

# **Argentus Advisors, LLC**

## **Part 2A of FORM ADV: Firm Brochure**

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This brochure provides information about the qualifications and business practices of Argentus Advisors, LLC ("Argentus Advisors"). If you have any questions about the content of this brochure, please contact us at the phone number above. Argentus Advisors, LLC is registered with the United States Securities and Exchange Commission ("SEC") as an Investment Adviser; however, such registration is not intended to imply a certain level of skill or training. This Brochure has not been approved by the SEC or by any state securities body or regulatory authority.

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

**ITEM 2 – SUMMARY OF MATERIAL CHANGES FROM OCTOBER 1<sup>ST</sup>, 2014 BROCHURE**

There have been no material changes for Argentus Advisors since October 1<sup>st</sup>, 2014.

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## **ITEM 4 - ADVISORY BUSINESS**

Argentus Advisors, LLC (Argentus Advisors) is registered with the Securities and Exchange Commission (SEC) as an Investment Adviser (RIA) under the Investment Advisers Act of 1940, with its principal place of business in Dallas, Texas. Argentus Advisors began conducting business in November of 2001, and the firm is a wholly owned subsidiary of Argentus Partners, LLC. Argentus Advisors has an affiliated sister company, Argentus Capital Management, which is also an SEC registered investment adviser. Argentus Capital Management provides advisory, sub-advisory and back-office support to other investment advisory firms, including Argentus Advisors. It should also be noted that SCA Holdings, LLC owns a majority interest in Argentus Partner, hence a majority interest in Argentus Advisors, LLC. SCA Holdings also owns Strategic Capital Alternatives, LLC, which is another SEC registered investment advisory firm. More information can be obtained about Argentus Capital Management, LLC. and Strategic Capital Alternatives, LLC. by visiting the SEC's website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).

Argentus Advisors' main investment advisory business is to manage the investment portfolios of individuals, corporations, and other businesses through its investment adviser representatives (Financial Advisors) and through the use of third-party money managers. Argentus Advisor's investment advisory services are tailored to the individual needs of its clients and are based on the client's goals, investment objectives, time horizon and risk tolerance. In this capacity, Argentus Advisors and its Financial Advisors act as fiduciaries to the client.

Argentus Advisor's Financial Advisors provide continuous investment advice to their clients regarding the investment of funds based on the individual needs of each client. The Financial Advisor will discuss your particular financial situation and will help you establish your financial goals, investment objectives, time horizons and risk tolerance. The Financial Advisor also reviews and discusses with you, your prior investment experience, all in an effort to properly advise you to ensure that the advisory services provided are appropriate.

You may elect to impose reasonable restrictions on investing in certain securities, types of securities, companies and/or industry sectors. However, Argentus Advisors may refuse to continue offering the advisory program if the firm determines that such restrictions cannot be accommodated. When advisory services are discontinued, all positions in the account are transferred to a non-discretionary, commission-based brokerage account with the custodian. The account will be subject to the terms and conditions of the agreement between you and the custodian and all advisory services and fees will no longer apply.

Argentus Advisors offers the following investment advisory services:

### **FINANCIAL ADVISOR DIRECTED ACCOUNTS**

A Financial Advisor Directed Account is one in which the account and the selected portfolio is managed by the Financial Advisor, either on a discretionary or non-discretionary basis. The Financial Advisor will recommend various stocks, bonds, mutual funds, ETFs, alternative investments and other appropriate investments to help you develop a portfolio designed to meet your financial goals and objectives. Because each type of investment involves varying degrees of risk, the Financial Advisor will only make recommendations that are consistent with your stated goals, investment objectives, risk tolerance, time horizon and liquidity needs. The Financial Advisor will then meet with you regularly to discuss the portfolio's investments, to recommend any changes to the portfolio, in an effort to remain consistent with your investment goals and objectives.

### **ADVISED MUTUAL FUNDS**

Argentus Capital Management, Argentus Advisor's affiliate, provides advisory services to several mutual funds that could be recommended by the Financial Advisor. Currently, those mutual funds are:

GVTIX & GVTAX – NLFT III Tactical Asset Allocation Fund;  
NFMAX, NFMCM & NFMIX – Newfound Multi-Asset Income Fund  
NFBAX, NFBCE & NFBIX – Newfound Total Return Fund  
NFGIX & NFGAX – NLFT III Newfound Risk Mgd Global Fund; and,  
PWRIX & PWRAX – NLFT Power Income Funds

Additionally, the Power Income Model Portfolio utilizes the NLFT Power Income Fund(s).

While the Financial Advisor does not receive any additional compensation when such funds or models are included in the client's portfolio, Argentus Capital Management does receive fees from the funds for the services it provides. This creates a conflict of interest when such funds are recommended and/or included in the client's managed account(s).

### **THIRD-PARTY MONEY MANAGER ACCOUNTS**

In lieu of recommending individual investments and helping you develop an investment portfolio, the Financial Advisor may assist you in selecting one or more Third-Party Money Manager(s). The Financial Advisor may utilize a number of factors in determining a prudent Third-Party Money Manager or Managers including but not limited to performance, investment objectives, fees, and comparing those factors to your stated goals and objectives (determining risk tolerance and investment styles).

Clients who utilize the services of Third Party Money Managers are provided the Manager's Fact Sheet, which provides a detailed description of the manager's investment strategy and investment style. Third-Party Money Managers have their own minimum account size requirements and have their own separate fee schedule, which is in addition to the Financial Advisor's fee schedule. When you elect the services of a Third Party Money Manager, the Financial Advisor does not directly manage your assets. The assets are managed by the selected Third Party Money Manager.

Third Party Money Managers may either be Portfolio Strategists or Portfolio Managers. Portfolio Strategists provide recommended asset allocation strategies by which Argentus Advisors intends to invest the selected program assets, unless circumstances dictate that a modified allocation or investment is appropriate. Portfolio Strategists do not have discretion to trade your account and do not provide discretionary asset management services. Management of the program assets is performed by Argentus Advisors through its discretionary authority as described in the advisory agreement between you and Argentus Advisors. you may elect to employ a portfolio strategy for all or a portion of your account assets.

Portfolio Managers also provide recommended strategies, however, they actually have discretionary authority to affect trades in your account. Clients give Portfolio Managers discretionary authority through their advisory agreement with Argentus Advisors. Management of the program assets is performed by the Portfolio Manager. As with Portfolio Strategists, you may employ one or more Portfolio Managers. You may employ any combination of Portfolio Strategists and Portfolio Managers if determined to be appropriate.

