



Item 1 – Cover Page

IronGate Partners, Inc.
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March 6, 2015

Form ADV, Part 2; our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act of 1940 is a very important document between Clients (“you”, “your”) and IronGate Partners, Inc. (“IGP”, “us”, “we”, “our”). IGP’s IARD firm number is 118472.

This Brochure provides information about the qualifications and business practices of IronGate Partners, Inc. If you have any questions about the contents of this brochure, please contact us at (910) 791-1437. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. Additional information about IronGate Partners, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov (click on the link, select “Investment Adviser Search” and type in our firm name). The results will provide you with both Parts 1 and 2 of our Form ADV.

Item 2 – Material Changes

The material changes to report since our last annual filing of the Form ADV Part 2 or “Disclosure Brochure” filed on March 28, 2014 are as follows.

- (i) Item 4 Advisory Business – updated the AUM on a discretionary basis.
 - (ii) Item 4 Advisory Business – Added the Newfound Defensive Equity Strategy, Newfound Risk Managed Global Sectors, Newfound Factor Defensive Equity.
 - (iii) Item 5 Fees and Compensation – AlphaSector Strategies and the Newfound Strategies - updated from IGI receiving .20% to .20% retained by IGP
 - (iv) Item 5 Fees and Compensation – Investment Strategies/Separate Account Manager changed to Separate Account Manager. Strategy Only
 - (v) Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss – added bonds or ETF’s
 - (vi) Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss – IronGate Risk Managed Core Diversifier – changed IronGate Investment Management, LLC to Newfound Research, LLC
 - (vii) Item 10 – Other Financial Industry Activities and Affiliations – added GP agency, changed commercial development to real estate sales, and added properly licensed agents or firms.
1. The revised Brochure will be available, since our last delivery or posting of this Brochure on the SEC’s public disclosure website (IAPD), to view at www.adviserinfo.sec.gov or you may contact our Chief Compliance Officer, Christopher S. Jones at (910) 791-1437 or via email at chris.jones@irongatepartnersinc.com.
 2. When an update is made to this Brochure we will send a copy to you including the summary of material changes, or a summary of material changes that includes an offer to send you a copy [either by electronic means (email) or in hard copy form].

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Item 4 – Advisory Business

IGP is a corporation organized under the laws of the State of North Carolina on May 26, 1999, and equally owned by Christopher S. Jones, Stephen C. Coggins, and David R. Hartness. We are registered as an investment adviser with the U. S. Securities and Exchange Commission since May 12, 2010 and have filed our application to notice file as an investment adviser with the North Carolina Secretary of State, in order to provide the investment advisory products and services described within this document. As of December 31, 2014, we have \$156.3 million of assets under management managed on a discretionary basis and \$27.3 million managed on a non-discretionary basis.

We offer investment advisory services to individuals including high net worth individuals, families, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations. Through in-depth personal discussions, completion of data and goal questionnaires/assessments, and completion of a survey of risk tolerance, goals and objectives are determined for each client's particular situation. We then may develop a client's personal investment policy statement. Current allocation and investment choices are compared and analyzed vs. the knowledge we have uncovered about you and the allocation and portfolio suggestions we have created. Account supervision is guided by the stated objectives of the client based upon the knowledge we have gathered.

This Disclosure Brochure provides you with information regarding our qualifications, business practices, and the nature of advisory services that should be considered before becoming our advisory client. Please contact Christopher S. Jones, Chief Compliance Officer, if you have any questions about this Brochure.

We provide services through individuals that are registered as Investment Advisor Representatives ("IARs"). These individuals are authorized by IGP to provide our advisory services. Internally, we could identify these individuals as Advisors, or Certified Financial Planner practitioners ("CFP"), Partners, or Shareholders.

Advisors. These individuals are versed in the many aspects of financial planning, insurance, asset allocation, and investment management. These individuals are specialists in the area of portfolio management; referrals to third party wrap fee programs, financial and estate planning, business planning, and/or investment consulting. To provide advisory services to our clients, we prefer our IARs meet these standards or combination of them:

- Clean personal and regulatory background history
- BA, BS, or higher degree
- 3 years of financial services experience
- Secured the appropriate examination or professional designations to become licensed as an IAR in the states where they have a place of business as required by regulation. These typically include one or more of the following:
 - NASAA Series 65 (Uniform Investment Adviser Law Examination)
 - FINRA Series 7 (General Securities) and NASAA Series 66 examination (Uniform Combined State Law Examination)
 - Certified Financial Planner (CFP)
 - Chartered Financial Consultant (ChFC)
 - Chartered Financial Analyst (CFA)
 - Personal Financial Specialist (PFS)
 - Accredited Investment Fiduciary (AIF)

Certified Financial Planner (CFP). These individuals are distinguished by being granted the privilege of placing the CFP and Certified Financial Planner practitioner marks as a professional designation issued by the Certified Financial Planner Board of Standards, Inc. These marks are well recognized symbols of excellence in financial planning. An individual issued these high marks is held to a higher standard of professional conduct and must complete rigorous continuing education requirements in order to keep the honor of having this designation.

Partner or Shareholder. These individuals are owners of IGP, as recognized by the Secretary of State of NC office filings.

Below is a description of the investment advisory and financial planning services we offer. For more detail on any product or service please reference the advisory agreement, or speak with your IGP IAR.

Portfolio Management Services

Our IARs provide continuous and regular investment advisory services on a discretionary or non-discretionary basis to you in connection with establishing and monitoring of your

investment objectives, risk tolerance, asset allocation goals and time horizon. In addition, our IARs may provide information and research about investment products and strategies, and review portfolio performance reports. You have the opportunity to place reasonable restrictions or constraints on the way your account is managed; however, such restrictions may affect the composition and performance of your portfolio. For these reasons, performance of the portfolio may not be identical with our average client.

If we manage your account on a discretionary basis, such discretion must be granted in writing. We place our discretionary clients in one of several investment strategy models. We manage your account(s) and make investment decisions without consultation with you that would involve determinations regarding which model your account(s) will be assigned to, securities bought and sold, the total amount of securities to be bought or sold, the price per share, the broker or dealer to be used, and the commission rates paid at which securities transactions are effected. Our discretionary authority in making these determinations will be limited by conditions imposed by you in your investment guidelines, objective, or instructions otherwise provided to us.

