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This brochure provides information about the qualifications and business practices of ETF Model Solutions, LLC. If you have any questions about the contents of this brochure, please contact us at (920) 785-6012 or by email at: rob@etfmodelsolutions.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.

Additional information about ETF Model Solutions, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for ETF Model Solutions, LLC is: 168410.

ETF Model Solutions is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2: Material Changes

The following material changes have been made since the firm's annual Form ADV Part 2A last annual update dated March 31, 2014.

Item 4B. Types of Advisory Services. Added descriptive language describing the Firm's advisory services and business activities through automated investment programs and to collective investment trusts. Language added informing clients that they have right to impose reasonable restrictions on separate and unified managed accounts based upon model portfolios. Language added to reflect model licensing arrangement with Placemark Investments. Language added that details core-satellite portfolio construction, indexing strategies (including the Endowment Index™) and risk-based models. Language added that describes other firm activities, specifically index construction.

Item 4C. Language added to reflect risk-based models offered through automated services. Language removed regarding the provision of a list of referral names of advisors using our models.

Item 5A. Fees and Compensation. Revised fee schedule for separate account model licensing advisory services. Added language on fee schedule for 401(k) plans through ModelxChange® Platform. Added investment management fee schedule language for automated and risk-based models. Added language on fees to describe the various fee collection processes and fees for collective fund management services. Moved language on how fees are calculated and deducted client accounts to Item 5B.

Item 8C. Added and/or modified language on mutual fund risks, exchange traded fund risks, master limited partnership risks, and hedge fund risks.

Item 11A. Added/modified language on the Firm's Code of Ethics.

Item 11B. Modified title of Thomas Remley to reflect change in status from Chief Compliance officer.

Item 14B. Language on solicitor compensation has been added /modified to reflect retention of third party wholesalers.

Item 19. Deleted state-required disclosures to conform to U.S. Securities and Exchange Commission registration reporting requirements

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Item 4: Advisory Business

A. Description of the Advisory Firm

ETF Model Solutions, LLC (hereinafter “ETF Model Solutions” or “ETFMS”) is a Limited Liability Company organized in the State of Wisconsin.

The firm was formed in May 2013, and the principal owners are Thomas Plantz Remley, Prateek Mehrotra and Robert Louis Riedl.

B. Types of Advisory Services

ETF Model Solutions, LLC (“ETF Model Solutions”, “ETFMS”, “We”, or “the Firm”) provides investment advisory services through a series of asset allocation models that primarily contain exchange traded funds (ETFs), but also include Exchange Traded Notes (ETNs), open and closed end mutual funds, and, to a lesser extent, other publicly-traded securities such as Business Development Companies (BDCs) and Real Estate Investment Trusts (REITs).

ETF Model Solutions intends to offer its investment models as an automated investment solution directly to individual investors through an automated investment program that is currently in development. Through this program, ETF Model Solutions makes available diversified, ETF-based models that are tailored to an individual’s risk profile and investment objectives. Through this service, clients are provided with risk-appropriate investment solution based upon their responses to a risk profile questionnaire. While the solutions provided in this service are tailored to meet the objectives and risk profile of each unique client, the Firm does not specifically provide customized, individualized investment advice.

ETF Model Solutions is the investment manager for the Endowment Multi-Asset ETF Allocation (CUSIP 26923F105), sponsored by Alta Trust. The Endowment Multi-Asset ETF Allocation (“Endowment CIF” or “the Fund” is a collective investment trust. Alta Trust serves as the trustee. ETF Model Solutions provides its investment advisory services to the Fund through a Collective Investment Fund Advisory Services Agreement with Alta Trust. Through selling agreements that Alta Trust maintains with major retirement platforms, the Fund is available to most qualified retirement plans, including 401(k) Plans. The Endowment CIF can be added a single investment option within an overall investment lineup for a 401(k) Plan. Alta Trust is considered a single client of the ETF Model Solutions with respect to the advisory services the Firm provides to Alta Trust with respect to management of the Endowment CIF.

The Firm serves as a Model Portfolio Adviser to Placemark Investments (“Placemark”), a wholly owned subsidiary of Envestnet). Placemark is an overlay portfolio manager which sponsors, delivers and administers its managed account program (“UMA Marketplace™ Program” or “UMA Program”) to clients of qualified financial planners, investment advisors and similar investment professionals. Through this UMA Program, ETF Model Solutions provides recommendations and investment advice on a non-discretionary basis to the overlay manager, who in turn makes the Firm’s ETF-based investment models

available to investment professionals for use in managing their client's money. ETF Model Solutions provides its services to Placemark subject to a Model Portfolio Adviser agreement. Placemark is considered a single client of ETF Model Solutions with respect to the advisory services the Firm provides under this arrangement.

ETF Model Solutions ETF-based models are available on Mid Atlantic's ModelxChange® Platform for use in 401(k) Plans. ETF Model Solutions provides model management services to Plans that include the Firm's models as investment selections within their Plan. In these circumstances, ETF Model Solutions serves as a discretionary investment manager to the Plans only with respect to assets placed in its models.

