

**Part 2A of Form ADV: *Firm Brochure***



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This brochure provides information about the qualifications and business practices of Vest Financial LLC (hereinafter "*Vest*" or "*firm*" or "*we*"). If you have any questions about the contents of this brochure, please contact us at (202) 630-7756. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("*SEC*") or by any state securities authority.

Additional information about Vest is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2.           Material Changes**

Updated to reflect the name change from Convexcel Asset Management LLC to Vest Financial LLC. Including more details of the software based advisory services offered through the business name Vest.

**Item 3. Table of Contents**

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#### **Item 4. Advisory Business**

Vest is a SEC-registered investment adviser. We have been in business as a Delaware limited liability company since 2012, earlier under the name Convexcel Asset Management LLC. Vest Financial Group, Inc, a Delaware limited liability company, is our sole direct owner.

As of the date of this brochure, we do not have any discretionary or non-discretionary assets under management or supervision.

The firm will provide three types of services: (1) software based advisory services for self-directed clients (“*Clients*”) through the website <http://www.vestfin.com> (“*Website*”), (2) unit investment trust (“*UIT*”) supervision and valuation services and (3) UIT model portfolio investment recommendations.

##### Software based Advisory Services

Vest offers a unique software based financial advisory service. The services aims to delivering pre-defined investment strategies linked to reference assets recommended by us or self-selected by the Clients. Vest advises the Client on which securities are most appropriate for the recommended or self-selected investment strategy by seeking to identify and recommend: 1) the optimal asset classes in which to invest, 2) the efficient reference Exchange Traded Funds (“*ETFs*”), stocks or other investments to represent those asset classes 3) the ideal level of losses the investor should be able to withstand in their investments based on Client’s specific risk tolerance and 4) optimal mix of securities (Options, bonds, money market funds and cash) that deliver the goals of the strategies.

Vest tailors its software financial advice to individual needs of each of its Clients. Based on Client’s upfront disclosure, Vest determines Client’s specific risk tolerance and outlines a universe of investment strategies that are suitable for the Client. Client do have the flexibility to select a different investment strategies. However, there are limits to which they can exercise such discretion through the Website.

Accounts for Clients (“*Client Accounts*” or “*Accounts*”) are opened and maintained according to a Client Account Agreement (“*Account Agreement*”) which describes the discretionary authority that a Client grants to Vest.

##### Unit Investment Trust Supervision and Valuation Services

Our affiliates will be the sponsors of a series of UITs registered under the Investment Company Act of 1940, as amended. We will provide supervision and valuation services to the trustees and/or sponsors of these UITs. A UIT is an SEC-registered investment company that is composed of an unmanaged portfolio in which the investor has an undivided ownership of underlying securities. The terms and conditions, along with the risks, of each UIT will be set forth in their offering and governing documents.

### Supervision:

Our firm will act as a supervisor to the UITs and will continuously monitor each UIT's portfolio to ensure the portfolio maintains its sound investment character. Once a portfolio is selected, it remains mostly fixed until the termination of the UIT. However, the offering and governing documents of the UIT will set forth a limited number of circumstances in which the trust may buy or sell securities, such as a security having significant credit issues. We will monitor the UIT portfolio for financial viability of an issuer or the security's creditworthiness.

### Portfolio Valuation:

As the evaluator to the UITs, we will also determine the valuation of each security in each UIT's portfolio on a daily basis, which allows the trustee to calculate the UIT's daily net asset value. Vest may use certain independent pricing services in the course of providing evaluation services to the UITs.

### Unit Investment Trust Model Portfolio Investment Recommendations

In addition to providing services to UITs sponsored by Vest's affiliates, the firm will also act as a portfolio consultant and engage in a small number of wholesale arrangements where it provides model portfolio investment recommendations without brokerage execution or additional services. The fees for these services will be negotiated on a case-by-case basis. This type of client account will not be managed by Vest and the client may be notified of changes to model portfolio after the discretionary client accounts have traded. The client may or may not use the information received from us in making investment decisions.

### UIT Services in General

Our investment recommendations are not limited to any specific product or service and will primarily include advice regarding the following instruments:

- Exchange listed, NASDAQ and DTC equity securities;
- Fixed-income securities;
- Exchange listed and OTC option contracts;
- Commodities; and
- Open-end and closed-end management investment companies.