If we manage your account on a non-discretionary basis, we customarily make periodic investment recommendations to you involving which securities are to be bought or sold and the total amount of such purchases or sales. You have the option to accept or reject our recommendations. If you accept the recommendation, you also have the option to implement the transactions with a broker-dealer of your choosing or to have us effect the transactions.

If we implement the recommendations, our IARs will place such securities transactions through our relationship with Fidelity.

Model Portfolio Management

IGP AlphaSector Strategies: IGP participates in a limited number of arrangements where it receives a model portfolio pursuant to a model manager agreement and will exercise investment discretion. We use these model portfolios to manage our IGP AlphaSector strategies and they are generally included in our discretionary investment models. The strategies are based on indices and model portfolios received from third party money managers and cover a variety of equity and fixed income strategies, including strategies that are rebalanced weekly or monthly.

The strategies use a combination of exchange traded funds (“ETFs”) representing the domestic, international, fixed income, and alternative asset classes.

IronGate Risk Managed Core Diversifier. IGP participates in a limited number of arrangements where it receives a model portfolio pursuant to a model manager

agreement and will exercise investment discretion. We use these model portfolios to manage our IronGate Risk Managed Core Diversifier and they are generally included in our discretionary investment models. The strategies are based on indices and model portfolios received from our affiliated firm, IronGate Investment Management, LLC (“IGI”) and cover a variety of equity, fixed income and commodity strategies that are rebalanced weekly.

The strategies use a combination of exchange traded funds (“ETFs”) representing the domestic, international, fixed income, and alternative asset classes

Newfound Defensive Equity

IGP participates in a limited number of arrangements where it receives a model portfolio pursuant to a model manager agreement and will exercise investment discretion. We use these model portfolios to manage the Newfound Defensive Equity Strategy and they are generally included in our discretionary investment models. The Newfound Defensive Equity aims to provide access to U.S. equities with an embedded, disciplined risk management process. The strategy uses six iShares ETF’s, representing Large, Mid and Small Cap Growth and Value. The strategy has the ability to add a position in cash equivalents to protect capital in declining market environments.

Newfound Risk Managed Global Sectors

IGP participates in a limited number of arrangements where it receives a model portfolio pursuant to a model manager agreement and will exercise investment discretion. We use these model portfolios to manage the Newfound Risk Managed Global Sectors Strategy and they are generally included in our discretionary investment models. Newfound Risk Managed Global Sectors aims to provide access to global equities with an embedded, disciplined risk management process. The strategy uses eleven global sector ETFs. Each of these ETFs invests in global equities (U.S., Foreign Developed and Emerging Markets) of companies operating in a specific sector. The strategy has the ability to add a position in cash equivalents to protect capital in declining market environments.

Newfound Factor Defensive Equity

IGP participates in a limited number of arrangements where it receives a model portfolio pursuant to a model manager agreement and will exercise investment discretion. We use these model portfolios to manage the Newfound Factor Defensive Equity strategy

and are generally included in our discretionary investment models. Newfound Factor Defensive Equity aims to provide access to U.S. equities with an embedded, disciplined risk management process. The strategy uses five factor ETFs. Each of these ETFs invests in U.S. equities that display certain characteristics (low volatility, high momentum, high price/book ratio, high earnings/price ratio, etc.). The strategy has the ability to add a position in cash equivalents to protect capital in declining market environments.

Investment Consulting

We provide several services under this heading:

1. General investment consulting
2. Investment Strategies/Investment Manager
3. Consulting services to qualified retirement plans.

Each is described below.

1. General investment consulting services to clients. Services offered include but are not limited to the following:
 - Meet with you to understand your specific and individual needs after you have completed IGP's Investment Questionnaire and/or Client Profile. IGP will then define your investment objectives and risk tolerances.
 - IGP will use the completed Investment Questionnaire and/or Client Profile to identify mutual funds, third party investment providers, private money managers, alternative and private equity investments (both public and private), and/or fixed investment options. We will assist you in the selection and retention of the appropriate choices.
 - On an ongoing basis, IGP will monitor the performance of the selected portfolio and report this performance to you. We will meet with you as frequently as you request. We will advise you with regard to the retention or dismissal of any investment choices you are using.
2. Investment Only Strategy Relationships
 - IGP will assist you in the selection and retention of the appropriate strategy choices and serve as Investment Manager to the chosen strategy/strategies. IGP will only serve in the capacity of Investment Manager and will not oversee any other aspect of your financial and

investment portfolio unless hired under a more extensive wealth management relationship.

- The strategies use a combination of exchange traded funds (ETF's) representing different asset classes or sub-asset classes. The strategies aim to track one or a number of proprietary indexes created either by Newfound Research or F-Squared Investments. IGP has engaged Newfound and F-Squared to provide research and trading signals for the investment strategies.

3. Retirement Plan Consulting Services

IGP provides services to retirement plans ("Plans") and their participants. The plan sponsor (or the responsible plan fiduciary if that person is not the plan sponsor) executes an advisory agreement ("Advisory Agreement") on behalf of the Plan with IGP to designate, among other things, the services ("Services") it will receive from IGP. Services are composed of two types, Fiduciary Services and Non-Fiduciary Services, which are selected by the Plan and incorporated into the terms and conditions of the Advisory Agreement.

Fiduciary Services may be delivered in the form of discretionary investment management services to the Plan where IGP is acting as a fiduciary and an investment manager as defined under ERISA Section 3(38). Fiduciary Services may also be delivered in the form of non-discretionary investment advice, where IGP is a fiduciary with respect to the Plan as defined under ERISA Section 3(21)(A)(ii), and the Plan makes the final decision to accept the investment advice (or not).

IGP does generally not provide investment advice or investment management with regard to employer securities, real estate, stock brokerage accounts or mutual fund windows, illiquid or non-publicly traded assets. Fiduciary Services are delivered with respect to the particular needs of each Plan and its participants, for the purpose of providing retirement income, based on generally accepted investment theories and prevailing investment industry standards. Fiduciary Services may include for example non-discretionary investment advice or discretionary investment management regarding (i) the investment alternatives available under the Plan in accordance with the Plan's investment policy statement, (ii) the development of a written investment policy statement, (iii) monitoring, reporting and replacement of investment options, (iv) development of model portfolios for varying investment strategies, (v) selection of a qualified default investment

alternative for participants who fail to make an investment election, or (vi) selection of third party fund managers.

