

Veros Partners, Inc.

**5935 South Emerson Avenue, Suite 100
Indianapolis, IN 46237**

Phone: 317-781-9300

Website: www.verospartners.com

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FORM ADV PART 2 BROCHURE

This brochure provides information about the qualifications and business practices of Veros Partners, Inc. If you have any questions about the contents of this brochure, please contact Matthew Haab at 317-781-9300 x780. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Veros Partners, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Veros Partners, Inc. is 122299.

Veros Partners, Inc. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since our last annual updating amendment dated March 21, 2014, there have been no material changes to report.

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Item 4 Advisory Business

Description of Services and Fees

Veros Partners, Inc. is a registered investment adviser based in Indianapolis, Indiana. We are organized as a corporation under the laws of the State of Indiana and we have been providing investment advisory services since 2000. Matthew Haab and Adam Decker are our principal owners. We are a fee-only independent investment adviser that focuses on providing holistic wealth management services aimed at integrating your overall tax, estate, business, retirement and other planning and investment management needs. Our wealth management services include investment management, financial planning, retirement plan services and consulting services. We also provide investment management services, on a stand-alone basis.

The following paragraphs describe our services and fees. Please refer to the description of each wealth management service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we", "our" and "us" refer to Veros Partners, Inc. and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person or Investment Adviser Representative throughout this Brochure. As used in this Brochure, our Associated Persons or Investment Adviser Representatives are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Holistic Wealth Management Service (includes Investment Management Services)

Our holistic wealth management service is an ongoing service that combines goal and financial planning with discretionary investment management services described below. We will provide each client with a Personal Wealthcare Plan and an investment policy statement. The Personal Wealthcare Plan allows us to identify and plan for your future goals. It also helps us recommend the appropriate structure for your investment plan.

The investment policy statement is your written investment plan. It summarizes your investment profile and outlines the structure of your investment plan. That structure includes the asset allocation and investment strategies to be utilized in the implementation of your plan. We then manage your portfolio on a discretionary basis, based on your investment plan.

Your Personal Wealthcare Plan and Investment Policy Statement are based on your financial situation at the time we present the plan to you, and on the financial information you provide to our firm. You must promptly notify our firm if your financial situation, goals, objectives, or needs change so that we can adjust your plans accordingly.

Our holistic wealth management service also includes the preparation of your individual tax return including projections but excluding most other required tax returns such as business returns (including Schedule C's), trust returns, etc., as well as excluding any state filings for more than 2 states and rental properties for more than 3 properties. Additional preparation charges by form or on an hourly basis will apply in those circumstances.

We charge an initial, one-time fee of \$1,000 for preparation of the client's Personal Wealthcare Plan, Investment Policy Statement along with all other initial planning work and work related to transitioning you to become a wealth management client of our firm. This fee is due at the outset of our relationship.

We then charge an ongoing, annual advisory fee that is billed and payable quarterly in arrears based on the value of your account (plus and credit balance or minus any debit balance) on the last day of the quarter based on a fixed fee plus a percentage based fee as set forth in the following fee schedule:

Assets Under Management	Fixed Fee	% Fee**
\$0 to \$500,000	\$0	1.50%
\$500,0001 to \$1,000,000	\$7,500	1.25%
\$1,000,001 to \$2,000,000	\$13,750	1.00%
\$2,000,001 to \$5,000,000	\$23,750	0.75%
Over \$5,000,000	\$46,250	0.50%

Investment Management Services

Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for investment management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information (the "suitability information") at the beginning of our advisory relationship. We will use the suitability information we gather from our initial meeting to develop a strategy that enables our firm to give you continuous and focused investment advice and to make investments on your behalf. As part of our investment management services, we may customize an investment portfolio for you in accordance with your risk tolerance and investing objectives and/or we may invest your assets according to one or more model portfolios developed by our firm. Once we construct a customized investment portfolio for you, or select a model portfolio, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary investment management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm or trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing that are documented in your investment policy statement.

