

## **Item 1 - Cover Page**



**CRD# 110237**

1551 Jennings Mill Road  
Suite 1200A  
Bogart, Georgia 30622

(706) 534-2351

[www.TrademarkCapital.com](http://www.TrademarkCapital.com)

## **April 11, 2014 Brochure**

This brochure provides information about the qualifications and business practices of Trademark Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at (706) 534-2351 or [Joe.Ezernack@trademarkcapital.com](mailto:Joe.Ezernack@trademarkcapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Trademark Capital Management, Inc. is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Trademark Capital Management, Inc. is also available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

## **Item 2 - Material Changes**

This Brochure is prepared in the revised format required beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any material changes to our policies, practices, or conflicts of interest made since our last required "annual update." In the event of any material changes, this Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on March 31, 2014. Of course the complete Brochure is available to clients at any time upon request.

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#### ***Item 4 - Advisory Business***

##### **General Information**

Trademark Capital Management, Inc. ("TCM") was formed in 1995, and provides portfolio management and retirement plan advisory services to its clients.

Joseph G. Ezernack, Jr. and Donald Beasley are the principal owners of TCM. Please see ***Brochure Supplements***, Exhibit A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of March 13, 2014, TCM managed \$100,099,001 on a discretionary basis, and no assets on a non-discretionary basis.

#### RETIREMENT PLAN ADVISORY SERVICES

Establishing a sound fiduciary governance process is vital to good decision-making and to ensuring that prudent procedural steps are followed in making investment decisions. TCM will provide Retirement Plan consulting services to Plans and Plan Fiduciaries as described below. The particular services provided will be detailed in the consulting agreement. The appropriate Plan Fiduciary(ies) designated in the Plan documents (e.g., the Plan sponsor or named fiduciary) will (i) make the decision to retain our firm; (ii) agree to the scope of the services that we will provide; and (iii) make the ultimate decision as to accepting any of the recommendations that we may provide. The Plan Fiduciaries are free to seek independent advice about the appropriateness of any recommended services for the Plan. Retirement Plan consulting services may be offered individually or as part of a comprehensive suite of services which can be used with any Plan provider, record keeper, or Plan administrator.

The Employee Retirement Income Security Act of 1974 ("ERISA") sets forth rules under which Plan Fiduciaries may retain investment advisers for various types of services with respect to Plan assets. For certain services, TCM will be considered a fiduciary under ERISA. For example, TCM will act as a fiduciary when providing non-discretionary investment advice to the Plan Fiduciaries by recommending a suite of investments as choices among which Plan Participants may select. Also, to the extent that the Plan Fiduciaries retain TCM to act as an investment manager within the meaning of ERISA § 3(38), TCM will provide discretionary investment management services to the Plan.

##### **Stand Alone 3(38) Program**

TCM will implement a multi-step process to carry out the fiduciary responsibilities associated with its discretionary management of the Plan's investments. TCM will assist the Plan Fiduciary with establishing an Investment Policy Statement ("IPS") for suitable investment options under the Plan and will evaluate and designate the specific investments to be offered as Plan investment options to Plan Participants. Investment options will be monitored and changed as deemed appropriate in TCM's discretion. TCM shall also prepare reports evaluating the performance of Plan's investments and comparing the performance to the benchmarks set forth in the IPS or as otherwise determined in consultation with the Plan Fiduciary. TCM will also establish and maintain a fiduciary audit file.

As a condition for participating in the *Stand Alone 3(38) Program*, the Plan Fiduciary must agree to offer the Trademark Capital Target Retirement Funds (the "Trademark Funds"), a series of age-based collective investment funds held in trust by the Hand Benefits & Trust Company and advised by TCM, as an investment option for Participants if the Trademark Funds are available on the

investment platform. Once the Plan Fiduciary determines that the Trademark Funds are suitable for the Plan, in no event shall TCM provide any discretionary or non-discretionary investment advice regarding the prudence of maintaining or continuing investments in the Trademark Funds.