Some Portfolio Managers may also provide "Overlay Services" for all or a portion of a client's account if such services are selected. Overlay Services include but are not limited to services such as; harmonizing multiple account management services for the overall account, seeking trading and tax efficiencies or employing hedging or leveraging strategies to all or a portion of an account.

You may also elect to hire Argentus Capital Management as a Third Party Money Manager, to provide asset management services for your account. Doing so presents a conflict of interest for the firm that you should be aware of because Argentus Capital Management will receive additional fees for the management of all or a portion of the your account assets.

The Financial Advisor will assist you in understanding and evaluating the services provided by any Third Party Money Managers selected. If the Financial Advisor determines that a selected Third-Party Money Manager is not managing your portfolio in a manner consistent with your stated investment objectives or your financial situation changes such that the Third-Party Money Manager's services are no longer appropriate, the Financial Advisor may recommend a more appropriate Third Party Money Manager for your account. Any change of a Third-Party Money Manager requires your written consent.

#### **FINANCIAL ADVISOR AS PORTFOLIO MANAGER:**

Some Financial Advisors offer their own Portfolio Management Services. Such services may have their own asset management fee schedule and maximum fee charges.

##### *Spring Capital – ADEPT Strategy*

The Spring Capital ADEPT Strategy Model utilizes a strategy known as the Advancing Dividend Equity Portfolio Theory. This is a total return strategy based on the assumption that a large percentage of long-term total market returns are attributed to dividends. The strategy focuses on companies that not only have a long dividend history, but also have a history of increasing dividends on a regular basis. Guided by metrics such as a strong balance sheet, good products, sound management, and limiting exposure to high yield stocks, the model manager selects the companies that look to continue past trends. The portfolio seeks companies it believes displays relative value and good growth characteristics. Investment opportunities are not limited by market capitalization, industry sector or geographic location.

#### **COMBINED FINANCIAL ADVISOR DIRECTED AND THIRD-PARTY MONEY MANAGER SERVICES**

You may elect to take advantage of Financial Advisor Directed Account services, as well as employ the services of one or more Third-Party Money Managers for your account(s). Such arrangements are accommodated and offered by Argentus Advisors and its Financial Advisors.

#### **RESEARCH**

Certain IAR's of Argentus Advisors offer research on a subscription basis. This research reports may be provided daily, weekly, monthly, quarterly or extemporaneously, as delineated in the research agreement entered into between the client and Argentus Advisors. Additionally, Research may be provided during face-to-face meetings, depending on the needs of the client. Research may be either industry specific, such as oil & gas industry, or may be broad in nature, covering the markets in general. Research may be based on fundamental and/or technical analysis.

#### **WRAP FEE PROGRAM ACCOUNTS**

A Wrap Fee Program is an investment advisory program in which you pay one fee for both the investment advisory services and the transaction costs in your account. Argentus Advisors offers its various advisory programs as either a traditional, non-wrap fee program or as a wrap fee program. Depending on the underlying investments in your Wrap Fee Program account and how much trading you expect to do, you may pay more for a Wrap Fee Program account than if you chose an advisory program that does not have a "wrap fee" offering, or if you chose to pay separately for all of your transaction costs (e.g. – pay the advisory fee plus all transaction commissions separately). Similarly, your Financial Advisor may receive more or less compensation on your wrap fee program depending on the same

circumstances. This difference in compensation may present a conflict of interest that you should be aware of and that you should discuss with your Financial Advisor.

Bear in mind, you can purchase services similar to those offered in Argentus Advisors' Wrap Fee Program separately from unaffiliated financial service providers. Wrap Fee Programs may cost you more or less than purchasing the services from another investment adviser. Some factors to consider, other than the Wrap Fee itself, when comparing investment advisers include: (i) Account maintenance and custodial fees; (ii) Account special handling fees, such as wire funds fees; (iii) Volume of trading activity anticipated in your account; (iv) Commissions to be charged in lieu of a wrap fee; and, (v) Account termination, statement and confirmation fees. You should review all the costs for each of the management services separately (and mutual fund fees and expenses when applicable) when analyzing the cost of Argentus Advisors' Wrap Fee Program.

Your Financial Advisor will work with you to recommend whether you should utilize a Wrap Fee Program or not, based on your individual circumstance and anticipated trading activity. Please discuss with your Financial Advisor all fees and costs associated with your Wrap Fee Program account. For further information regarding Argentus Advisors' Wrap Fee Programs, please request a copy of Argentus Advisors' Wrap Fee Program Disclosure brochure from your Financial Advisor.

## **FINANCIAL PLANNING**

Financial Advisors also provide financial planning services. Fees may be charged as a flat dollar amount, an amount based on a percentage of the assets under "advisement" or an hourly fee. A financial planning engagement may be effectuated by signing a separate "financial planning" agreement or the financial planning agreement may be incorporated into your investment management agreement as one document. Financial planning is a comprehensive evaluation, assumption and analysis of a client's current and future financial situation and needs using variable data such as current and future income, expenses, investment growth and performance, cash flows, asset values and withdrawal plans. Through the financial planning process, questions, information and analysis are considered as to how they may impact the current and future financial situation of the client. To prepare a financial plan the Financial Advisor gathers information from the client through personal interviews. Information may include the client's current financial status, tax status, current assets and liabilities, expenses, investment portfolio, future goals, investment return expectations and attitudes towards risk. The financial plan is designed to help the client create a plan and stay on track in attempting to achieve their financial goals and objectives.

In general, a financial plan may address any or all of the following areas collectively or separately: Asset Allocation, Education Planning, Estate Planning, Financial, Insurance Needs, Retirement Planning, and Business Retirement Planning.

The financial plan may not contain specific recommendations from the Financial Advisor to purchase or sell specific securities. It is entirely up to each client whether or not to implement any recommendations made.

If the client chooses to implement the recommendations made within the financial plan, the Financial Advisor may then recommend specific investments. To the extent that specific investment recommendations are made, the Financial Advisor may recommend commissionable securities or insurance transactions, in which case he or she would be acting as a registered representative of a Broker Dealer or as an insurance agent. This may create a potential conflict of interest, as the Financial Advisor may be compensated for the purchase or sale of specific securities and insurance products in addition to the financial planning fee already received.

