

ITEM 1 COVER PAGE

**Firm Brochure
(Part 2A of Form ADV)**

**Everhart Financial Group, Inc.
Doing Business as Everhart Advisors
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This brochure provides information about the qualifications and business practices of the Everhart Financial Group, Inc. doing business as Everhart Advisors. If you have any questions about the contents of this brochure, please contact us at 614-717-9705 or mail@everhartadvisors.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 Everhart Advisors also is available on the SEC's website at www.adviserinfo.sec.gov.

Everhart Financial Group, Inc. doing business as Everhart Advisors is a registered investment adviser. Registration does not imply any specific level of skill or training.

March 2014

ITEM 2 MATERIAL CHANGES

Since our last other-than-annual update was filed in November 2013, the only material change to our disclosure brochure is a decrease in the amount of client assets our firm manages. In November 2013, we managed \$600,000,000 and the current amount of client assets is \$200,000,000. Please refer to Item 4 – Advisory Business for more details.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm’s fiscal year ends. Our firm’s fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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ITEM 4 ADVISORY BUSINESS

Everhart Financial Group, Inc. doing business as Everhart Advisors is a corporation located in and formed under the laws of the State of Ohio, and is a registered investment adviser with the Securities and Exchange Commission (“SEC”). Everhart Advisors was founded in 1995. Everhart Advisors’ principal owner is R. Scott Everhart.

Individuals associated with Everhart Advisors will provide its investment advisory services. These individuals are appropriately licensed, qualified, and authorized to provide advisory services on behalf of Everhart Advisors. Such individuals are known as Investment Adviser Representatives (“IARs”).

A. Advisory Services (Retirement Plans)

Everhart Advisors provides comprehensive qualified and nonqualified retirement plan consulting, investment advice, and fiduciary due diligence services, employee plan and investment education, asset allocation service, plan service provider proposals and vendor research and analysis, and plan design guidance to individuals, qualified and non-qualified retirement plan sponsors, and business entities.

B. Investment Advice (Plan Level)

Everhart Advisors’ client in this Item 4 (B). is an employer that desires to provide its employees with a retirement benefit plan. Everhart Advisors shall provide research and analysis with regard to investment advice and fiduciary due diligence services for the sponsors of qualified and non-qualified retirement plans. Everhart Advisors shall also provide research and analysis that covers the investment products of retirement plan providers. The goal of the investment due diligence process is to establish a logical, technical, and comprehensive process that is consistently employed in the selection and ongoing monitoring of funds for plan sponsors and individuals, accompanied by an investment policy statement (for plan sponsors only), that defines the process utilized to recommend the investments to plan sponsors and individuals.

Everhart Advisors shall provide a draft of the statement of Investment Policy for the Plan Sponsor’s review. In addition, Everhart Advisors will evaluate the Plan Sponsor’s existing Investment Policy Statement and provide recommendations that are consistent with assisting the Plan Sponsor in meeting their fiduciary obligations, if applicable, under ERISA Section 404(c).

1. Employee Plan and Investment Education

Everhart Advisors may provide group employee enrollment, re-enrollment, and investment education support. Employees that are eligible for and choose to participate in the Plan are considered Plan Participants. The goal of this process is to help Plan Participants make educated and informed choices about the plan and investment allocation under the investment education guidelines set forth by the U.S. Department of Labor. Meetings are offered on a(n) annual, semi-annual, quarterly, or as requested basis. The scope of the meetings will be group and/or individual, and will be conducted on-site and/or as data conferencing.

2. Plan Participant Investment Advice and/or Asset Allocation Models

Everhart Advisors shall create, monitor, adjust (when prudent), and rebalance asset allocation models (“Models”) for Plan Sponsor use as an investment tool provided to participants for use in assisting Plan Participants in making asset allocation decisions for their investment portfolios (i.e. between equity and fixed income). Whether the Models are used as stand-alone tools or used in conjunction with the delivery of investment advice, they are designed to have different investment objectives based on risk level. To meet these varying investment needs, participants and beneficiaries will be able to elect to direct their account balances among a range of investment options to construct diversified portfolios that reasonably span the risk/return spectrum.

