



Guidance Solutions from Scottrade Investment Management™

Wrap Fee Brochure

Scottrade Investment Management™

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This wrap fee brochure provides information about the qualifications and business practices of Scottrade Investment Management. If you have any questions about the contents of this brochure, please contact us at 855-327-2253. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about Scottrade Investment Management is also available on the SEC's website at www.adviserinfo.sec.gov.

November 21, 2014

Item 1: Cover Page

Item 2: Material Changes

This brochure replaces the previous version which was dated June 18, 2014. There have been no material updates to this brochure since the filing of Scottrade Investment Management's initial brochure on February 10, 2014.

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Item 4: Services, Fees and Compensation

Scottrade Investment Management (“SIM,” “we,” “us,” or “our”) is a registered investment advisor and a wholly-owned subsidiary of Scottrade Financial Services, Inc. (“SFSI”), registered as a corporation with the State of Delaware. SIM is affiliated with Scottrade, Inc. (“Scottrade”), an Arizona corporation that has been registered as a broker-dealer since 1980. Scottrade is a financial services firm that provides brokerage products and services to individual investors through an online platform and branch network.

Guidance Solutions from Scottrade Investment Management (“Guidance Solutions” or the “Program”) is an investment advisory program sponsored by SIM that is designed to help individual investors meet their financial goals and objectives. The Program provides clients (“Client,” “you” or “your”) with advice and discretionary management by investing your assets in a portfolio of mutual funds and/or exchange-traded funds (“ETFs”) selected by either Envestnet Asset Management, Inc. (“Envestnet”) or other third-party investment managers or strategists (“Model Providers”). This disclosure brochure (“Brochure”) provides important information about the Program and our services and business practices. Please read this brochure carefully before you invest in the Program.

Information about Scottrade’s retail brokerage offerings can be found by visiting www.scottrade.com. When Scottrade acts as a broker, its primary role is to execute trades for you based on your instructions. The Program is sponsored by SIM, which is an investment advisor. The obligations owed to you by Scottrade, which acts as a broker dealer, and SIM, which acts as an investment advisor are different. When Scottrade acts as broker, its interest may not always be aligned with yours and any advice is incidental to Scottrade’s brokerage services. When SIM acts as your advisor, its primary role is to give you advice designed to help you manage your investments. When SIM serves as advisor, it

acts as a fiduciary, which means SIM is bound to act in your best interest and disclose conflicts of interest.

The scope of any investment advisory relationship SIM has with you is defined in the investment advisory agreement that sets forth the terms and conditions of the Program (the “Client Agreement”). When you enroll in the Program, SIM will provide advisory services only for the cash and securities that you may, from time to time, place under the supervision and management of SIM pursuant to the Client Agreement or that become part of the account (the “Account”) and not for any other assets or accounts, unless otherwise separately agreed to by SIM in writing.

In addition to the Program, SIM also offers Advisor Access from Scottrade Investment Management (the “Service”) through which investors are referred to unaffiliated investment advisors that offer various investment management and financial planning services. More information about the Service is contained in the Advisor Access Form ADV, Part 2A, which is available through the SEC’s website at www.adviserinfo.sec.gov.

Program Overview

SIM sponsors the Program and provides investment advice in coordination with Envestnet Asset Management, Inc. (“Envestnet”). Envestnet is an independent financial services firm that provides investment management and investment advisory services. SIM, through its relationship with Envestnet, provides Clients with access to professionally managed asset allocation strategies (each, a “Model”) developed by Model Providers.

SIM will conduct a review and assessment of your investment goals and objectives by discussing an investor questionnaire (the “Investor Questionnaire”) with you. The Investor Questionnaire is designed to collect information about a Client’s financial position,

investment objectives, investment restrictions and other relevant information and assist you in assessing the level of investment risk you are willing to accept (your “risk tolerance”) and the expected time to reach your investment goals (your “life stage” or “time horizon”). Based on the results of the Investor Questionnaire and the investment objective you designate, SIM will assist you in selecting a Model from a list of available Model Providers. The Model Providers are responsible for constructing and managing the Models on a discretionary basis and selecting the underlying mutual funds and ETFs (“Program Funds”) included in each Model. The Models may be comprised exclusively of mutual funds, exclusively of ETFs or of a combination of mutual funds and ETFs. Envestnet will be responsible for implementing the Model for each Client on a discretionary basis, subject to any reasonable restrictions you may impose on the management of your Account.