The firm also makes available in the future offer its investment models and/or related services through various other product wrappers, including direct investment advisory and/or portfolio management services to endowments and foundations, exchange traded funds, portfolio advisory and consulting, index research and licensing services. The firm, however, must limit the number of clients to which it provides individualized investment advisory services to no more than 15, based upon its registration with the Commission. As a registered investment adviser, we are held to the highest standard of client care - a fiduciary standard. As a fiduciary we always put our client's interests first and must fully disclose any potential conflicts of interest. We do not directly hold customer funds or securities and all transactions are sent to our qualified custodian(s) which execute, compare, allocate, clear, and settle them. The custodian(s) also maintain our clients' accounts and may grant clients access to them.

ETF Model Solutions offers the following services to advisory clients:

Asset Allocation/Portfolio Management Services

ETF Model Solutions Asset Allocation Models. ETF Model Solutions' diversified asset allocation strategies represent various asset classes, including global equity, global fixed income, short-duration fixed income, real assets, private equity, and hedge strategies. The models may be used individually fulfill a particular asset class segment within an overall portfolio, or, multiple models can be combined one to build an entire asset allocation solution to meet the particular investment objectives according to a client's risk tolerance. ETF Model Solutions primarily markets its asset allocation models to advisors, who can utilize the models as "building blocks" to construct comprehensive investment solutions to meet the varying needs of a diversified client base. ETF Model Solutions currently offers these asset allocation portfolios for use by advisors through turnkey asset management platforms (TAMPs) such as Placemark Investments UMA Marketplace and Mid Atlantic Capital Group's ModelxChange® Platform.

Endowment Investment Philosophy®. In addition to its building block portfolios, ETF Model Solutions constructs portfolios that implement the Endowment Investment Philosophy®, which is based upon the practice of incorporating alternative investments within a traditional portfolio of equities and fixed income investments. ETF Model Solutions defines alternative investments as any investment that is not in the form of a traditional equity or fixed income security.

ETF Model Solutions may also provide advisory services involving construction and management of complete asset allocation model portfolios comprised of multiple asset

classes, such as stocks and bonds as well as alternative asset classes that may include commodities, REITs, precious metals or other alternative investments, including hedge strategies, real assets or private equity.

The types of multi-asset class asset allocation models created and managed by ETF Model Solutions include:

1. Passive investment strategies, which may or may not be based upon the firm's proprietary Endowment Index™. The Endowment Index™ is a rules-based, ETF-based index that measures the performance of the average university endowment portfolio.
2. Core-satellite strategies which utilize capitalization-weighted ETFs to provide a diversified, low-cost core portfolio along with fundamentally-weighted ETFs and/or actively managed ETFs as satellite investments, which seek to add "alpha", or an excess return greater than the return of an underlying benchmark index.
3. Passive or managed risk-based models, which overweight or underweight various asset classes such as equity, fixed income, or alternatives, based upon the objectives and risk profile of the underlying investor.

Collective Fund Advisory Services. ETF Model Solutions serves as the investment manager for the Endowment Multi-Asset ETF Allocation Collective Investment Fund (CUSIP 26923F105) a Collective Investment Trust ("CIT"), for which Alta Trust Company serves as the Trustee, subject to an advisory services agreement with Alta Trust. Collective investment funds are commingled trust funds created to facilitate the investment management of individual fiduciary. The assets of such accounts are combined into one or more investment funds, each with its own specific investment strategy. Although similar in some respects to mutual funds, collective investment funds are administered by banks under applicable banking law and are not registered under the Investment Company Act of 1940. The advisory services ETFMS provides to Alta Trust are similar to the advisory services it provides through its other model management and advisory services.

ETF Model Solutions constructs and maintains its model portfolios, which includes periodic rebalancing and reconstituting. The firm then communicates (via secure web portals or other methods) the changes in the portfolios to various platform sponsors and/or custodians for its clients. The platform sponsors and/or custodians then make the subsequent changes to the client accounts, according to the new position weightings as communicated by ETF Model Solutions.

ETF Model Solutions advisory or asset management services may be provided in either a discretionary or non-discretionary manner, dependent upon the contractual nature and specific duties for which the client has hired ETF Model Solutions. In most cases, including when the Firm's advisory services or models are accessed directly, through ModelxChange®, or when the Firm provides advisory services to the Endowment CIF, the firm is acting as a discretionary authority, in which the client agrees that any changes made to the models will result in transactions occurring in the client's account to reflect the new model changes. When ETF Model Solutions serves in a discretionary authority over client accounts, clients have the ability to impose reasonable restrictions on the portfolio management strategy.