Our investment recommendations will be tailored to the individual needs of each UIT and will be based on information gathered through the prospectus for the particular UIT and communications with the sponsor and the trustee. Information will be gathered by telephone, e-mail and in-person discussions with the trustee and/or sponsor.

## **Item 5. Fees and Compensation**

### Software based Advisory Services Fee

Vest is compensated for its advisory services by charging a fee based on the net market value of a Client's Account. Vest reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain Client Accounts for any period of time determined by Vest. In addition, Vest may reduce or waive its fees for the Accounts of some Clients without notice to, or fee adjustment for, other Clients.

Vest's software based advisory service charges an annualized fee of 0.50% on a Client's invested assets under management. Annual fees are charged on a monthly basis as explained below. Vest's fees are not charged in advance, and are calculated on a continuous basis and deducted from Client Accounts each month as follows:

Vest calculates a daily advisory fee, which is equal to the fee rate multiplied by the net market value of the Client's Account as of the close of trading on the New York Stock Exchange ("NYSE") (herein, "close of markets") on such day, or as of the close of markets on the immediately preceding trading day for any day when the NYSE is closed, and then divided by 365 (or 366 in any leap year). The advisory fee for a calendar month is equal to the total of the daily fees calculated during that month (less any deductions or fee waivers) and is deducted from Client Accounts no later than the tenth business day of the following month.

### Other Account Fees

Vest is a "fee only" investment advisor, and other than its advisory fee described above, neither the firm nor its employees receive or accept any direct or indirect compensation related to investments that are purchased or sold for Client Accounts. This means that Clients will not be sold products or services that create additional fees or compensation to benefit Vest or its employees or its affiliates other than those described in this Brochure and on the Site. However, in addition to advisory fees, Clients may also pay other fees or expenses to third-parties. Such fees and expenses could include brokerage commissions, account opening fees, transaction fees, custodian fees and other related costs and expenses that will be incurred directly by the Client and billed according to standard rates charged by third-parties. It should be noted that Clients may access Vest's services and receive recommendations without any condition or obligation, directly or indirectly, to act on the recommendations of Vest. Clients are not obligated to utilize brokers recommended by Vest.

### Unit Investment Trust Fees in General

The amount and method of payment of such fees will be specified in the offering and governing documents of each corresponding UIT and will generally not be negotiable. Advisory fees will be invoiced quarterly, semi-annually, or annually, in advance or in arrears, as specifically stated in each UIT's offering and governing documents.

### Supervisory and Evaluation Fees

Vest's fees for portfolio supervisory and evaluation services to UITs sponsored by its affiliates will be generally assessed as a fixed amount per unit.

#### Portfolio Consultant and Licensing Fees

For providing model portfolio investment recommendations to UITs not sponsored by Vest's affiliates, we will be paid a fee based upon a percentage of the average net assets of the UIT.

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

We do not charge any performance-based fees.

### **Item 7. Types of Clients**

#### Software based Advisory Services

The minimum amount required to open and maintain an Account through the Vest website is \$5,000.

At any time, a Client may terminate an Account, or withdraw all or part of an Account, or update her investment profile, which may initiate an adjustment in what strategies are available to the client in the future. Vest will not automatically sell already invested securities in the Client Account to reflect the updated investment profile.

Investors evaluating Vest's software based financial advisor service should be aware that Vest's relationship with Clients is likely to be different from the "traditional" investment advisor relationship in several aspects:

1. Vest is a software based financial advisor which means each Client must acknowledge her ability and willingness to conduct her relationship with Vest on an electronic basis. Under the terms of the Account Agreement, each Client agrees to receive all Account information and Account documents (including this Brochure), and any updates or changes to same, through her access to the Site and Vest's electronic communications. Unless noted otherwise on the Site or within this Brochure, Vest's advisory service, the signature for the Account Agreement, and all documentation related to the advisory services are managed electronically. Vest does make individual representatives available to discuss servicing matters with Clients.
2. To provide its advisory services and tailor its available investment strategies to each Client's specific needs, Vest collects information from each Client, including specific information about her investing profile such as financial situation, investment experience, and investment objectives. Vest maintains this information in strict confidence subject to its Privacy Policy, which is provided on the Site. When customizing its investment solutions, Vest relies upon the information received from a Client. Although Vest contacts its Clients periodically, a Client

must promptly notify Vest of any change in her financial situation or investment objectives that might require a review or revision of her portfolio.

3. The software based financial advisor service includes preselected investment strategies recommended to a Client. Vest also allows Clients to select their own investment strategies that are appropriate for their financial situation and investment objective. Investors with specific restrictions are not permitted to become Clients.