Non-Fiduciary Services are delivered by IGP and do not constitute investment advice nor involve the discretionary management of the administration of the Plan. Thus, they do not confer "fiduciary" status on IGP. Typical Non-Fiduciary Services rendered by IGP to the Plan and its participants include assisting in the education of participants about general investing principles. IGP does not provide specific and individualized investment advice to any Plan participant regarding the appropriateness of any investment option under the Plan. IGP also assists with the general enrollment process by attending employee meetings.

The Advisory Agreement will specify the Fiduciary Services and Non-Fiduciary Services selected by the Plan, and IGP has no authority or responsibility to provide any other services.

IGP does not have discretionary authority or control over the plan assets nor discretionary authority or control over the administration of the plan. IGP does provide advice to the plan in the form of recommendation to the trustees. Our role is as consultant to the plan Trustees.

Financial Planning Services

We also provide advice in the form of financial planning. Financial planning services are offered to you on either a comprehensive or a specific issue basis. Financial plans encompass the following areas of financial concern.

- Estate planning and estate goals
- Retirement planning
- Education planning
- Asset protection planning
- Insurance planning/Risk management
- Investments
- Business planning

Financial planning information will be obtained through personal interviews with you and through fully completing the Client Profile and Investment Questionnaire. We will discuss your current financial status, future goals and attitudes towards risk. Related documents

and data you supply are carefully reviewed. A written financial plan may be prepared and provided. Implementation of financial plan recommendations is entirely at your discretion. Our financial plans are not limited in any way to products or services provided by any particular company.

Wrap fee programs

We do not participate in wrap fee programs.

Item 5 – Fees and Compensation

General Account Characteristics

Described below are general characteristics regarding “other” fees incurred, payment of fees, and termination of contracts that will affect your account(s). Following these disclosures are descriptions of the accounts or services that we offer, the basic management fee structures and any unique characteristics. For a more complete discussion and disclosure regarding any account’s services or fee structure, we will provide a detailed advisory agreement and/or the third party investment manager’s Disclosure Brochure.

Other Fees

All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible distribution fee. Some funds you may hold when opening an account with us may have imposed an initial sales charge; you could still be subject to a deferred sales charge (we do not participate in a mutual fund's deferred sales charge). You could invest in a mutual fund directly without our services. In that case, you would not receive the services we provide which are designed, among other things, to assist you in determining which mutual fund or funds are most appropriate. Accordingly, you should review both the fees charged by the funds and the fees we charge to fully understand the total amount of fees you will pay and to thereby evaluate the appropriateness of the advisory services being provided.

Payment of Fees

Fees are payable quarterly in advance, and automatically deducted from the account pursuant to the advisory agreement. If an account is opened in the first or second month of a quarter, it will be charged one fee during its first billing cycle, which will occur during the first full month after the account is established. The fee is prorated for the number of days the account was open based on the start date through the end of the quarter. If an account is opened in the third month of a quarter, it will be charged two fees in its first billing cycle. The first will be for its partial quarter. The second will be for the upcoming full quarter. Going forward, our fees are calculated at the end of the previous quarter and charged during the first month of the following quarter, based on the custodians account statement of the preceding quarter end value. Additional deposits of funds and/or securities will be subjected to the same billing procedures.

Custodians do not verify the accuracy of this information; it is your responsibility to do so. If direct debiting is not selected, we will invoice you for the account fee along with a pre-negotiated additional service charge per account and we will expect payment in full within 30 days of dated invoice.

We charge our advisory fees based upon the valuation as determined by your end of calendar quarter custodian account statement.

Termination of Contracts

All of our advisory agreements can be terminated at any time upon written notification by either party. You will receive a refund of the prepaid but unearned advisory fees. Accounts opened or closed during a calendar quarter will have the fee prorated for the balance of the quarter. Services provided by us but not billed will be due and payable once we issue you an invoice. If you terminate an agreement within five days of signing, we will not impose any penalties. We will charge you for services provided during this time period. We are not responsible for refunding to you any fees charged by the custodian for transactions or custodial charges during this five day time period.

We provide the Form ADV Part 2 to clients and prospective clients before or at the time we enter into an advisory contract with the clients.

Portfolio Management Services

We do not impose a minimum account size, but we do reserve the right to decline working with anyone for any reason. Annual fees may be subject to a minimum in accordance with the schedule and billed quarterly.

The fee schedule can be negotiated on a client-by-client basis based upon, but not limited to, the criteria listed below. Annual advisory fees are charged quarterly, in advance. The exact fee charged will be stipulated within the advisory agreement with IGP. The exact fee negotiated applies to assets on a tiered basis as defined in the agreement.

\$ 0 - \$ 500,000	1.33% per annum, plus
\$ 500,001 - \$ 2,000,000	.89% per annum, plus
\$ 2,000,001 - \$ 5,000,000	.62% per annum, plus
\$ 5,000,001 - \$10,000,000	.45% per annum, plus
\$10,000,001 - \$15,000,000	.35% per annum, plus
\$15,000,000 and above	.25% per annum

AlphaSector Strategies

In addition to the management fee stipulated in the advisory agreement, clients pay to IGP an additional management fee of .80% annually, which is negotiable. Of the .80%, .60% is remitted to F-Squared and .20% to IGP

IronGate Risk Managed Core Diversifier

In addition to the management fee stipulated in the advisory agreement, clients pay to IGP an additional management fee of .50% annually, which is negotiable. IGP will in turn pay 100% of the additional management fee received from the clients to IGI.

Newfound Defensive Equity

In addition to the management fee stipulated in the advisory agreement, clients pay to IGP an additional management fee of .60% annually, which is negotiable. Of the .60%, .40% is remitted to Newfound and .20% to IGP

Newfound Risk Managed Global Sectors

In addition to the management fee stipulated in the advisory agreement, clients pay to IGP an additional management fee of .60% annually, which is negotiable. Of the .60%, .40% is remitted to Newfound and .20% to IGP

Newfound Factor Defensive Equity

In addition to the management fee stipulated in the advisory agreement, clients pay to IGP an additional management fee of .60% annually, which is negotiable. Of the .60%, .40% is remitted to Newfound and .20% to IGP

Investment Consulting

We may charge an hourly fee, a fixed fee for a fixed time frame, or a percentage of assets fee, or any combination of the three. Based on the nature of the client, the level of service requested and other specific factors, the fee charged to a client may be more or less than other fee payment options. IGP may charge separately for expenses such as long distance telephone charges, travel, third party products or services to provide the service, among others.

