

**Item 1 – Cover Page**

Heartland Investment Advisors, L.L.C.

7015 College Blvd., Suite 750

Overland Park, KS 66211

(913) 469-8227

[www.heartland-advisors.com](http://www.heartland-advisors.com)

March 17, 2015

This Brochure provides information about the qualifications and business practices of Heartland Investment Advisors LLC (“Heartland”). If you have any questions about the contents of this Brochure, please contact us at (913) 469-8227. 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.

Heartland is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Heartland also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Heartland is 115156.

## **Item 2 – Material Changes**

This Item of the Brochure discusses only specific material changes that are made to the Brochure and provides clients with a summary of such changes. The most recent update of our brochure was March 17, 2015 and did not include any material changes. We have updated our AUM in Item 4.

### Historical Changes

There were no material changes made to our Brochure in 2014.

(Brochure Date: 3/17/2015)

(Date of Most Recent Annual Updating Amendment: 03/17/2015)

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Doug Hunt at 913-469-8227.

### Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes .....	ii
Item 3 -Table of Contents.....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	3
Item 6 – Performance-Based Fees and Side-By-Side Management.....	5
Item 7 – Types of Clients .....	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Item 9 – Disciplinary Information .....	8
Item 10 – Other Financial Industry Activities and Affiliations.....	8
Item 11 – Code of Ethics.....	9
Item 12 – Brokerage Practices.....	10
Item 13 – Review of Accounts .....	12
Item 14 – <i>Client</i> Referrals and Other Compensation.....	13
Item 15 – Custody .....	14
Item 16 – Investment Discretion .....	14
Item 17 – Voting <i>Client</i> Securities.....	14
Item 18 – Financial Information.....	15

## **Item 4 – Advisory Business**

Heartland is owned by Douglas Hunt and Kenneth Woodward and has been providing advisory services since 1999. Ms. Jacqueline M. O'Brien-Nair currently serves as the Firm's Chief Compliance Officer.

As of December 31, 2014, Heartland managed \$ 124,468,107 on a discretionary basis and \$0 on a nondiscretionary basis. Heartland also provides consulting services to participant-directed retirement account assets totaling \$23,854,571.

### **Investment Management Services:**

Heartland manages investment portfolios for individuals, trusts, small businesses, Individual Retirement and SEP accounts and employee benefit plans. Heartland will work with the client to determine the client's investment objectives and investor risk profile and will design a written investment policy statement. Heartland uses investment and portfolio allocation software to evaluate alternative portfolio designs. Heartland may evaluate the client's existing investments with respect to the client's investment objectives. Heartland works with new clients to develop a plan of transition for moving from the client's existing portfolio to the portfolio recommended by Heartland. Heartland will then continuously monitor the client's portfolio holdings and the overall asset allocation strategy and hold periodic review meetings with the client regarding the account as necessary.

Heartland will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match the client's investment policy. Heartland will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. Heartland primarily recommends portfolios consisting of passively managed asset class and index mutual funds. Heartland primarily recommends mutual funds offered by Dimensional Fund Advisors (DFA). DFA sponsored mutual funds follow a passive asset class investment philosophy with low holdings turnover.

Client portfolios may also include some individual equity securities in situations where disposition of these securities would present an overriding tax implication or the client specifically requests they be retained for a personal reason.

Heartland manages mutual fund and equity portfolios on a discretionary basis according to the investment policy selected by the client. A client may impose any reasonable restrictions on Heartland's discretionary authority, including restrictions on the types of securities in which Heartland may invest client's assets and on specific securities, which the client may believe to be appropriate.

Heartland may also recommend fixed income portfolios to advisory clients, which consist of managed accounts of individual bonds. Heartland will request discretionary authority from advisory clients to manage fixed income portfolios, including the discretion to retain a third party fixed income manager.

Pursuant to its discretionary authority, Heartland will retain a fixed income securities manager. The fixed income securities manager will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the client's Fixed Income Investment Policy Statement. The manager will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the manager is provided with cost basis information). The manager will obtain Heartland's consent prior to the sale of any client securities.

