



QUARTZ PARTNERS
INVESTMENT MANAGEMENT

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December 26th, 2014

This Part 2A of Form ADV: Firm Brochure (“Brochure”) provides information about the qualifications and business practices of Quartz Partners, LLC (“Firm”). If you have any questions about the contents of this Brochure or would like to receive a copy at no charge, via mail or email, please contact us at 800.433.0422 or compliance@quartzpartners.com. The information in this Brochure, our qualifications and registration has not been approved or verified by the United States and Exchange Commission (SEC”) or by any government agency.

Additional information about our Firm is available on the SEC’s website at www.adviserinfo.sec.gov.

The Firm’s use of the term “registered investment adviser” or being “registered” with the SEC, any state securities authority or self regulatory organization does not imply a certain level of skill or training. All current and prospective clients should retain a copy of this Brochure and thoroughly read it in its entirety prior to evaluating whether they would like to engage or continue with our advisory services. We urge clients to contact us with any questions or concerns they may have after reading this Brochure.

Item 2. Material Changes

This section addresses only those material changes that have been incorporated since our last update. Our Firm believes that successful relationships are predicated on both parties providing timely, complete and accurate communication. There have been no material changes because this is our Firm's first and most current Brochure.

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Item 4. Advisory Business

Description of our Firm

The Firm is an SEC registered investment adviser firm headquartered in Troy, NY that commenced operations as an investment adviser in 2015. Joseph Arena, Managing Director and Chief Investment Officer, and Kyle Webber, Managing Director and Chief Compliance Officer are the principal owners, portfolio managers and operators of the Firm.

Our Firm takes our fiduciary duty to act in the best interest of our Clients very sincerely. We attempt to remove conflicts of interests and disclose any that may exist. Our services are provided on a fee-only basis and we do not sell any securities for a commission, distribution fee or markup.

Advisory Services

Our Firm uses proprietary asset allocation models (“Model”) to guide our investment decisions in an attempt to monitor Client investments and manage portfolio risk. Most Models are managed using an Active Asset or Tactical asset allocation methodology. This contrasts with Strategic asset allocation, or Buy-and-Hold strategies, which typically adhere to rigid asset class mixes and buy-and-sell rules. Our Models may not participate in market advances and they may experience adverse tax consequences related to short-term holding periods. While performance is never guaranteed and objectives may not be met, each of our Models has a stated objective of outperforming its designated benchmark over a full market cycle, which typically lasts 3 to 5 years. Therefore, our advisory services are generally only appropriate for Clients with at least a 5-year time horizon for their account.

Through guided questionnaires and correspondence with the Client, the financial situation, goals and objectives are established to aid the Client in selecting a suitable model. Once a Model has been selected, the Client’s account will be managed based on the Model’s goal, rather than each Client’s individual needs. Clients will receive communication at least annually asking whether their financial objectives have changed in an effort to conduct due diligence on Client accounts. We allow Clients to place reasonable restrictions on the types of investments to be held in their account. Clients who impose investment restrictions should be aware that the performance of their accounts may differ from that of the overall Model/Portfolio.

We limit the investments we utilize and recommend to Exchange-Traded Funds (“ETF”), Pooled Investment Vehicles (“Fund”) defined under the Investment Company Act of 1940, (e.g., Mutual Funds, Variable Insurance Trusts), and equities publicly traded on a major U.S. stock exchange (e.g., New York Stock Exchange, NASDAQ). Collectively we refer to ETFs, Funds and equities publicly traded on a major U.S. stock exchange as “Securities”.

Some Clients may ask us to provide our Separate Account or Model Provider advisory services to a pre-existing variable insurance product that was not originally sold or recommended by our firm. We refer to this scenario as a Variable Annuity Overlay. In this scenario we will only provide advice concerning the investment options available within the Clients’ variable insurance policy rather than the policy terms, riders, etc. Our firm does not recommend or sell Variable Annuities or other Insurance product that pays sales commissions or distribution fees. In addition, the often higher operational expenses, limited investment options or, at times, trading restrictions may lead to a reduction in the available Models or a difference in the performance the Client may have received with another qualified custodian/broker-dealer (“Custodian”). The specific Advisory Services are offered as described below:

- ***Separately Managed Account:*** This is an advisory service for separate account Clients who grant our Firm investment discretion. Clients select a Model/Portfolio after consultation with the Firm or their primary

advisor. A primary advisor is an investment adviser representative, registered representative, or solicitor who initiated the relationship with the Client. These individuals may not be affiliated or supervised by our Firm. Under this service the Firm recommends periodic discussions with the Clients' consultants, tax professionals, and our Firm or primary advisor. At the discretion of the Firm, Models can be tailored or created to fit a Client's request or unique needs.

