



Part 2A of Form ADV: *Firm Brochure*

Zions Capital Advisors, Inc.

One South Main St.
12th Floor
Salt Lake City, UT 84133

Telephone: 801-844-8684
Email: Lincoln.Taylor@zionsbancorp.com

03/31/2015

This brochure provides information about the qualifications and business practices of Zions Capital Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at 801-844-8684 or Lincoln.Taylor@zionsbancorp.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Zions Capital Advisors, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 131308.

Item 2 Material Changes

This Firm Brochure, dated **03/31/2015**, provides you with a summary of Zions Capital Advisors, Inc.'s advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform of the revision(s) based on the nature of the information as follows.

1. Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
2. Material Changes: Should a material change in our operations occur, depending on its nature we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

The following summarizes new or revised disclosures based on information previously provided in our Firm Brochure dated 03/31/2015:

- An affiliate of Zions Capital Advisors, Zions Wealth Management and Zions Bank have entered into an agreement with LPL Financial, a dually registered broker-dealer and investment advisor, to offer brokerage and advisory products to retail bank clients.

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Item 4 Advisory Business

Zions Capital Advisors, Inc. is a SEC-registered investment adviser with its principal place of business located in Utah. Zions Capital Advisors, Inc. began conducting business in 2004.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Welman Holdings, Inc., Parent Company

In addition, the following information identifies publicly held subsidiaries that indirectly own 25% or more of our firm:

- *Zions Bancorporation, Holding Company

Zions Capital Advisors, Inc. offers the following advisory services to our clients:

INVESTMENT MANAGEMENT SERVICES INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

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| • Exchange-listed securities | • Variable life insurance |
| • Securities traded over-the-counter | • Variable annuities |
| • Foreign issuers | • Mutual fund shares |
| • Warrants | • United States governmental securities |
| • Corporate debt securities (other than commercial paper) | • Options contracts on securities |
| • Commercial paper | • Interests in partnerships investing in real estate |
| • Certificates of deposit | |
| • Municipal securities | • Interests in partnerships investing in oil |

- and gas interests
- Venture capital funds, leveraged buy-out funds, timberlands, asset-

backed structured securities, hedge funds and other pooled investment vehicles.

Because some types of investments, such as alternatives, involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

INVESTMENT MANAGEMENT SERVICES MODEL PORTFOLIO MANAGEMENT

Our firm provides portfolio management services to clients using model asset allocation portfolios. Each model portfolio is designed to meet a particular investment goal.

Capital Preservation

Seeks capital preservation, income, and low overall portfolio volatility. Total-returns for the portfolio are expected to consist primarily of income with little contribution from capital gains or losses. Portfolio volatility is targeted to be approximately 15% or less of an all-equity portfolio. The portfolio seeks to achieve its goals over a horizon of approximately one year. The portfolio will generally invest in short-duration investment-grade domestic bonds but may make an opportunistic allocation of up to 10% – from time to time – in “non-core” bond sectors such as foreign bonds, loan-participation funds or specialty sectors such as convertible or preferred securities. Benchmark: Barclays US Aggregate Bond 1-3 Year Index. Minimum: \$250,000.

Tax-Sensitive Capital Preservation

Seeks capital preservation, income, and low overall portfolio volatility. Total-returns for the portfolio are expected to consist primarily of income with little contribution from capital gains or losses. Portfolio volatility is targeted to be approximately 15% or less of an all-equity portfolio. The portfolio seeks to achieve its goals over a horizon of approximately one year. Under most conditions the portfolio will invest in one or more short-duration investment-grade municipal bond funds. Benchmark: Barclays 3 Year Municipal Bond Index. Minimum: \$250,000.

Cash-Flow

Seeks current income with low to moderate levels of realized portfolio volatility. Total returns are expected to consist of primarily income but, due to the fact that the portfolio has duration risk, will have some return contribution from gains and losses. Portfolio volatility is targeted to be approximately 30% or less of an all-equity portfolio. The portfolio seeks to achieve its goals over a horizon of approximately one to three years. The portfolio will generally invest in short, intermediate and/or long duration investment-grade domestic bonds but may make an opportunistic allocation of up to 20% – from time to time – in “non-core” bond sectors such as foreign bonds, loan-participation funds or specialty sectors such as convertible or preferred securities. Benchmark: Barclays Intermediate Aggregate Bond Index. Minimum: \$250,000.

Tax-Sensitive Cash-Flow

Seeks current income that is primarily tax-exempt with low to moderate levels of realized portfolio volatility. Total returns are expected to consist of primarily income but, due to the fact that the portfolio has duration risk, will have some return contribution from gains and losses. Portfolio volatility is targeted to be approximately 30% or less of an all-equity portfolio. The portfolio seeks to achieve its goals over a horizon of approximately one to three years. The portfolio will generally invest in short, intermediate or long-duration investment-grade municipal bond funds but may make small allocations to taxable bond sectors if the investment committee finds these sectors to be attractive. Benchmark: Barclays 5 Year Municipal Bond Index. Minimum: \$250,000.

Opportunistic Fixed-Income

Seeks a total-return that outpaces the Barclays US Aggregate Bond Index over a three year horizon by investing in a combination of income-oriented and/or total-return oriented fixed-income-focused funds. Under normal market conditions, the portfolio will be a combination of a core group of index or actively managed funds augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes offer better value than the benchmark. Total returns will be comprised of income plus capital gains and losses. Because the portfolio has the latitude to make substantial investments (up to 40%) in non-core investments such as, for example, foreign bonds, a moderate level of portfolio volatility should be expected. We expect that portfolio volatility will be approximately 35% or less of that which would be expected in an all-equity portfolio. Benchmark: Barclays US Aggregate Bond Index. Minimum: \$250,000.