On an ongoing basis, Heartland will answer clients' inquiries regarding their accounts and review periodically with clients the performance of their accounts. Heartland will periodically, and at least annually, review client's investment policy, risk profile and review needs for the re-balancing of each client's accounts to the extent appropriate. Heartland will provide to investment manager any updated client financial information or account restrictions necessary for investment manager to provide sub-advisory services.

In addition to managing the client's investment portfolio, to the extent appropriate, Heartland may consult with clients on various financial areas including income and estate tax planning, business sale structures, college financial planning, retirement planning, insurance analysis, personal cash flow analysis, establishment and design of retirement plans and trust designs, among other things.

#### **Employee Benefit Retirement Plan Services:**

Heartland also provides advisory services to participant-directed retirement plans through third party administration services, which are online bundled service providers offering an opportunity for plan sponsors to provide their participants with daily account access, valuation, and investment education.

Heartland will analyze the plan's current investment platform, and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. Heartland will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

Heartland will recommend changes in the plan's investment vehicles as may be appropriate from time to time. Heartland generally will review the plan's investment vehicles and investment policy as necessary.

For certain retirement plans, Heartland also works in coordination and support with BAM Advisor Services, LLC ("BAM"). Retirement plan clients will engage both Heartland and BAM. BAM will provide to the client additional discretionary investment management services and will exercise discretionary authority to select the plan investments made available to the plans' participants by selecting and maintain the plans' investments according to the goals and investment objectives of the plan.

Heartland will continue to work with plans to monitor plan investments, provide fiduciary plan advice including regular considerations of the goals and objectives of the plan, and provide participant education services to the plan.

## **Item 5 – Fees and Compensation**

In certain circumstances, all fees, account minimums and their applications to family circumstances may be negotiable. Minimum account sizes may also be waived based pre-existing arrangements, business relationships or when a person demonstrates an ability to meet the minimum account size in a reasonable period of time through additional contributions.

Heartland has contracted with BAM Advisor Services, LLC (BAM), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. Heartland pays a fee for BAM services based on management fees paid to Heartland on accounts that use BAM Advisor Services. The fee paid by Heartland to BAM consists of a portion of the fee paid by clients to Heartland and varies based on the total client assets participating in BAM Advisor Services through Heartland. These fees are not separately charged to advisory clients.

The specific manner in which fees are charged by Heartland is established in a client's written agreement with Heartland. Generally, Investment Management and Employee Benefit Plan clients will be invoiced in advance at the beginning of each calendar quarter based upon the value (market value based on independent third party sources or fair market value in the absence of market value; client account balances on which Heartland calculates fees may vary from account custodial statements based on independent valuations and other accounting variances, including mechanisms for including accrued interest in account statements) of the client's account at the end of the previous quarter. New accounts are

charged a prorated fee for the remainder of the quarter in which the account is incepted (date of first trade).

For Investment Management and Employee Benefit Plan Clients, Heartland will request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to Heartland or its designated service provider, BAM, to withdraw fees from the account. Clients will receive custodial statements showing the advisory fees debited from their account(s). Certain third party administrators will calculate and debit Heartland's fee and remit such fee to Heartland.

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

Heartland's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. These fees will generally include a management fee and other fund expenses. All fees paid to Heartland for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders.

Such charges, fees and commissions are exclusive of and in addition to Heartland's fee, and Heartland shall not receive any portion of these commissions, fees, and costs.