- ***Institutional Model Provider:*** We seek to provide our Models to other investment advisers ("Principal Advisor"). As the model portfolio provider, we design, monitor and update our Models. The Principal Advisor then implements the Model for their Clients and adjusts it per our recommendations. Many times we will not be granted discretionary investment authority, requiring the Principal Advisor to adopt our recommendations. The Principal Advisor is generally responsible for account opening, supervision, billing, determining suitability and individual Client needs among other things. While we can tailor our Models to the individual needs of the Principal Advisor, we cannot offer similar services for their Clients who ultimately have their accounts invested in one or more of our Models. Contractual terms between the Principal Advisor and the Firm shall be the sole responsibility of and provided by the Principal Advisor.
- ***Investment Company Portfolio Management:*** In this capacity we would serve as a Portfolio Manager or sub-adviser to ETFs and/or Funds controlled by an Investment Adviser. For these services we may manage the investment decisions, day-to-day portfolio management of the assets, security selection, and the timing and manner in which to effect securities transactions. We may not be granted full investment discretion. Contractual terms between the Investment Adviser and our Firm shall be the sole responsibility of the Investment Adviser.
- ***Online Auto-Model Management:*** Through an automated online platform powered by a Custodian, web-based account management is provided which is not tailored to meet the individual needs of the Client. Through this platform Clients are escorted through the entire investment management process and provided access to certain Models we manage. Clients will grant our Firm full investment discretion to implement the Model to which the Client subscribes. As part of this service, Clients will complete a guided online questionnaire which establishes personal information, risk tolerance, financial situation, goals and objectives. Through the information received, Models deemed appropriate are recommended. Clients will then subscribe to the Model they believe is most appropriate for their account. Clients may change Model subscription(s) and investment size at their discretion. Do to the limited scope of this service we only offer our (4) *adaptCore* Portfolios as investment options.

Electronic Signature and Communication Consent: Technology provides both our Clients and our Firm an increasingly convenient and cost effective manner to do business. This is why our Investment Advisory Agreements ("Agreement") request Clients to accept all communications from our Firm, Custodians and/or other third party service providers through email, unless otherwise stated. Our Agreement also requests that Clients consent to be bound by any affirmation, assent, or agreement that the Client transmits electronically ("eSignature") to our Firm, Custodians, or third party service providers. Clients agree that when they click on a "Finish", "Submit", "Agree" or other similarly worded button or entry field with a mouse, keystroke or other device, the consent will be the legal equivalent of a handwritten signature on an agreement that is printed on paper. We rely on Custodians and third party service providers for their eSignature technology, which are based on the Electronic Signatures in Global and National Commerce Act (ESIGN). We understand that some Clients may have limited access to email or they may not be comfortable with eSignature. We will readily accommodate these Clients with traditional forms of communication and consent (e.g. paper-based communication and handwritten signatures).

Wrap Fee Programs: We do not participate in any wrap fee programs.

Assets Under Management: As a newly formed firm we do not have any assets under management to report.

Item 5. Fees and Compensation

We provide our services on a continuous fee-only basis. Advisory fees are calculated per the fee schedules described below. Under a unique set of circumstances and at the discretion of the Firm, our fees or schedule may be negotiated to fit the particular needs or requirements of a Client. Any modification to our fee schedules will be explicitly defined and memorialized in writing and shall be effective (30) days after written notice is given to the Client. We prefer our fees to be automatically deducted from Client accounts and typically do not allow Clients to elect to have us send invoices for fees incurred. Because we rely on automatic fee deductions from accounts, we require Clients to understand and acknowledge that:

- Their Custodian sends statements which include security and fee transactions at least quarterly;
 - Their Custodian provides the account values which are used to calculate advisory fees;
 - They will contact us immediately if statements are not received at least quarterly or seem incorrect.
- ***Separate Account:*** These accounts will be billed quarterly in advance and calculated based on the initial value and on the first day of each quarterly billing period. Fees will be deducted automatically from a Client's account. There will be no additional fees charged where a deposit is made to an existing account during a billing period. We offer Clients "Tapered Breakpoints". This breakpoint pricing is "retroactive": when a breakpoint is surpassed, the fees assessed will be applied starting at the first dollar for all assets.