**SOLICITORS**

Argentus Advisors may, from time to time, utilize solicitors to introduce potential clients to its services. Solicitors are typically registered as investment advisers with either the SEC or the appropriate state authority and may provide some level of advice such as suitability and/or risk tolerance assessment. A solicitor is not involved in the actual asset management of the client's account. Solicitors share in the advisory fees paid by the client, however, the client is not paying any more for advisory services than he or she would if there were no solicitor involved. Solicitors are required to provide clients with a Solicitors Disclosure Statement, which elaborates on the solicitor's role and the relationship between the solicitor and Argentus Advisors.

**AMOUNT OF ASSETS UNDER MANAGEMENT**

As of December 31<sup>st</sup>, 2014 Argentus Advisors had approximately \$350,000,000 of assets under management. There are no non-discretionary arrangements with respect to asset management services between Argentus Advisors and clients at this time.



## **ITEM 5 - FEES AND COMPENSATION**

This section is intended to assist you in understanding the costs associated with Argentus Advisor's investment advisory offerings. You should read this section carefully and also refer to your investment advisory agreement for a full description of the amount, terms, and calculation of the advisory fee applicable to your selected advisory service, as well as, information concerning ticket charges, refunds and contract termination. The fees and costs may be more or less than if you purchased a portfolio of similar investments through a brokerage arrangement or similar services through another investment adviser. It is important that you evaluate the services received in light of the fees and costs. Argentus Advisors reserves the right to negotiate fees, which may take into consideration elements like size of account and the complexity of services. Be sure to ask your Financial Advisor about the advisory program(s) considered by you and what other costs you may incur.

You should be aware that you may incur additional fees assessed by your custodian or by the individual investments within your account. Custodians charge their own transaction and administration fees. Depending on whether you are participating in a Wrap Fee Program or not, some custodial fees may be included in your advisory fee, however, not all fees would be included. You want to refer to your advisory agreement with Argentus Advisors, as well as your custodial agreement(s) when you open your account to help you understand what fees you may be subject to. Additionally, some investment product sponsors such as mutual funds and UIT's assess their own management fees. Such fees are in addition to the advisory fees you pay Argentus Advisors. You should consult with your Financial Advisor and discuss all the fees applicable to your account and investment selections before making any investment or buying decisions.

### **Investment Management Services**

Investment management pertains to securities portfolios where Argentus Advisors provides continuous and regular supervision or management services. For such services, Argentus Advisors charges investment management fees. In your investment advisory agreement with Argentus Advisors, you can find the investment management fee described as the "Total Portfolio Management Fee" which is a sum of the Financial Advisor Fee and the Annual Program Fee. The Annual Program Fee is the platform fee assessed by Argentus Advisors, to make the Advisor Directed and selected Third-Party Money Manager's services available to you.

Each Third-Party Money Manager may have a different Annual Program Fee, which will apply to the value of the assets being managed under that particular Third-Party Money Manager's strategy. Due to the fact that the value of the assets managed fluctuates from period to period and, in addition, the Annual Program Fee for each Third-Party Money Manager may be different, the Total Portfolio Management Fee will fluctuate from period to period. This is a function of the fact that different sleeves of your portfolio may employ different managers with differing fees. The percentage you pay for the services of each individual Third-Party Money Manager or your Financial Advisor does not change.

When you enter into an investment management agreement with Argentus Advisors, you authorize our firm to deduct the investment management fees directly from your account. Whether the investment management fee is assessed in advance or in arrears is stipulated in your investment management agreement with our firm.

If billed "In Advance," the fee will be assessed quarterly in advance of services being rendered and will be based on the average daily value of the assets being managed over the previous calendar quarter. The initial Fee is based on the value of the assets deposited at the time services begin. Other than the initial deposit, additional deposit or withdrawal adjustments are accounted for at the beginning of the

next calendar quarter based on the average daily value of the managed assets for the prior period. If you should terminate advisory services, any unearned fees collected in advance will be credited back to your account promptly. Argentus Advisors may not pro-rate deposits or withdrawals that are *de minimis*.

If billed “In Arrears,” the fee will be assessed at the end of the quarter for which services were already provided. The fee calculation will be based on the average daily value of the managed assets over the previous calendar quarter. For deposits or withdrawals during the billing period, including the initial deposit or final withdrawal, the fee will be prorated over the billing period to account for the days services were rendered. If you terminate your agreement, any uncollected, earned fees will be due and payable by you immediately and will be deducted from the managed assets promptly.

### **Wrap Fee Programs**

A Wrap Fee Program is an investment advisory program in which you pay one fee for both investment advisory services and the transaction costs in the Program account. The “wrap fee” is not based directly upon the actual transaction or execution costs for the transactions within the account(s). Depending on the underlying investments within the Program and how much actual trading activity occurs, you may pay more or less than if you had elected to subscribe to a non-wrap fee program and pay for transactions costs separately. Your Financial Advisor will review the fee options available to help determine the best option to choose for you. Whether the service you elect is a Wrap Fee Program or whether it is not wrapped and transaction charges are assessed separately is stipulated on your advisory agreement with Argentus Advisors. For more information about Argentus Advisor’s Wrap Fee Programs, please ask your Financial Advisor for an Argentus Advisors Wrap Fee Program disclosure brochure.

### **Fee Schedule and Maximums**

As mentioned above, Argentus Advisors does not utilize a set fee schedule for its advisory services. Instead, the Total Portfolio Management Fee is determined by combining your Financial Advisor’s Fee with the annual Program Fee of the selected services and third-party money managers. Argentus Advisors has a maximum Total Portfolio Management Fee of 2.99% per year. For the Spring Capital ADEPT Strategy, the maximum Total Portfolio Management Fee is 1.50% per year. The specific fee you pay for advisory services offered by us is stipulated in your advisory agreement. All fees are negotiable.

### **Financial Planning Fees**

Financial planning fees may be charged as a flat dollar amount, an amount based on a percentage of the assets under “advisement” or based on a hourly fee. Financial planning fees are based on the complexity of the case and the amount of work involved in delivery of the advice. Financial planning fees can vary widely from client to client and there is no maximum fee limit. It is up to you and your Financial Advisor to agree on the amount and complexity of the planning involved and the fee for providing such services. Financial planning fees are stipulated in a financial planning agreement which may either be a separate agreement from an investment management agreement or may be combined into one agreement.

