend that a client invest in a security which results in a commission being paid to him/her.

- B. Description of any relationship or arrangement that is material to our advisory business or to our clients, that we or any of our management persons have with any related person³ listed below. We are required to identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how we address it.

Our firm or our management persons have a material relationship with the following related person(s) as follows:

1. insurance company or agency

³ Our Related Persons are any advisory affiliates and any person that is under common control with our firm. Advisory Affiliate: Our advisory affiliates are (1) all of our officers, partners, or directors (or any person performing similar functions); (2) all persons directly or indirectly controlling or controlled by us; and (3) all of our current employees (other than employees performing only clerical, administrative, support or similar functions). Person: A natural person (an individual) or a company. A company includes any partnership, corporation, trust, limited liability company ("LLC"), limited liability partnership ("LLP"), sole proprietorship, or other organization.

Certain individuals of our firm's Advisory Affiliates, in their individual capacities, are also licensed insurance agents with various insurance companies, and in such capacity, may recommend, on a fully disclosed commission basis, the purchase of certain insurance products. While our firm does not sell such insurance products to our investment advisory clients, we permit our Advisory Affiliates, in their individual capacities as licensed insurance agents, to sell insurance products to our investment advisory clients. A conflict of interest exists to the extent that our firm recommends the purchase of insurance products where our firm's Advisory Affiliates receive insurance commissions or other additional compensation.

- C. If we recommend or select other investment advisers for our clients and we receive compensation directly or indirectly from those advisers, or we have other business relationships with those advisers, we are required to describe these practices and discuss the conflicts of interest these practices create and how we address them.

Please see Item 4B (iv) of this Brochure. Prior to referring clients to third party advisors, we will ensure that third party advisors are licensed or notice filed with the respective authorities. We may only receive compensation for assisting a client with selecting another investment advisor pursuant to a written agreement between us and the other investment advisor and only the following required disclosures to the client. The client will receive a copy of the agreement between us and the selected investment advisor.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

- A. Brief description of our Code of Ethics adopted pursuant to SEC rule 204A-1 and offer to provide a copy of our Code of Ethics to any client or prospective client upon request.

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts⁴. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our

⁴ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

- B. If our firm or a related person recommends to clients, or buys or sells for client accounts, securities in which our firm or a related person has a material financial interest (excluding an interest as a shareholder of an SEC-registered, open-end investment company), we must describe our practice and discuss the conflicts of interest it presents.

We have nothing to disclose in this regard.

- C. If our firm or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that our firm or a related person recommends to clients, we are required to describe our practice and discuss the conflicts of interest this presents and generally how we address the conflicts that arise in connection with personal trading.

See Item 11A of this Brochure. Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

- D. If our firm or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for our firm's (or the related person's own) account, we are required to describe our practice and discuss the conflicts of interest it presents. We are also required to describe generally how we address conflicts that arise.

See Item 11A of this brochure. Related persons of our firm may buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities within 48 hours of buying or selling for our clients. If related persons' accounts are included in a block trade, our related persons will always trade personal accounts last.

Item 12. Brokerage Practices

- A. Description of the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Our firm has a non soft-dollar arrangement with LPL Financial under which we receive non soft-dollar services such as research and administrative functions including portfolio pricing, account statement generation and fee calculations, which are intended to support our firm in conducting business and in serving the best interests of our clients. Our firm does not receive client brokerage commissions (or markups or markdowns) to obtain research or other products or services. We do not receive soft dollars, products or services acquired with client brokerage commissions. Our firm does not receive brokerage for client referrals. We do not allow client-directed brokerage, as trades in our clients' accounts are executed through LPL Financial, a qualified custodian and broker-dealer. By directing brokerage to LPL Financial we may not be able to achieve most favorable execution of client transactions, and this practice may cost clients more money.

- B. Discussion of whether, and under what conditions, we aggregate the purchase or sale of securities for various client accounts in quantities sufficient to obtain reduced transaction costs (known as bunching). If we do not bunch orders when we have the opportunity to do so, we are required to explain our practice and describe the costs to clients of not bunching.

We perform investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when we believe that to do so will be in the best interest of the affected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Item 13. Review of Accounts or Financial Plans

- A. Review of client accounts or financial plans, along with a description of the frequency and nature of our review, and the titles of our employees who conduct the review.

Your financial advisor representative and when appropriate, in consultation with the portfolio managers, reviews your accounts on at least a quarterly basis to the following services: Asset Managed Portfolios, Life Design Service, Portfolio Management and Third Party Money Management. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. Only our Financial Advisors or Portfolio Managers will conduct reviews.

Financial planning and consulting clients receive reviews of their written plans as we provide ongoing services to these clients as described in their financial planning and consulting agreement.

- B. Review of client accounts on other than a periodic basis, along with a description of the factors that trigger a review.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

- C. Description of the content and indication of the frequency of written or verbal regular reports we provide to clients regarding their accounts.