Assets Under Management per Client	Annual Advisory Fee
\$0 to \$249,999.99	2.00% (200 basis points)
\$250,000 to \$499,999.99	1.80% (180 basis points)
\$500,000 to \$999,999.99	1.50% (150 basis points)
\$1,000,000 to \$1,999,999.99	1.00% (100 basis points)
\$2,000,000 and over	0.75% (75 basis points)

- ***Institutional Model Provider:*** Accounts will be billed at an annual advisory fee up to 0.75% (75 basis points). The Principal Adviser will typically automatically bill a client account that is subscribed to one of our Models and then send the advisory fees owed to our Firm. The specific fee amount and schedule will be determined through negotiations with the Principal Adviser and shall be defined and memorialized in writing. Generally, no breakpoints are offered.
- ***Investment Company Portfolio Management:*** We will typically receive fees monthly in arrears at an annual advisory fee of up to 1.00% (100 basis points). The specific fee schedule will be defined within the prospectus of the ETF or Fund. Generally, no breakpoints are offered.
- ***Online Auto-Model Management:*** Fees are paid in arrears at an annual advisory fee of 0.75% (75 basis points) and will be automatically deducted from the Client account. Fees are calculated based on the last day value of the billing period. Breakpoints are not offered because fees for this service are generally lower than our other services due to operational efficiency and limited scope of service.

- **Other Non-Advisory Fees:** In addition to the advisory fees described above, Client will also incur fees and expenses charged by the Custodian and possibly the investments owned in Client's Account. Custodians may charge for the following services they provide; commissionable or asset-based trading, transfers, mail delivery of statements, certain transfer taxes, SEC fees, exchange fees, electronic security and wire transfer fees, auction fees, debit balances, margin interest, certain odd-lot differentials and security short-term redemption fees, foreign securities, non-marketable securities and check writing. ETFs and Funds have internal fees, the "expense ratio", which is the annual fee charged to shareholders. The expense ratio is deducted from the NAV of share price for 12b-1 fees, management fees, administrative fees, operating costs, and all other asset-based costs incurred by the fund. Some Funds charge early redemption fees when shares are redeemed or sold within a short time period. We will monitor and evaluate all fees versus their perceived opportunity and can provide a complete list of fees relative to my specific Account upon request. In a scenario where a product we sub-advise is held in a Client account, we have policies in place to try to eliminate duplicate fees. In this scenario a Client's advisory fee will be reduced proportionally based on the allocation in the account and sub-advisory management fee received. Further, Client will be notified and allowed to restrict these products in Client's Account.

Withdrawals from Variable Insurance product(s) to pay fees owed to us may constitute a taxable event and may include a penalty if such withdrawals are made when the account holder is under the age of 59 ½.

- **Terminations and Refunds:** We do not penalize Clients for terminating their account(s). Fees for Accounts opened or terminated during a billing period that are paid in advance will be refunded a prorated fee based on the number of days the account was managed during the billing period. All Clients receive a 30 day "free look" period from the date our Agreement is signed.
- **Compensation for Sale of Securities:** Our policy is to align our interests with those of our Clients and provide advisory services on a fee-only basis rather than buy or sell securities for a sales commission, load or markup. We do not accept distribution fees from Fund companies ("12b-1 fees"). If we do recommend or purchase a mutual fund we will limit it exclusively to "no-load" Funds. While this is our policy, investment adviser representatives and solicitors affiliated with our Firm, with proper disclosure, may receive securities commissions as a separate outside business activity. These individuals may spend the majority of their time or derive a large portion of their income from these activities. This presents a conflict of interest and gives them an incentive to recommend investment products based on the compensation received, rather than on a Client's needs. Clients are under no obligation to act upon any recommendations in the above mentioned scenario and have the option to purchase investment products through other brokers or agents not affiliated with our Firm.

Clients should consider that other advisers may offer similar or more comprehensive services for comparable or lower fees.