SIM will provide ongoing monitoring of the selected Model and will periodically review your Account to monitor performance and evaluate whether the Model continues to be appropriate in relation to your investment objective. In addition, we may rebalance your Account when necessary to maintain your target allocations. Rebalancing will generally occur annually unless market conditions indicate that it should occur more frequently. Rebalancing may result in taxable gains or losses. SIM does not provide tax advice and does not manage the Program to minimize tax impacts for Clients.

Reasonable Investment Restrictions

You may choose to impose reasonable restrictions on the Program Funds in which your Account may invest. SIM will review any restrictions to determine if they are reasonable. The determination of whether a restriction is reasonable shall be made by SIM in its sole discretion. Investments made by Program Funds are subject to the investment restrictions described in the applicable prospectus, Statement of Additional Information (“SAI”) or other

offering document and restrictions imposed by applicable law.

In the event any reasonable restriction you request restricts the intended allocation of the Model, in whole or in part, SIM may, in its discretion, hold the amount of the Account that would have been invested in the restricted Program Fund in cash, invest it in substitute securities or allocate it pro rata across the other Program Funds in the Model that are not restricted. The performance of Accounts that are subject to reasonable restrictions may differ from Accounts that are not subject to such restrictions, possibly producing lower overall results. SIM will contact Clients at least annually to discuss the performance of their Account and to confirm whether there have been any changes to the Client’s financial situation, investment objectives or if Client would like to impose or modify any investment restrictions.

Risk Disclosure

Clients should understand that all investments involve risk, that investment performance can never be predicted or guaranteed and that the value of your Account will fluctuate due to market conditions and other factors. You are assuming the risks involved with investing in Program Funds and other securities, and you could lose all or a portion of the amount held in your Account. It is important that you read the prospectus for each Program Fund within the Model before investing. Further details about a Program Fund can be found in its SAI and shareholder reports.

Investments made, and the actions taken, for your Account will be subject to various market, liquidity, currency, economic and political risks, and will not necessarily be profitable. Past performance is not a guarantee of future results. It is important to read the prospectus of each Program Fund before investing. Further details about a Program Fund can be found in its SAI and shareholder reports.

Investment Discretion

Under the terms of the Client Agreement, you grant full investment and trading discretionary authority over your Account to SIM. SIM can exercise this discretionary authority at any time without prior notice to you. The discretionary authority you give SIM does not include the authority to choose or change your Model selection. You authorize SIM to delegate such discretionary authority to Envestnet or such other investment advisor as SIM shall from time-to-time designate to invest and reinvest the Account assets and implement your selected Model. By granting investment discretion over your Account to SIM and authorizing it to delegate that authority to Envestnet, you are giving Envestnet the authority to determine the Program Funds and other securities to be bought or sold in your Account and the amount of Program Funds and other securities to be bought or sold without your prior notice or consent. Envestnet may, when it deems appropriate, exchange Program Funds or convert share classes, and otherwise trade in any Program Fund or other security and deal with your Account assets in its sole discretion. In all cases, however, Envestnet will exercise its discretion in a manner consistent with your stated investment objective and any reasonable restrictions you may impose on the management of your Account.

Brokerage and Custody Services

By signing the Client Agreement, you have designated Scottrade as the broker-dealer for trade execution and as custodian of the assets in your Account. Under the terms of the Client Agreement, you also authorize and direct SIM to place all trades on behalf of the Account through Scottrade. This direction to trade through Scottrade is in recognition of the quality of Scottrade's brokerage and execution capabilities and because commissions charged by Scottrade for executing transactions in your Account are included in the Client Fee you pay for the services provided under the Program. Scottrade will not act as an investment advisor in connection with these

transactions, but will act exclusively as a broker-dealer. By directing brokerage to Scottrade, Clients should understand that they may not receive the benefit of the lowest trade price then available for any particular transaction. You are directing Envestnet to trade through Scottrade, even if execution by a different broker-dealer may be more favorable or result in lower prices. Scottrade will provide brokerage and custody services under the terms of a separate brokerage agreement between you and Scottrade.