The goal of the investment advice process is to assist Plan Participants in finding the asset mix which is most likely to meet their investment objectives within acceptable risk parameters. Asset class sub-types can include, among other types:

- domestic large cap value equity
- domestic large cap growth equity
- domestic mid-cap value equity
- domestic mid-cap growth equity
- domestic small cap value equity
- domestic small cap growth equity
- international equity
- core fixed income
- short term fixed income
- high-yield fixed income
- other appropriate asset classes and investments

Plan Participants and beneficiaries alone bear the risk of investment results from the options and asset allocation that they select.

3. 401(k) Proposal Vendor Research and Analysis

Everhart Advisors may assist Plan Sponsors with the selection of a plan provider or providers for their Plan, based on detailed research and analysis of several vendors. The vendor review process includes an evaluation of administrative, recordkeeping, compliance, and employee communications services, administrative and investment-related fees, and an investment overview that incorporates a very similar analysis to the investment due diligence process described above.

4. Newsletter Campaign

Monthly employer newsletter includes industry and marketplace updates, plan design and compliance suggestions, and legislative updates.

5. Plan Design Guidance

Everhart Advisors provides in-depth plan reviews that include an analysis of relevant design features, including: Age and length of service eligibility requirements; vesting; forfeitures; employer matching contributions formulas; entry and re-entry dates; and other pertinent design features.

6. General Plan Consulting Services

Everhart Advisors will generally assign a relationship manager, who is responsible for responding to ongoing questions, concerns, and issues raised by the Plan Sponsor that are related to the Plan Sponsor 's qualified or non-qualified retirement plan. Services include plan pricing and contract negotiation between the incumbent provider and the Plan Sponsor, recommendations of specific service and product enhancements, facilitation for the solution of service, administrative, and recordkeeping issues, plan compliance assistance and guidance, and ongoing problem solving. Everhart Advisors may provide a "help email" address, and "1-800" phone consultation assistance for Plan Participants.

7. 404(c) Audit

Everhart Advisors will generally provide a comprehensive checklist of the latest industry

accepted standards with respect to 404(c) compliance, and will work with the Plan Sponsor to facilitate completion of the checklist. The responsible party for addressing and verifying each item will either be: the plan provider, the Plan Sponsor, or in some instances, Everhart Advisors will provide the research and analysis.

8. Fiduciary Role under ERISA

For those services stated under this Item 4(B) “Investment Advice (Plan Level)” Everhart Advisors acknowledges that it is a fiduciary with respect to the Plan under Section 3(21)(A)(ii) of the Employee Retirement Income Security Act of 1974, as amended (ERISA) and, as such, is a co-fiduciary with the trustee(s) of the Plan Sponsor’s Plan solely with respect to (a) the provision of investment education of the Plan Sponsor and/or Plan Participants (depending on the specify services provided); (b) the periodic reporting on, and analysis of, the investment options available under the Plan; and (c) the provision of advice to the trustee(s) regarding the elimination or addition of investment options available under the Plan; provided, however, that the trustee(s) acknowledge and agree that the trustee(s) have the final and conclusive responsibility for the investment options selected to be available under the Plan. Everhart Advisors will not be responsible for investment decisions made by the Plan Participants with respect to the investment of their accounts.

9. Reports to Client

For those services stated under Item 4 (B)(1) “Employee Plan and Investment Education,” and Item 4 (B)(2) “Employee (Plan Participant) Investment Advice,” based on the results of the periodic (quarterly or semi-annual) analysis, Everhart Advisors may recommend changes to the core group of investment recommendations offered by one or more of the investment managers included in the analysis. As such, Everhart Advisors will generally provide plan fiduciaries with a periodic report that includes fund rankings in each category.

10. Termination of Agreement

Plan Sponsors who wish to terminate their agreement with Everhart Advisors must notify Everhart Advisors in writing within five (5) business days of its date of execution. If services are terminated within (5) business days from the date of executing their agreement, services will be terminated without penalty. After the initial (5) business days, the Plan Sponsor may be responsible for payment of fees for the number of days services

are provided by Everhart Advisors prior to receipt of the notice of termination.

C. Investment Advice (Individual)

The client in this Item 4(C) refers to an individual seeking customized investment advice. Financial planning services will typically involve providing a variety of services, principally advisory in nature, to clients regarding the management of their financial resources based upon an analysis of their individual needs.