Tax-Sensitive Opportunistic Fixed-Income

Seeks a total-return that outpaces the benchmark over a three year horizon by investing in a combination of income-oriented and/or total-return oriented fixed-income-focused funds. Under normal market conditions, the portfolio will be a combination of a core intermediate-duration tax-exempt allocation augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes offer better value and/or more upside potential than the benchmark. Total returns will be comprised of income plus capital gains and losses. Because the portfolio has the latitude to make substantial investments (up to 40%) in non-core investments such as, for example, foreign bonds, a moderate level of portfolio volatility should be expected. We expect that portfolio volatility will be approximately 35% or less of that which would be expected in an all-equity portfolio. Benchmark: Barclays 7 Year Municipal Bond Index. Minimum: \$250,000.

Conservative Allocation

Seeks income and moderate real portfolio growth with low volatility over a five-plus year horizon when compared with an all equity portfolio by investing primarily in fixed-income, but also in equities, and real assets. The portfolio is expected to have a volatility of approximately 35% or less of that of an all equity portfolio. Though tactical, between-asset-class reallocations will be made, the portfolio will seek to achieve its volatility goal by limiting the maximum percentage of the portfolio that may be invested in equities to 30% and to real-assets at 10%. Under normal market conditions, the portfolio will be a

combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. Benchmark: 25% Global Equity Blend/75% Barclays Intermediate Aggregate Bond Index. Minimum: \$250,000.

Tax-Sensitive Conservative Allocation

Seeks income and moderate real portfolio growth with low volatility over a five-plus year horizon when compared with an all equity portfolio by investing primarily in tax-exempt fixed-income, but also in taxable fixed-income, equities, and real assets. The portfolio is expected to have a volatility of approximately 35% or less of that of an all equity portfolio. Though tactical, between-asset-class reallocations will be made, the portfolio will seek to achieve its volatility goal by limiting the maximum percentage of the portfolio that may be invested in equities to 30% and to real-assets at 10%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. Benchmark: 25% Global Equity Blend/75% Barclays 5 Year Municipal Bond Index. Minimum: \$250,000.

Moderate Allocation

Seeks to deliver a reasonable balance of growth, income, and real purchasing power protection by investing in a well-diversified portfolio of equities, fixed-income, real assets, and alternative investments. The portfolio seeks to achieve a volatility goal of approximately 50% or less of than that of an all equity portfolio. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 50% and to real-assets at 20%. The portfolio seeks to achieve its goals over a horizon of at least five years. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. Benchmark: 50% Global Equity Blend/50% Barclays US Aggregate Bond Index. Minimum: \$250,000.

Tax-Sensitive Moderate Allocation

Seeks to deliver a reasonable balance of growth, income, and real purchasing power protection by investing in a well-diversified portfolio of equities, fixed-income – primarily tax-exempt fixed-income but also, opportunistically taxable fixed-income - real assets, and alternative investments. The portfolio seeks to achieve a volatility goal of approximately 50% or less of than that of an all equity portfolio. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 50% and to real-assets at 20%. The portfolio seeks to achieve its goals over a horizon of at least five years. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. Benchmark: 50% Global Equity Blend/50% Barclays 7 Year Municipal Bond Index. Minimum: \$250,000.

Moderate Allocation Plus

Seeks to deliver a reasonable balance of growth, income, and real purchasing power protection by investing in a well-diversified portfolio of equities, fixed-income, real assets, and alternative investments. The portfolio seeks to achieve a volatility goal of 45% or less than that of an all equity portfolio. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 50% and to real-assets at 20%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. The portfolio seeks to achieve its goals over a horizon of at least five years. Investors must be pre-qualified to invest in this portfolio because of its allocation to alternative investments. Benchmark: 35% Global Equity Blend/45% Barclays US Aggregate Bond Index/20% DB Hedge Fund Index.

Minimum: \$1,000,000.

Tax-Sensitive Moderate Allocation Plus

Seeks to deliver a reasonable balance of growth, income, and real purchasing power protection by investing in a well-diversified portfolio of equities, fixed-income— primarily tax-exempt fixed-income but also, opportunistically taxable fixed-income - real assets, and alternative investments. The portfolio seeks to achieve a volatility goal of 45% or less than that of an all equity portfolio. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 50% and to real-assets at 20%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. The portfolio seeks to achieve its goals over at least a five year horizon. Investors must be pre-qualified to invest in this portfolio because of its allocation to alternative investments. Benchmark: 35% Global Equity Blend/45% Barclays 7 Year Municipal Bond Index/20% DB Hedge Fund Index.

Minimum: \$1,000,000.

Multi-Asset-Class Higher-Income

Seeks a high level of current income as well as long-term real growth by investing in income producing funds and securities across multiple asset classes including fixed-income, equities, and real assets. The portfolio has a current income goal of roughly 2x the dividend yield of the S&P 500 or roughly 3%-5% higher than the yield on the 3-month T-Bill. The portfolio seeks to achieve a volatility goal of approximately 60% or less of than that of an all equity portfolio. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 40% and to real-assets at 40%. Because the portfolio strategy has a high-income mandate it is expected to invest in potentially riskier sectors of the fixed-income market. Investors must be pre-qualified to invest in this portfolio because of its concentrated allocation to higher yielding investments. The portfolio seeks to achieve its goals over at least a five year horizon. Portfolio Benchmark: 50% MSCI All Country World High Dividend Index/50% Barclays Corporate Bond Index.

Minimum: \$250,000.

Growth Allocation

Seeks primarily long-term real growth by investing in equities, fixed-income and real assets with a realized volatility of 75% or less than the S&P 500. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 70%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. The portfolio should be evaluated over a five or more year horizon. Benchmark: 65% Global Equity Blend/35% Barclays US Aggregate Bond Index. Minimum: \$250,000.

Tax-Sensitive Growth Allocation

Seeks primarily long-term real growth by investing in equities, fixed-income and real assets with a realized volatility of 75% or less than the S&P 500. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 70%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. In order to be more tax-sensitive, the fixed-income allocation will largely be invested in municipal bond funds. The portfolio should be evaluated over a five or more year horizon. Benchmark: 65% Global Equity Blend/35% Barclays 7 Year Municipal Bond Index. Minimum: \$250,000.