### **Potential Conflicts of Interest**

#### Mutual Fund Clients

As mentioned in Item 4 above, Argentus Capital Management, Argentus Advisor’s affiliate, provides advisory services to several mutual funds and mutual fund models that could be recommended by the Financial Advisor. Currently, those mutual funds are:

GVTIX & GVTAX – NLFT III Tactical Asset Allocation Fund;

NFMAX, NFM CX & NFMIX – Newfound Multi-Asset Income Fund  
NFBAX, NFBCX & NFBIX – Newfound Total Return Fund  
NFGIX & NFGAX – NLFT III Newfound Risk Mgd Global Fund; and,  
PWRIX & PWRAX – NLFT Power Income Funds

Additionally, the Power Income Model Portfolio utilizes the NLFT Power Income Fund(s).

Argentus Capital Management receives compensation from these funds by providing certain back-office trading and administrative functions. Additionally, Argentus Capital Management may be paid a fee based on the value of the assets in the fund. In some cases, the mutual funds listed may be traded at a broker/dealer where an Argentus Advisor's Financial Advisor is also a registered representative. In such cases, the Financial Advisor/Registered Representative may receive brokerage commissions for the trading activity. Argentus Advisors has procedures in place to evaluate the execution of such trades so that the firm has a reasonable expectation that the mutual funds and, hence, the mutual fund's clients/shareholders, are receiving fair trade execution.

It is important to point out that these arrangements are a conflict of interest and can incentivize someone to recommend these funds based on the compensation received rather than based solely on your needs. You have the option to purchase investment products recommended to you by one of our Financial Advisors through other financial advisory firms and/or broker/dealers that are not affiliated with Argentus Advisors. We do not adjust our advisory fees based on the compensation our affiliate, Argentus Capital Management, receives from the funds for which it provides such services. We do not compensate Financial Advisors any more or less to recommend these funds nor do we promote or incentivize our Financial Advisors, in any way, to recommend these funds over any other funds which may be available on the platform. These policies along with providing you this brochure with full disclose are how Argentus Advisors addresses these conflicts.

#### Registered Representatives and Insurance Agents

While Argentus Advisors is not a broker-dealer or an insurance agency and is not affiliated with a broker-dealer or an insurance agency, many of the Financial Advisors registered as investment adviser representatives with Argentus Advisors are also registered representatives of unaffiliated broker-dealers and state licensed insurance agents. This means your financial advisor may receive commissions for security and insurance recommendations you execute through his or her broker-dealer or insurance practice. This relationship may present a conflict of interest, as it creates an incentive for your Financial Advisor to recommend the purchase of securities and insurance products on the basis of compensation rather than based on your needs. Financial Advisors are fiduciaries and have an ethical obligation to always put your interests before their own.

Financial Advisors providing investment advice on behalf of Argentus, who are registered representatives of an unaffiliated broker-dealer, may recommend their broker-dealer for brokerage services. These individuals are subject to applicable rules that restrict them from conducting securities transactions away from their broker-dealer unless the broker-dealer provides the Financial Advisor with written authorization to do so. Therefore, these individuals may be limited to conducting securities transactions through their broker-dealer. It may be the case that such broker-dealer's charge higher transaction fees and/or custodial fees than other broker-dealers charge for the same services. Also, if transactions are executed through these broker-dealers, these Financial Advisors (in their capacity as registered representatives of the brokerage firm) may earn commission-based compensation as a result of placing the recommended securities transactions through their broker-dealer. This practice presents a conflict of interest because the Financial Advisor has an incentive to effect transactions for the purpose of generating a commission rather than solely based on your best interest. Additionally, this

practice may preclude Argentus Advisors from achieving best execution within such an advisory account. You may utilize the broker-dealer of your choice, however, if you want your Financial Advisor to be the Financial Advisor of record for your account and you do not choose the broker-dealer your Financial Advisor is a Registered Representative of, we may not be able to accept your account.

#### *Due Diligence Meetings and Gifts and Entertainment*

On occasion, Financial Advisors and Argentus Advisors' personnel are invited by Third-Party Money Managers, product sponsors and other investment advisory firms to due diligence and educational meetings which they host. Argentus Advisors believes these meetings to be valuable in allowing our firm and our Financial Advisors the opportunity to better understand the products and services offered by such business associates. Consequently, Argentus Advisors permits Financial Advisors to attend these meetings. In many cases, the hosting party will offer to pay for such expenses as airfare, hotel rooms, local transportation and dining. While Argentus Advisors does maintain a Code of Ethics for which all of its Financial Advisors and personnel are subject to complying with, these events can pose a conflict of interest and incentivize the recommendation of the hosting parties products and services.

Additionally, Third-Party Money Managers, product sponsors and outside investment advisory firms may offer gifts and entertainment opportunities to our Financial Advisors and/or personnel. Such gifts and entertainment may be dinner, sporting events, concerts and the like. Argentus Advisors requires that these gifts are reported, so that we have an understanding of what is being offered and seek to ensure that there is no undue influence or extravagance. Even though Argentus Advisors maintains a Code of Ethics and policies and procedures designed to mitigate these conflicts, these gifts are permitted and by their very nature present a potential conflict of interest.

#### *Political Contributions*

Argentus Advisors permits its Financial Advisors and personnel to contribute to politicians and political parties. Argentus Advisors maintains policies and procedures designed to mitigate any influence such contributions may present and to keep the firm in compliance with the industry's "Pay to Play" rules. Political contributions could create the perception that Argentus Advisors or its Financial Advisors are seeking quid pro quo.

#### *Other Fees and Expenses You May Incur*

The total advisory fees you pay and other costs associated with your account impact the overall performance of your portfolio. It is important to review these costs with your Financial Advisor when making your advisory and investment decisions. Costs may include, but are not necessarily limited to:

**Internal Expenses** – Internal management fees and other expenses charged by mutual funds, variable annuities and other investment product sponsors (also known as internal expenses). All mutual funds and variable annuity products, as well as, other pooled investments such as hedge funds, REITs and other alternative investments charge a fee for the management and operations of their offerings. These fees impact the overall investment performance of your portfolio.

**Brokerage Account Fees** – Argentus Advisors offers its services on various broker-dealer and custodial platforms. Each broker-dealer and/or custodian assesses different account, service and transaction charges such as, transaction fees, wire fees, trade-away fees, statement and confirmation fees, etc. Please discuss these fees with your Financial Advisor and refer to your broker-dealer/custodial agreement for more information on these types of fees

**Short-Term Trading Redemption Fees** – Some pooled investments, such as mutual funds, impose short-term trading redemption fees as high as 2% for actively trading or exchanging in and out of their funds.

This could affect your Financial Advisor's or any Third-Party Money Manager's ability to manage your portfolio, as the existence of these fees may cause Argentus Advisors, your Financial Advisor and/or the Third-Party Money Manager to delay placing trades or you may incur the expense.