#### Full Service 3(38) and 3(21) Programs

In addition to its *Stand Alone 3(38) Program*, TCM offers a *Full Service 3(38) Program*. The *Full Service 3(38) Program* encompasses the *Stand Alone 3(38) Program* described above but is offered in conjunction with non-fiduciary services (described below), as selected by each client.

TCM also offers a non-discretionary *Full Service 3(21) Program*, where in addition to providing the non-fiduciary services described below, TCM will assist the Plan Fiduciary establish an investment policy statement (“IPS”) for suitable investment options under the Plan. TCM will provide Plan Fiduciaries with recommendations of investment options consistent with the IPS and ERISA section 404(c). Plan Fiduciaries retain responsibility for the final determination of investment options and for compliance with ERISA section 404(c). Upon request, TCM will meet with the Plan Fiduciary periodically to review variances with the IPS and to recommend changes to the IPS or to the investments, and assist with the implementation of any approved changes. TCM will prepare reports evaluating the performance of Plan’s investments and comparing the performance to benchmarks set forth in the IPS or as otherwise determined in consultation with the Plan Fiduciary. TCM shall also maintain written minutes of meetings held with the Plan Fiduciary and also establish and maintain a fiduciary audit file.

As a condition for participating in the *Full Service 3(38) and/or 3(21) Programs*, the Plan Fiduciary must agree to offer the Trademark Capital Target Retirement Funds (the “Trademark Funds”), a series of age-based collective investment funds held in trust by the Hand Benefits & Trust Company and advised by TCM, as an investment option for Participants. Once the Plan Fiduciary determines that the Trademark Funds are suitable for the Plan, in no event shall TCM provide any discretionary or non-discretionary investment advice regarding the prudence of maintaining or continuing investments in the Trademark Funds.

#### Non-Fiduciary Services:

At the request of Plan Fiduciaries that have chosen to utilize TCM’s *Full Service 3(38) and/or 3(21) Programs*, TCM will include the following non-fiduciary services:

- *Plan Evaluation.* If selected, TCM will provide the Plan Fiduciary with a comprehensive benchmarking report that measures a variety of the Plan’s current metrics against the metrics of other similar retirement plans. Plan metrics may include and are not limited to plan features, participation rates, deferral rates, investment funds, record-keeping fees, administrative costs and fund expenses.
- *Participant Education.* If selected, TCM will deliver financial education across all levels of employees of the Plan Sponsor, regardless of their participation in the Plan, to enable them to confidently accumulate and manage their savings toward their retirement. Participant education services shall be consistent with and within the scope of Interpretive Bulletin 96-1. As such, TCM will not provide fiduciary investment advice (as defined in ERISA) to the participants and will not provide investment advice concerning any investment option or combination of investment options for a particular participant or beneficiary under the Plan.

TCM will also provide the following ala carte non-fiduciary services for separate and additional

compensation:

- *Vendor Selection.* If selected, TCM will provide assistance to the Plan Fiduciary in regard to the selection of a vendor on behalf of the Plan. The goal of this service is to assist and empower the Plan Fiduciary to make an informed and knowledgeable vendor selection decision.
- *Extra Meetings and Reports.* If selected, TCM will attend additional fiduciary and employee meetings and provide additional reports in connection with providing its fiduciary services.

## INVESTMENT ADVISORY SERVICES

### General Asset Management Services for Individuals, Retirement Plans and Institutions

TCM provides portfolio management services to its clients. TCM does not offer asset allocation, risk assessment or financial planning services to clients. A Principal of TCM is available to meet with clients or prospective clients to discuss and describe the firm's management style. Once a client or prospective client determines that this investment style is suitable or remains suitable for their financial situation, the proportion of their assets to be managed in this manner is determined by the client. In general, all portfolios will be managed in a similar manner regardless of a client's individual investment objectives.

A client's investment profile may be updated from time to time when requested by the client, or when determined to be necessary or advisable by TCM based on updates to the client's financial or other circumstances.

TCM will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, TCM will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on TCM in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of TCM.