Growth Allocation Plus

Seeks long-term real growth by investing in a well-diversified portfolio equities, fixed-income, real assets and alternatives with a realized volatility of 65% or less than that of the S&P 500. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 70%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. The portfolio should be evaluated over a five or more year horizon. Investors must be pre-qualified to invest in this portfolio because of its allocation to alternative investments. Benchmark: 50% Global Equity Blend/30% Barclays US Aggregate Bond Index/20% DB Hedge Fund Index. Minimum: \$1,000,000.

Tax-Sensitive Growth Allocation Plus

Seeks long-term real growth by investing in a well-diversified portfolio of equities, fixed-income, real assets and alternatives with a realized volatility of 65% or less than that of the S&P 500. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 70%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. In order to be more tax-sensitive, the fixed-income allocation will largely be invested in municipal bond funds. The portfolio should be evaluated over a five or more year horizon. Investors must be pre-qualified to invest in this portfolio because of its allocation to alternative investments. Benchmark: 50% Global Equity Blend/30% Barclays 7 Year Municipal Bond Index/20% DB Hedge Fund Index. Minimum: \$1,000,000.

Long-Term Growth

Seeks to deliver a return profile that participates more fully in the returns achieved by global equities by keeping a relatively steady and large allocation to stocks; and having a consequently low allocation to other asset classes. Through modest diversification to fixed-income and real assets, the portfolio will target a realized volatility of 90% or less than the volatility of the S&P 500. To achieve its volatility goal the maximum percentage of the portfolio that may be invested in equities is 80%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. The portfolio should be evaluated over a five or more year time horizon. Benchmark: 75% Global Equity Blend/25% Barclays US Aggregate Bond Index. Minimum: \$250,000.

Tax-Sensitive Long-Term Growth

Seeks to deliver a return profile that participates more fully in the returns achieved by global equities by keeping a relatively steady and large allocation to stocks; and having a consequently low allocation to other asset classes. Via modest diversification to fixed-income and real assets, the portfolio will target a realized volatility of 90% or less than the S&P 500. To achieve its volatility goal the portfolio has set the maximum percentage of the portfolio that may be invested in equities to 80%. Under normal market conditions, the portfolio will be a combination of core investments augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will add long-term value. In order to be more tax-sensitive, the fixed-income allocation will largely be invested in municipal bond funds. The portfolio should be evaluated over a five or more year horizon. Benchmark: 75% Global Equity Blend/25% Barclays 7 Year Municipal Bond Index. Minimum: \$250,000.

Opportunistic Equity

Seeks to achieve returns that outpace the MSCI All-Country World Index over a five or more year horizon with volatility comparable to or slightly higher than that index. Under normal market conditions, the portfolio will be a combination of a core set of actively managed and/or index funds augmented by tactical allocations that seek to take advantage of market opportunities the investment committee believes will outpace the benchmark. Because the portfolio has the latitude to make substantial investments in non-“core” investments such as, for example, foreign equities, a high level of portfolio volatility should be expected. This portfolio will almost always remain fully invested has only very limited latitude to move into cash. Benchmark: Global Equity Blend. Minimum: \$250,000.

Select Equity

This in-house managed individual equity strategy invests primarily in individual equity securities of medium- and large capitalization companies. The investment team focuses on high-quality companies viewed as attractively valued with solid fundamentals, sustainable and growing dividends, competitive advantages, and industry leadership. The investment

team views dividends as a barometer of financial health and a key component of long-term total return. The strategy is relatively concentrated. The strategy seeks to provide long-term capital appreciation and current income. Benchmark: S&P 500 Index. Minimum: \$250,000.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e. capital appreciation, growth, income, or growth and income), as well as tax considerations.

Through personal discussions with the client in which the client's goals and objectives are established, we determine if the model portfolio is suitable to the client's circumstances. Once we determine the suitability of the portfolio, the portfolio is managed based on the portfolio's goal, rather than on each client's individual needs. Clients, nevertheless, have the opportunity to place reasonable restrictions on the types of investments to be held in their account. Clients retain individual ownership of all securities.

Because some types of investments, such as alternatives, involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

To ensure that our initial determination of an appropriate portfolio remains suitable and that the account continues to be managed in a manner consistent with the client's financial circumstances, we will:

1. at least annually, contact each participating client to determine whether there have been any changes in the client's financial situation or investment objectives, and whether the client wishes to impose investment restrictions or modify existing restrictions;
2. be reasonably available to consult with the client; and
3. maintain client suitability information in each client's file.

SELECTION AND MONITORING OF THIRD-PARTY MONEY MANAGERS

We also offer advisory management services to our clients through our Selection and Monitoring of Third-Party Money Managers programs (hereinafter, "Programs").

Our firm provides the client with an asset allocation strategy developed through personal discussions in which goals and objectives based on the client's particular circumstances are established. This asset allocation strategy is drafted into the client's Investment Policy Statement ("IPS").

Based on the client's individual circumstances and needs (as exhibited in the client's IPS) we will then perform management searches of various unaffiliated registered investment advisers to identify which registered investment adviser's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the selected registered investment adviser. Clients should refer to the selected registered investment adviser's Firm Brochure or other disclosure document for a full description of the services offered. We are available to meet with clients on a regular basis, or as determined by the client, to review the

account.

Once we determine the most suitable investment adviser(s) for the client, we will then invest a portion of the client's assets with the Third Party Manager. The adviser(s) then manages the client's portfolio based on the client's individual needs as exhibited in the IPS.

We monitor the performance of the selected registered investment adviser(s). If we determine that a particular selected registered investment adviser(s) is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's IPS, we may suggest that the client contract with a different registered investment adviser and/or program sponsor.

On an ongoing basis, we monitor the performance of the asset manager(s). If we determine that a particular adviser is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with that client's Investment Policy Statement, then we may move the client's portfolio to a different asset manager and/or program sponsor. Under this scenario, our firm retains the discretion to hire and fire the asset manager and/or move the client's portfolio to a different program.