For stand alone Investment Management Services, we charge an ongoing, annual advisory fee that is billed and payable quarterly in arrears based on the value of your account (plus and credit balance or minus any debit balance) on the last day of the quarter based on a fixed fee plus a percentage based fee as set forth in the following fee schedule:

Assets Under Management	Fixed Fee	% Fee**
\$0 to \$2,000,000	\$0	1.00%
\$2,000,001 to \$5,000,000	\$20,000	0.75%
Over \$5,000,000	\$42,500	0.50%

**Assets under management held in "captive" accounts, which are accounts held outside TD Ameritrade, such as company retirement plans accounts, 529 college savings plan and annuities are billed at a flat annual fee of 0.75% per annum. For captive accounts, we monitor these accounts on a quarterly and periodic basis as necessary. We will implement any recommended changes to these accounts on a discretionary basis if we are able to; however, there may be times when we have to provide you with these recommendations and it will be your responsibility to implement them.

If the client agreement is executed at any time other than the first day of a quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

We will send you an invoice for the payment of our advisory fee or we will deduct our fee, as reflected upon invoice to you, directly from your account, through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

Personal Consulting Services

We offer personal consulting services to our clients and prospective clients which services will typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives. Once we review and analyze the information you provide to our firm, we will deliver a written plan to you, designed to help you achieve your stated financial goals and objectives. These services may include, but are not limited to, retirement planning, education planning, estate planning, cash flow planning, goal planning, investment analysis, insurance analysis, debt management analysis and personal tax planning.

These consulting services are generally one-time in nature and based on your financial situation at the time we present the plan to you, and on the financial information you provide to our firm. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

We charge either a negotiable hourly rate ranging from \$100 to \$200 or a negotiable fixed fee ranging from \$250 to \$5,000. In certain circumstances a fixed fee above \$5,000 may be charged for based on the complexity of the plan and the services provided. An estimate of the total time/cost will be determined at the inception of the relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and request that you approve the additional fee. Hourly fees will be due and payable as earned and fixed fees will be due and payable on a monthly basis as time is incurred unless otherwise arranged.

Retirement Plan Services

Our retirement plan services may include formation/review of an investment policy statement, plan design and installation, plan administration, employee education and enrollment, model portfolios, periodic reporting and selection and ongoing recommendations and reviews on plan menu of investments. All services shall be detailed in a written agreement and be consistent with the parameters set forth in the plan documents.

An initial one time fee of \$500 is charged for retirement plan services. If we are retained to provide investment management services, we will charge our investment management fees indicated above (subject to a minimum quarterly fee of \$250). Fees will be due quarterly in arrears based on the value of the participant's account at the end of the previous quarter. Fees may be paid directly by the plan sponsor or may be debited out of plan participant's accounts on a pro-rata basis.

Depending on the type of plan, there may be other fees charged for the plan installation and/or conversion and for annual administration and recordkeeping expenses by a separate Third-Party Administrator (TPA). These fees may vary based on the type of plan and will be disclosed and discussed in detail as part of the process to select the appropriate plan design.

Business Consulting

We provide business consulting services which may address topics which include but are not limited to bookkeeping services, business planning & strategy, accounting and finance, business valuation, acquisition and disposition, tax compliance and preparation and new business planning. Business consulting services may also be offered by certain related companies that may be under common control with our firm.

Our fees for business consulting services are negotiable and range from \$75 to \$200 per hour and shall be due and payable upon completion of services rendered or upon receipt of an invoice. Fees for certain business consulting services may be reduced and/or waived in the event you have retained us to provide other services.

Termination of Client Agreements

Clients may terminate their agreements with the firm by providing us with written notice. As applicable, you will incur a pro rata charge for services rendered prior to the termination of the agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client or on a pro rata basis based on the work performed. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Types of Investments

We primarily offer advice on investment company securities (mutual funds), exchange traded funds, stocks, bonds and options (covered call options only).

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing and they must be documented in your Investment Policy Statement.