### Collective Investment Funds

TCM also serves as the investment adviser to various collective investment funds (the "Trademark Funds") (each reflecting a different investment strategy), sponsored by Hand Benefits & Trust Company (HB&T), a state-chartered trust company regulated by the Texas Department of Banking. Collective funds represent a pooled group of accounts that are combined to create a larger, diversified portfolio, typically a fund of grouped assets contributed by pension, profit sharing, retirement, or other trusts that are exempt from federal income tax. These pooled funds are

grouped into what is commonly referred to as a master trust account under the control of the fund custodian (here HB&T) which acts as the administrator.

### ***Item 5 - Fees and Compensation***

#### **General Fee Information**

Fees paid to TCM are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 - Brokerage Practices*** for additional information. Fees paid to TCM are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, TCM and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio management fees are generally payable quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. If management begins after the start of a quarter, fees will be prorated accordingly. When assets are deposited into a client's account, TCM shall charge a pro-rata fee for these additional assets based upon the number of days remaining in the billing quarter. With client authorization, unless other arrangements are made, fees are normally debited directly from client account(s).

Either TCM or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to TCM from the client will be invoiced or deducted from the client's account prior to termination. No fee adjustments shall be made for partial withdrawals during the final quarter of service.

In the event that TCM's advisory fees are due and the client's advisory account does not contain sufficient funds to pay those advisory fees, TCM shall have authority to sell/redeem/liquidate securities held in the client's portfolio, in sufficient amounts, to pay TCM's then due advisory fees.

At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), TCM *may* maintain cash positions for defensive purposes. All cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating TCM's advisory fee.

When beneficial to the client, individual fixed-income transactions may be effected through broker-dealers other than the account custodian, in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "trade away" fee charged by the account custodian.

#### **Stand Alone 3(38) Program**

Plans participating in this program do not directly compensate TCM when the Trademark Funds are selected within the Plan's investment platform. In these instances, TCM will receive compensation in connection with the Plan's investment in the Trademark Funds. Such compensation is earned for providing investment advisory services to Hand Benefits & Trust Company (the "Trustee"), the trustee for the Trademark Funds. The annual rate of the advisory fee earned by Advisor for advising the Trademark Fund is a percentage of the asset value of the

Trademark Funds, depending on the share class held by the Plan, as provided in the Participation Agreement for the Hand Composite Employee Benefit Trust (the “Participation Agreement”) entered into (or to be entered into) by the Plan Sponsor and the Trustee.

To the extent that a Plan participates in an investment platform where the Trademark Funds are not available, an asset-based fee of up to 0.20% per year will be charged. These accounts are also subject to a \$2,500 minimum annual fee. TCM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where TCM deems it appropriate under the circumstances.

*Full Service 3(38) and 3(21) Programs*

The asset-based fee for the *Full Service 3(21) and 3(38) Programs* is inclusive of 3(21) or 3(38) fiduciary services and non-fiduciary Plan Evaluation and Participant Education services (as selected by the client). The blended annual fee is calculated based on the Plan’s total assets in accordance with the following fee schedule:

<b>Value of Plan Assets under Management</b>	<b>3(21) Annual Fee</b>	<b>3(38) Annual Fee</b>
The first \$3,000,000	0.40%	0.50%
The next \$7,000,000	0.12%	0.15%
The next \$20,000,000	0.10%	0.125%
Above \$30,000,000	Negotiable	Negotiable

The annual minimum fee is \$5,000 for these services. TCM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where TCM deems it appropriate under the circumstances.

The following ancillary services are offered for separate and additional compensation as listed below:

- *Vendor Selection Fee.* Vendor Selection services are provided at the hourly rate of \$225.
- *Extra Meetings and Reports.* If requested, Advisor shall attend additional meetings and provide additional reports in connection with Advisor’s providing its fiduciary services, Plan Evaluation Services, Participant Education or Vendor Selection services in accordance with the following fee schedule:
  - Fiduciary Review Meetings - \$500.00 for each meeting that is in addition to Advisor’s standard semi-annual meetings.
  - Benchmarking Reports - \$500.00 for each report that is in addition to Advisor’s standard annual reports.
  - Employee Meetings - \$1,500.00 per day, plus travel and expenses, for each meeting that is in addition to Advisor’s standard meetings (initial transition meeting and ongoing meetings on an annual basis).