At least annually, we meet with the client to review and update, as necessary, the client's Investment Policy Statement. However, should there be any material change in the client's personal and/or financial situation, we should be notified immediately to determine whether any review and/or revision of the client's Investment Policy Statement is warranted.

TRUSIGHT STRATEGIES PROGRAM

Zions Capital Advisors also offers investment management services as the sponsor of the *TruSight Strategies Program*, a wrap fee program. The TruSight Strategies Program (hereinafter the "TruSight Program" or the "Program") offers access to model asset allocation portfolios, including, depending on the client's needs and circumstances, proprietary portfolios managed directly by Zions Capital Advisors, and the Russell Model Strategies, created and directly managed by the Russell Investment Management Company, an unaffiliated investment adviser.

A wrap-fee program is an investment management program that provides the client with advisory and brokerage execution services for an inclusive fee. The client is not charged separate fees for these respective components of the total service, though there may be additional costs for fees and expenses charged by mutual funds and exchange traded funds (ETFs) or exchange traded notes (ETNs) to their shareholders, exchange fees, transfer taxes or certain administrative fees for wire transfers or certificate issues. Transactions in TruSight Program accounts are effected 'net,' i.e., without a separate commission charge to the client, and a portion of the wrap fee is generally considered as being in lieu of commissions. In evaluating the TruSight Program, clients should consider therefore that, depending upon the level of the wrap fee charged, the amount of portfolio activity in the client's account, the value of custodial and other services which are provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately and if Zions Capital Advisors were to negotiate commissions and seek best price and execution of transactions for the client's account.

TruSight Program accounts are constructed primarily of mutual funds. Mutual funds selected for portfolios are selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. The Russell Investment Management Company was selected based on an evaluation of that firm's investment processes, asset allocation strategies and the characteristics of its model portfolios, including performance, risk characteristics and management style.

Each model portfolio is designed to meet a particular investment goal. Program client accounts are managed on a discretionary basis on a platform provided through EnvestNet Asset Management, Inc., a registered investment adviser not affiliated with Zions Capital Advisors (hereinafter "EnvestNet"). Account management is guided by the stated objectives of the client (e.g., growth, moderate growth, balanced, or conservative balanced).

Through personal discussions with us, we will evaluate the client's financial circumstances, including return objective, risk tolerance, time horizon, income needs and tax parameters. Zions Capital Advisors then works with the client to determine which model portfolio is most suitable to the client's circumstances. Once the appropriate portfolio has been determined, Zions Capital Advisors develops a client's personal Statement of Investment Selection ("SIS") and the portfolio will be managed based on the portfolio's goal. Clients may place reasonable restrictions on the types of investments to be held in the portfolio. Such restrictions are incorporated into the client's SIS. Clients retain individual ownership of all securities in their portfolio(s).

For more information regarding the Program, including the fee schedule and other important considerations, clients should refer to the disclosure document (Appendix I) for the Program. In order to help ensure that Zions Capital Advisors's initial determination of an appropriate portfolio continues to be suitable and that the client's account continues to be managed in a manner suitable to the client's financial circumstances, Zions Capital Advisors will maintain client suitability information in the client's file. Clients should notify Zions Capital Advisors immediately of any change in the client's financial situation and investment objectives and/or in the event the client wishes to impose or modify existing investment restrictions.

Zions Capital Advisors will monitor TruSight Strategies Program accounts at least quarterly and rebalance these accounts as needed. If Zions Capital Advisors believes that a particular investment is performing inadequately, or if Zions Capital Advisors believes that a different investment is more suitable for the portfolio's goal, then Zions Capital Advisors will determine a different investment and reinvest the client's assets in accordance with the discretionary authority granted.

Our investment recommendations are not limited to any specific product or service offered by a broker dealer or insurance company. For additional disclosure and information, refer to Appendix 1, Wrap Fee Program brochure.

STRATEGIC ADVISORY SERVICES

We also offer investment management to clients on a non-discretionary basis through our Strategic Advisory Services. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we assist in the development of

a client's personal investment policy and create a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We will monitor the client's account and make investment recommendations as appropriate. However, we will not implement any trade in the client's Strategic Advisory Services account without first obtaining the client's consent. Account supervision is guided by the client's stated objectives (e.g., capital appreciation, growth, income, or growth and income), as well as tax considerations.

Based on the client's individual circumstances and needs, we may also perform searches of various unaffiliated registered investment advisers to identify registered investment advisers whose portfolio management style may be appropriate for a portion of the client's account. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the selected registered investment adviser. Clients should refer to the selected registered investment adviser's Firm Brochure or other disclosure document for a full description of the services offered. We are available to meet with clients on a regular basis, or as determined by the client, to review the account.

We monitor the performance of the client's account, including any selected third party investment adviser(s), if any, and will make recommendations regarding the client's account. If we determine that a particular selected registered investment adviser(s) is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's financial circumstances, we may suggest that the client contract with a different registered investment adviser and/or program sponsor. Under this scenario, our firm assists the client in selecting a new registered investment adviser and/or program. However, any move to a new registered investment adviser and/or program is solely at the discretion of the client. Most of the investment adviser representatives are also registered representatives of Zions Direct, an affiliated broker/dealer. They are also affiliated with Zions Insurance Agency. Refer to Item 10, Other Financial Industry Activities and Affiliations for additional disclosure of potential conflicts of these activities.

RELATIONSHIP MANAGEMENT SERVICES

Advisory clients may also engage Zions Capital Advisors to serve as the client's account liaison with applicable custodians and provide typical administrative services with respect to certain of the client's assets. Relationship Management Services may be sought, for example, by clients with legacy securities holdings and other assets intended to be retained for a significant period of time. Typical services may include communicating with custodians and facilitating client requested account contributions/distributions, titling, beneficiary designation requests, trades, exchanges, orders, special requests, and account journaling.