Hourly Fees. Hourly fees range from \$90 to \$360 per hour based on the knowledge and experience of the individual providing the work, billing in 15 minute increments. Hourly fees are invoiced monthly. Payment is expected within 30 days of date of invoice.

Fixed Fees. IGP will quote a fixed fee for our services; due to the specific nature of this service, there is no range of fixed fees to disclose. The fixed fees are determined on a client-by-client basis. Fixed fees can be charged in lump sum, semiannually, or quarterly. Payment is expected within 30 days of date of invoice.

Percentage of Assets Fee. Annual fees; billed quarterly in advance of the service and prorated for accounts opened or closed during the calendar quarter, are based upon the assets we are consulting you on. The fee will range from .25% to 1.33% based on the complexity of the client's needs, frequency and depth of reporting, analysis and manager performance plotting, among other factors. Our fees are in addition to the management fee a client would also pay to the independent portfolio managers. Payment is expected within 30 days of date of invoice.

Separate Account Manager. Strategy Only Percentage of Assets Fee. Annual fees; billed quarterly in advance of the service and prorated for accounts opened or closed

during the quarter, are based upon the assets we are investing for you. The fee will be calculated as follows:

The first \$10,000,000	.95% per annum, plus
The next \$10,000,000	.93% per annum, plus
Above \$20,000,000	.90% per annum

Retirement Plan Consulting Services

IGP charges an annual fee ("Fee") for Services calculated as either (i) a percentage of the market value of includable Plan assets, (ii) a flat dollar amount, or as otherwise agreed upon in the Advisory Agreement. Fees are negotiable and may vary from Plan to Plan.

The annual fee for Fiduciary Services shall be calculated as follows:

Fee schedule for Retirement Plans Under \$5 mm:

The first \$2,000,000	.85% per annum, plus
The next \$3,000,000	.75% per annum, plus

Fee schedule for Retirement Plans over \$5 mm:

The first \$5,000,000	.45% per annum, plus
The next \$10,000,000	.25% per annum, plus
The next \$10,000,000	.15% per annum, plus
Above \$25,000,001	.10% per annum

Fees are billed quarterly in advance, pro rata for any partial quarter, and any unearned fee following the early termination of the Advisory Agreement shall be returned by IGP on a pro-rated basis. The Plan may elect to have the Fees billed directly to the Plan sponsor, or deducted from Plan assets by the custodian/record keeper and remitted directly to IGP.

IGP will offset any other compensation it receives directly or indirectly for Services provided to a Plan.

In addition to the Fee charged by IGP, Plans may also incur certain charges imposed by unaffiliated third parties. Such charges may include, but are not limited to, fees charged by other investment managers, custodial fees, brokerage commissions, transaction fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund purchased for the Plan which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), fees imposed by variable annuity providers and disclosed in the annuity contract, certain deferred sales charges, odd-lot differentials,

transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Financial Planning Services

You may be charged by one of the following methods: hourly or on a fixed fee basis. Once determined, the exact fee arrangement is set forth in the financial planning agreement or Memorandum of Engagement.

Hourly Fees. Hourly fees range from \$90 to \$360 per hour based upon the knowledge and experience of the individual providing the work. We bill in 15 minute increments for our services.

Fixed Fees. Fees are typically determined based on the level of complexity involved in the planning and the number of hours anticipated to prepare the plan and then quoting to you as fixed price. If you request additional work, it may be billed on an hourly basis or a fixed price basis as we negotiate. Some fixed fee engagements may cover 12 months of continual financial planning advice or service.

There is no "typical" plan because we tailor our advice to each individual client and situation. Therefore, we do not provide a range of financial planning fixed fees.

Should you terminate a contract with us before the service is fully completed, we will bill you for the work provided. In the case of prepayment of fees on a fixed fee basis, the prorated refund will be based upon the hourly rate of the individuals who provided services to you.

Expenses. In addition to your financial planning fees, we may bill you for out-of-pocket expenses including long distance telephone charges, overnight delivery and travel, if required. This will be specific in the financial planning agreement.

Our fee is exclusive of, and in addition to, brokerage commissions, transaction fees, and other related costs and expenses, which shall be incurred by you. However, we will not receive any portion of these commissions, fees, and costs, unless you choose to have associated person(s) of IGP implement the financial plan. In such case, the associated person, as an agent of Capital Investment Group, Inc., or insurance agent may receive commissions or other compensation to effect securities or insurance transactions. The receipt of commissions and other compensation may result in a conflict of interest between us as we could make recommendations in the financial plan that could generate additional revenue for us. However, we will adhere to our Code of Ethics and to our fiduciary duty to place your interests first and maintain independence in our

recommendations in the financial plan. In addition, you are under no obligation to act on our recommendations.

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

We do not charge advisory fees on a share of the capital gains or capital appreciation of the funds or securities in a client account (so-called performance based fees). Our compensation structure is disclosed in detail in Item 5 above.

Item 7 – Types of Clients

We provide investment advisory services to individuals including high net worth individuals, families, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations. We do not impose a minimum account size, but we do reserve the right to decline working with anyone for any reason. Fees may be subject to a minimum in accordance with the schedule.

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

As described in Item 4 above, our investment strategies may include long term and short-term buy and hold.

Composition of Account Holdings. Based on your individual needs, we will design and manage portfolios consisting of a mix of securities. These can include:

- Individual Stocks, Bonds or ETF's managed by Separate Account Managers.
- Mutual Fund shares covering equities, both domestic and international, and fixed income asset classes (and the subcomponents of equity classes, including, but not

limited to, small cap, mid cap, large cap, growth, value, core, developed markets, and emerging markets).