When executing trades, Scottrade directs Client orders to various venues, including exchanges, markets and dealers for execution in accordance with its broker-dealer responsibilities. Quarterly reports that provide an overview of Scottrade's order routing practices are available at www.scottrade.com/online-brokerage/trade-quality-execution/order-routing.html.

Scottrade receives trade instructions from Envestnet during the course of the day. Envestnet may, but is not required to, aggregate orders for the purchase or sale of Program Funds or other securities in your Account into blocks. Scottrade then executes these orders at a time determined by Scottrade, which execution may, from time to time, occur on the next business day. This means that trades for your Account may be combined with orders for the same security for other Program Clients, including accounts for employees or associates of SIM and Scottrade. If the order is filled at several different prices, through multiple trades, all participating Accounts will receive the average price and their pro rata share of any fees. Trade aggregation is done to seek improved order handling and execution quality and increase operational efficiencies. Trade allocation does not have any effect on the price you pay for the mutual funds purchased for your Account because all mutual fund orders are executed at the new asset value next calculated after the receipt of the order by Scottrade.

In unusual circumstances, a trade error may occur in your Account. We will review each

situation individually as it occurs and will attempt to identify and correct any errors as promptly as possible. In those circumstances where we are responsible for the trade error, we will reimburse your Account for the amount of the loss as though the trade error never occurred. If the trade error results in an erroneous gain in your Account, we may retain any profits directly resulting from the trade error that are corrected prior to settlement of the transaction. Please review your account statements carefully each month and contact us if you have any questions or concerns.

Fee Schedule

When you invest in Guidance Solutions, you will pay SIM an investment advisory wrap fee ("Client Fee") based on the market value of assets in the Account. The Client Fee includes investment advice, ongoing management of the Account assets, trade execution, custody, clearance and settlement services provided by Scottrade, the communications sent to Clients to keep them informed about their Account and the personal service provided to each Client by a SIM Guidance Solutions representative.

Following is SIM's standard Fee Schedule:

| <u>Account Value</u> | <u>Annual Client Fee</u> |
|-----------------------------|---------------------------------|
| First \$75,000 | 0.90% |
| Next \$75,000 | 0.80% |
| Next \$200,000 | 0.75% |
| \$350,000+ | 0.65% |

The minimum annual Client Fee assessed will be \$300 per Account.

The Client Fee is a blended rate charged on an incremental fee schedule, with a reduced percentage rate applied based on reaching the defined asset thresholds listed above. The Client Fee will be charged quarterly in advance based on the value of assets in your Account, including any cash balances as determined on the last day of the prior calendar quarter. The Client Fee will be adjusted monthly to reflect Client contributions or withdrawals that may occur during a calendar quarter. Fees will be

charged on any contributions at the new fee rate in the month following the contribution. Changes in the applicable Fee Schedule for an Account based on intra-quarter contributions or withdrawals will be charged on a going-forward basis after the adjustment and will not be retroactively applied to the entire quarter. The Client Fee will be prorated for any partial quarter and upon termination, any prepaid, unearned fees will be refunded to the Client.

SIM may waive the Client Fee, in whole or in part, or negotiate the fee in its sole discretion. If you and certain members of your household have multiple Accounts participating in the Program, SIM may, in its sole discretion, decide to combine the value of the Accounts to lower the Client Fee.

In computing market value, mutual funds will be valued at their net asset value, as described in the applicable fund prospectus. Securities listed on a national securities exchange will be valued at the closing price, as of the valuation date, on the principal exchange or market on which such securities are traded. All other securities will be valued in accordance with Scottrade's then current procedures.

The Client Fee will be deducted directly from your Account using the cash portion of the Model in which you are invested. If you do not have sufficient cash in your Account at the time the Client Fee is to be deducted, you authorize and direct SIM to sell Program Funds and other securities in the Account in an amount necessary to satisfy the debit balance. In addition, you authorize SIM, to the extent permitted by law, to impose a lien on and to sell any assets held at Scottrade to satisfy timely payment of fees owed to SIM. Taxable gains or losses, redemption fees and sales charges may be assessed upon the sale or redemption of Program Funds or other securities in the Account as outlined in the applicable fund prospectus. These fees and expenses may negatively affect the performance of your Account.