Everhart Advisors obtains information regarding financial resources and obligations through a lengthy interview and gathers the necessary documentation to assist in defining the client's personal and financial goals, needs and priorities, as well as the client's financial objectives.

Everhart Advisors analyzes the client's information in an effort to assess client's current situation, such as net worth, cash flow, and tax projections, among others, and also identifies certain problem areas or opportunities client may have with respect to the following, including, but not limited to:

- Capital needs
- Risk management needs and coverage
- Investments
- Taxation
- Retirement planning
- Employee benefits
- Estate planning
- Special needs (adult dependent needs, education needs, disability needs, etc.)

Everhart Advisors then develops and prepares a financial plan tailored to meet the client's goals and objectives, values, temperament and risk tolerance while working to provide projections and recommendations suited to the client.

Everhart Advisors will assist the client in implementing the recommendations discussed within the financial plan, and may coordinate contacts with other professionals, such as accountants, insurance agents and attorneys. Client should be aware that fees incurred by the client with other professionals in connection with the financial planning process do not include financial planning fees charged to client by Everhart Advisors.

In limited circumstances, some clients may only require advice on a single aspect of the

management of their financial resources. For these clients, Everhart Advisors offers financial plans in a

modular format and/or general consulting services that address only those specific areas of interest or concern.

Everhart Advisors also gives general recommendations on estate planning and income tax issues, and may evaluate client's life insurance policies and make recommendations when client's goals indicate more or less coverage is necessary.

D. Management Services

Cambridge Asset Allocation Platform ("CAAP") is a wrap fee platform sponsored by Cambridge that Everhart Advisors or the IAR may recommend to advisory clients. Cambridge is the plan sponsor of the CAAP and Everhart Advisors provides portfolio management services to clients with investments in CAAP. CAAP offers Everhart Advisors/IAR the ability to select one or more CAAP strategies using risk tolerance information provided by the client. Everhart Advisors/IAR will recommend a portfolio based on one of several asset allocation models designed to meet the individual client's needs, investment objectives, and time horizon and risk tolerance. Portfolios are comprised of load-waived mutual funds, no-load mutual funds, sector funds, inverse index funds, institutional grade funds, leveraged index funds or exchange-traded funds. Consultants who are registered investment advisers selected by Cambridge, but not affiliated with Cambridge or Everhart Advisors, select various CAAP strategies through a comprehensive due diligence process. Consultants select Funds using a screening process that looks at various investment criteria, including risk-adjusted performance, management continuity, portfolio composition, investment style, expense structure, turnover rate, asset growth rate, asset site and various risk measurements.

Clients participating in CAAP should review fully the CAAP-related brochures and prospectuses, available upon request, prior to investing.

Everhart Advisors uses an investment management program through Cambridge, a registered broker-dealer, member Financial Industry Regulatory Authority ("FINRA"), and Securities Investor Protection Corporation ("SIPC"), called Cambridge Managed Account Platform ("CMAP"). CMAP enables Everhart Advisors and its IAR to manage client investment portfolios in accordance with the client's individual needs, objectives and risk tolerance, utilizing various investment products. CMAP accounts are managed by Everhart Advisors/IAR on a non-discretionary basis, and are custodied, by selection of Everhart Advisors, at Pershing, LLC ("Pershing"), a broker-dealer and a member of the New York Stock Exchange ("NYSE").

Cambridge clears its securities transactions on a fully disclosed basis through Pershing. Clients should be aware that by using Pershing, as selected by the Everhart Advisors, client may pay higher account-related fees and execution charges than if Everhart Advisors had selected another clearing firm. Fees are payable quarterly in advance, and shall be calculated on either the basis of the market value of the account(s) on the last day of the previous quarter or on the average daily fair market value of the assets during each billing period, netting assets added against assets withdrawn during the period. Fees will be due on the first day of the month following execution of the agreement, and billed quarterly in advance thereafter. Annual management account fees are negotiable.