### UIT Services

As discussed in Item 4, we will provide advisory services to UITs and/or their sponsors. We do not currently impose any account minimums for UIT services.

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

We will utilize a patent pending investment strategy that involves investing in (i) exchange traded option contracts and/or (ii) U.S. Treasury obligations (the “*Treasury Obligations*”) and/or (iii) cash instruments (“*cash*”). The investment strategy is designed to meet the client’s investment objective, which is to deliver a non-linear economic outcome linked to a reference asset that could be an index of equity securities, an index of commodity securities, an index of fixed income securities, exchange traded funds, exchange listed equity securities, or fixed income securities.

The analysis will include determining the right combination of exchange traded option contracts, Treasury Obligations and/or Cash that will result in the targeted non-linear economic outcome.

### Software based Advisory Services

Vest provides Clients with financial advice regarding customized investment strategies that seek to provide some principal protection, growth opportunities or periodic payments derived from the recommended or Client selected reference Exchange Traded Fund (“*ETFs*”), stock, index of equity securities, index of commodity securities, index of fixed income securities, fixed income securities or other investment.

The analysis will include determining the right combination of exchange traded option contracts, Treasury Obligations and/or Cash that will result in the targeted growth, periodic payment or protected outcome of the investment strategy.

Vest will also electronically monitor the Client’s account and investment strategies after execution and if required place trades to ensure the investment objectives of the strategies are met.



## Unit Investment Trust Supervision and Valuation Services

For affiliate sponsored UITs, we will not select the portfolio and, therefore, will not use a method of analysis or investment strategy for providing investment advice or managing assets. However, as the supervisor of these UITs, we will provide some monitoring services. In particular, Vest may determine that a condition may exist in which it is necessary for the UIT to sell some of its holdings in order to maintain the sound investment character of the UIT, even though UITs are not managed and generally do not change their portfolios. Such limited conditions to protect the UIT will be specified in the UIT's governing documents and generally include, but are not limited to, situations when: there has been a default in the payment of dividends, the price of a security has declined to such an extent or other such credit factors exist so that the retention of such securities would be detrimental to the UIT and to the interest of the unitholders, a sale is required to fund redemptions, a sale would maintain the UIT's tax status, and the UIT must comply with federal and/or state securities laws, regulations and/or regulatory actions and interpretations.

## Unit Investment Trust Model Portfolio Investment Recommendations

### Method of Analysis and Investment Strategies:

When we are engaged as a portfolio consultant to a UIT not sponsored by an affiliate, we will employ the following types of analysis to select UIT securities:

We will utilize as patent pending investment strategy that involves investing in (i) exchange traded option contracts and (ii) U.S. Treasury obligations (the "*Treasury Obligations*"). The investment strategy is designed to meet the UIT's investment objective, which is to deliver a non-linear economic outcome linked to a reference asset that could be an index of equity securities, an index of commodity securities, an index of fixed income securities, exchange traded funds, exchange listed equity securities, or fixed income securities.

The analysis will include determining the right combination of exchange traded option contracts and Treasury Obligations that will result in the targeted non-linear economic outcome.

### Risk of Loss:

Investing in securities involves a risk of loss that the client should be prepared to bear. Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. There are no assurances that the model portfolios for clients will succeed. We cannot give any guarantee that a client's investment objectives will be achieved or that a client will receive a return on their investment. Other potentially material risks may include:

*Exchange-Traded Options Risk.* The value of options also may be adversely affected if the market for options is reduced or becomes illiquid. No assurance can be given that a liquid

market will exist when Vest seeks to close out an option position. Reasons for the absence of a liquid secondary market on an exchange include the following: (i) there may be insufficient trading interest in certain options; (ii) restrictions may be imposed by an exchange on opening transactions or closing transactions or both; (iii) trading halts, suspensions or other restrictions may be imposed with respect to particular classes or series of options; (iv) unusual or unforeseen circumstances may interrupt normal operations on an exchange; (v) the facilities of an exchange or the Options Clearing Corporation may not at all times be adequate to handle the then-current trading volume; or (vi) one or more exchanges could, for economic or other reasons, decide or be compelled at some future date to discontinue the trading of options (or a particular class or series of options). If trading were discontinued, the secondary market on that exchange (or in that class or series of options) would cease to exist. However, outstanding options on that exchange that had been issued by the Options Clearing Corporation as a result of trades on that exchange would continue to be exercisable in accordance with their terms.