If requested, client investments may also be reviewed or monitored by Zions Capital Advisors on a periodic or as needed basis. In addition, if requested, Zions Capital Advisors may meet with the client on a periodic basis to review performance, allocation of assets, tax liability issues, and to update the client's profile to reflect changes in client circumstances. Relationship Management Services may be provided as a standalone service or in

conjunction with separate investment management services.

INSTITUTIONAL LIQUIDITY MANAGEMENT

Zions Capital Advisors also offers individually customized money market and short term fixed income asset management services for corporations, individuals and for municipal and governmental institutions in several states. Short term investments made in Institutional Liquidity Management (ILM) accounts may include:

- Short term corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Money market mutual fund shares
- United States government agency securities.

We provide these services on a discretionary and non-discretionary basis with investment advisory services based on the needs of the client and stated objectives/guidelines of the account. We manage accounts in accordance with local statutes and regulations governing the investment of public funds. Minimum: \$5,000,000.

FINANCIAL PLANNING

We provide financial planning services. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, a variety of information and analysis is considered as they impact and are impacted by the entire financial and life situation of the client. Clients utilizing this service receive a written report which provides the client with a goal based financial plan designed to assist the client achieve his or her financial goals and objectives.

In general, the financial plan can address any or all of the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information and financial goals.
- **CASH FLOW:** We analyze the client's income spending and planning for past, current and future years; then illustrate the impact of various investments on the client's current and future situation.
- **INVESTMENTS:** We analyze broad investment categories and their effect on the client's portfolio.

- **INSURANCE:** We review existing policies to ensure proper coverage for life, disability and long-term care.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning and disability income.
- **ESTATE:** We assist the client in assessing and developing long-term strategies, including as appropriate, reviewing estate tax and estate planning documents.
- **BUSINESS:** We will try to understand the business succession planning, entity structure review, business owner risk management analysis and understanding how business financial plan correlates with the owner's financial plan and estate plan.

We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, future goals, returns objectives and attitudes towards risk. We carefully review documents and information supplied by the client and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her advisors. Implementation of financial plan recommendations is entirely at the client's discretion.

We also provide general non-securities advice on topics that may include budgetary planning, estate planning and business succession planning.

In the event the client has engaged in fee based planning, the financial plan is typically presented to the client within six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided.

Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a general nature and based on individual client needs.

CONSULTING SERVICES

Clients can also receive investment advice on a more focused basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

AMOUNT OF MANAGED ASSETS

As of 12/31/2014, we were actively managing \$1,779,475,037 of clients' assets on a discretionary basis plus \$ 245,776,156 of clients' assets on a non-discretionary basis.

Item 5 Fees and Compensation

INVESTMENT MANAGEMENT SERVICES FEES

The annualized fee for Investment Supervisory Services is charged as a percentage of assets under management, according to the following schedules.

With the exception of cash only and fixed income portfolios, all Investment Management accounts are subject to a minimum annual fee of \$5,000.

For Investment Management portfolios other than Cash or Fixed Income:

Methodology: The below fee schedule is calculated as a tiered fee and taken in arrears.

<u>Assets Under Management</u>	<u>Annual Fee</u>
On the first \$500,000	1.50%
On the next \$500,000	1.25%
On the next \$2 million	1.00%
On the next \$2 million	0.75%
On the next \$5 million	0.65%
On amounts over \$10 million	Negotiated

For Fixed Income Only portfolios:

Methodology: The below fee schedule is calculated as a tiered fee and taken in arrears.

<u>Assets Under Management</u>	<u>Annual Fee</u>
Up to \$1 million	0.50%
\$1,000,001 - \$5 million	0.40%
Over \$5 million	0.30%
On amounts over \$10 million	Negotiated

Fixed income accounts are subject to a minimum annual fee of \$3,000.

For Cash Only portfolios, Zions Capital Advisors will charge an asset based fee up to 0.25% annually, subject to our discretion. Typically, cash only portfolios are offered on an interim basis only. All cash only accounts are subject to a minimum annual fee of \$3,000.

For accounts managed through an annuity product, our fee is 0.75% annually.

Our fees are billed in arrears at the end of each calendar month based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous month. Fees will be debited from the account in accordance with the client authorization in the Client Services Agreement.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

TRUESIGHT STRATEGIC PROGRAM FEES

The annualized fee for TrueSight Strategic Program client accounts will be charged as a percentage of assets under management, according to the following schedules:

For Russell Funds:

Methodology: The below fee schedule is calculated as a tiered fee and taken in advance.

<u>Assets Under Management</u>	<u>Annual Fee</u>
On the first \$500,000	1.50%
On the next \$500,000	1.25%
On the next \$2 million	1.00%
On the next \$2 million	0.75%
On the next \$5 million	0.65%
On amounts over \$10 million	Negotiated

For Fixed Income Models:

Methodology: The below fee schedule is calculated as a tiered fee and taken in advance.

<u>Assets Under Management</u>	<u>Annual Fee</u>
On the first \$500,000	1.00%
On the next \$500,00	0.75%
On the next \$2 million	0.60%
On the next \$2 million	0.50%
Above \$5 million	0.40%

For Fixed Income Bond Ladders:

Methodology: The below fee schedule is calculated as a tiered fee and taken in advance.

<u>Assets Under Management</u>	<u>Annual Fee</u>
On the first \$500,000	0.75%
On the next \$500,00	0.50%
On the next \$2 million	0.35%
On the next \$2 million	0.25%
Above \$5 million	0.15%

Fees are calculated as an annual percentage of assets based on the market value of the account at the end of the quarter. Program Fees are charged on a calendar quarter basis in advance; they are prorated to the end of the quarter upon inception of the account.

EnvestNet will automatically deduct the Program Fee out of the client's account in accordance with their contract. EnvestNet will then deduct their fee for services provided and then forward the remaining fee balance to Zions Capital Advisors to cover the costs of services provided.