### **Advisory Fees**

#### **Investment Management Services:**

The annual fee for investment management services will be charged as a percentage of total assets under management, according to the schedule below:

<b>Assets under management</b>	<b>Annual Fee (%)</b>
Up to \$199,999	1.85%
\$200,000 - \$499,999	1.50%
\$500,000 - \$999,999	1.00%

\$1,000,000 - \$1,999,999	0.90%
\$2,000,000 - \$2,999,999	0.80%
\$3,000,000 - \$3,999,999	0.70%
\$4,000,000 - \$4,999,999	0.60%
\$5,000,000 or greater	0.50%

All accounts for members of the client's family (husband, wife and dependent children) or related businesses may be assessed fees based on the total balance of all accounts. Heartland generally requires a minimum account of \$500,000 for Investment Management services. Minimum account sizes may also be waived based pre-existing arrangements, business relationships or when a person demonstrates an ability to meet the minimum account size in a reasonable period of time through additional contributions.

### **Employee Benefit Retirement Plan Services:**

The annual fee for plan services will be charged as a percentage of assets within the plan.

Assets Under Management	BAM's Annual Fee	Heartland's Annual Fee	Total Fee
On the first \$1,000,000	0.30%	0.70%	1.0%
On the next \$1,000,000	0.17%	0.58%	0.75%
On All amounts over \$3,000,000	0.12%	0.43%	0.55%

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

Heartland does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

## **Item 7 – Types of Clients**

Heartland manages investment portfolios for individuals, trusts, small businesses, Individual Retirement and SEP Accounts and employee benefit plans.



Heartland generally requires a minimum account of \$500,000 for Investment Management and Employee Benefit Plan Services. This account size may be negotiable under certain circumstances.

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

### *Methods of Analysis and Investment Strategy*

Heartland's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. Heartland's investment approach is firmly rooted in the belief that markets are "efficient" over periods of time and that investors' long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. Heartland recommends diversified portfolios, principally through the use of passively managed, asset class mutual funds. Heartland selects or recommends to clients portfolios of securities, principally broadly-traded open end mutual funds or conservative fixed income securities to implement this investment strategy.

Although all investments involve risk, Heartland's investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients the investment directly in conservative fixed income securities to represent the fixed income class. Heartland's investment philosophy is designed for investors who desire a buy and hold strategy. Frequent trading of securities increases brokerage and other transaction costs that Heartland's strategy seeks to minimize.

In the implementation of investment plans, Heartland therefore primarily uses mutual funds and, as appropriate, portfolios of conservative fixed income securities. Heartland may also utilize Exchange Traded Funds (ETFs) to represent a market sector.

Clients may hold or retain other types of assets as well, and Heartland may offer advice regarding those various assets as part of its services. Advice regarding such assets will generally not involve asset management services but may help to more generally assist the client.

Heartland's strategies do not utilize securities that we believe would be classified as having any unusual risks, and we do not recommend frequent trading, which can increase brokerage and other costs and taxes.

Heartland receives supporting research from BAM Advisor Services and from other consultants, including economists affiliated with Dimensional Fund Advisors ("DFA").

Heartland typically utilizes DFA mutual funds in client portfolios. DFA mutual funds follow a passive asset class investment philosophy with low holdings turnover. DFA provides historical market analysis, risk/return analysis, and continuing education to Heartland.

#### *Analysis of a Client's Financial Situation*

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, Heartland relies on an analysis of the client's financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, Heartland may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. They include:

- The risk that expected future cash flows will not match those used in the analysis
- The risk that future rates of return will fall short of the estimates used in the simulation
- The risk that inflation will exceed the estimates used in the simulation
- For taxable clients, the risk that tax rates will be higher than was assumed in the analysis

#### *Risk of Loss*

**Investing in securities involves risk of loss that clients should be prepared to bear.**

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The mutual funds and ETFs utilized by Heartland may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in Heartland's investment strategies funds are the U.S. and International small capitalization and small capitalization value funds, emerging

markets funds, and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by Heartland may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses managing assets within each applicable sector.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Heartland or the integrity of Heartland's management. Heartland has no information applicable to this Item.

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

### **Affiliated Accounting Firm**

Heartland is a registered investment adviser. However, the Managing Members of Heartland are also owners and officers of the accounting and consulting firm, Woodward, Hunt & Associates, C.P.A.'s, P.C. ("WH&A"). WH&A provides financial statement, compliance and consulting services to clients.