In addition, transactions in exchange-traded options will be subject to limitations established by each of the exchanges, boards of trade or other trading facilities on which the options are traded. These limitations govern the maximum number of options in each class which may be written by a single investor or group of investors acting in concert, regardless of whether the options are written on the same or different exchanges, boards of trade or other trading facilities or are written in one or more accounts or through one or more brokers. An exchange, board of trade or other trading facility may order the liquidation of positions found to be in excess of these limits, and it may impose other sanctions.

*U.S. Treasury Obligations Risk.* A security back by the U.S. Treasury or the full faith and credit of the United States is guaranteed only as to the timely payment of interest and principal when held to maturity, but the market prices for such securities are not guaranteed and will fluctuate. Treasury Obligations may differ from other securities in their interest rates, maturities, times of issuance and other characteristics. U.S. government securities generally do not involve the credit risks associated with investments in other types of debt securities, although, as a result, the yields available from U.S. government securities are generally lower than the yields available from corporate fixed-income securities. Like other debt securities, however, the values of U.S. government securities change as interest rates fluctuate. Changes to the financial condition or credit rating of the U.S. government may cause the value of Treasury Obligations to decline.

*Electronic Advice and Execution Risk.* Online advice and electronic trading poses unique risk to investors. System response, execution price, speed, liquidity, market data and account access times are affected by many factors, including market volatility, size and type of order, market conditions, system performance and other factors.

## **Item 9. Disciplinary Information**

Neither Vest nor its management persons have any legal or disciplinary events in the past ten years that would be material to a client's evaluation of our business or the integrity of our management.

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

Vest has financial industry activity relationships and arrangements which are material to its advisory business. As noted in Item 4 above, we will provide advisory services and have material business arrangements with affiliates and non-affiliates that sponsor UITs. In addition, certain management personnel are registered representatives of a broker-dealer.

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

We have adopted a Code of Ethics which sets forth the ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Our Code of Ethics provides for oversight, enforcement and recordkeeping provisions. A copy of our Code of Ethics is available to our advisory clients and prospective clients upon written request to 8300 Greensboro Dr, Suite 800, McLean VA 22102, at the firm's principal office address.

Our firm or individuals associated with our firm may buy or sell securities identical to those recommended to or purchased for clients for their personal accounts. In addition, any related person may have an interest or position in a certain security, which may also be recommended to a client. This practice results in a potential conflict of interest, as we may have an incentive to manipulate the timing of such purchases to obtain a better price or more favorable allocation in rare cases of limited availability.

To mitigate these potential conflicts of interest and ensure the fulfillment of our fiduciary responsibilities, we have, among other things, established the following restrictions:

1. No employee of Vest may purchase, directly or indirectly for any account in which he or she has beneficial ownership, any security in an initial public offering. This requirement also does apply to transactions in an initial public offering in an account over which an employee has granted full discretionary authority to a third party.
2. No employee of Vest may purchase, directly or indirectly for any account in which he or she has beneficial ownership, or outside such an account, any security in a limited offering (i.e., private placement) without prior written approval.
3. No employee of Vest may purchase or sell, directly or indirectly for any account in which he or she has beneficial ownership, any security without first pre-clearing such transaction by the Chief Compliance Officer.
4. No employee of Vest may purchase or sell, directly or indirectly for any account in which he or she has beneficial ownership, any security that to his or her actual knowledge is being purchased or sold, or is actively being considered for purchase or sale, by a client of Vest. This restriction, however, does not apply when the purchase or sale by the client account is a maintenance trade or an unsupervised trade.

5. Except with prior written approval, no investment person of Vest may purchase or sell, directly or indirectly for any account in which he or she has beneficial ownership, any security eligible for purchase or sale by a client account for which such investment person has responsibility. Investment persons of Vest include portfolios managers, portfolio assistants, securities analysts and traders employed by Vest, or any other persons designated as such by Vest.
6. In the event that a client account purchases or sells a security within seven days preceding or following the purchase, or purchases or sells a security within seven days preceding or following the sale, of the same security by an investment person who has responsibility for the client account, the investment person may be required to dispose of the security and/or disgorge any profits associated with his or her transaction. Such disposal and/or disgorgement may be required notwithstanding any prior written approval, unless the purchase or sale by the client account is a maintenance trade or unsupervised trade.
7. No employee of Vest may purchase or sell, directly or indirectly for any account in which he or she has beneficial ownership, any common or preferred shares of a closed-end fund or exchange-listed investment product advised or sub-advised by Vest without prior written approval.
8. All of our principals and employees must act in accordance with all applicable Federal and state regulations governing registered investment advisory practices.