The level of the Program Fee will vary with the amount of assets under management. The fee charged is not negotiable. Clients may receive comparable services from other sources for fees that are lower or higher than those charged by Zions Capital Advisors .

TruSight Program accounts are subject to a minimum annual fee of \$750 with the exception of Life Points models which are subject to an annual fee of \$150. Minimum investment is \$50,000. We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee. Refer to Appendix 1, Wrap Fee Program brochure.

STRATEGIC ADVISORY SERVICES FEES

The annualized fee for Strategic Advisory Services is charged as a percentage of assets under management, according to the following schedule:

Methodology: The below fee schedule is calculated as a tiered fee and taken in arrears.

<u>Assets Under Management</u>	<u>Annual Fee</u>
On the first \$500,000	1.50%
On the next \$500,000	1.25%
On the next \$2 million	1.00%
On the next \$2 million	0.75%
On the next \$5 million	0.65%
On amounts over \$10 million	Negotiated

Strategic Advisory Services fees are billed in arrears at the end of each calendar month based upon the value (market value or fair market value in the absence of market value) of the client's account at the end of the previous month. Fees will be debited from the account in accordance with the client authorization in the Client Services Agreement.

Accounts are subject to a minimum annual fee of \$5,000.00. The minimum required investment is \$500,000. We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Strategic Advisory Services clients receiving a referral to a third party manager should note that, in an effort to maintain objectivity when making third party manager referrals, Zions Capital Advisors does not engage managers that pay a referral fee to the firm.

RELATIONSHIP MANAGEMENT SERVICES FEES

Our annual fee for relationship management services is 0.12% of total client assets under consultation. This fee may be negotiable at our discretion depending on client circumstances. Our fees are billed in arrears at the end of each calendar month based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous month. Fees will be debited from the account in accordance with the client authorization in the Client Services Agreement.

INSTITUTIONAL LIQUIDITY MANAGEMENT FEES

The annualized fee for Institutional Liquidity Management Services is charged as a percentage of assets under management, according to the following schedule:

Municipalities:

<u>Assets Under Management</u>	<u>Annual Fee</u>
Up to \$10 million	0.150%
Up to \$20 million	0.125%
Up to \$40 million	0.100%
Up to \$100 million	0.080%
On amounts over \$100 million	Negotiated

Corporations:

Assets Under Management	Annual Fee
Up to \$10 million	0.250%
Up to \$20 million	0.20%
Up to \$40 million	0.175%
Up to \$100 million	0.15%

A minimum annual fee of \$3,000 is required for Institutional Liquidity Management Services. Fees for Institutional Liquidity Management Services are negotiable based on factors such as client type, referring source, asset class, pre-existing relationships, portfolio complexity and account size, requirements or other special circumstances.

Fees on ILM accounts are calculated monthly and charged to accounts monthly in arrears, based on the average (time-weighted) daily balance of the assets under management as of the last day of the month. Fees will be debited from the account in accordance with the client authorization in the client agreement.

FINANCIAL PLANNING FEES

Zions Capital Advisors' Financial Planning fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Our Financial Planning fees are calculated and charged on a fixed fee basis. Fees will be negotiated upon engagement and are generally paid 50% at engagement and 50% six months later or at the completion of the plan. The payment schedule may be negotiated based on client need.

Financial Planning Fee Offset: Zions Capital Advisors reserves the discretion to reduce or waive the hourly fee and/or the minimum fixed fee based on client relationship.

CONSULTING SERVICES FEES

Zions Capital Advisors' Consulting Services fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

GENERAL INFORMATION

Limited Negotiability of Advisory Fees: Although Zions Capital Advisors has established the aforementioned fee schedules, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, fees are generally charged in arrears for services provided. Upon termination of any account, any unpaid, earned fees will be due and payable. In calculating a client's fees, we will pro rate the charge according to the number of days services were provided during the billing period.

Mutual Fund Fees: All fees paid to Zions Capital Advisors for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs 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. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Wrap Fee Programs and Separately Managed Account Fees: Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with

which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Valuation and Pricing: For securities where ready valuation information is not available (including but not limited to hedge funds, private placements, illiquid securities and some derivatives) pricing will be undertaken through good faith cooperation between Zions Capital Advisors and the manager of the specific security to fairly approximate the security's current value.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Zions Capital Advisors' minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

ERISA Accounts: Zions Capital Advisors is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Zions Capital Advisors may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Zions Capital Advisors' advisory fees.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

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

Zions Capital Advisors does not currently charge performance-based fees to any client.

Item 7 Types of Clients

Zions Capital Advisors, Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals) listed above
- High net worth individuals
- Charitable organizations
- Corporations or other businesses not listed above
- State or municipal government entities
- Other

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not

be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Third-Party Money Manager Analysis. We examine the experience, expertise, investment philosophies, and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to

take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Trading. We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

Utilizing a trading strategy creates the potential for sudden losses if the anticipated price swing does not materialize. Moreover, under those circumstances, we are left with few options:

- having a long-term investment in a security that was designed to be a short-term purchase, or
- the potential of having to taking a loss.

In addition, because this strategy involves more frequent trading than does a longer-term strategy, there will be a resultant increase in brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Short sales. We borrow shares of a stock for your portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We engage in short selling based on our determination that the stock will go down in price after we have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit.

Short selling results in some unique risks:

1. *Losses can be infinite.* A short sale loses when the stock price rises, and a stock is not limited (at least, theoretically) in how high it can go. For example, if you short 100 shares at \$50 each, hoping to make a profit but the shares increase to \$75 per share, you'd lose \$2,500. On the other hand, the price of a stock cannot fall below \$0, which limits your potential upside.
2. *Short squeezes can wring out profits.* As stock prices increase, short seller losses also increase as sellers rush to buy the stock to cover their positions. This increase in demand, in turn, further drives the prices up.
3. *Timing.* Even if we are correct in determining that the price of a stock will decline, we run the risk of incorrectly determining when the decline will take place, i.e., being right too

soon. Although a company is overvalued, it could conceivably take some time for the price to come down; during which you are vulnerable to interest, margin calls, etc.