WH&A may recommend Heartland to accounting & consulting clients in need of advisory services. Heartland may recommend WH&A to advisory clients in need of accounting & consulting services. Accounting & consulting services provided by WH&A are separate and distinct from the advisory services of Heartland, and are provided for separate and typical compensation. WH&A may provide third party administration services for separate and typical compensation to employee benefit plans that are also Heartland advisory clients. There is a service agreement between WH&A and Heartland whereby WH&A provides Heartland with office space, equipment, supplies and secretarial and other assistance.

No Heartland client is obligated to use WH&A for any accounting & consulting services.

Mr. Hunt spends approximately 20% of his time on the accounting & consulting practice. Mr. Woodward spends approximately 75% of his business time on the accounting & consulting practice.

#### BAM Advisor Services, LLC

As described above in Item 4, Heartland may exercise discretionary authority provided by a client to select an independent third party investment manager for the management of portfolios of individual fixed income securities. Heartland selects BAM Advisors Services, LLC for such fixed income management. Heartland also contracts with BAM Advisor Services, LLC for back office services and assistance with portfolio modeling. Heartland has a fiduciary duty to select qualified and appropriate managers in the client's best interest, and believes that BAM Advisor Services, LLC effectively provides both the back office services that assist with its overall investment advisory practice and fixed income portfolio management services. The management of Heartland continuously makes this assessment. While Heartland has a contract with BAM Advisor Services, LLC governing a time period for back office services, Heartland has no such fixed commitment to the selection of BAM Advisor Services, LLC for fixed income management services and may select another investment manager for clients upon reasonable notice to BAM Advisor Services, LLC.

#### Individual Outside Business Activities

Some associated persons of Heartland may also participate in other private businesses involving real estate investments, which have no material relationship to Heartland and its services.

### **Item 11 – Code of Ethics**

Heartland has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. Heartland's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth Heartland's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with Heartland may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of Heartland that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, Heartland requires that anyone associated with this advisory practice with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to the firm's Chief Compliance Officer. Heartland also requires such access persons to receive approval from the Chief Compliance Officer prior to investing in any IPO's or private placements (limited offerings).

Heartland's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. Heartland requires that all individuals 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 discipline.

Heartland will provide a complete copy of its Code of Ethics to any client upon request.

It is Heartland's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Heartland will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated private fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an advisor is dually registered as a broker-dealer or has an affiliated broker-dealer.

## **Item 12 – Brokerage Practices**

Heartland arranges for the execution of securities transactions with the assistance of BAM Advisor Services. Through BAM, Heartland participates in the Fidelity Institutional Wealth Services (FIWS) program offered to independent investment advisors, sponsored by Fidelity Brokerage Services, LLC ("Fidelity"), member FINRA/SIPC and the TD Ameritrade Institutional ("TDA") services program offered to independent investment advisors by TD Ameritrade Institutional, a division of TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC. Fidelity and TDA are an unaffiliated SEC-registered broker dealers and FINRA member broker dealers.

The Fidelity or TDA brokerage programs will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. Heartland regularly reviews these programs to ensure that its recommendation are consistent with its fiduciary duty. These trading platforms are essential to Heartland's service arrangements and capabilities, and Heartland may not accept clients who direct the use of other brokers. As part of these programs, Heartland receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 14 of this brochure).

As Heartland will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid for mutual fund and equity securities transactions, clients must direct Heartland as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that Heartland will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. Not all investment advisers require clients to direct the use of specific brokers.

Heartland will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by Heartland on client's behalf by designating the portfolio manager with trading authority over client's brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part 2) of portfolio manager.

Fidelity and TDA do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts at the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While Heartland will not arrange transactions through other brokers, the authority of the fixed income portfolio manager includes the ability to trade client fixed income assets through other brokers.

Heartland also does not have any arrangements to compensate any broker dealer for client referrals.