Any individual not in observance of the above may be subject to disciplinary action, including suspension or termination.

## **Item 12. Brokerage Practices**

### Software based Advisory Services

Vest seeks to establish custodial and brokerage arrangements with broker-dealers that are “qualified custodians” (as that term is defined by the SEC) to meet the custodial and brokerage needs of the clients. When determining which broker-dealers to choose, we first determine which broker-dealers have an investment management platform that allows us to execute trades on behalf of our Vest clients and then assess such broker-dealers using the following factors:

- Financial strength and reputation of the broker-dealer;
- Whether the broker-dealer has a trading platform that supports the administrative requirements for trading and record keeping;
- The amount of experience the broker-dealer has in handling the transaction, brokerage, custodial and record-keeping needs of an internet based investment adviser;
- Whether the broker-dealer has a trading platform that provides the ability to execute trades electronically and to use software to execute trades.

### UIT Services

Vest does not recommend or select broker-dealers for client transactions and we do not determine the reasonableness of such broker-dealer's compensation. As described in Item 4, we will provide advisory services to affiliates and non-affiliates that sponsor UITs. Those sponsors will be broker-dealers responsible for the security transactions.

### **Item 13. Review of Accounts**

#### Software based Advisory Services

Vest continually reviews the accounts of its clients. Triggering factors may include but are not limited to option assignment, a significant change to one or more of the securities owned by a particular client, overall market movement, or changes in clients' circumstances if clients report them to Vest.

### UIT Services

Although UIT portfolios are intended to be fixed and not actively managed or traded, we will continuously monitor all underlying portfolio investments and periodically review portfolios as required by the related prospectus and indenture of each UIT for matters that may be cause for concern, such as a ratings downgrade, an issue being placed on credit watch by a rating agency, significant negative financial news, etc.

Each UIT trustee or sponsor will receive monthly/quarterly statements from the respective custodian. Investors in an affiliate-sponsored UITs will receive the Trustee's Annual Report which includes a listing of holdings in each trust and a summary of transaction activity in the trust during the year. Our firm may provide additional reports as specifically required in each UIT prospectus.

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

Vest does not receive any additional compensation from third parties for providing investment advice to its clients and does not compensate anyone for client referrals.

### **Item 15. Custody**

#### Software based Advisory Services

Vest does not have custody of client assets. Vest assets are held in the name of the client and are held in the custody of a third-party Broker, which is a qualified custodian as defined by the SEC. As part of the Vest enrollment process clients authorize the third-party Broker with whom they have an account to deduct Vest's subscription fee directly from their brokerage account. Clients will be reminded through account materials that they should review statements from the third-

party Broker to make sure that amount of fees deducted are correct based on the agreement between clients and Vest.

#### UIT Services

We do not have custody of client funds or securities. The assets of each UIT that we supervise, evaluate or provide consulting services will be held by a qualified custodian. However, we urge all of our clients to carefully review their quarterly reviews of account holdings and/or performance results received from their custodian. Should a client notice any discrepancies or inconsistencies, please notify the custodian as soon as possible.

### **Item 16. Investment Discretion**

#### Software based Advisory Services

Vest requires that a Client Agreement be completed by a Client who decides to retain Vest as her investment advisor. Under the terms of the Account Agreement, Vest assumes discretionary trading and investment authority over the Client's assets held with the Broker. This means that Vest is given authority under a power of attorney arrangement to select the timing, size, and identity of securities to buy and sell for the Client. Vest does not have the authority to withdraw funds or securities from client's accounts.

#### UIT Services

We will have limited authority to authorize the sale of securities held by a UIT pursuant to the terms of such UIT's governing documents.

### **Item 17. Voting Client Securities**

We do not intend have discretion to vote proxies for our clients.

### **Item 18. Financial Information**

#### Software based Advisory Services

This Item is not applicable because Vest does not require or solicit the prepayment of any advisory fees, and does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our Clients.

#### UIT Services

Under no circumstances will we require or solicit prepayment of fees in excess of \$1,200 more than six months in advance of services rendered to a UIT.

Vest has not been the subject of a bankruptcy petition at any time during the past ten years.