**Variable Annuity Riders and Contract Costs** – Variable annuities assess fees which may include, but are not limited to, annual base annuity M&E charges, optional benefit rider charges, underlying sub-account management fees and contract surrender charges.

**Rights of Accumulation** – Many mutual fund families offer rights of accumulation or other sales charge discounts. You should be aware that, for many fund families, shares held in advisory accounts are not counted towards rights of accumulation and, therefore, may not count towards sales discounts on other mutual fund purchases you make outside of your advisory account. You should consult the mutual fund's prospectus for more information regarding rights of accumulations and sales discount eligibility.

**ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Argentus Advisors and its Financial Advisors do not charge Performance-Based or Side-By-Side Management Fees.

Performance-Based Fees are fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle).

Your investment management fees with Argentus Advisors are assessed as a percentage of the total value of your advisory account and are not considered performance-based.

**ITEM 7 - TYPES OF CLIENTS**

Argentus Advisors generally provides investment advisory services to individuals, including high net worth individuals. To a lesser extent, it may also provide services to pension and profit sharing plans (other than plan participants), charitable organizations, and corporations or business entities.

Argentus Advisors has an account program minimum of \$25,000, however, this minimum requirement is at our sole discretion, as there may be extenuating circumstances which may make it reasonable to accept an account with a lesser value. Each Third-Party Money Manager may have its own account program minimum.

## **ITEM 8 - METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **METHODS OF ANALYSIS**

Each Financial Advisor associated with Argentus Advisors selects from a variety of sources from which they obtain information and data concerning securities which they use to formulate their client's individual investment strategies. The main information sources include, but are not limited to:

- Financial programs and financial websites;
- Financial newspapers and magazines;
- Research materials prepared by others;
- Timing services;
- Annual reports, prospectuses, filings with the SEC; and/or
- Company press releases.

Your Financial Advisor may use charting, fundamental and/or technical analysis methods to formulate the investment advice that they provide. You should ask questions and be familiar with the sources of information used by your Financial Advisor.

### **INVESTMENT STRATEGIES**

Investment strategies used by Financial Advisors associated with Argentus Advisors may include, but are not limited to:

- Asset Allocation with rebalancing;
- Capital Preservation;
- Active Trading;
- Interest or Dividend Income;
- Margin transactions;
- Options trading; and/or
- Hedging.

Additionally, Third-Party Money Managers may have their own unique strategy that they employ when managing their portfolios. Two common strategic asset management approaches are "strategic" and "tactical."

**Strategic:** A strategy that sets specific asset class allocations and then, periodically, rebalances the managed portfolio to maintain the original asset class allocation. There is typically no change in the assets classes utilized in this type of strategy.

**Tactical:** A strategy that takes a more active trading approach to investing and makes tactical market trades in portfolios in an attempt to take advantage of perceived market opportunities. This could mean a complete replacement of a poor performing asset class to an assets class expected to perform better.

Prior to investing with Argentus Advisors, you are encouraged to ask questions and make sure you understand the investment strategies recommended for you by your Financial Advisor.



***RISK OF LOSS*****GENERAL RISK**

Investing in securities involves risk of loss that you, as the investor, should be prepared to bear. Neither Argentus Advisors nor its Financial Advisors represent or guarantee that they can predict future results, successfully identify market tops or bottoms, or insulate Client portfolios and investments from losses. The prices of, and the income generated by, equities and other securities held in your portfolio may decline in response to certain events taking place around the world, including those directly involving the issuers whose securities you own. Conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; governmental or governmental agency responses to economic conditions; and currency, interest rate and commodity price fluctuations are all risk factors that can affect the valuation of your investments.

Neither Argentus Advisors nor its Financial Advisors 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. The value of your investments will be subject to a variety of factors, such as the liquidity and volatility of the securities markets. Portfolio transactions may give rise to tax liability, for which you are responsible.

**ASSET ALLOCATION RISK**

Asset allocation risk is the risk that your portfolio may be allocated to an asset class that underperforms other asset classes. For example, fixed-income securities may underperform equities. Accordingly, asset allocation risk will be influenced by the allocation of your portfolio among equities, fixed income, alternative and money market securities.

**INVESTMENT AND MARKET RISK**

Securities purchased in your account(s) are subject to investment risk, including the possible loss of the entire principal amount invested. A recommendation to invest in securities and other instruments may also involve market risk, which is the risk that the value of these positions, like other investments, may move up or down, sometimes rapidly and unpredictably due to adverse market conditions and not necessarily based on the individual merits of the investment. Investment holdings in your account, at any point in time, may be worth less than the original investment, even after taking into account any reinvestment of dividends.

**EXCHANGE TRADED FUNDS (ETFs)**

While investing in ETFs has similar risks as investing in individual equities, ETFs typically invest in a diverse group of securities. The level of diversification varies by ETF. While ETFs reduce the effects of concentration risk as compared to investing in a single security, certain ETFs are susceptible to industry, commodity or country risk. Investing in a diverse selection of ETFs may help to reduce this risk. Another important factor to consider with ETFs is that the portfolio of securities in which they invest are typically not actively managed. Leveraged and Inverse ETFs bear unique risks that investors who wish to trade in these should understand. It's important to read the appropriate prospectus or disclosure document specific to the leveraged or inverse ETF before investing.

**FIXED INCOME INVESTMENTS**

One of the most important risks associated with fixed-income securities is interest rate risk, the risk encountered in the relationship between bond prices and interest rates. The price of a bond will change in the opposite direction of movements in prevailing interest rates. For example, as interest rates rise, bond prices will generally fall. If an investor has to sell a bond prior to the maturity date, an increase in

interest rates could mean that the bondholder will experience a capital loss (i.e., selling the bond below its original purchase price).

Reinvestment risk is the risk that the interest rate at which the interim cash flows can be reinvested will decline and thus reinvestments will receive a lower interest rate. Reinvestment risk is greater for longer holding periods.

Default risk is commonly referred to as “credit risk” and is based on the probability that the issuer of the debt obligation may default. Default risk is rated by quality ratings assigned by commercial rating companies.

Call risk is the risk related to call provisions on debt obligations. You should be aware of four risks associated with call provisions.

- 1) The cash flow patterns of callable bonds are not known with certainty.
- 2) Since the issuer will typically exercise their right to call the bonds when interest rates have dropped, you may be exposed to reinvestment risk. You would have to reinvest the proceeds after the bond is called at relatively lower interest rates.
- 3) The potential for capital appreciation of a callable bond is reduced relative to that of a non-callable bond, because its price may not rise much above the price at which the issuer can call the issue.
- 4) If the issue is purchased at a premium, you may lose the difference between the purchase price and call price.