Ability to Obtain the Program Services Separately

Clients may be able to purchase many of the same or similar investments as those available in the Program for a lower fee through Scottrade as a broker-dealer, but you will not have access to the investment advisory and other services that are offered through the Program. You may also be able to obtain some or all of the services available through the Program from other firms and the cost of obtaining the services separately may be more or less than the Client Fee. In comparing different programs and services and their relative costs, you should consider various factors, including: your preference for a brokerage or advisory relationship, your preference for a discretionary or non-discretionary relationship, your preference for a fee-based or commission-based fee structure, the types of investments that are available through each program or service, the frequency and amount of trading activity and the range of performance monitoring, reporting and other administrative services that may be available, and the broker-dealer's quality of trade execution.

Other Fees and Expenses

The Client Fee covers most charges associated with the Program, including investment advice and the trade execution, custody, clearance and settlement services provided by Scottrade. The Client Fee does not include: certain execution costs that may be charged to Clients, including broker-dealer spreads and certain markups and markdowns paid to market makers; transfer taxes; fees charged by exchanges on a per transaction basis or other fees required by law; electronic fund, wire and other account transfer fees; fees and expenses incurred by any Program Fund purchased for your Account, including commissions and other transaction-related charges incurred by a Program Fund; sales charges and redemption fees that may be charged by Program Funds under certain circumstances; and any other fees that may be charged by Scottrade that may be outlined

from time-to-time in Scottrade's separate fee schedule.

Program Fund Fees and Expenses

As noted above, the Client Fee does not include, and is in addition to, internal fees and expenses that are charged by each Program Fund and described in its prospectus and SAI. These internal fees and expenses are paid by the Program Funds, but ultimately are borne by the Clients as a shareholder in each Program Fund. These fees and expenses include management, administration, distribution, transfer agent, custodial, legal, audit and other customary fees and expenses related to investments in mutual funds and ETFs, including payments to Scottrade and its affiliates.

Under the terms of an agreement with its clearing firm, Scottrade may receive 12b-1 fees and recordkeeping, shareholder communication and other administrative services fees collected by the clearing firm that are attributable to the Program Funds purchased on behalf of Scottrade customers (including through the Program). Because these fees and expenses are paid by the Program Funds, they will not appear as separate entries on your Account statement. Although such compensation is paid to Scottrade, SIM may receive an indirect financial benefit by virtue of its affiliation with Scottrade.

Compensation for Recommending the Program

SIM and its affiliates and employees benefit from the fees and charges you pay for the services described in this brochure.

SIM may offer incentive programs to compensate employees of Scottrade for attracting new assets and clients to the Program and generally promoting SIM's investment advisory services. Specifically, employees of Scottrade may be paid a nominal fee for introducing a Client to the Program or to Advisor Access from Scottrade Investment Management. In either instance the Scottrade employee making the

introduction will receive the same nominal fee regardless of whether the client selects the Program or Advisor Access, which is a referral program whereby SIM refers clients to third-party investment advisors. Although the Scottrade employee in question will receive the same incentive compensation regardless of whether a Client selects the Program or Advisor Access, depending on the profitability of the two programs, Scottrade and its employees may have an indirect financial incentive to introduce a Client to one program over the other. Given that both programs are newly created, SIM is not currently aware whether either program will be more profitable to SIM. The decision of whether to participate in the Program or Advisor Access is solely that of the Client.

Further, Scottrade may receive payment for directing order flow to certain venues. SIM benefits indirectly from these arrangements through its affiliation with Scottrade.

Item 5: Account Requirements and Types of Clients

SIM's Clients currently include only individuals, trusts, estates, investment clubs, and SEP, traditional and Roth individual Retirement Accounts ("IRAs"). Guidance Solutions may not be appropriate for every Client or every account type and we reserve the right to refuse to accept any Client into the Program.

A minimum initial account value of \$25,000 is required to open a Program Account. The Account minimum may be waived in certain circumstances in SIM's sole discretion. SIM may terminate or suspend its services to the Account if the value of the Account falls below the minimum due to withdrawal activity and not as a result of market fluctuations.