4. *Inflation.* History has shown that over the long term, most stocks appreciate. Even if a company barely improves over time, inflation should drive its share price up somewhat. In fact, short selling may not be appropriate in times of inflation for that very reason, as prices may adjust upwards regardless of the value of the stock.

Option writing. We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We use "covered calls", in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

A risk of covered calls is that the option buyer does not have to exercise the option, so that if we want to sell the stock prior to the end of the option agreement, we have to buy the option back from the option buyer, for a possible loss.

A risk of spreading strategies is that the ability to fully profit from a price swing is limited.

Risk of Loss. Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

As set forth in Item 4 of this Brochure, we are a wholly owned subsidiary of Zions Bancorporation, a publicly traded, bank holding company that offers a broad spectrum of banking products and financial services to consumers, small businesses and commercial clients through regional affiliates. As a subsidiary of Zions Bancorporation, our firm is under common ownership and control with several financial institutions, including the following with which we have a material business relationship (referred to collectively as the "Related Companies"):

- Zions Direct, Inc., a firm that is dually registered as a broker-dealer
- Amegy Investments, Inc., a firm that is dually registered as a broker-dealer and investment adviser;
- Amegy Insurance Agency, a licensed insurance agency;
- Zions Insurance Agency, a licensed insurance agency;
- Zions Trust, National Association, a trust company
- Zions Wealth Management and Zions Bank have entered into an agreement with LPL Financial, a dually registered broker-dealer and investment advisor, to offer brokerage and advisory products to retail bank clients.
- Several affiliated banks including, Amegy Bank of Texas, California Bank & Trust, The Commerce Bank of Oregon, The Commerce Bank of Washington, National Bank of Arizona, Nevada State Bank, Vectra Bank of Colorado, and Zions First National Bank (Affiliate Banks).

Where appropriate, Zions Capital Advisors and our employees may recommend the various investment and investment-related services of the Related Companies to our advisory clients. The Related Companies and their employees may also recommend the advisory services of our firm to their clients. The services provided by the Related Companies are separate and distinct from our advisory services, and are provided for separate and additional compensation. Zions Capital Advisors has a referral program with the Affiliate Banks, whereby Zions Capital Advisors will pay up to 50% of Zions Capital Advisors' estimated annual revenue for the life of the account ("Referral Fee") that an account is established as a result of referrals made by qualified affiliate bank employees. The Affiliate Banks, at their discretion, may or may not choose to pass on a portion of the referral fee to the referring individual banker. No Zions Capital Advisors client is obligated to use the services of any of the Related Companies.

As required, any affiliated investment advisers and broker dealers are specifically disclosed in Section 7.A. on Schedule D of Form ADV, Part 1. (Part 1 of our Form ADV can be accessed by following the directions provided on the Cover Page of this Firm Brochure.)

Management personnel and other employees of Zions Capital Advisors are also separately licensed as registered representatives of Zions Direct, Inc. ("Zions Direct"), an affiliated

broker-dealer. In fact, Zions Capital Advisors and Zions Direct have entered into a Dual Employee Agreement whereby all producing registered representatives on the retail customer side of Zions Direct are dually registered Investment Adviser Representatives of Zions Capital Advisors .

Zions Capital Advisors has also entered into a referral arrangement with Amegy Investments, Inc. ("Amegy"), an affiliated Registered Investment Adviser and Broker-Dealer, member FINRA/SIPC, whereby Zions Capital Advisors will refer prospects and clients to Amegy's Retirement Plan Services. Zions Capital Advisors will be paid 30% of projected 1st year gross revenue from the booked retirement plan business referred by Zions Capital Advisors. Zions Capital Advisors may choose to provide additional compensation to the referring advisor.

Private Equity Fund:

Zions Capital Advisors also serves as the managing non-member to the South Main Private Equity Fund, LLC (formerly Contango Private Equity ("the Fund")), a limited liability company formed for investment purposes. Unlike other types of private funds, such as hedge funds, private equity funds receive unfunded capital commitments from investors during one or more initial fundraising stages, after which the funds are generally closed to new investors. As such, the Fund is closed and no client of Zions Capital Advisors is ever solicited to invest in the Fund.

Zions Capital Advisors serves as manager to the Fund and does not currently receive investment advisory compensation from the Fund. Related persons of our firm may spend as much as 5% of their time on these related activities.

Additional information regarding the Fund is available on Schedule D of Form ADV, Part 1 at Item 7.B. Part 1 of our Form ADV can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

Potential Conflicts

Clients should be aware that the receipt of additional compensation by Zions Capital Advisors and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Zions Capital Advisors endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all

recommendations made to a client are suitable to the client's needs and circumstances;

- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Zions Capital Advisors, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Zions Capital Advisors, Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to lincoln.taylor@zionsbancorp.com, or by calling us at 801-844-8684.

Zions Capital Advisors, Inc. and individuals associated with our firm are prohibited from engaging in principal transactions.

Zions Capital Advisors, Inc. and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing

employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
8. We require delivery and acknowledgment of the Code of Ethics by each supervised

person of our firm.

9. We have established policies requiring the reporting of Code of Ethics violations to our senior management.

10. Any individual who violates any of the above restrictions may be subject to termination.

As disclosed in the preceding section of this Brochure (Item 10), related persons of our firm are separately registered as securities representatives of a related broker-dealer. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

Item 12 Brokerage Practices

Zions Capital Advisors, Inc. requires that clients provide us with written authority to determine the broker-dealer to use and the commission costs that will be charged to our clients for these transactions.

These clients must include any limitations on this discretionary authority in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

As our firm does not have the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid, except in our in-house Fixed Income portfolios. In all other accounts, clients must direct Zions Capital Advisors, Inc. as to the broker-dealer to be used.