- Individual Fixed Income securities, including, but not limited to: treasury bonds, notes or bills, certificates of deposit, tax exempt and/or taxable municipal bonds, corporate bonds, mortgage backed securities, and money market accounts.
- Other types of investments: Real estate investments in the form of real estate investment trusts and limited partnerships, and client owned real property. As well, we may utilize hedge funds and other forms of "alternative" and/or "private equity" investments. We will, on a case-by-case basis, consider other investment assets at a client's request. We are not obligated to implement other assets if we believe the asset is inconsistent with the client's investment policy statement or risk tolerance or if we are not properly licensed or accredited to implement.

For many clients, the risk profile, amount of assets to invest and other factors will determine that an investment portfolio comprised exclusively of mutual fund shares is the most appropriate. In these situations, IGP will likely create a portfolio of no-load or load-waived mutual funds or select a wrap program consistent with the stated objectives. IGP will allocate your assets among various mutual funds, as amount of assets to invest will allow, taking into consideration the overall management style you select. The mutual funds will be selected from our internally screened mutual fund approved list. Screening criteria will include some or all of the following:

- Fund's performance history
- Track record of the fund manager
- Fund's investment style
- Fund's industry or sector
- Fund's management style and/or philosophy
- Fund's management fee structure
- Fund's asset class
- Fund's various risk assessments, including but not limited to standard deviation, beta, and Sharpe Ratio

Portfolio weighting between funds and market sectors are monitored based upon our asset allocation model for each individual client.

In all cases, you will have the opportunity to place reasonable restrictions on the types of investments that will be made on your behalf. You will retain individual ownership of all securities. We reserve the right to decline or terminate your account if we believe the restrictions you impose are not reasonable.

In determining the investment advice to give to you, we may utilize charting to determine trends and project future values. In a fundamental analysis, we analyze the financial statements and health of a business, its management and competitive advantages, and its competitors and markets but usually focusing on growth or value (or sometimes a combination of both) to determine if such security meets the clients' needs and objectives. We will take into consideration when making investment decisions the stages of the business during a given point in time. We may also perform a security analysis discipline, known as a technical analysis, in forecasting the direction of prices through the study of past market data, primarily price and volume.

Model Portfolio Management

AlphaSector Strategies

The IGP AlphaSector strategies attempt to track indices published by third party money managers (such as F-Squared Investments, Inc.). IGP pays a fee to such third party money managers to provide models of the indices. There is no guarantee IGP will achieve returns similar to the index, and in fact, the portfolio's returns will vary from the index due to the timing of trades and related prices, and after fees are taken into account, including management fees, brokerage or transactions costs, or other administrative or custodian fees. Primarily for these reasons, the portfolio is expected to achieve net returns below the index it attempts to track.

We receive model manager signals from F-Squared for these investment strategies. We will attempt to follow the respective F-Squared models as closely as practical.

IronGate Risk Managed Core Diversifier

The IronGate Risk Managed Core Diversifier strategy attempts to track indices provided by our Newfound Research, LLC. IGP pays a fee to such third party money managers to provide models of the indices. There is no guarantee IGP will achieve returns similar to the index, and in fact, the portfolio's returns will vary from index due to the timing of trades and related prices, and after fees are taken into account, including management fees, brokerage or transaction costs, or other administrative or custodian fees. Primarily for these reasons, the portfolio is expected to achieve net returns below the index it attempts to track.

We receive model manager signals from Newfound Research, LLC for these investment strategies. We will attempt to follow the respective Newfound Research, LLC models as closely as practical.

Newfound Defensive Equity

The Newfound Defensive Equity aims to provide access to U.S. equities with an embedded, disciplined risk management process. The strategy uses six iShares ETF's, representing Large, Mid and Small Cap Growth and Value. IGP pays a fee to such third party money managers to provide models of the indices. There is no guarantee IGP will achieve returns similar to the index, and in fact, the portfolio's returns will vary from index due to the timing of trades and related prices, and after fees are taken into account, including management fees, brokerage or transaction costs, or other administrative or custodian fees. Primarily for these reasons, the portfolio is expected to achieve net returns below the index it attempts to track.

We receive model manager signals from Newfound Research, LLC for these investment strategies. We will attempt to follow the respective Newfound Research, LLC models as closely as practical.

Newfound Risk Managed Global Sectors

Newfound Risk Managed Global Sectors aims to provide access to global equities with an embedded, disciplined risk management process. The strategy uses eleven global sector ETFs. Each of these ETFs invests in global equities (U.S., Foreign Developed and Emerging Markets) of companies operating in a specific sector. The strategy has the ability to add a position in cash equivalents to protect capital in declining market environments. IGP pays a fee to such third party money managers to provide models of the indices. There is no guarantee IGP will achieve returns similar to the index, and in fact, the portfolio's returns will vary from index due to the timing of trades and related prices, and after fees are taken into account, including management fees, brokerage or transaction costs, or other administrative or custodian fees. Primarily for these reasons, the portfolio is expected to achieve net returns below the index it attempts to track.

We receive model manager signals from Newfound Research, LLC for these investment strategies. We will attempt to follow the respective Newfound Research, LLC models as closely as practical.

Newfound Factor Defensive Equity

Newfound Factor Defensive Equity aims to provide access to U.S. equities with an embedded, disciplined risk management process. The strategy uses five factor ETFs. Each of these ETFs invests in U.S. equities that display certain characteristics (low volatility, high momentum, high price/book ratio, high earnings/price ratio, etc.). The strategy has the ability to add a position in cash equivalents to protect capital in declining market environments. IGP pays a fee to such third party money managers to provide models of the indices. There is no guarantee IGP will achieve returns similar to the index, and in fact, the portfolio's returns will vary from index due to the timing of trades and related prices, and after fees are taken into account, including management fees, brokerage or transaction costs, or other administrative or custodian fees. Primarily for these reasons, the portfolio is expected to achieve net returns below the index it attempts to track.

We receive model manager signals from Newfound Research, LLC for these investment strategies. We will attempt to follow the respective Newfound Research, LLC models as closely as practical.