Everhart Advisors and the IARs may also provide asset allocation advice through Pershing, among others, based on client's individual personal and financial goals, investment objectives and risk tolerance. Dependent on the individual agreements with the program sponsors as well as information provided by client, Everhart Advisors will assist the client in selecting a suitable investment portfolio and asset allocation strategy that will be used by the program sponsor to properly allocate the client's assets in the investment portfolio. Everhart Advisors may provide initial and ongoing client education concerning the asset allocation strategy selected by client, explain rebalancing guidelines utilized with the investment allocation strategy selected and meet with client periodically to discuss changes in client's investment objectives and risk tolerance. The investment portfolio will be created by the program sponsor, which typically determines the funds included in the portfolio it creates, the specific asset allocations within each portfolio, and also rebalances the portfolio periodically. The program sponsor may also change, on a periodic basis, the relative allocations among funds in the portfolio.

Everhart Advisors charges clients participating in these management services a fee based on a percentage of the client's assets subject to these services. Fees are negotiable, so client should discuss with their IAR the fee appropriate for their individual services. Fees charged to client by the third party sponsor may be shared with Everhart Advisors and client's IAR.

The third party will generally determine the minimum investment amount for client participation.

E. Consultation Agreements With Other Investment Advisory Firms

Due to Everhart Advisors' position as a subject matter expert in the Retirement Plan arena we may also enter in to agreement with other investment advisory firms to provide consultation services regarding Retirement Plan clients. Everhart Advisors will be paid a

mutually agreeable fixed fee for each consulting engagement. All fees will be specified in the engagement agreement executed prior to the initiation of any consultation services.

F. Assets Under Management

As of December 31, 2013, EVERHART ADVISORS has approximately \$200,000,000 of non-discretionary assets under management.

ITEM 5 FEES AND COMPENSATION

A. Plan-Level Services

For retirement plan sponsor clients, Everhart Advisors will either charge a fixed annual fixed fee or an annual fee that is calculated as a percentage of the value of plan assets. The fee range is negotiable, and may vary according to the facts and circumstances, including the scope of services to be provided, the duration of services and the size of the client (number of employees, plan or individual assets, and other demographic factors). The annual fees will be determined based on the ending aggregate market value of the Plan assets each quarter.

The exact amount of the fixed fee will be specified in your agreement with Everhart Advisors. At our sole discretion you may be required to pay a portion of the fixed fee up front in the form of a retainer; however, at no time will we require payment of more than \$1,200 in fees more than six months in advance. Upon completion of the services, the fixed fee is considered earned by Everhart Advisors and any unpaid amount is immediately due.

If Everhart Advisors charges an annual fee based upon the value of the plan assets. Fees are negotiable based upon the actual services requested and the complexity of the participant's situation. The asset based fees charges will range from 0 .01% to 1.5% of the Plan Assets. The asset based fee charged to each plan will be specified in your agreement with Everhart Advisors For retirement plan sponsors and participants, fees are billed in advance (at the start of the billing period) on a quarterly calendar basis and calculated based on the fair market value of your account as of the last business day of the current billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period.

Clients can elect to have the fee deducted from their account or billed directly and due upon receipt of the billing notice. If clients elect to have the fee automatically deducted from an existing account, they are required to provide the custodian with written authorization to deduct the fees from the account and pay the fees to Everhart Advisors . We will provide the custodian with a fee notification statement.

Either party may terminate the services upon providing the other party providing with written notice of termination. If services are terminated within five business days of signing the client agreement, services are terminated without penalty. Any prepaid but unearned fees are promptly refunded to the client at the effective date of termination.

Everhart Advisors does not reasonably expect to receive any other compensation, direct or indirect, for its Services. If we receive any other compensation for such services, we will (i) offset that compensation against our stated fees, and (ii) will disclose the amount of such compensation, the services rendered for such compensation and the payer of such compensation to you.

All fees paid to Everhart Advisors for advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each mutual fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible distribution fee. If the fund also imposes sales charges, you may pay an initial or deferred sales charge.

If you retain Everhart Advisors to implement the recommendations provided under this service, Everhart Advisors may recommend load or no-load mutual funds that charge you 12(b)-1 fees. Your investment adviser representative may receive a portion of these 12(b)-1 fees in his or her separate capacity as a registered representative of a securities broker-dealer. The receipt of 12(b)-1 fees could represent an incentive for Everhart Advisors or your investment adviser representative to recommend mutual funds with 12(b)-1 fees or higher 12(b)-1 fees over mutual funds with no 12(b)-1 fees or lower 12(b)-1 fees and therefore creates a conflict of interest.