In addition to the asset-based fee schedule above and any ala carte fees for non-fiduciary services, TCM receives compensation in connection with the Plan’s investment in the Trademark Funds.

Such compensation is earned for providing investment advisory services to Hand Benefits & Trust Company, the trustee for the Trademark Funds. The annual rate for the gross compensation earned by TCM for advising the Trademark Fund is a percentage of the asset value of the Trademark Funds, (0.35% or 0.65%, depending on the share class held by the Plan), as provided in the Participation Agreement for the Hand Composite Employee Benefit Trust entered into (or to be entered into) by the Plan Sponsor and the Trustee.

#### General Asset Management Services for Individuals & Institutions

The annual fee schedule, based on a percentage of assets under management, is as follows:

<i>Market Value of All Assets Under Management</i>	<i>% of Assets</i>
On the first \$500,000	1.25%
On the next \$4,500,000	1.00%
Above \$5,000,000	0.75%

TCM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where TCM deems it appropriate under the circumstances.

#### Collective Investment Funds Fees

TCM generally receives an investment management fee of 0.35% or 0.60% for services rendered to the Trademark Funds, depending upon the share class. For more information regarding how fees are calculated and collected for the Trademark Funds, investors should see the Participation Agreement and the Hand Composite Employee Benefit Trust Document ([https://www.bpas.com/products/inst\\_trust\\_serv.htm](https://www.bpas.com/products/inst_trust_serv.htm)).

#### **Item 6 - Performance-Based Fees and Side-By-Side Management**

TCM does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because TCM has no performance-based fee accounts, it has no side-by-side management.

#### **Item 7 - Types of Clients**

TCM serves individuals, pension and profit-sharing plans, business entities, collective investment trusts, estates and trusts. TCM does not generally impose a minimum portfolio value for conventional investment advisory services or a minimum fee. TCM imposes a \$5,000 minimum annual fee for the *Full Service 3(38) and 3(21) Program*. TCM imposes a \$2,500 minimum annual fee for the *Stand Alone 3(38) Service* where Trademark Funds are not available on the Plan's investment platform.

#### **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

##### Investment Strategies

TCM manages most of its portfolios utilizing an active strategy guided by TCM's principal investment model. TCM's investment model is a proprietary, rules-based tactical asset allocation model designed to react to current market conditions. The model uses a variety of quantitative measures to determine the overall risk levels in the market place. These levels determine the rules TCM uses to buy and sell investments for client accounts. TCM's investment model seeks to:



- Participate in gains when stock and/or bond market conditions are good
- Reduce exposure to the markets when conditions are poor
- Continually control portfolio risk through tactical asset allocation

TCM primarily allocates client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, mutual funds and/or exchange traded funds on a discretionary basis.

### Methods of Analysis

TCM may utilize the following methods of security analysis:

- Fundamental - (analysis performed on historical and present data to screen certain investments)
- Quantitative - (analysis performed on historical and present data, focusing on price, volume, breadth and other data to measure market risk.

TCM may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

### Investment Risk

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by TCM will be profitable or equal any specific performance level(s). TCM's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis TCM must have access to current/new market information. TCM has no control over the dissemination rate of market information; therefore, unbeknownst to TCM, certain analyses may be compiled with outdated market information, severely limiting the value of TCM analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

TCM's primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

### Risk of Loss

While TCM seeks to diversify clients' investment portfolios across various asset classes in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no

assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

*Management Risks.* While TCM manages client investment portfolios based on TCM's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. The ability of the portfolio to meet its objective is directly related to the ability of TCM's investment model to correctly quantify market risk and react accordingly to current and developing market trends. Thus, client investment portfolios are subject to the risk that TCM allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that TCM's specific investment choices could underperform their relevant indexes.