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

Our Firm does not charge performance-based fees to its Clients.

Item 7. Types of Clients

The minimum account size for new and existing accounts is \$25,000, unless otherwise stated or if the account size drops below the minimum level solely due to market action. At our discretion, we may waive this

minimum account size requirement. Custodians, Principal Advisers and Investments Companies we work with may have their own minimum requirements or prohibitive fees for smaller accounts. We generally seek to provide our advisory services to:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plans;
- Investment Companies, Investment Advisers, Financial Intermediaries, Insurance Companies.

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

Our Firm is focused on long-term capital growth with an emphasis on capital preservation. We primarily employ top-down analysis and active or tactical asset allocation strategies. These strategies' asset class mixes are dynamically rebalanced in response to current market and/or economic conditions. The primary objective is to seek positive total returns during normal market periods and position portfolios defensively as perceived investment risks rise. Unless otherwise stated, we may allocate Models up to 100% in US Government Treasury securities or cash in an effort to preserve capital. All Models or Portfolios have an objective of outperforming their designated benchmark with less downside risk over a 5 year time period.

Quartz Models

▪ **Quartz Equity:** The Quartz Equity Model seeks long-term capital appreciation with an emphasis on capital preservation. The Model will be primarily determined based on our outlook on the financial markets and global economy. Relative strength analysis may also be used to make secondary decisions such as market capitalization or other factor, e.g., value vs. growth.

The Strategy portfolio may consist of a mix of US equity, Foreign equity, Real Estate Investment Trust ("REIT"), Commodity, government bond and or cash or equivalent Securities. Target allocations to REITs and Commodity Securities are limited to 30% of the Model, while Equity, government bond and or cash or equivalent Securities may make up to 100% of the Model. The Model is non-diversified and will often be concentrated in one or a select number of Securities. Leveraged Securities may be used in the Strategy, which may at times lead to an exposure to the equity markets of more than 100%.

In order to seek the Model's capital preservation objective, the Quartz Equity Model will at times be invested up to 100% in government bonds or cash or equivalent Securities. This will generally occur when our market and/or economic outlook becomes negative, or when investment opportunities are constrained by valuations or other factor.

▪ **Quartz Spectrum:** The Quartz Spectrum Model seeks long-term capital growth with an emphasis on capital preservation. The Model will be primarily determined based on our outlook on the financial markets and global economy. Relative strength analysis may also be used to make secondary decisions such as market capitalization or other factor, e.g., value vs. growth. The Model may invest across the entire asset class universe and seeks to provide positive returns partly through tactical allocations amongst each of the distinct asset classes. As a result, the Model may offer varying levels of risk and does not resemble a traditional, diversified allocation of stocks and bonds.

The Model may consist of a mix of US equity, Foreign equity, bond, Real Estate Investment Trust ("REIT"), Commodity, and or cash or equivalent Securities. Target allocations to REITs and Commodity Securities are

limited to 30% of the portfolio, while Equity, Fixed Income and or cash or equivalent Securities may make up to 100% of the Model. The Model is non-diversified and will often be concentrated in one or a select number of Securities. Leveraged Securities may be used in the Strategy, which may at times lead to an exposure to the equity markets of more than 100%.

In order to seek the Model's capital preservation objective, the Quartz Spectrum Model will at times be invested up to 100% in cash or equivalent Securities. This will generally occur when our market and/or economic outlook becomes negative, or when investment opportunities are constrained by valuations or other factor.

- **Quartz Yield Plus:** The Quartz Yield Plus Model seeks positive total returns with an emphasis on capital preservation. The Model will be primarily determined based on our outlook on the financial markets and global economy. Relative strength analysis may also be used to make secondary decisions such as market capitalization or other factor, e.g., US vs. global bonds.

The Model will often invest up to 100% in high yield corporate bond Securities, which often represents the primary source return and risk to the Model. The Model may also consist of an unconstrained mix of bond securities – including but not limited to bank loans, global bonds, emerging markets debt, government bonds and municipal bonds –, Convertible securities, Real Estate Investment Trust (“REIT”) and or cash or equivalent Securities. Target allocations to Equity Securities with a positive yield may represent up to 30% of the Model. An inverse rate Security, one that is intended to track the inverse of US Treasuries, may also represent up to 20% of the Model in terms of the target allocation. The Model is non-diversified and will often be concentrated in one or a select number of Securities. Leveraged Securities may be used in the Strategy

In order to seek the Model's capital preservation objective, the Quartz Yield Plus Model will at times be invested up to 100% in government bond or cash or equivalent Securities. This will generally occur when our market and/or economic outlook becomes negative, or when investment opportunities are constrained by valuations or other factor.