Assets Under Management

As of December 31, 2014, we provide continuous management services for \$159,250,190 in client assets on a discretionary basis, and \$8,514,908 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Please refer to the "Advisory Business" section in this Brochure for information on our advisory fees, fee deduction arrangements, and refund policy according to each service we offer.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds, exchange traded funds, stocks, bonds and/or options (covered call options only). The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through which your account transactions are executed. When suitable, we generally recommend no load mutual funds. We do not share in any portion of the brokerage fees/transaction charges imposed by

the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this Brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the **Advisory Business** section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

For holistic wealth management services, if the calculation of your quarterly fee is less than \$1,250, then we charge a minimum quarterly fee of \$1,250. The minimum fee may be waived in our sole discretion. For new clients that fall below this minimum, the minimum fee may, in our discretion, be reduced to \$750 quarterly (\$3,000 annually) for the first two years during our Agreement and reduced to \$1,000 quarterly (\$4,000 annually) for the third and fourth years during our Agreement. Any increases to your minimum fee will be discussed with you before it takes effect.

For investment management services, if the calculation of your quarterly fee is less than \$2,500, then we charge a minimum quarterly fee of \$2,500, which may be waived in our sole discretion.

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

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- **Fundamental Analysis** - Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.
- **Charting and Technical Analysis** - Charting analysis involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends. Technical Analysis involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks. The risk of market timing based on technical analysis is that charts may not accurately predict future price movements. Current

prices of securities may reflect all information known about the security and day to day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

- Long Term Purchases - Securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- Short Term Purchases - Securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.
- Options Trading/Writing A securities transaction that involves buying or selling (writing) an option. We only engage in options transactions when the client owns the underlying stock, thereby limiting risk.

We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s) when we determine that it is suitable given your stated investment objectives and tolerance for risk.

Our strategies and investments may have unique and significant tax implications. We will generally attempt to structure your portfolio in the most tax efficient manner possible based on your accounts under our management. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

As a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will, by default, use the FIFO ("First In First Out") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

As disclosed under the *Advisory Business* section in this Brochure, we primarily recommend mutual funds, exchange traded funds, stocks, bonds and covered options.

Mutual funds and exchange traded funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities.

Exchange traded funds differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. During time of extreme market volatility ETF pricing may lag vs. the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day) however there is no guarantee this relationship will always occur.

There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to: the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy. In general, larger, more well established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Municipal bonds, while generally thought of as safe, can have significant risks associated with them including, but not limited to: the credit worthiness of the governmental entity that issues the bond; the stability of the revenue stream that is used to pay the interest to the bondholders; when the bond is due to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same amount of interest or yield to maturity.

An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an underlying asset at a specific price on or before a certain date (the "expiration date"). If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the expiration of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option. Options are complex investments and can be very risky, however we only engage in options transactions when the client owns the underlying stock, thereby limiting risk.

Item 9 Disciplinary Information

Veros Partners, Inc. has been registered and providing investment advisory services since 2000. Neither our firm nor any management persons has any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

We currently serve as Manager of Rockdale Holding LLC, Veros 702 North Holding LLC, Yeager of Frisco, LLC, Blue Crop Group, LLC, Veros JF Wild Holdings LLC and Veros Switch Holdings LLC, private real estate investment offerings. We also currently serve as Manager to Veros Craft Brew LLC, Veros Craft Brew II, LLC, and Veros Craft Brew III, LLC, private equity investment offerings. We also serve as the Manager to FarmGrowCap LLC, a private loan investment offering. We currently serve as an Administrative Agent to Cherry Farms LLC Promissory Note, Cherry Farms LLC Restructuring Loan, Cherry, Jeffrey and Amy Mortgage Note, Cherry Farms LLC 2014 Line of Credit, Senefeld & Risinger Promissory Note, HF Land GP Loan Agreement & Promissory Note, Veros Farm Loan Holding LLC, True Blue Berry Management LLC Promissory Note, and Jennings Design LLC Promissory Note (collectively "Offerings"). Our firm and/or our associated persons have made an investment in some of the Offerings and therefore may have an incentive to recommend the Offerings over other investments.