Risk of Loss:

IGP notes that all investments in securities include a risk of loss that all clients should be aware of. The principal risks in the strategies include the following:

- **Market Risk:** The risk that the value of the securities in which the strategies invest may drop in reaction to tangible and intangible events and conditions independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may cause a change in the value of the securities. Price changes may be temporary or may last for extended periods.
- **Equity Securities Risk:** The risk that events or circumstances at a particular industry, or a particular company within an industry will impact the value of the stocks and ETFs held by the strategy and thus, the value of your investment over short or extended periods.
- **Interest-Rate Risk:** The risk that fluctuations in interest rates may cause investment prices to fluctuate and impact the value of Fixed Income securities or ETFs held by the strategy. For example, when interest rates rise, yields on existing bonds become less attractive causing their market values to decline.
- **Exchange-Traded Funds (ETFs) Risk:** The risk that the value of an ETF that the strategies invest in will be more volatile than the underlying portfolio of securities the ETF is designed to track, or that the costs to the fund of owning shares of the ETF will exceed those the fund would incur by investing in such securities directly.

- **Sector Concentration Risk:** The risk that events negatively affecting an industry or market sector in which the strategy invests will cause the overall value of the strategy to decline. To the extent that some of our investment strategies invest significant portions of their strategy in ETFs representing particular markets or sectors (such as Energy, Healthcare, Real Estate, etc.) or in an ETF representing U.S. Treasuries, the strategy is more vulnerable to conditions that negatively affect such sectors as compared to investment strategy that is not significantly invested in such sectors.
- **Turnover Risk:** The risk that frequent trading will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains that can negatively impact your overall investment as compared to investments in strategies with low turnover. Some of our investment strategies may involve frequent trading and/or turnover and investors should carefully consider the impact of taxes and brokerage costs on their investment portfolio.
- **U.S. Government Securities Risk:** The risk that U.S. Government securities in the strategy will be subject to price fluctuations, or that an agency or instrumentality will default on an obligation not backed by the full faith and credit of the United States.
- **Quantitative Risk:** The risk that the effectiveness of the quantitative model used for the strategy can dissipate over time as similar strategies are adopted and as the market becomes more efficiently priced.
- **Programming / Modeling Risk:** The third party money manager's research and modeling process is extremely complex and the results of that process must then be translated into computer code. Although the third party money managers seek to hire individuals skilled in each of these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform "real world" testing of the end product raises the chances that the finished model may contain an error; one or more of such errors could adversely affect a client's portfolio and likely would not constitute a trade error under the third party money managers' policies.
- **System Risk:** The Model Portfolio Strategies rely extensively on computer programs and systems in its proprietary modeling to evaluate securities, to monitor its portfolio, and to generate reports that are critical to oversight of its activities. In addition, certain systems operated by third parties, including the private fund's prime brokers and market counterparties and their sub-custodians and other service providers, may not be in a position to verify the risks or reliability of such

third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by computer “worms,” viruses and power failures. Any such defect or failure could have a material adverse effect on the Model Portfolio Strategies. For example, such failures could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect the third party money manager’s ability to monitor its investment portfolios and its risks.

- **Operational Risk:** The third party money managers that IGP enters into agreements with have developed systems and procedures to control operational risk. Operational risks arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or other similar disruption in their operations may cause them to suffer financial loss; the disruption of its business; liability to clients or third parties; regulatory intervention; or reputational damage. The third party money managers that IGP works with rely heavily on its financial, accounting and other data processing systems.

There are inherent risks involved for each investment strategy or method of analysis we use and the particular type of security we recommend. Investing in securities involves risk of loss which you should be prepared to bear.

Retirement Plan Consulting Services

IGP delivers Fiduciary Services in its capacity as an ERISA fiduciary. This means in part that the overriding objective of its non-discretionary advice, or discretionary investment management, is to act exclusively for the benefit of participants and their beneficiaries in order to provide retirement income, and to consider only factors relevant to such purpose. Fiduciary Services are based on generally accepted investment theories, including concepts such as modern portfolio theory.

IGP relies on information provided by the Plan and its service providers without independent verification concerning the demographics of the participants and other information that is applicable to the particular needs of the Plan and the employee workforce. With regard to investments, IGP considers both quantitative factors (performance history, expense ratio, standard deviation, for example) and qualitative factors (management style and continuity, investment style, turnover ratio, for example).

Investments are subject to various market, political, currency, economic, business and other risks, and may not always be profitable. IGP does not and cannot guarantee financial results.

Fiduciary Services may be delivered to participant directed plans, such as 401(k) plans. Accordingly, the risk of loss is borne by the participant who provides investment direction for his or her account in the 401(k) plan. IGP does not guarantee the future performance of any participant account, any specific level of performance, or any investment decision or strategy employed by the fund manager for the investment option selected by the plan participant.

Fiduciary Services may also be delivered under a third party manager arrangement where IGP may advise or manage the selection of third party managers who employ varying investment strategies using different investment vehicles. The plan, or the participant if it is a participant directed plan, bears the risk of loss for the overall management of the investment by the third party manager.

Item 9 – Disciplinary Information

We do not have any legal, financial or other “disciplinary” item to report. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client / Adviser relationship, or to continue a Client /Adviser relationship with us.

Item 10 – Other Financial Industry Activities and Affiliations

Neither IGP nor any of our management persons (except as disclosed below) are registered, or have an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or as an associated person of the foregoing entities.

In addition, neither IGP nor any of our management persons have any arrangement that is material to our advisory business or to our clients that we or any of our management persons have with any related person that is, under common control and ownership, a:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker,
- Investment company or other pooled investment vehicle,
- Futures commission merchant (or commodity pool operator or commodity trading advisor),
- Banking or thrift institution,
- Accountant or accounting firm,
- Lawyer or law firm, or
- Pension consultant, or
- Sponsor or syndicator of limited partnerships.

However, Christopher S. Jones and our IARs are registered representatives of Capital Investment Group, Inc., a FINRA registered broker dealer and various regulatory agencies. We may make referrals of our clients to this entity for services and securities. As such, we are compensated for securities transacted through Capital Investment Group, Inc. You may choose any broker-dealer to execute your securities transactions and are not obligated to select Capital Investment Group, Inc. Capital Investment Group, Inc. is not affiliated with IronGate Partners, Inc.

In addition, Stephen C. Coggins, Christopher S. Jones, David R. Hartness, and Michael C. Boggio will be registered as investment adviser representatives with our affiliated SEC adviser, IronGate Investment Management, LLC.