Your signature on the Client Agreement serves as your request to establish a Program Account. Our advisory relationship begins when we enter into the Client Agreement with you, which occurs at the later of the date of acceptance of the signed Signature Page by SIM or the date on which

you have contributed the required minimum level of cash or securities acceptable to SIM to fund your Account. Preliminary discussions or recommendations before we enter into a Client Agreement with you are not intended as investment advice and should not be relied on as such. We will make every effort to invest the assets in your Account promptly, but there may be a delay between execution of the Client Agreement and initial transactions in your Program Account.

If any of the securities deposited to fund your Account cannot be held as part of the Model you have selected or are otherwise ineligible to be held in the Program because they are not Program Funds, you authorize and direct SIM to liquidate all such securities on your behalf and invest the proceeds in your Account. If the transferred funds are not in the same share class as the Program Funds available in the Program, SIM may exchange those funds into a different share class. Scottrade will not act as a fiduciary or an investment advisor in connection with any such transactions, but it is entitled to charge a commission for the sale of such securities and to retain any related compensation. Depending on the type of security involved, these transactions and share class exchanges may cause you to incur taxable gains or losses to pay applicable fees or charges. SIM does not provide tax advice and you are encouraged to consult with a tax professional before transferring securities to fund a Program Account.

Item 6: Portfolio Manager Selection and Evaluation

SIM relies on Envestnet to select and review the Model Providers available through the Program. SIM's review and selection of Envestnet was based on Envestnet's ability to provide a comprehensive set of services necessary to administer the Program, including investment management, research, technology and administrative support.

SIM conducts periodic performance reviews of all strategies and Model Providers featured

in the Program. We monitor both the performance, and the attributes of performance for a particular period, paying close attention to how the results were achieved, and if the stated investment mandate was followed to achieve the results. The reviews are done in person, via questionnaire, and conference calls as market conditions and performance dictates. On at least a quarterly basis we will conduct calls with the Model Providers, and on an annual basis we will conduct on-site visits at both the Model Providers and Envestnet's key research offices. If SIM, through its ongoing evaluation of Envestnet, determines that Envestnet is no longer able to perform these services effectively, SIM may replace Envestnet with another service provider or discontinue the Program.

Please refer to the Envestnet Form ADV, which is available through the SEC's website at www.adviserinfo.sec.gov, for more information about portfolio manager selection and evaluation and any related conflicts of interest.

Item 7: Client Information Provided to Portfolio Managers

SIM gathers information from Clients related to their financial position, investment objectives, investment restrictions and other relevant information at account opening through the Investor Questionnaire. This information is provided to Envestnet for its use in managing the Accounts.

At least annually, Clients are asked to provide SIM with any updates to its financial position, investment objectives and investment restrictions. Additionally, SIM periodically reminds Clients to notify SIM in writing (and SIM will, in turn, notify Envestnet) of any material updates or changes to any of the information previously provided. We rely on the information you provide through the Investor Questionnaire and you are responsible for notifying SIM promptly of any updates or changes to information you previously provided.

Item 8: Client Contact with Portfolio Managers

Clients have an advisory relationship with SIM, but do not have direct access to Envestnet or the Model Providers because those relationships are managed by SIM. If a Client wishes to consult with Envestnet, the Client should contact SIM, which will coordinate communications with an appropriate representative of Envestnet.

Item 9: Additional Information

Disciplinary Information

Neither SIM nor its management persons have been subject to any legal or disciplinary events that are required to be disclosed.

Other Financial Industry Activities and Affiliations

SIM is a wholly-owned subsidiary of SFSI. Scottrade Bank, a federal savings bank, and Scottrade are also wholly-owned by SFSI. Scottrade Bank offers retail banking products to Scottrade brokerage clients who may also be Clients of the Program. Scottrade Bank is not involved in SIM's advisory business in any capacity.

Scottrade is a broker-dealer registered with the SEC and a member of the Financial Industry Regulatory Authority ("FINRA"). Trade execution and custody services for the Program are provided by Scottrade. Where you use Scottrade's services, we and/or our affiliates, including Scottrade, may receive fees and compensation. For a more detailed discussion of Scottrade and its relationship to SIM and the Program please see *Brokerage and Custody Services* in Item 4.