In our capacity of Manager we are responsible for providing certain administrative functions with regard to the Offerings and their investments for which we receive a portion of the annual return earned by the Offerings. The Offerings are made by way of private placement memorandum and other offering documents only to certain sophisticated investors who meet certain financial requirements. Clients of the firm may be solicited to invest in these Offerings and are advised that the fees charged by firm for advisory services are separate and apart from the fees associated with investing in the Offerings. Investors should refer to the offering documents for a complete description of the fees, risks, investment objectives and other relevant information of the Offerings.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Matthew Haab at 317-781-9300 x780.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("block trading"). Please refer to the "Brokerage Practices" section in this Brochure for information on our block trading practices.

A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

We recommend the brokerage and custodial services of TD Ameritrade Institutional (through the TD Ameritrade Institutional Program), a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisers services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through its participation in the program. TD and/or Associated Persons may receive benefits such as assistance with conferences and educational meetings from product sponsors.

There is no direct link between our participation in the program and the investment advice it gives to its clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by our related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits we receive through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or its related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

We believe that TD Ameritrade provides quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by TD Ameritrade, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of research services and additional brokerage products and services TD Ameritrade, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

Block Trades

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Item 13 Review of Accounts

Matthew Haab, President and Chief Compliance Officer, Adam Decker, Vice-President, Kelly Morgan, Wealth Management Manager, and Kyle Thompson, Senior Wealth Management Advisor, will monitor your investment management accounts on an ongoing basis and will conduct account reviews at least quarterly to ensure that the advisory services provided to you is consistent with your stated investment needs and objectives. Captive Accounts will be monitored/reviewed on a quarterly basis only. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals;
- year-end tax planning;
- market moving events;
- security specific events; and/or,
- changes in your risk/return objectives.

We will provide you with periodic performance reports for investment management accounts. Reports may also be provided upon your request. You will also receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Unless otherwise agreed upon, personal consulting clients will not receive reviews or updates to their plan beyond those provided at the inception of the client relationship. Additional review/updates may be subject to additional charges.

Item 14 Client Referrals and Other Compensation

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with TD Ameritrade.

Item 15 Custody

We directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide invoices to you reflecting the amount of advisory fee deducted from your account.

You should compare our invoices with the statements from your account custodian(s) to reconcile the information provided. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact Matthew Haab at 317-781-9300 x780.

As Manager to the Offerings described in Item 10, we have access to the Offerings' funds and are thereby deemed to have custody over such assets.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and/or trading authorization forms.

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

Item 17 Voting Client Securities

In the event clients authorize us to vote proxies on their behalf, we will determine how to vote proxies based on our reasonable judgment of the vote most likely to produce favorable financial results for you. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders. Generally, proxy votes will be cast against proposals having the opposite effect. However, we will consider both sides of each proxy issue. We do not ordinarily accept direction from you on voting a particular proxy.

Conflicts of interest between you and our firm, or a principal of our firm, regarding certain proxy issues could arise. If we determine that a material conflict of interest exists, we will take the necessary steps to resolve the conflict before voting the proxies. For example, we may disclose the existence and nature of the conflict to you, and seek direction from you as to how to vote on a particular issue; we may abstain from voting, particularly if there are conflicting interests for you (for example, where your account(s) hold different securities in a competitive merger situation); or, we will take other necessary steps designed to ensure that a decision to vote is in your best interest and was not the product of the conflict.

We keep certain records required by applicable law in connection with our proxy voting activities. You may obtain information on how we voted proxies and/or obtain a full copy of our proxy voting policies and procedures by making a written or oral request to our firm.

If you do not authorize us to vote proxies on your behalf, you are responsible for exercising your right to vote as a shareholder. In such cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

Our firm does not have any financial conditions or impairments that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser therefore this section is not applicable.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact Matthew Haab at 317-781-9300 x780 if you have any questions regarding this policy.

Trade Errors

For accounts custodied at TD Ameritrade, as of April 1, 2014, if a profit results from correcting the trade, you will not retain the profit as all net gains (positive error accounts balances resulting from trade corrections) will be moved to a TD Ameritrade error account and subsequently donated to charity.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.