- **Quartz SIP:** The Quartz SIP Model seeks positive total returns with an emphasis on capital preservation. The Model's portfolio will be primarily determined based on our outlook on the financial markets and global economy.

The Model will often invest up to 100% in high yield corporate bond Securities, which typically represents the primary source return and risk to the Model. The Model is non-diversified and will frequently be 100% invested in high yield bond Securities, government bond Securities, or cash or equivalent Securities. Leveraged Securities may be used in the Strategy.

In order to seek the Model's capital preservation objective, the Quartz SIP Model will at times be invested up to 100% in government bonds and/or cash or equivalent Securities. This will generally occur when our market and/or economic outlook becomes negative, or when investment opportunities are constrained by valuations or other factor. Government bond Securities may also be chosen as an investment opportunity rather than solely to implement the Model's capital preservation objective if we believe that interest rates will be lower in the future.

- **adaptCore Portfolios:** These 4 target-risk portfolios are built through allocations to our Quartz Models to help balance risk and return. Each target-risk portfolio seeks positive total returns within its asset class and risk constraints. Clients selecting our Online Auto-Model service will only have access to these *adaptCore*

Portfolios. A complete description of these Portfolios can be accessed at our website or upon request. Leveraged Securities may be used in the Portfolios.

<i>adaptCore</i> Portfolio	Risk Profile (full cycle estimate)	Years to Retirement (estimate)
<i>adaptCore</i> Aggressive	Aggressive	Over 20
<i>adaptCore</i> Growth	Growth	16 to 20
<i>adaptCore</i> Moderate	Moderate	6 to 10
<i>adaptCore</i> Conservative	Conservative	Retired or less than 5

Please note that certain Strategies may not be available under the Variable Annuity Overlay management service.

Methods of Analysis

Macroeconomic: Analyzes the general condition of economies and the policies that surround them. Solely using this form of analysis poses a risk because it does not look at individual securities, industries, or sectors and the prices of which may move irrespective of the economies.

Fundamental: Analyzes the intrinsic value of a security or asset class by looking at financial and economic data. Solely using this form of analysis poses a risk because it does not consider that security or asset class prices may rise and fall with the overall market regardless of their intrinsic value.

Technical and Cyclical: Analysis of historic economic or security data in an attempt to identify recurring patterns to forecast future price movement of a security, industry, sector, industry or asset class. Only using this form of analysis poses a risk because it does not consider the fundamental value, economic data or policies which may affect security and asset class prices regardless of market sentiment, trends or cycles.

Investment Strategies: We may use the following trading strategies within our Models:

Long-Term Purchases: This strategy purchases securities with the idea of holding them in the Client's account for a year or longer. This strategy is typically employed when we believe the securities to be undervalued, and/or we want exposure to a particular asset class over time, regardless of the short-term outlook. One risk in a long-term strategy is that by holding the security for 12 months or more may be exposed to volatility or not take advantage of short-term gains. Further, if our analysis is incorrect, a security's value may decline sharply before it is sold.

Short-Term Purchases: This strategy purchases the securities with the objective of selling them within 12 months or less. We may employ this strategy in an attempt to take advantage of conditions that we believe will soon result in a price swing that exceeds the long-term historical average. The risk of this strategy is that the anticipated price swing did not materialize; we are then left with the option of selling at a potential loss or having a long-term investment in a security that was intended to be held less than 12 months. Even if this strategy is profitable short-term gains receive less favorable tax treatment in taxable accounts.

Trading: There are infrequent occasions that we purchase securities with the objective of selling a security within 30 days or less. We may do this in an attempt to take advantage of our expectation for a brief price swing typically due to an event or market sentiment. This strategy usually invests in securities that bear significant risk that can result in sudden losses if the anticipated price swing does not materialize. Even if this strategy is profitable if the account is taxable, short-term gains receive less favorable tax treatment.