Certain current or former associates of SFSI and Scottrade may serve as officers or directors of SIM. Such persons may be registered and hold brokerage licenses with FINRA, to the extent necessary or appropriate to perform their responsibilities to SFSI and Scottrade. In relation to their positions with SFSI and Scottrade, these

persons may receive compensation based, in part, on the profitability of SFSI and Scottrade. Consequently, in carrying out their roles at SIM, these persons may be subject to conflicts of interest due to their financial interest in SFSI, Scottrade and SIM. We address these conflicts of interest through disclosure in this brochure. In addition, we have adopted policies and procedures requiring that all SIM employees act in the best interest of clients, and provide advice and services that are consistent with client instructions and pertinent client information, including investment objectives and risk tolerance.

SIM's affiliates may perform other services for you outside Guidance Solutions, including the execution of brokerage transactions, retail distribution of mutual funds and equities, and banking services. Any services provided by a SIM affiliate will be under a separate agreement with that specific entity.

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

SIM has established a Code of Ethics that sets out the standards of conduct expected of our associates, including officers and directors. The Code of Ethics reflects SIM's focus on conducting business with the highest ethical standards. SIM requires all associates to disclose their personal brokerage account information for review. Our associates are also required to report violations or potential violations of the Code of Ethics for review. The main tenants of the SIM Code of Ethics are to:

- Act with integrity and in an ethical manner at all times with all of our Clients;
- Place our Clients' interests first;
- Conduct personal trading in compliance with our Code of Ethics and avoid potential conflicts of interest;
- Comply with applicable federal securities laws;

- Refrain from improperly using any material nonpublic information associates may receive as a result of employment with SIM; and
- Prepare and maintain accurate business records.

Additionally, our associates: (1) are prohibited from buying securities during an initial public offering; (2) are prohibited from buying securities in a private placement unless they have prior approval; and (3) may be restricted from making trades in securities immediately before or after trades in the same securities are made for Clients in the Program.

SIM associates (including those directly involved with Program) and their family members are permitted to and do invest in Guidance Solutions. This practice could create a conflict of interest if associates placing trades for their own accounts were to place a trade before our Clients and receive a better price on a security. To address this potential conflict, trades for associates (including those directly involved with Program) and their family members are aggregated along with other trades, which may include trades for your Account, and will be executed simultaneously with all other Program trades.

Review of Accounts

SIM will contact you at least annually to review your Account, risk tolerance, life stage or time horizon and investment needs. During the annual review you will be asked whether there have been any changes to your financial position or investment objectives and whether you want to place any reasonable restrictions on your Program Account. Based on your responses during the annual review, SIM may recommend you invest in a different Model. At that time you will complete a new Investor Questionnaire and may be required to sign a new Statement of Investment Selection and/or Client Agreement. Your Account will likely be reallocated or rebalanced to meet your new objectives.

Clients receive, at a minimum, quarterly statements from SIM showing the allocation of assets in their Program Account and the performance of the Account during the quarter. Clients also receive periodic brokerage account statements from Scottrade, which will include all activity in the Account, a list of all holdings and their valuations. Trade confirmations will also be generated as transactions are executed in the Account.

Client Referrals and Other Compensation

From time to time, SIM may make cash payments to unaffiliated third parties that refer Clients interested in establishing an investment advisory relationship with SIM. Any such payments will be made consistent with Rule 206(4)-3 under the Advisers Act and the associated compensation arrangements will be disclosed to applicable Clients or prospective Clients. In addition, SIM may offer incentive programs to compensate employees of Scottrade for attracting new assets and clients to the Program and generally promoting SIM's investment advisory services. Please refer to *Compensation for Recommending the*

Program, in Item 4 of this brochure, for a full description of these incentives.

Scottrade has contracted with Broadridge Investor Communications Solutions, Inc., an unaffiliated third-party vendor, to distribute proxies, periodic reports and voting instruction information to clients. Pursuant to the agreement between Scottrade and Broadridge and in accordance with regulations, Broadridge charges the issuing company on behalf of Scottrade for these services. Scottrade may receive a portion of the fees paid by the issuing company from Broadridge or Broadridge may credit such fees against service fees that would otherwise be payable to Broadridge by Scottrade.

Financial Information

This item is not applicable to SIM. SIM does not have any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients

Item 10: Requirements for State-Registered Advisors

This item is not applicable to SIM.