Heartland does not maintain any client trade error gains. Heartland makes client whole with respect to any trade error losses incurred by client caused by Heartland. For clients utilizing TD Ameritrade for brokerage services, TD Ameritrade maintains a policy that any trade error gains will be donated to TD Ameritrade to charity.

Heartland generally does not aggregate any client transactions in mutual fund or other securities. Client accounts are individually reviewed and managed, and transaction costs are not saved by aggregating orders in almost all circumstances in which Heartland arranges transactions. BAM Advisor Services, LLC, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case a Heartland client's orders may be aggregated with an order for another client of BAM Advisor Services, LLC who is not a Heartland client. See BAM Advisor Services, LLC Form ADV Part 2.

#### **Employee Benefit Retirement Plan Services:**

Heartland does not arrange for the execution of securities transactions for plans as a part of this service. Transactions are executed directly through employee plan participation.

### **Item 13 – Review of Accounts**

#### **Reviews:**

##### **Investment Management Services:**

Account assets are supervised continuously and formally reviewed no less than annually by one of the Managing Members of Heartland. The review process contains each of the following elements:

- a. assessing client goals and objectives;
- b. evaluating the employed strategy(ies);
- c. monitoring the portfolio(s); and
- d. addressing the need to rebalance.

Additional account reviews may be triggered by any of the following events:

- a. a specific client request;
- b. a change in client goals and objectives;
- c. an imbalance in a portfolio asset allocation; and
- d. market/economic conditions.

For fixed income portfolios, certain account review responsibilities are delegated to a third party investment manager as described above in Item 14.

**Employee Benefit Retirement Plan Services:**

Plan assets are reviewed on a quarterly basis or as otherwise agreed between the parties, and according to the standards and situations described above for investment management accounts.

**Reports:**

All investment management clients will receive quarterly performance reports, prepared by BAM and reviewed by Heartland, that summarize the client's account and asset allocation. Clients will also receive at least quarterly statements from their account custodian, which will outline the client's current positions and current market value.

**Employee Benefit Retirement Plan Services:**

Employee Benefit Plan participants will receive account statements directly from the custodians of their respective accounts.

**Item 14 – *Client Referrals and Other Compensation***

As indicated under the disclosure for Item 12, FIWS and TDA provide Heartland with access to services, which are not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to advisers.

These services benefit Heartland but may not benefit its clients' accounts. Many of the products and services assist Heartland in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Heartland's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Heartland's accounts. Recommended brokers also make available to Heartland other services intended to help Heartland manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. Heartland does not, however, enter into any commitments with the broker for transaction levels in exchange for any services or products from brokers. While as a fiduciary, Heartland endeavors to act in its



clients' best interests, Heartland's requirement that clients maintain their assets in accounts at FIWS or TDA may be based in part on the benefit to Heartland of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the broker, which may create a potential conflict of interest.

Heartland also receives software from DFA, which Heartland utilizes in forming assets allocation strategies and producing performance reports. DFA also provides continuing education for Heartland personnel. These services are designed to assist Heartland plan and design its services for business growth.

## **Item 15 – Custody**

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Heartland urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Item 16 – Investment Discretion**

Heartland requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. For fixed income securities, this authority will include the discretion to retain a third party money manager for fixed income accounts. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

When selecting securities and determining amounts, Heartland observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Heartland in writing.

## **Item 17 – Voting *Client* Securities**

Proxy Voting: As a matter of firm policy and practice, Heartland does not accept the authority to and does not vote proxies on behalf of advisory client. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients

will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. Heartland, however, may provide advice to clients regarding the clients' voting of proxies.

**Class Actions, Bankruptcies and Other Legal Proceedings:** Clients should note that Heartland will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Heartland to transmit copies of class action notices to the client or a third party. Upon such direction, Heartland will make commercially reasonable efforts to forward such notices in a timely manner.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Heartland's financial condition. Heartland has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.