All fees paid to Everhart Advisors for financial planning and consulting services are separate and distinct from the commissions charged by a broker-dealer or asset management fees charged by an investment adviser to implement such recommendations.

It should be noted that lower fees for comparable services may be available from other sources.

B. Other Services

For services provided to other clients, Everhart Advisors' fee may be based on an hourly rate, an annual retainer fee, or a percentage of assets under management.

Hourly rates range from \$200/hour to \$300/hour and are charged based on the client's agreement with Everhart Advisors.

The management fee schedule for individual accounts is as follows and varies based on the client's agreement with Everhart Advisors:

Account Size	Maximum Fee
\$0 to \$100,000	2.25%
\$100,001 to \$250,000	2.00%
\$250,001 to \$500,000	1.50%
Over \$500,001	1.00%

Fees charged by Everhart Advisors for financial planning and investment management services do not include charges imposed by product sponsors, such as maintenance and transaction fees. The client should read the product prospectus to learn more about charges and fees imposed on the client by the product sponsors. Certain account fee conditions or restrictions on the transfer into or the purchase of commissionable securities in an advisory account may be imposed by Everhart Advisors, such as specific types of commissionable security or offset of commissions earned against the advisory fee incurred by the client.

Unless the client provides otherwise in the advisory agreement, all fees owed to Everhart Advisors in connection with the investment management platforms selected will be automatically debited from the client's investment management portfolio or another account held through Everhart Advisors, as the client directs.

C. CAAP Related Services

The standard annual management fee schedule for CAAP accounts is as follows:

CAAP Management Fee Schedule:

First \$250,000	1.90%
Next \$250,000	1.75%

Next \$500,000	1.55%
Over \$1,000,000	1.25%

All CAAP account fees and platform fees are negotiable and subject to discounts on an account-by-account basis. These discounts may be a consideration for Everhart Advisors/IAR when choosing a platform to recommend to the client. A trading and processing fee or annual maintenance fee will also be assessed to CAAP accounts, which are detailed in ADV Part 2 Appendix 1.

Depending on the CAAP platform utilized, client may be charged a tiered fee or a flat fee not to exceed 1.90%. The account fee is a maximum combined management fee charged to the client and shared by Everhart Advisors/IAR.

The CAAP program may cost the client more or less than purchasing the wrap account services separately, assuming that similar services could be purchased directly from the various providers of such services.

D. Payment

Everhart Advisors' fees typically are billed quarterly in advance, although in special circumstances fees may be paid on a one-time only basis. In the event of termination of the client's agreement, Everhart Advisors shall provide a refund of fees pro-rated based on the period to such termination. Depending on the agreement with the client, fees may be deducted from client assets.

ITEM 6 PERFORMANCE BASED FEES

Fees charged by Everhart Advisors will not be based on the capital gains or capital appreciation of client assets.

ITEM 7 TYPES OF CLIENTS

Everhart Advisors provides investment advisory services to individuals, high net worth individuals, pension and profit sharing plans, and business entities. Everhart Advisors does not require account minimums for its advisory services.

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

Everhart Advisors considers investment structure, fees, product sponsors, investment styles, performance results and any other relevant information when analyzing investments. Investing in securities involves risk of loss that each client should be prepared to bear.

Everhart Advisors uses various sources of information, some of which may be prepared by Everhart Advisors. These sources may or may not be publicly available. Information sources include, but are not limited to, financial newsletters and publications, commercially available databases, research materials by third party sources, and prospectuses. Everhart Advisors does not represent, warranty, or imply that the services or methods of analysis employed by the Firm can or will predict future results. There is a risk that the sources used contained errors and could affect the advice given to a client.