We are also licensed as a general insurance broker and agency. We may provide an analysis of and recommend the purchase and sale of certain insurance products. This licensing is in addition to our registration as a registered investment advisor. Individuals are appointed as agents under our license. We may receive commissions of other forms of compensation in connection with such sales. Commissions are paid to our firm or individuals within the firm. Certain IARs designated to sell insurance may devote as much as 10% of their time on this activity. You are not obligated to use us as your insurance broker or agent, or to use any recommended insurance company for any recommended insurance transaction. In all cases, you are free to select any insurance company or agent.

Certain IARs are licensed to sell life and annuity insurance products through various other companies. The appropriately licensed IARs will receive compensation for the sale of such products. The client is under no obligation to purchase insurance products through any particular insurance agency or IAR and may affect any such transactions where the client desires.

We have chosen to utilize the professional services of The Cason Group of Columbia, SC, GP Agency of Raleigh, NC, and Ash Brokerage Corporation of Fort Wayne, IN for much of our insurance business. Under our agreement, we introduce our clients' needs to Ash Brokerage, The GP Agency or The Cason Group for insurance analysis, recommendation and possible purchase or sale. As both IronGate Partners, Inc. and Ash Brokerage Corporation are insurance agencies and brokers, Ash, GP Agency and The Cason Group pays us up to 100% of the broker/agent level commissions and other compensation received in exchange for your introduction. Of course, this agreement only applies if you purchase insurance through Ash, GP Agency or The Cason Group. We do purchase or sale some insurance products directly from individual insurance companies. Ash Brokerage Company is in no way affiliated with IronGate Partners, Inc.

Christopher Jones holds a Broker-In-Charge (BIC) license. As such, Christopher Jones as BIC of IronGate Development, LLC, a real estate sales, and leasing company in Wilmington, NC may refer clients to IronGate Development, LLC or other properly licensed agents or firms for real estate purchases and sales. In doing so, Christopher Jones will receive a portion of any commissions or fees generated from such referral. Membership interests in IronGate Development, LLC is similar to IGP.

Mr. Jones and other associated persons spend approximately 10% of their time selling securities and insurance products, and 90% of their time providing investment and financial planning advice.

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

Our firm has adopted a written Code of Ethics in compliance with SEC Rule 204A-1 under the Investment Advisers Act of 1940 (as amended—the Advisers Act) and in compliance with state regulations. All employees of IronGate are deemed by the Advisers Act to be supervised persons¹ and are therefore subject to this Code of Ethics. In carrying on its daily affairs, IronGate and all of our associated persons shall act in a fair, lawful and ethical manner, in accordance with the rules and regulations imposed by our governing regulatory authority. The Code of Ethics sets forth standards of conduct and requires compliance with state securities laws. Our Code of Ethics also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to the chief compliance officer of the firm. We will provide a copy of our Code of Ethics to you or any prospective client upon request within a reasonable period of time at the current address of record.

We have created a Code of Ethics which establishes standards and procedures for the detection and prevention of certain conflicts of interest including activities by which persons having knowledge of the investments and investment intentions of IronGate might take advantage of that knowledge for their own benefit. We have in place Ethics Rules (the “Rules”), which are comprised of the Code of Ethics and Insider Trading policies and procedures. The Rules are designed to ensure that our personnel (i) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; (ii) at all times place the interests of our clients first; (iii) disclose all actual or potential conflicts; (iv) adhere to the highest standards of loyalty, candor and care in all matters relating to its clients; (v) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and (vi) not use any material non-public information in securities trading. The Rules also establish policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information.

Under the general prohibitions of the Rules, our personnel may not: 1) effect securities transactions while in the possession of material, non-public information; 2) disclose such information to others; 3) participate in fraudulent conduct involving securities held or to

¹ Supervised person means any partner, officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser.

be acquired by any client; and 4) engage in frequent trading activities that create or may create a conflict of interest, limit their ability to perform their job duties, or violate any provision of the Rules.

Our personnel are required to conduct their personal investment activities in a manner that we believe is not detrimental to its advisory clients. Our personnel are not permitted to transact in securities except under circumstances specified in the Code of Ethics. However, as described below, there may be circumstances where our personnel may buy and sell on behalf of its clients, securities of issuers or other investments in which they own securities or otherwise have an interest. The policy requires all Access Persons² to report all personal transactions in securities not otherwise exempt under the policy. All reportable transactions are reviewed for compliance with the Code of Ethics. The Ethics Rules are available to you and prospective clients from upon request.

If you so choose, you may implement investment advisory recommendations by utilizing our IAR's status as registered representatives of Capital Investment Group, Inc. As registered representatives, our associated persons can sell securities to any client for commissions. This could present a potential conflict of interest as the associated persons could receive fees and commissions if the client chooses to implement recommendations of the associated persons in their capacity as registered representatives. In all cases, transactions are effected in your best interests.

In addition, certain IARs of IGP are licensed to sell insurance products through various companies. These individuals may receive compensation for the sale of such products. You are under no obligation to purchase insurance products through them and are free to choose the sources through which to implement investment advisory recommendations.

Our IARs may buy or sell for their own accounts, securities that are also held by their clients. Conversely, they may buy and sell securities for client accounts which they themselves may own. Such transactions are permitted if in compliance with our Policy on Personal Securities Transactions. Reports of personal transactions in securities by our IARs are reviewed by the firm's Compliance Department quarterly or more frequently if required. Nevertheless, we do not nor does a related person recommend to you, or buy

² Access person means any of your supervised persons who has access to nonpublic information regarding any clients' purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any reportable fund, or who is involved in making securities recommendations to clients, or who has access to such recommendations that are nonpublic. If providing investment advice is your primary business, all of your directors, officers and partners are presumed to be access persons.

or sell for your accounts, securities in which we (or a related person) have a material financial interest.

Neither we, nor does a related person, recommend securities to you, or buy or sell securities for your accounts, at or about the same time that we (or a related person) buy or sell the same securities for our own (or the related person's own) account.

We do not execute transactions on a principal or agency cross basis.