Inflation risk arises because the value of the cash flows being received from a debt obligation may actually lose purchasing power over the course of time due to the effects of inflation.

Liquidity risk depends on the ease with which an asset can be sold at or near its current value. The best indicator to measure an issue’s liquidity is the size of the spread between the bid price and the ask price quoted by a dealer. A wider spread on the asset indicates a greater liquidity risk. If you plan on holding a bond until its maturity date, liquidity risk is less of a concern.

Finally, exchange rate risk, which is encountered in non-dollar denominated bonds or bonds whose payments occur in a foreign currency, has unknown U.S. currency cash flows. The dollar cash flows are dependent on the exchange rate at the time the payments are received. For example, consider a bond whose coupon payment is paid out in Japanese yen. If the yen depreciates relative to the U.S. dollar, fewer net dollars will be received. Conversely, if the yen should appreciate relative to the U.S. dollar, the investor will benefit by receiving more net dollars.

### **ILLIQUID INVESTMENTS**

Some Third-Party Money Managers and some strategies utilize “illiquid investments.” These are securities and other financial instruments that are not actively or widely traded and may have a limited or non-existent secondary market (i.e., non-traded REITs, Hedge Funds, Managed Futures Funds, Business Development Companies and other “Reg-D” unregistered offerings). As a result of the limited or non-existent secondary market, it may be relatively difficult, if not sometimes impossible, for Argentus Advisors or the Third-Party Money Manager to dispose of such investments rapidly and/or at a reasonable value when you make a liquidation or withdrawal request. This is particularly true during times of adverse market conditions. Adverse market conditions have, in the past, lead to a “liquidity crisis” (i.e., the inability to sell many securities at expected values). Argentus Advisors makes no assurance or guarantee that future market conditions will not result in similar liquidity issues. Investors

in Illiquid Investments should carefully consider the unique risks these types of securities present before making any investment decisions.

#### **INTERNATIONAL INVESTING**

Investing in the global market can assist with diversification of a portfolio but it is important to consider some of the unique risks with such a strategy. Each country has unique rules and regulations covering corporations and their stock markets which offer investors varying degrees of protection. Additionally, investing in foreign markets subjects your investment to currency risk.

Additional risk information may be available in a product's prospectus, offering circular or on the product sponsor's web site. Additional product specific risk information is available through the investor section of [www.sec.gov](http://www.sec.gov). Please review these resources for more detailed information on the risks related to the specific investments in your portfolio.

**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 Client's evaluation of the Registered Investment Adviser or the integrity of its management. Neither Argentus Advisors, its owners, nor its management have been involved in any legal or disciplinary events that would have a material impact on a Client's evaluation of Argentus Advisors' advisory business or the integrity of management.

Your Financial Advisor should provide, along with this brochure, a supplement that describes his or her education, business experience, professional designations and material legal or disciplinary history, if any.

## **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **BROKER-DEALER REGISTRATION**

Certain members of Argentus Advisors' management team, as well as several of its Financial Advisors are also registered representatives of unaffiliated broker-dealers. As registered representatives, these persons may receive separate, yet customary, commission compensation and/or trailing commissions resulting from the sale of securities products and services they may recommend.

Additionally and as noted in Item 4 above, Argentus Advisors affiliate, Argentus Capital Management, provides services to certain mutual fund complexes. Among the services provided are trading services in which securities trades are directed to the broker-dealer for which associated persons are the registered representative of record and for which these registered representatives receive a portion of the commission assessed to the mutual fund complex. This arrangement presents a potential conflict of interest, particularly when your Financial Advisor recommends and places your assets with these mutual fund complexes. A list of funds currently under this arrangement are provided in Item 4 of this brochure.

### **INSURANCE AGENTS AND AGENCIES**

Certain members of Argentus Advisors' management team, as well as several of its Financial Advisors are also licensed insurance agents and/or operate insurance agencies unaffiliated with Argentus Advisors. As insurance agents and agencies, these persons receive separate, yet customary, commission compensation and/or trailing commissions resulting from the sale of insurance products and services they may recommend.

Currently, the insurance agencies operated by our Financial Advisors include: Linn, LLC; Pacific Benefits Group Southwest d/b/a Wealth For Life; and, Leveraged Solutions, LLC.

### **GENERAL DISCLOSURE REGARDING REGISTERED REPRESENTATIVES AND INSURANCE AGENTS**

Commission based sales may incentivize a person to recommend a commissionable product based on the compensation received, rather than based on your needs. Offering such products and services to advisory clients may present a conflict of interest. You should be aware of this conflict and should inquire further if necessary.

Each Financial Advisor is required to provide you this disclosure document along with a personal disclosure document which describes whether they are registered representatives or insurance agents, operate insurance agencies and/or other outside business activities they may be involved in which may present a conflict of interest. Providing these disclosure documents to you is an important requirement for mitigating these inherent conflicts.

### **STRATEGIC CAPITAL ALTERNATIVES, LLC**

SCA Holdings, LLC owns a controlling interest in Argentus Partner, LLC. Argentus Partners, LLC owns 100% of Argentus Advisors. SCA Holdings, LLC also owns Strategic Capital Alternatives, LLC (SCA), an SEC registered investment adviser. Our partnership with SCA is a strategic one, in that, through our affiliate, Argentus Capital Management, we provide SCA a state of the art platform through which SCA is able to offer its advisory services. Not all arrangements created through our relationship with SCA present the same revenue stream to the company, therefore, a conflict could exist as we offer advisory services to our customers. At Argentus Advisors, our Financial Advisors are only permitted to offer the advisory services of Argentus Advisors and the Third-Party Money Managers vetted by our firm. The Financial Advisors do not receive any more or less compensation based on what advisory services or Third-Party Money Managers are made available to their clients. This fact, along with the requirement to provide

this disclosure brochure to you, describing the arrangement we have with SCA are among the methods we use to help mitigate this conflict.

#### **ARGENTUS CAPITAL MANAGEMENT, LLC**

Argentus Capital Management, a firm registered with the SEC as an investment adviser, is a “related person” of Argentus Advisors due to the fact that both companies are owned by Argentus Partners, LLC. Argentus Capital Management (ACM) offers a state of the art advisory platform and back-office services to other investment advisory firms. Through the platform, ACM makes a menu of Third-Party Money Managers available for other advisory firms to either sponsor their own advisory programs or solicit ACM’s programs to the public. Due to the fact that ACM has different and unique arrangements with the various advisory firms offering the platform to the public, and that ACM receives compensation for the servicing, administration and, in some cases, receives revenue based on assets managed in certain registered mutual funds, conflicts of interest do exist.