*Risks of Investments in Mutual Funds, ETFs and Other Investment Pools.* As described above, TCM may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

*Equity Market Risks.* TCM will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

*Fixed Income Risks.* TCM may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

*Foreign Securities Risks.* TCM may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the

risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

#### Inverse/Enhanced Market Strategies

TCM may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be **no assurance** that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct TCM, in writing, not to employ any or all such strategies for the client's accounts.

#### Cash Positions

At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), TCM *may* maintain cash positions for defensive purposes. All cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating the TCM's advisory fee

#### ***Item 9 - Disciplinary Information***

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of TCM or the integrity of TCM's management. TCM has no disciplinary events to report.

#### ***Item 10 - Other Financial Industry Activities and Affiliations***

##### Related Collective Investment Funds

TCM provides investment advisory services to the Trademark Capital Target Retirement Funds a series of Collective Investment Trusts through Hand Benefit & Trust. HB&T compensates TCM with a management fee of 0.35% or 0.60%, depending upon the share class. Thus, Plans participating in TCM's *Full Service 3(21)* and *Full Service 3(38) Programs* will indirectly pay TCM a management fee for investments held in the Trademark Capital Target Retirement Funds and will also pay an asset based fee to TCM for providing Non-Fiduciary Services (i.e., Participant Education and Plan Evaluation). Other Ancillary Non-Fiduciary services are offered for separate and additional compensation.

TCM utilizes the services of an unrelated third party subcontractor, Wilshire Associates, which provides the glide path methodology used for the management of the Trademark Funds. Wilshire Associates receives compensation directly from TCM for its services at an annual rate of 0.05% (5 bps) of Trademark Fund assets. (Subject to a \$100,000 fee minimum that is not included in the Funds' expense ratio.)

Plan recordkeeping platforms may receive shareholder servicing fees from the Trademark Funds in exchange for tracking and maintaining Participant-level records relating to a Plan's beneficial ownership of such investments. The annual rate of any such compensation is disclosed in the Participation Agreement or its related fee disclosures with each Plan.

For complete information on the Trademark Funds' expenses and fees, investors should see the Participation Agreement for the Hand Composite Employee Benefit Trust entered into (or to be entered into) by the Plan Sponsor and the Trustee. Additionally, in the event that any client has questions regarding the Fund and/or any corresponding perceived conflict of interest that the purchase of Fund for a client's account may present, the client is encouraged to speak with TCM's Chief Compliance Officer, Joseph G. Ezernack.

### ***Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading***

#### **Code of Ethics and Personal Trading**

TCM has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. TCM's Code has several goals. First, the Code is designed to assist TCM in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, TCM owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with TCM (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for TCM's associated persons. Under the Code's Professional Standards, TCM expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, TCM associated persons are not to take inappropriate advantage of their positions in relation to TCM clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time TCM's associated persons may invest in the same securities recommended to clients. Under its Code, TCM has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

#### **Participation or Interest in Client Transactions**

Because client accounts are invested primarily in ETFs and mutual funds, there is little opportunity for a conflict of interest between personal trades by TCM associated persons and trades in client accounts, even when such accounts invest in the same securities. However, in the event of other identified potential trading conflicts of interest, TCM's goal is to place client interests first.

Consistent with the foregoing, TCM maintains policies regarding participation in initial public offerings (IPOs) and private placements to comply with applicable laws and avoid conflicts with client transactions. If a TCM associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with TCM's written policy.