Item 12 – Brokerage Practices

We do not receive research or other products or services from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”) that we would consider a factor in utilizing a particular broker-dealer. However, we receive certain services and products, such as fundamental research reports, technical and portfolio analyses, pricing services, economic forecasting and general market information, historical data base information and computer software that assist us in investment management process from its custodians. As stated previously, we recommend two broker custodians to you, National Financial Services and Fidelity Brokerage Services, Inc. of Boston, MA. Both firms are members of the New York Stock Exchange (NYSE) and Securities Investor Protection Corporation (SIPC).

In recommending these brokers we have evaluated each and have determined they offer our clients an excellent blend of service, financial strength, competitive commission rates, and access to mutual funds otherwise not available to us or our clients. We do not warrant or represent that commissions for transactions implemented through these firms will be lower than commission available if you were to use another brokerage firm. We do not consider whether we or a related person receive client referrals from a broker-dealer or third party in selecting or recommending broker-dealers to our clients. Additionally, we do not routinely recommend, request or require that a client direct us to execute transactions through a specified broker-dealer.

We participate in back office and support programs sponsored by these brokers, such as Fidelity Investments Institutional Brokerage Group (FIGB) program. This program and the services provided, including trading platforms, is essential to our service arrangements and capabilities, as we may not accept clients who try to utilize other broker custodians.

We may simultaneously enter orders to purchase or sell the same securities for the account of two or more clients. It is our practice that these orders be “batched” for ease

of execution. Since there may be several prices at which the securities transactions are executed and the orders were entered as one order for all accounts. It is our practice to treat all subject accounts equally, averaging the execution prices of the related trades and applying the average price to each transaction and account. Allocations of “batched” trades also may be rounded up or rounded down to avoid odd lot or small holdings in any client account.

Item 13 – Review of Accounts

REVIEWS: Accounts are reviewed at least annually. Reviews of investment accounts typically look at portfolio consistency with regards to your risk tolerance, investment time horizon, performance objectives, and asset allocation instructions. Any third party money manager to whom the IAR recommends for advisory services provides regular quarterly account report to you and the IAR. Reviews also consist of covering account holdings, transactions, charges, and performance as provided on such statements and other account reports. Also if you receive financial planning advice reviews are made on the same schedule. Reviews cover progress toward financial independence, anticipated distributions toward family legacy goals, anticipated distributions for social capital or charitable goals, as well as other goals communicated by you. In either type of review, accounts will also be reviewed upon notice of changes in your circumstances.

We will also conduct formal monthly, and as needed weekly meetings in which we discuss investments in general, and our investment strategy models, and/or client specific matters.

Monthly ICM Meetings:

Attendees:

Chief Investment Officer is responsible for the leadership of the meeting in which we discuss macroeconomics and market trends.

Senior Investment Strategist conducts preliminary research for investment strategies and managers.

Chief Client Officer assists Chief Investment Officer with asset management duties.

Associate Wealth Advisors participate in discussions and share ideas.

REVIEWERS: Accounts are primarily reviewed by your IAR. In addition, our compliance program includes the periodic review of a sample of customer accounts for consistency with your risk tolerance, investment time horizon, performance objectives, and asset

allocation instructions. Our compliance department consists of two employees who assist in these reviews. There is no minimum number of accounts assigned for the reviewer.

You are provided with monthly or quarterly account statements from the custodian, depending on the activity in the account. Reports include details of your holdings, asset allocation, and other transaction information. Comparisons to market indices and account performance may be used to evaluate account performance in review with you.

Item 14 – Client Referrals and Other Compensation

We compensate individuals (“solicitor”) who are directly responsible for bringing an advisory client to our firm pursuant to the solicitation agreement. Such agreements will comply with the requirements set out in Rule 206(4)-3 of the Investment Advisers Act of 1940 for such solicitor relationships, including the requirement to disclose our relationship with the solicitor to the advisory client at the time of the solicitation or referral. The advisory client will acknowledge this arrangement prior to acceptance of the advisory client’s funds. Compensation to the solicitor is a percentage of the management fees paid to us by the advisory client for a period of seven (7) years unless terminated given that the client remains our advisory client and pursuant to the terms of our agreement with the solicitor. Compensation is paid quarterly, within thirty (30) days of receipt of the management fees from the advisory client minus any refunds made to the advisory client. Compensation to such individuals represents no additional expense to the advisory client. In any such case, applicable state laws may require solicitors to become either licensed as our representatives or register independently as an investment adviser.

As previously discussed, our associated persons, in their capacity as registered representatives of Capital Investment Group, Inc., may receive commissions earned on securities transactions directed through same. Any such fee arrangements shall be fully disclosed to clients. In connection with the placement of client funds into investment companies, compensation may take the form of front-end sales charges, redemption fees and 12(b)-1 fees or a combination thereof. The prospectus for the investment company will give explicit detail as to the method and form of compensation.

Item 15 – Custody

We do not have custody of client funds or securities; however, we may be granted authority, upon written consent from you, to deduct the advisory fees directly from your account. The custodian will send to you, at least quarterly, an account statement identifying the amount of funds and each security in the account at the end of period and setting forth all transactions in the account during that period including the amount of advisory fees paid directly to us. You are encouraged to review these reports and compare them against reports received from the independent custodian that services your advisory account. You should immediately inform us of any discrepancy noted between the custodian records and the reports you receive from us.

Item 16 – Investment Discretion

As described in details in Item 4 above, in certain cases, you may give a third party money manager discretionary authority to more actively manage your assets. This authority is disclosed in the applicable advisory agreement. Our IAR will have discretionary or non-discretionary authority to manage your assets.

Upon receiving written authorization from you, our IARs may occasionally accept trading authority when it is necessary to assist you in implementing your investment strategy. Types of securities, as well as dollar size of transactions, the broker dealer to be used, and the commission rates to be paid are specifically noted in the written client agreement. You will have the right to place reasonable restrictions on such authority. Any restrictions must be submitted in writing to us.

Item 17 – Voting Client Securities (i.e., Proxy Voting)

We do not have, nor will we accept authorization to vote client securities. It is your responsibility to vote proxies. You will receive proxies or other solicitations directly from your custodian or a transfer agent. You should contact your custodian or a transfer agent with questions about a particular solicitation.

Item 18 – Financial Information

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you given that we do not have custody of client funds or securities, or require or solicit prepayment of fees in excess of \$1,200 per client and six months or more in advance. In addition, we are not currently, nor at any time in the past ten years been the subject of a bankruptcy petition.