With respect to services to retirement plan sponsors, Everhart Advisors may employ many different calculations, processes, and screening techniques to arrive at specific recommended individual investments within the array of investments offered by each investment provider that is being analyzed including but not limited to the following:

- Investment analysis by asset class (domestic equity, international equity, income, hybrid/managed accounts), including market capitalization (small, medium, and large), and investment objective (value, blend, and growth orientation);**
- Performance relative to other investments in the same asset class;**
- Investment performance relative to benchmark performance for the same asset class;**
- Percentile ranking of investment performance for the same asset class;**
- Style-based analysis to determine the impact of an investment being managed differently than its stated investment objective (which is usually a combination of the stated market capitalization category, and investment objective category);**
- Macro screens to eliminate long term underperforming investments, funds with total managed assets of less than the minimum threshold deemed to be adequate by Everhart**

Advisors;

- **Review of Upside and Downside capture, to estimate upside potential and downside risk of each investment;**
- **Common objective risk and return statistical measurements, such as Sharpe ratio, Treynor ratio, standard deviation, alpha, and beta;**
- **Common statistically relevant manager value measurements such as information ratio and tracking error;**
- **R-squared, correlation coefficients, and other statistically relevant information;**
- **Excess return over the given performance benchmark;**
- **Short and long term historical analysis with any of the above measurements;**
- **Financial strength, stability, and reputation of the investment provider, and individual investments offered by and through the investment provider;**
- **Tenure and experience of investment management personnel;**
- **Investment philosophy, process, and style; and**
- **Investment fees.**

Note to clients: Investing in securities involves risk of loss that each client should be prepared to bear.

ITEM 9 DISCIPLINARY INFORMATION

Everhart Advisors and its principal have no disciplinary history to report.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

IARs of Everhart Advisors are registered representatives of Cambridge Investment Research, a full

service securities broker/dealer licensed under federal and state securities laws, located in Fairfield, Iowa. As previously disclosed, Cambridge is a member of FINRA and the SIPC. Also as previously disclosed, all securities transactions for Everhart Advisors' advisory services will be cleared on a fully disclosed basis through Pershing, an unaffiliated securities broker/dealer, member NYSE, and clearing platform.

In their capacity as registered representatives, such IARs are involved in the sale of securities of various types, including, but not limited to, stocks, bonds, and mutual funds. These individuals will receive normal and customary commissions as a result of securities transactions.

Due to the fact that our representatives are also registered representatives of Cambridge clients with \$100,000 or less in assets to place under management may be advised to purchase commission based (Class A front end load) mutual funds.

In addition, IARs may also be insurance licensed and, as such, may assist clients with implementing insurance recommendations. If a client elects to purchase recommended insurance products through Everhart Advisors and its IARs in their separate capacity as licensed insurance agents, such individuals will receive normal and customary commissions based compensation. As such, a potential conflict of interest may exist between the interests of Everhart Advisors, its IARs, and the interests of the clients. None of the IARs is an agent for a specific insurance provider; all insurance recommendations are made with the client's best interests in mind.

Clients are under no obligation, contractually or otherwise, to purchase or sell securities and/or insurance products through Everhart Advisors or its IARs. However, if the client freely chooses to implement the plan through such individuals the broker/dealer used will be Cambridge, and commissions will be earned in addition to any fees paid for advisory services. The commissions may be higher or lower at Cambridge than at other broker/dealers.

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

Code of Ethics Summary

According to the *Investment Advisers Act of 1940*, an investment adviser is considered a fiduciary and has a fiduciary duty to all clients. Everhart Advisors has established a Code of Ethics to comply with the requirements of Section 204(A)-1 of the *Investment Advisers Act of 1940* that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. The Code of Ethics

covers all individuals that are classified as “supervised persons”. All employees, officers, directors and investment adviser representatives are classified as supervised persons. Everhart Advisors requires its supervised persons to consistently act in your best interest in all advisory activities. Everhart Advisors imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm’s fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of Everhart Advisors. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

Affiliate and Employee Personal Securities Transactions Disclosure

Everhart Advisors or associated persons of the firm may not buy or sell for their personal accounts, investment products identical to those recommended to clients. It is the express policy of Everhart Advisors that all persons associated in any manner with our firm must place clients’ interests ahead of their own when implementing personal investments. Everhart Advisors and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.**
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.**
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.**
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an “insider”.**
- Associated persons are discouraged from conducting frequent personal trading.**

- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of Everhart Advisors.

Any associated person not observing our policies is subject to sanctions up to and including termination.

ITEM 12 BROKERAGE PRACTICES

Cambridge Investment Research, Inc.