We do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we meet with clients who subscribe to the following services: Asset Managed Portfolios, Life Design Service, Portfolio Management and Third Party Money Management.

As also mentioned in Item 13A of this Brochure, financial planning and consulting clients do not receive written or verbal updated reports regarding their financial plans unless they separately contract with us for a post-financial plan meeting or update to their initial written financial plan.

Item 14. Client Referrals and Other Compensation

- A. If someone who is not a client provides an economic benefit to our firm for providing investment advice or other advisory services to our clients, we must generally describe the arrangement. For purposes of this Item, economic benefits include any sales awards or other prizes.

Please see Item 4. B (vi) and Item 5.B(vi) for information about third party money managers arrangements and compensation.

Suggestion of Brokers to Clients

We shall recommend LPL Financial. LPL is the broker-dealer and investment adviser with which our representatives are also associated. As a result of the individual association of our representatives with LPL, we are generally required to utilize the brokerage/custodial services of LPL for investment advisory accounts. Our general policies relative to the execution of client securities brokerage transactions are as follows:

Execution of Brokerage Transactions (when applicable)

If requested, we will arrange for the execution of securities brokerage transactions for the account through broker-dealers that we reasonably believe will provide "best execution". In seeking "best execution", the determinative factor is not the lowest possible commission

cost, but whether the transaction represents the best qualitative execution. We also take into consideration the full range of a broker-dealer's services including execution capability, commission rates, and responsiveness. Although we will seek competitive commission rates, it may not necessarily obtain the lowest possible commission rates for account transactions.

Over-the-Counter (OTC) securities transactions for our clients are generally effected based on two (2) separate broker-dealers: (1) a "dealer" or "principal" acting as market-maker; and (2) the executing broker-dealer that acts in an agency capacity for the client's account. Dealers executing principal transactions typically include a mark-up/down, which is included in the offer or bid price of the securities purchased or sold. In addition to the dealer mark-up/down, the client may also incur the transaction fee imposed by the executing broker-dealer. We do not receive any portion of the dealer mark-up/down or the executing broker-dealer transaction fee.

Transactions for each client account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may, but are not obligated to, combine or "batch" such orders to obtain "best execution", to negotiate more favorable commission rates, to allocate fairly among the clients' differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that we determine to aggregate client orders for the purchase or sale of securities, including securities in which our principals) and/or associated persons) may invest, we shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, SMC Capital, Inc. We shall not receive any additional compensation or remuneration as a result of the aggregation.

Additional Compensation

We may receive from LPL or a mutual fund company, without cost and/or at a discount support services and/or products, to assist us to better monitor and service client accounts maintained at such institutions. Included within the support services we may receive 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 us to assist us in our investment advisory business operations.

Our clients do not pay more for investment transactions effected and/or assets maintained at LPL as result of this arrangement. There is no commitment made by us to LPL or any other institution as a result of the above arrangement.

- B. If our firm or a related person directly or indirectly compensates any person who is not our employee for client referrals, we are required to describe the arrangement and the compensation.

We do not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940.

Item 15. Custody

- A. If we have custody of client funds or securities and a qualified custodian as defined in SEC rule 206(4)-2 or similar state rules (for example, a broker-dealer or bank) and do not send account statements with respect to those funds or securities directly to our clients, we must disclose that we have custody and explain the risks that you will face because of this.

All of our clients receive at least quarterly account statements directly from their custodians. Upon opening an account with a qualified custodian on a client's behalf, we promptly notify the client in writing of the qualified custodian's contact information. If we decide to also send account statements to clients, such notice and account statements include a legend that recommends that the client compare the account statements received from the qualified custodian with those received from our firm.

- B. If we have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to our clients, we are required to explain that you will receive account statements from the broker-dealer, bank, or other qualified custodian and that you should carefully review those statements.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account.

Item 16. Investment Discretion

If we accept discretionary authority to manage securities accounts on behalf of clients, we are required to disclose this fact and describe any limitations our clients may place on our authority. The following procedures are followed before we assume this authority:

Our clients need to sign a discretionary investment advisory agreement with our firm for the management of their account. This type of agreement only applies to our Asset Managed Portfolios, Life Design Service and Portfolio Management clients.

Item 17. Voting Client Securities

- A. If we have, or will accept, proxy authority to vote client securities, we must briefly describe our voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6.

We do not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 18. Financial Information

- A. If we require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, we must include a balance sheet for our most recent fiscal year.

We do not require nor do we solicit prepayment of more than \$1,200 in fees per client, six months or more in advance of service. Therefore we have not included a balance sheet for our most recent fiscal year.

- B. If we are an SEC-registered adviser and have discretionary authority or custody of client funds or securities, or we require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, we must disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.

We have nothing to disclose in this regard.

- C. If we have been the subject of a bankruptcy petition at any time during the past ten years, we must disclose this fact, the date the petition was first brought, and the current status.

We have nothing to disclose in this regard.