ACM provides certain back-office trading and administrative services to several registered mutual funds. In some cases, ACM also receives revenue based on assets managed in the fund. As mentioned in Items 4 and 5 above, the current list of such funds is:

GVTIX & GVTAX – NLFT III Tactical Asset Allocation Fund;  
NFMAX, NFMCM & NFMIX – Newfound Multi-Asset Income Fund  
NFBAX, NFBXM & NFBIX – Newfound Total Return Fund  
NFGIX & NFGAX – NLFT III Newfound Risk Mgd Global Fund; and,  
PWRIX & PWRAX – NLFT Power Income Funds

Additionally, the Power Income Model Portfolio utilizes the NLFT Power Income Fund(s).

Due to the existence of these arrangements, you should be aware that a conflict of interest arises in that ACM stands to earn more total revenue when these funds are recommended.

Argentus Advisors does not compensate its Financial Advisors any more or less for the advisory services it offers, regardless if the asset management services are directed by the Financial Advisor directly or whether you use the services of one or more model portfolios or Third-Party Money Managers, or whether any of the above mutual funds are recommended. This compensation practice, along with the requirement that you receive this disclosure brochure prior to or at the time you enter into an advisory relationship with Argentus Advisors are among the methods we utilize to help mitigate these conflicts.

#### **W. E. DONOGHUE & CO., INCORPORATED (WEDCO)**

W. E. Donoghue & Co., Incorporated (WEDCO) is an SEC Registered Investment Advisor. WEDCO is not an affiliate of Argentus Advisors. WEDCO serves as the Investment Advisor to the Power Income Funds, a registered mutual fund. Argentus Advisors has a business relationship with WEDCO, in that Argentus Advisors' affiliate, Argentus Capital Management, provides trading and back-office administrative services to WEDCO for its Power Income Funds and receives compensation for these services, some of which is based on the value of assets in the Power Income Funds.

To mitigate the conflicts of interest presented by this arrangement, Argentus Advisors does not offer its Financial Advisors any additional compensation, such as bonuses or higher pay rates, for recommending investments in mutual funds for which Argentus Advisors or its affiliate, Argentus Capital Management, has a material financial interest, nor does Argentus Advisors ever push its Financial Advisors to recommend one investment, model portfolio or Third-Party Money Manager over another. In addition, Argentus Advisors provides this disclosure brochure to all advisory clients, prior to or at the time of, entering into an advisory agreement.

**OTHER INVESTMENT ADVISERS**

Argentus Advisors provides a platform by which its Financial Advisors can recommend and select other investment advisors (referred to as Third-Party Money Managers) to manage all or a part of your portfolio. These Third-Party Money Managers assess a “program fee” for their services, for which Argentus Advisors shares in. This arrangement may present a conflict of interest, depending on the fee collected by Argentus Advisors. In order to help mitigate this conflict, Argentus Advisors institutes several policies. First, Argentus Advisors has a documented and measurable process for vetting Third-Party Money Managers before they can be added to the platform and for ongoing review to determine if they should remain on the platform. The amount of compensation received by Argentus Advisors is not a part of the decision making process. Additionally, Financial Advisors do not receive any more or less compensation based on what Third-Party Money Managers they recommend or select. Argentus Advisors does not condone or promote any particular Third-Party Money Managers over another. Last, Argentus Advisors requires the delivery of this disclosure document to all advisory clients, prior to or at the time they enter into an advisory agreement with the firm.

## **ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **CODE OF ETHICS**

As a fiduciary, Argentus Advisors has established a Code of Ethics under which all of the firm's employees and Financial Advisors must comply. Argentus Advisors accepts its fiduciary responsibility to (1) place the interests of its clients first at all times, (2) act with the utmost good faith (3) provide full and fair disclosure of all material facts and conflicts of interest to clients, and (4) conduct all personal securities transactions consistent with its Code of Ethics. Argentus' Financial advisors are held to a professional standard that requires they avoid any abuse of an individual's position of trust and responsibility, not take inappropriate advantage of their positions; comply with applicable securities laws and regulations; and maintain confidentiality of client's financial circumstances. You may request a full copy of our Code of Ethics from your Financial Advisor.

### **PERSONAL TRADING**

From time to time, Financial Advisors, or related persons, will invest in the same securities that are going to be, or have already been, bought or sold for clients' accounts. Transactions for the Financial Advisor, or a related person, could be effected at or about the same time they are effected for a client's account. Because of this, a conflict of interest could arise in that it is possible for the Financial Advisor, or a related person, to place their order ahead of a client's order. While Argentus Advisors does allow its Financial Advisors to invest in these securities, it does not allow orders to be placed ahead of clients. Placing the client's order ahead of the Financial Advisor's or the related person's does not ensure a better price, however, it does ensure that the client's trade will occur at or before that of the Financial Advisor or related person. Whenever possible, Argentus Advisors will aggregate the trades so that all the positions are filled at the same price.

### **ADVISING INVESTMENT COMPANIES**

As mentioned in Item 5 and Item 10 of this brochure, Argentus Advisors' affiliate, Argentus Capital Management, does advise and provide services to several registered mutual funds. Additionally, trades for these funds are often directed to a broker/dealer for which associated persons of Argentus Advisors is the registered representative, resulting in commission payments from those broker/dealers to the registered representative. This is a conflict of interest in that it can incentivize Argentus Advisors to recommend one of these funds to a client for the purpose of additional compensation, rather than to act in the client's best interest. In order to mitigate this conflict, Argentus Advisors does not compensate its Financial Advisors any more or less for recommending these funds over other mutual funds available in the advisory program. Neither Argentus Advisors nor Argentus Capital Management promote these funds to the Financial Advisors or incentivize the Financial Advisors, in any way, to recommend these funds over other available funds. Additionally, Argentus Advisors maintains a policy that all clients must receive this disclosure brochure at the time of or prior to entering into an advisory agreement with the firm, to ensure that proper disclosure is provided.