Clients wishing to implement Everhart Advisors' financial planning advice are free to select any broker they wish and are so informed. If clients wish to have IARs of Everhart Advisors implement the advice in their capacity as registered representatives or through an asset management account, Cambridge Investment Research, will be used. Everhart Advisors does not undertake to select brokers and has not investigated the wide range of brokers available. In making their arrangements with Cambridge, the officers of Everhart Advisors considered the reputation of Cambridge, its officers and personnel, its willingness to investigate new products and services, and its commission rates.

As stated previously IARs of Everhart Advisors are registered representatives of Cambridge and are required to use the services of Cambridge and Cambridge's approved clearing broker-dealers when acting in their capacity as registered representatives. Cambridge serves as the introducing broker-dealer. Cambridge has a wide range of approved securities products for which Cambridge performs due diligence prior to selection. Cambridge's registered representatives are required to adhere to these products when implementing securities transactions through Cambridge. Transaction fees charged for these products may be higher or lower than transaction fees clients may be able to obtain if transactions were implemented through another broker/dealer. Because the IARs of Everhart Advisors are also registered representatives of Cambridge, Cambridge provides compliance support to them. In addition to compliance support, Cambridge also provides out IARs, and therefore Everhart Advisors, with back-office operational, technology, and other administrative support.

Although Everhart Advisors' IARs are also registered representatives of Cambridge, Everhart Advisors is independently owned and operated and not affiliated (i.e. owned by or under common ownership) with Cambridge.

Cambridge makes available to Everhart Advisors other products and services that benefit Everhart Advisors but may not benefit its clients' accounts. Some of these other products and services assist Everhart Advisors in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution (and allocation of aggregated trade orders from multiple client accounts); provide research, pricing information and other market data; and assist with back-office functions; recordkeeping and client reporting. Cambridge also makes available to Everhart Advisors other services intended to help Everhart Advisors manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Cambridge may make available, arrange and/or pay for these types of services rendered to Everhart Advisors by an independent third party providing these services to Everhart Advisors. As a fiduciary, Everhart Advisors endeavors to act in its clients' best interests. Everhart Advisors' recommendation that clients maintain their assets in accounts through Cambridge may create a potential conflict of interest because Everhart Advisors may receive the foregoing benefits, which may not give the clients a direct benefit.

Cambridge Equity Participation Plan

In addition, Investment Advisor Representatives of Everhart Advisors have entered into an Equity Participation Plan with Cambridge Investment Research (CIR). Under this arrangement, they have the ability to earn a percentage of CIR's overall profit ratio. The Investment Advisor Representatives are not owners or officers of CIR. However, they are eligible to participate in the Equity Participation Plan due to their affiliation as registered representatives of CIR. This arrangement is a potential conflict of interest between Everhart Advisors and its clients in that it may inhibit Everhart Advisors' independent judgment concerning the best execution services offered by CIR.

Best Execution Disclosure

If Everhart Advisors assists in the implementation of any recommendations, we are responsible to ensure that the client receives the best execution possible.

At least annually, Everhart Advisors will review alternative broker/dealer and custodial platforms in the marketplace to confirm its duty to provide the best execution of client

accounts possible, considering all factors. Reviews include a comparison of currently recommended broker/dealers, which involves evaluating criteria such as overall expertise, cost competitiveness and financial condition. The quality of broker/dealers is also reviewed through trade journal evaluations. However, best execution does not simply mean the lowest transaction cost. Therefore, no single criteria will validate nor invalidate a custodian, but rather, all criteria taken together will be used in evaluating the currently utilized broker/dealers.

Trade Errors

Everhart Advisors has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, you may not be able to receive any gains generated as a result of the error correction. In all situations where you do not cause the trade error, you will be made whole and any loss resulting from the trade error will be absorbed by Everhart Advisors if the error was caused by the firm. If the error is caused by the broker-dealer, the broker-dealer will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client accounts that should also receive the gains and it is not permissible for all clients to retain the gain. We may also confer with clients to determine if the client should forego the gain (e.g., due to tax reasons).

We will never benefit or profit from trade errors.

Soft Dollar Benefits

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities transactions or maintaining an account balance with the broker-dealer.