Risk of Loss: Investment management involves a high degree of risk and uncertainty. Investment performance is not guaranteed and no method of analysis or investment strategy is immune from loss. Investment management is exceedingly challenging and success depends greatly on the investment skills of our Firm's Investment Committee. While rare, Clients should be prepared to bear the loss of their entire investment. It is

important that Clients understand the risks associated with investing in securities and we request that they contact us promptly with any questions or concerns. Clients should be aware that their accounts will probably be exposed to the following risks:

Credit and Default: Creditworthiness of issuers impacts their ability to pay. Due to poor revenue, mismanagement or fraud they may default on their obligations to pay dividends. Investing in high yield bonds carries a significant degree of credit or default risk.

Diversification: Our Models may be limited to only a few investments, this may result in performance being more sensitive to any single economic, business, economic, political or regulatory event than the value of a more diversified portfolio.

Foreign Investment: Foreign investing involves risks not typically associated with domestic investments, including fluctuations in foreign currency values, political and economic events, greater volatility and less liquidity. Investing in emerging or foreign markets magnifies this risk.

Interest-Rate: Interest rates have a negative correlation with fixed income security prices. Fluctuations in interest rates significantly impact values of fixed income securities. When interest rates rise the value of fixed income securities falls.

Leveraged ETF and Fund: **Our Models may invest in ETFs and Funds that utilize leverage.** Leverage intensifies gains and losses and the products themselves can suffer significant losses. These products typically “reset” daily. Due to the compounding effect their performance over longer periods of time can differ significantly from the performance of their underlying index or benchmark. These products tend to underperform in volatile markets and, over long holding periods, the probability increases that these investments will lose money regardless of market direction.

Market: Securities markets have a direct affect on the value of a Client’s account and may rise or fall based on economic data, market sentiment, interest rate levels, political and current events.

Small and Medium Size Company: These companies are subject to more erratic and abrupt market movements than larger, more established companies.

High Turnover: Active or Tactical allocation strategies can have a high degree of portfolio turnover which may result in adverse tax treatment for taxable accounts.

Manager/Strategy Risks: **Our tactical asset allocation philosophy relies on our ability to identify the best opportunities for investment within each strategy. This creates the risk that our decisions will lead to periods of uncertainty and/or losses, even during rising markets.**

Item 9. Disciplinary Information

We have no legal or disciplinary events to report that are material to evaluate our advisory service or integrity.

Item 10. Other Financial Industry Activities and Affiliations

We do not have any other financial activities or affiliations. Investment adviser representatives and solicitors affiliated with our Firm are free to act with prior disclosure as registered representatives with a FINRA member broker-dealer, futures commission merchant, commodity pool operator, or a commodity trading adviser.

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

Code of Ethics: Our Firm has adopted the CFA Institute’s “Asset Manager Code of Professional Conduct” (“Code”) which all employees are required to abide by and can be viewed at www.cfainstitute.org. The Code provides ethical principles that protect Client interests at all times and demonstrate a commitment to our fiduciary duties of honesty, good faith and fair dealing. A copy of our Code is available to any person upon request.

Material Financial Interest in Client Transactions: At the discretion our Investment Committee we may employ products that we sub-advise in one or more Client Models if we feel it may provide a benefit. This presents a conflict of interest and gives our Firm an incentive to employ these products we sub-advise in Client Models. To reduce this conflict of interest we will attempt to adjust our advisory fee downward proportional based on the allocation in the Client’s account and management fee we receive. Further, if this scenario occurs Clients will be notified and allowed to restrict these products in their account(s).

Participation in Client Transactions and Personal Trading: The Firm and its personnel may, buy and sell for their own accounts either our Model(s) or the securities that are contained within any of the Firm’s Models. Conflicts of interest may exist in such cases because an employee may have the ability to trade ahead and potentially receive more favorable prices. Trading shortly ahead of Clients (front-running) is strictly prohibited. A list of restricted securities is maintained and specific blackout periods will be imposed whereby employees may not trade in securities on the restricted list. Our Compliance Department reviews all employee personal securities holdings and transactions each quarter to identify and address any potential conflicts of interest.

Other Conflicts of Interest: In the future our Firm may become involved in other business ventures which compete for our time and resources. While we try to act in a fair and equitable manner there may be an incentive to favor one Client versus another with regard to the time and resources we allocate to them.