Zions Capital Advisors, Inc. requires that clients direct us to place trades through Fidelity Brokerage Services, Inc. ("Fidelity"). Zions Capital Advisors, Inc. has evaluated Fidelity and believes that it will provide our clients with a blend of execution services, commission costs and professionalism that will assist our firm to meet our fiduciary obligations to clients.

We reserve the right to decline acceptance of any client account for which the client directs the use of a broker other than Fidelity if we believe that this choice would hinder our fiduciary duty to the client and/or our ability to service the account. In directing the use of Fidelity, it should be understood that Zions Capital Advisors, Inc. will not have authority to negotiate commissions or to necessarily obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients (who may direct the use of another broker).

Clients should note, while Zions Capital Advisors, Inc. has a reasonable belief that Fidelity is able to obtain best execution and competitive prices, our firm will not be independently seeking best execution price capability through other brokers. Not all advisers require clients to direct them to use a particular broker-dealer.

EXCEPTION: Fixed income accounts, such as the Institutional Liquidity Management account, we require that the client direct us to select the broker dealer in which to purchase fixed income securities. We will, at our discretion, select the broker in which to purchase

securities, according to our guidelines and the requirements of the client's Investment Policy Statement. Zions Capital Advisors maintains a Best Execution policy to govern trading in these accounts.

Zions Capital Advisors, Inc. will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Zions Capital Advisors, Inc. will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. Zions Capital Advisors, Inc.'s block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Zions Capital Advisors, Inc., or our firm's order allocation policy.
- 2) The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Zions Capital Advisors, Inc. to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 4) Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.

7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.

8) Zions Capital Advisors, Inc.'s client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.

9) Funds and securities for aggregated orders are clearly identified on Zions Capital Advisors, Inc.'s records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

10) No client or account will be favored over another.

Zions Capital Advisors, Inc. has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides our firm with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help our firm manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom Zions Capital Advisors, Inc. may contract directly.

Zions Capital Advisors, Inc. is independently operated and owned and is not affiliated with Fidelity.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

As a result of receiving such services for no additional cost, we may have an incentive to continue to use or expand the use of Fidelity's services. We examined this potential conflict of interest when we chose to enter into the relationship with Fidelity and have determined that the relationship is in the best interests of Zions Capital Advisors, Inc.'s clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in

relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, while Zions Capital Advisors, Inc. will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions. Although the investment research products and services that may be obtained by us will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account.

Fidelity is providing Zions Capital Advisors, Inc. with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act").

Zions Capital Advisors, Inc. participates in the Fidelity Wealth Advisor Solutions program. Wealth Advisor Solutions is a referral program designed to introduce high net worth investors to independent registered investment advisors. Zions Capital Advisors, Inc. does not pay a fee to participate in the Wealth Advisor Solutions Program. Our firm's participation in the program may raise potential conflicts of interest as Zions Capital Advisors, Inc. may have an incentive to recommend that our clients custody their assets with Fidelity.

Item 13 Review of Accounts

INVESTMENT MANAGEMENT SERVICES /TRUESIGHT STRATEGIES PROGRAM / STRATEGIC ADVISORY SERVICES / INSTITUTIONAL LIQUIDITY ACCOUNTS / RELATIONSHIP MANAGEMENT SERVICES

REVIEWS: While the underlying securities within managed (or, in the case of Relationship Management Services, monitored) accounts are continually monitored, these accounts are reviewed quarterly but no less than annually. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by the investment advisory representative assigned to the account.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we can provide, upon request, quarterly reports summarizing account performance, balances and holdings.

FINANCIAL PLANNING SERVICES

REVIEWS: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted for.

REPORTS: Financial Planning clients will receive a completed financial plan. Additional

reports will not typically be provided unless otherwise contracted for.

CONSULTING SERVICES

REVIEWS: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Consulting Services clients unless otherwise contracted for. Such reviews will be conducted by the client's account representative.

REPORTS: These client accounts will receive reports as contracted for at the inception of the advisory engagement.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. These Solicitors include affiliated firms. (See Item 10 of this Brochure for additional details).

Payment of referral fees for client referrals creates a potential conflict of interest to the extent that such a referral is not unbiased and the solicitor is, at least partially, motivated by financial gain. Therefore, Zions Capital Advisors may be referred to a prospective client even though our advisory services may not be the best suited to the prospective client's circumstances or when entering into an advisory relationship with us is not, overall, in the best interest of the client. As these situations represent a conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities:

- All such referral fees are paid in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any applicable state securities law requirements;
- Any such referral fee will be paid solely from our investment management fee, and will not result in any additional charge to the client;
- All referred clients will be carefully screened to ensure that our fees, services, and investment strategies are suitable to their investment needs and objectives.

Zions Capital Advisors, Inc. also receives compensation for making referrals to an affiliated investment firm.

It is Zions Capital Advisors, Inc.'s policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

OTHER COMPENSATION

From time to time and as part of our financial planning process, we may recommend insurance or annuity policies and place clients with life insurance companies through an arrangement with our affiliate, Zions Insurance Agency via Ceterra Financial Services. Zions

Capital Advisors may participate in any revenue or commissions generated for such a transaction. We may or may not choose to pass on a portion of these revenues to our representatives.

Item 15 Custody

As previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure, our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

Zions Capital Advisors, Inc. is also deemed to have custody of certain non-conforming client assets held with Zions Trust, National Association (Zions Trust), an affiliated trust company under common control, ownership, management and shared operations. Zions Trust is a qualified custodian and neither Zions Capital Advisors nor Zions Trust receives any additional compensation or consideration for custodial services provided.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Item 17 Voting Client Securities

We vote proxies for all client accounts; however, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing to not vote proxies in your account.

We will vote proxies in the best interests of its clients and in accordance with our established

policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting their investment adviser representative by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact their investment adviser representative by telephone, email, or in writing.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. You can also instruct us on how to cast your vote in a particular proxy contest by contacting your investment adviser representative.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that is deemed to have custody of certain client accounts, through bill paying or otherwise, we are required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Zions Capital Advisors has no adverse financial circumstances to report.

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