Everhart Advisors does not have a soft dollar agreement with a broker-dealer or a third-party.

Block Trading Policy

Investment advisors may elect to purchase or sell the same securities for several clients at approximately the same time when they believe such action may prove advantageous to clients. This process is referred to as aggregating orders, batch trading or block trading. Everhart Advisors does not engage in block trading.

It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, it is our trading policy is to implement all client orders on an individual basis. Therefore, we do not aggregate or “block” client transactions. Considering the types of investments we hold in advisory client accounts, we do not believe clients are hindered in any way because we trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

ITEM 13 REVIEW OF ACCOUNTS

Account Reviews and Reviewers

Managed accounts are reviewed at least quarterly. While the calendar is the main triggering factor, reviews can also be conducted at your request. Account reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by the advisor assigned to your account, with reviews performed in accordance with your investment goals and objectives.

Statements and Reports

For our asset management services, you are provided with transaction confirmation notices and regular quarterly account statements directly from the qualified custodian.

You are encouraged to always compare any reports or statements provided by us against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

Everhart Advisors has entered into an agreement with certain referring parties (Referring Parties) to refer clients to Everhart Advisors. If a referred client enters into an investment

advisory agreement with Everhart Advisors, a cash referral fee is paid to the referring party, which is based upon a percentage of the client advisory fees that are generated. The referral agreements between any referring party and Everhart Advisors will not result in any charges to clients in addition to the normal level of advisory fees charged.

When a client is referred to us by a referring party, the referring party provides the client with a copy of our Disclosure Brochure as required by the *Investment Advisers Act of 1940*. The client also will complete a Solicitor's Disclosure Statement document. If the referring party is an unaffiliated registered investment adviser firm, then the client will also receive a copy of the referring party's Form ADV Part 2 Disclosure Brochure. If a referred client enters into an investment advisory agreement with Everhart Advisors, a referral fee is paid to the referring party. The referral relationship will not result in clients being charged any fees over and above the normal advisory fees charged for the advisory services provided.

The referral agreements between Everhart Advisors and referring parties are in compliance with state and federal securities rules regarding paid solicitor arrangements.

We may from time to time receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as client appreciation events, advertising, publishing, and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for which sales have been made or for which it is anticipated sales will be made. This creates a conflict of interest in that there is an incentive to recommend certain products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. We attempt to control for this conflict by always basing investment decisions on the individual needs of our clients.

ITEM 15 CUSTODY

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to

access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

Everhart Advisors is deemed to have custody of client funds and securities whenever Everhart Advisors is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody Everhart Advisors will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which Everhart Advisors is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against any reports that may be received from Everhart Advisors. When clients have questions about their account statements, they should contact Everhart Advisors or the qualified custodian preparing the statement.

With regard to retirement plan sponsor services, all assets in a client account shall be held for safekeeping with a designated custodian as selected by the client. Everhart Advisors shall not act as custodian for any assets in the client's account and shall not take possession of cash and/or securities of the client's account. Everhart Advisors shall not be liable to clients for any act, conduct or omission by custodian. Everhart Advisors is only authorized or empowered to issue instructions to custodian or to request information about the account from custodian for the limited purpose of managing the asset allocation of the Models. Everhart Advisors shall have no other discretion or control in regards to custodian instruction.

With regard to all other services, Everhart Advisors shall never take custody or possession of any client funds or securities. The services of an outside custodial firm shall be used.

ITEM 16 INVESTMENT DISCRETION

For all investment management services conducted by Everhart Advisors you provide us with trading authorization on a non-discretionary basis, we will be required to contact you prior to implementing changes in your account. Therefore, you will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If your accounts are managed on a non-discretionary basis, you need to know that if we are not able to reach you or you are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

You will have the ability to place reasonable restrictions on the types of investments that may be purchased in your Account. You may also place reasonable limitations on the discretionary power granted to Everhart Advisors so long as the limitations are specifically set forth or included as an attachment to the client agreement.

ITEM 17 VOTING CLIENT SECURITIES

Everhart Advisors does not vote proxies on behalf of Clients. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in Account.

You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided.

ITEM 18 FINANCIAL INFORMATION

Everhart Advisors does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, Everhart Advisors has not been the subject of a bankruptcy petition at any time.