Item 12. Brokerage Practices

While our firm is not affiliated with any Custodians we do maintain relationships with multiple Custodians for holding Client accounts and executing security transactions. We periodically evaluate various Custodians to determine the reasonableness of their compensation. During our evaluation we take into consideration fees, available investments, trade execution, reputation, financial stability and customer service.

Soft Dollar Benefits: Regardless of the amount of business or trading, most Custodians offer some benefits to advisers and their clients which include billing, trading and statements. Some Custodians offer soft-dollar arrangements based on commissions generated by transactions for Client accounts to advisers. These arrangements present a conflict of interest because there is an incentive to select or recommend a Custodian based on receiving benefits and adviser customarily would pay for, rather than the Clients’ interest in receiving the most favorable execution. We do not have any soft-dollar arrangements or charge commission markups but we do evaluate Custodians based in part on the services they provide. We do not receive Client referrals in exchange for cash or other compensation from Custodians. Further, we prefer Custodians that offer a no-commission structure (e.g., an asset-based brokerage fee or non-transaction-fee ETFs/Fund platform). This helps align Client interests with our own.

Directed Brokerage: Ultimately, we request that our Clients direct us to execute transactions through a specified broker-dealer (Custodian). Because we do not accept the discretionary authority to direct brokerage we may not be able to achieve most favorable execution of Client transactions. For example, in a directed brokerage account, the Client may receive less favorable prices or pay higher brokerage commissions. Clients

should consider the expenses, trading practices, and capabilities before selecting a Custodian. It should be noted that not all advisers require their Clients to direct brokerage.

Trading: With regard to trading, our policy is to avoid giving one Client preference over another. This is why we block trade or combine multiple orders for shares of the same securities purchased for multiple Client accounts. The Custodian will then distribute a portion of the shares at an average price to participating accounts in a fair and equitable manner. In the event a single aggregated order cannot be affected across all custodial platforms, a trade rotation policy shall be implemented to ensure fairness of execution.

Trade Errors: We have policies and procedures in place to identify and resolve trade errors.

Item 13. Review of Accounts

Frequency and Nature of Reviews: Our Investment Committee will invest Client accounts into the proprietary Model(s) selected by the Client and thereafter review the investments within the Model(s) on a continuous basis. No less than quarterly an Investment Committee Member or Account Manager will run a report to ensure that Client investments coincide with the proper Model(s). Each year shortly following April 15th, a written request will be sent asking Clients to supply any updated information including but not limited to, their financial situation, investment objectives and risk tolerance.

Non-Periodic Reviews: Accounts will be reviewed promptly if we receive updated information pertinent to the management of their account(s) or upon Client request. Clients are responsible for communicating to our Firm any significant changes to their financial circumstances or risk tolerance. Accounts are regularly reviewed at random by the Compliance Department to confirm that their account(s) are invested properly.

Content and Frequency of Reports: Our Firm only maintains relationships with Custodians that provide written reports to our Clients regarding their accounts at least quarterly. Clients should contact us immediately if they do not receive reports, which include account balances, performance, investment holdings, fees, and transaction confirmations at least quarterly or if they have questions about the content or accuracy of these reports.

Item 14. Client Referrals and Other Compensation

Our Firm and employees may receive an indirect economic benefit from Custodians, ETFs or Fund companies it maintains a relationship with. These benefits are not related to transactions and may include operational support, discounted services, marketing support and complimentary lodging and meals at sponsored events. The receipt of economic benefits whether direct or indirect creates a conflict of interest and may influence our Firm's decision to do business with these companies. Our Compliance Department monitors these activities.

Under a fairly standard arrangement defined by SEC rule 206(4)-3 our Firm markets our advisory services to other broker/dealers, investment advisers and financial professionals. Under this arrangement these unaffiliated firms/persons will act as a Solicitor providing Client referrals and will receive a portion of our advisory fee for Client referrals. This Solicitor fee will not result in Clients paying higher advisory fees and will range from 50% to 60% of our Separate Account advisory fee. At the time of solicitation Clients will receive this Brochure along with a disclosure that states the name of the Solicitor, nature of the relationship and a description of the compensation to be paid to the Solicitor. This arrangement may create an incentive for the Solicitor to refer Clients to our Firm rather than another investment adviser or investment company solely based on the

compensation the Solicitor receives. In this scenario we recommend that Clients evaluate our fees, services, and performance before electing to open an Account with the Firm.