## **ITEM 12 - BROKERAGE PRACTICES**

Argentus Advisors considers factors such as speed, reliability, cost, quality of trade execution, and the availability of services and products when selecting broker/dealers or custodians to execute your transactions. The fees and commissions that a you may pay for such services may be higher than the fees and commissions available at other broker/dealer or custodian firms. Argentus Advisors believes the overall benefits and features of recommended broker/dealer and/or custodial firms are of sufficient value to warrant the fees and commissions such firms charge.

Argentus Advisors makes various broker/dealers and/or custodians available to its prospective clients. Accounts are opened and carried by the broker/dealer or custodian selected by you, the client. Argentus Advisors reserves the right not to accept an account at its sole discretion.

From time to time, recommended broker/dealers may refer prospective clients to Argentus Advisors. Such referrals could provide an incentive for us to direct business their way. Argentus Advisors does not pay for such referrals and does not charge such referred clients any more or less than what would be charged if the prospective client learned of our services any other way

Neither Argentus Advisors nor its affiliate, Argentus Capital Management receive what is known as “soft dollars” from any broker/dealer or custodian. This means that neither Argentus Advisors nor its affiliate, Argentus Capital Management, pay brokerage commissions to obtain research or other products or services from broker/dealers or account custodians.

When possible, Argentus Advisors, through its trading desk, will try to aggregate the purchase or sale of securities for various client accounts. This can sometimes provide for better execution of trades more level execution across client accounts.

Argentus Advisors may permit directed brokerage arrangements in which you, the client, would select the broker/dealer or custodian to be utilized. This practice is known as “directed brokerage.” If you direct us to use a broker/dealer or custodian other than those which we recommend, Argentus Advisors may not be able to achieve most favorable execution and you may pay more or less for account transactions.

### ***REGISTERED REPRESENTATIVES***

Some Financial Advisors are also registered representatives of unaffiliated broker/dealers. This fact will be disclosed to you via the Financial Advisors ADV2B “bio brochure” which you should receive on or before account opening. Although the broker/dealer for which the Financial Advisor is registered is unaffiliated with Argentus Advisors, your account may still be held or cleared through that broker/dealer. When this is the case, your Financial Advisor may also be the registered representative of record for your account. As a registered representative, your Financial Advisor may be entitled to other compensation such as 12b-1 fees and or a portion of the ticket charges assessed for non-wrap advisory programs. This arrangement creates a conflict of interest that you should be aware of. Argentus Advisors provides this disclosure brochure and this explanation in order to inform you of this conflict so that you can make an informed decision as you establish your advisory account.

**ITEM 13 - REVIEW OF ACCOUNTS**

Your Financial Advisor is responsible to ensure that the recommended advisory service you are subscribed to is suitable for you. Our advisory offerings are managed to meet a wide range of risk tolerances, so indicating an appropriate risk level or risk tolerance for your account and services is an important step in the account review process. Upon opening your account with Argentus Advisors, your Financial Advisor will gather pertinent information from you in order to help him or her assess your risk tolerance and help establish your investment goals. Subsequently, and at least annually, your Financial Advisor should meet with you to re-assess your situation and make sure nothing has changed that would require an adjustment to your portfolio strategy. This assessment, at a minimum, will include a review of your established investment objectives and financial situation, as well as an inquiry as to whether you would like to include any restrictions on management of your account.

In addition to your Financial Advisor's annual review, Argentus Advisors employs certain back-office procedures to look for excessive cash positions and infrequent trading in wrap fee program accounts. These reports allow us to monitor client accounts on an "other than periodic" basis and helping the firm identify potential service issues. Note that accounts with excessive cash or low trade volume are not, in and of themselves, inappropriate if you and your Financial Advisor are intentionally employing a strategy that results in such instances.

Your account custodian will provide you with account statements at least quarterly, which will show your account holdings, securities valuations and any trading activity that occurred during the statement period. Upon request, your Financial Advisor may also provide certain account holdings, trading and performance reporting. All securities valuations are done by your custodian or directly from the product sponsor. Argentus Advisors does not provide valuations on securities.

**ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

From time to time, Argentus Advisors may pay a referral fee to a person or to another investment advisory firm for a client referral under the Investment Advisers Act of 1940, Rule 206(4)-3. The referring party must enter into a Solicitor's Agreement with Argentus Advisors and clients who are introduced under this arrangement receive a Solicitor's Disclosure Statement. The Solicitor's Disclosure Statement provides certain information to the introduced client, including but not limited to, the fact that the solicitor/introducer is receiving compensation, the nature of the compensation being received and whether or not the introduced client is paying any more or less for advisory services because of this referral fee arrangement.

**ITEM 15 - CUSTODY**

Neither Argentus Advisors nor any of its affiliates take custody of assets in any client account. Argentus Advisors has arrangements in place to do business with several different custodial firms, including but not limited to Charles Schwab and TD Ameritrade. Argentus Advisors will allow a client, under certain circumstances, to choose their own broker/dealer and/or account custodian (please see further explanation of “directed brokerage” under Item 12 above). The custodian is responsible for sending out account statement on at least a quarterly basis which will itemize each of the current account holdings, there values and all transactions that have occurred in the client’s account. Upon request from you, Argentus Advisors will also prepare a quarterly performance statement. You are strongly advised to compare the custodial statement with the quarterly performance report each quarter. In the event of a discrepancy, the custodian's statement will prevail. Any discrepancies, errors, or questions should be brought to the attention of your Financial Advisor.

**ITEM 16 - INVESTMENT DISCRETION**

Although Argentus Advisors does not prohibit non-discretionary advisory services, in almost all situations the services provided to you and your account are discretionary in nature. Discretion may mean that your Financial Advisor has the authority to buy and sell securities inside of your account, without consulting you prior to placing such trades. It is also considered discretion when Argentus Advisors and/or your Financial Advisor can hire or fire Third-Party Money Managers on your behalf in the management of your portfolio. When you sign the Argentus Advisors client management agreement, you are providing Argentus Advisors and your Financial Advisor a “limited” power-of-attorney, permitting Argentus Advisors and your Financial Advisor to take such discretionary action. The authority is limited in that, neither Argentus Advisors nor your Financial Advisor ever assume the authority to withdraw funds or securities from your account. Withdrawals can only be executed through your affirmative, written consent with the custodian.

**ITEM 17 - VOTING CLIENT SECURITIES**

Argentus Advisors does not vote proxies on behalf of clients. You are instructed to read through the information provided with the proxy-voting documents and to make a determination based on the information provided. You should receive proxy voting materials directly from your account custodian or transfer agent. In the event proxy materials are received by Argentus Advisors on your behalf, we will promptly forward them to your address of record with the custodian.