## ***Item 12 - Brokerage Practices***

### **Best Execution and Benefits of Brokerage Selection**

In the event that the client requests that TCM recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct TCM to use a specific broker-dealer/custodian), TCM generally recommends that investment management accounts be maintained at Schwab, Fidelity and National Advisors Trust Company (collectively, the "Custodians"). Prior to engaging TCM to provide investment management services, the client will be required to enter into a formal *Asset Management Agreement* with TCM setting forth the terms and conditions under which TCM shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that TCM considers in recommending the Custodians (or any other broker-dealer/custodian to clients) include historical relationship with TCM, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by TCM's clients shall comply with the TCM's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where TCM determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although TCM will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, TCM's investment management fee. TCM's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

### **Research and Additional Benefits**

When determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, TCM may receive from the Custodians (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist TCM to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by TCM may be 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 TCM in furtherance of its investment advisory business operations. These services are not soft dollar arrangements, but are part of the institutional platforms offered by the custodians.

As indicated above, certain of the support services and/or products that *may* be received may assist TCM in managing and administering client accounts. Others do not directly provide such assistance, but rather assist TCM to manage and further develop its business enterprise.

TCM's clients do not pay more for investment transactions effected and/or assets maintained at the Custodians as a result of this arrangement. There is no corresponding commitment made by TCM to the Custodians or any other entity to invest any specific amount or percentage of client assets in

any specific mutual funds, securities or other investment products as a result of the above arrangement.

#### Directed Brokerage

With the exception of Plan accounts and certain legacy accounts, TCM does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and TCM will not seek better execution services or prices from other broker-dealers or be able to “batch” the client’s transactions for execution through other broker-dealers with orders for other accounts managed by TCM. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

In the event that the client directs TCM to effect securities transactions for the client’s accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through TCM. Not all advisers require their clients to utilize a specific custodian.

#### Aggregated Trade Policy

TCM may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows TCM to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.

TCM will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of TCM’s Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all TCM’s transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client’s participation in the transaction. On occasion, owing to the size of a particular account’s pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account’s participation ineligible or impractical.

TCM will prepare, before entering an aggregated order, a written statement (“Allocation Statement”) specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of TCM. TCM’s books and records will separately reflect, for each client account included in a block

trade, the securities held by and bought and sold for that account. TCM will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

### ***Item 13 - Review of Accounts***

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by TCM. These factors may include, but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Joseph Ezernack, TCM's Chief Investment Officer reviews all accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. Upon request, TCM will periodically provide a report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

### ***Item 14 - Client Referrals and Other Compensation***

As noted above, TCM may receive an economic benefit from the Custodians in the form of support products and services they make available to TCM and other independent investment advisors that have their clients maintain accounts at the Custodians. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of the Custodians' products and services to TCM is based solely on our participation in the programs and not in the provision of any particular investment advice.

From time to time, TCM may enter into arrangements with third parties ("Solicitors") to identify and refer potential clients to TCM. Consistent with legal requirements under the Investment Advisers Act of 1940, as amended, TCM enters into written agreements with Solicitors under which, among other things, Solicitors are required to disclose their compensation arrangements to prospective clients before such clients enter into an agreement with TCM.

Certain third parties compensate TCM for client referrals in accordance with the Investment Adviser's Act of 1940. The compensation paid to TCM will typically consist of a cash payment stated as a percentage of the third party's advisory fee. When TCM solicits for third parties it will provide the prospective client with a copy of the third party's Form ADV 2A, together with the written disclosure statement disclosing the terms of the solicitation arrangement between the third party and TCM, including the compensation to be paid by the third party to TCM.

### ***Item 15 - Custody***

It is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify TCM of any questions or concerns. Clients are also asked to promptly notify TCM if the custodian fails to provide statements on each account held.

From time to time and in accordance with TCM's agreement with clients, TCM will provide additional reports. The account balances reflected on these reports should be compared to the

balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

***Item 16 - Investment Discretion***

As described above under ***Item 4 - Advisory Business***, TCM manages portfolios on a discretionary basis. This means that TCM will execute that trades within a client's portfolio without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving TCM the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. TCM then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with TCM and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between TCM and the client.

***Item 17 - Voting Client Securities***

As a policy and in accordance with TCM's client agreement, TCM does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact TCM with questions relating to proxy procedures and proposals; however, TCM generally does not research particular proxy proposals.

***Item 18 - Financial Information***

TCM does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure with respect to this item.