Item 15. Custody

The Firm does not act as a Custodian for Client assets. However, our advisory fees may be automatically debited from Client accounts and we may be deemed to have custody of Client assets under Rule 206(4)-2 under the Advisers Act. Clients retain ownership of all securities and will receive account statements typically monthly but no less than quarterly from their Custodian. Statements will indicate the amount of advisory fees deducted from the account each billing period. Clients should carefully review statements and should contact us immediately with any questions concerning content or accuracy.

Item 16. Investment Discretion

Pursuant to our Agreement, Clients typically grant our Firm a limited power of attorney to allow our firm to provide model based account management. This authorizes us to create and manage discretionary investment accounts, automatically or manually deduct advisory fees from accounts and to transact purchases and sales in that account on their behalf. This includes determining the securities, total amount, and the costs at which the transactions will be effected. In writing, Clients may place/amend reasonable restrictions on the limited power of attorney, such as cash restrictions, security or asset allocation restrictions. We may cancel advisory relationships if we feel restrictions imposed will significantly impact the value of our services. Typically, we will not be given full investment discretion for our Institutional Model Provider or Investment Company portfolio management service. It is the responsibility of the Principal Adviser to execute our recommendations.

Item 17. Voting Client Securities

We do not accept authority to vote Client securities nor do we provide information or advice about any particular solicitation. Clients receive their proxies or other solicitations directly from their Custodian, ETF or Fund company.

Item 18. Financial Information

This Item is not applicable because we do not charge six months or more in advance and our Firm has not been subject to a bankruptcy petition or have any financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to Clients.

Privacy Protection Policy

Why?	Federal law requires us to tell Clients how we collect, share and safeguard Client personal information. Federal law also gives Clients the right to limit who we share personal information with.
What?	To service your account and to comply with securities and anti-money laundering laws we may collect and share personal information of our Clients. This information may include: Name, Address, Date of Birth, Social Security Number, Income and Assets, Phone Numbers and Email Address, Employer Information, Investment Experience, Account Information.
How?	Most financial companies need to share Clients' personal information to meet their Client needs and run their business. We will outline the reasons with whom and why we share Clients' personal information.

Trust is a fundamental aspect of our Client relationships. Regardless of rules or regulations we consider your privacy to be of the utmost importance whether it is a current, former or prospective Client. Our Firm is committed to treating Client information with the highest level of regard for the confidentiality of personal and financial information by maintaining the confidentiality, integrity, and security of personal information. We maintain physical, electronic, and procedural safeguards in keeping with securities industry standards and practices that are designed to protect Client personal and financial information. We will review and adjust these safeguards as necessary in response to customary practices in the securities industry.

In the course of servicing our Clients, we collect, retain and use non-public, personal information provided through sources such as advisory agreements, Client questionnaires, account applications, electronic or verbal correspondence, from Client transactions, from Custodians, or from a Client's financial professional/solicitor. Our Firm does not sell any Client information. As is common in the industry, nonaffiliated third-party service providers may from time to time be used to provide back-office operations and provide a better client experience. We will only disclose Client information with third-party service providers if we believe it is in the Client's best interest in administering their account or except as required or permitted by law. These third-parties may have access to your transactions, personal and account information, but are permitted to use the information solely to provide the specific service or as otherwise permitted by law. They will not disclose information to any other party. We may also provide your personal and account information to your custodian and/or your financial professional/solicitor. In addition, we may disclose information about your or your account at your written request.

We restrict access to non-public personal information about our Clients to those personnel who need to know that information to provide services to our Clients. We maintain physical, electronic, and procedural safeguards that comply with federal and state standards to guard our Clients non-public personal information.

This Privacy Protection Policy ("Policy") is publicly available on our website and via mail upon request. Further, all Clients shall receive this Policy when they engage our service and no less than annually thereafter.

Please contact us Monday through Friday between the hours of 9am - 5pm ET:

- **If you have questions or concerns about the privacy of your information**
- **To learn more about how we safeguard Client information**
- **To opt-out of having your information disclosed with non-affiliated third-party service providers**
- **To receive our most current Privacy Protection Policy**