ETF Model Solutions model portfolios are licensed to Platform Sponsors, such as Placemark Investments, who, in turn, make them available to investment advisers for use in building asset allocation solutions for their respective clients. In this licensing arrangement, ETF Model Solutions is not acting in a discretionary capacity but rather is providing its models as advisement to the Platform Sponsor. When models are licensed to a platform provider, ETF Model Solutions functions in a non-discretionary role, and its model changes provided to the platform sponsor, who is responsible for affecting the transactions in client accounts to reflect the model update. In licensing arrangements, the platform sponsor is the entity that is acting with discretionary authority. The platform sponsors pay ETF Model Solutions a percentage of assets under management.

ETF Model Solutions does not provide tax advice and we recommend that clients direct tax questions to a qualified tax professional, who is familiar with the federal, state and local tax issues applicable to one's needs.

Other activities. ETF Model Solutions conducts ongoing research which may result in the construction of various indexes. ETF Model Solutions conducts research and index construction according to proprietary methodologies. Calculation and dissemination of historical and current data on index construction which may be made publicly available through various index calculation services such as Nasdaq OMX®. Index data and research may also be licensed to various institutional investment managers.

Services Limited to Specific Types of Investments

ETF Model Solutions generally limits its investment advice to domestically-registered securities that trade on major U.S. securities exchanges and/or offer daily liquidity and do not require investor accreditation. These securities include exchange traded funds and notes, mutual funds, equities, fixed income securities, precious metals, commodities, real estate funds (including REITs), and publicly-traded business development companies (BDCs). The firm does not currently utilize illiquid investments, private placements or non-publicly-traded securities within its models. ETF Model Solutions primarily utilizes ETF's and ETN's to represent the aforementioned asset classes in the model portfolios that it presents to a majority of its clients. ETF Model Solutions may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

ETF Model Solutions may offer models based on the Endowment Index™ and/or its risk-based models through an automated investment service. This service makes it possible for individuals to access an endowment-based investment strategy designed to be consistent with the clients' investment objectives and risk tolerances. ETF Model Solutions can create an investment plan to manage a client's portfolio by seeking to identify (1) the optimal asset classes in which to invest, (2) the most efficient ETFs or other investments to represent each of those asset classes, (3) the ideal mix of asset classes based upon the Client's specific risk tolerance, (4) the most appropriate time to rebalance the Client's portfolio to maintain the intended risk tolerance and optimal return for the Client's risk level.

ETF Model Solutions does not provide financial planning or individualized investment advice. For clients requiring these services, the firm recommends that they retain the services of a qualified registered investment professional, who can properly help the individual with a risk tolerance and goals questionnaire, provide an income and net worth assessment, and help with asset allocation.

ETF Model Solutions allows its clients to impose reasonable restrictions on investing in certain securities or types of securities, and will accommodate those requests to the extent that our service providers' operational functionality is sufficient to facilitate those restrictions.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. ETF Model Solutions does not participate in any wrap fee programs.

E. Assets Under Management

As of 12/31/2014, ETF Model Solutions had \$862,725 assets under management, all of which were discretionary assets held within the Endowment Multi Asset ETF Allocation Collective Investment Fund.

Item 5: Fees and Compensation

A. Fee Schedule

The specific manner in which fees are charged by ETF Model Solutions is established in a client's written agreement with ETF Model Solutions. Typically, fees are charged as a percentage of assets under management. ETF Model Solutions fees may be collected in one of the following ways. License fees are typically assessed along with custodial and platform sponsor fees and may be collected in advance, in arrears, or accrued on a daily basis, dependent upon the contractual arrangement with each respective platform sponsor. Typically, each sponsor determines its own respective billing structure, and ETF Model Solutions is subject to that policy. ETF Model Solutions license fees are typically directly deducted from client accounts on a monthly or quarterly basis by the platform sponsor in accordance with its billing process. ETF Model Solutions fee may be itemized, or, it may be included in a bundled fee by the platform sponsor. ETF Model Solutions compensation is solely derived from its model management and/or licensing fees and the firm does not participate in any revenue sharing agreements, nor does the firm receive any additional compensation from vendors or service providers in conjunction with its model management services.

Model and Portfolio Management Services Fees

The Platform Sponsors pay ETF Model Solutions a license fee based upon assets under management within its various models. This fee may be paid pro-rata monthly or quarterly in arrears or advance. The current standard license fee for ETF Model Solutions models is 0.35% (35 basis points) of assets. These license fees may be negotiable. Dependent upon the Platform's technological capabilities, ETF Model Solutions, in its sole discretion, may choose to negotiate discounts for its model licensing fees for advisory firms or advisors placing assets in excess of \$5 million within the models.

ETF Model Solutions model management fees for 401(k) or other retirement plans accessed through Mid Atlantic's ModelxChange® platform are similar in scope and structure to the license fees described above and accrue at the same rate 0.35% (35 basis points) of assets. Mid Atlantic's ModelxChange Platform accrues these fees daily and subsequently deducts and compensates ETF Model Solutions on the last business day of each month. These fees are generally negotiable and the final fee schedule is attached as an Exhibit of the Investment Advisory Contract. ETF Model Solutions may choose to negotiate fees at its discretion.

ETF Model Solutions is compensated for investment advisory or investment management of its models and its risk-based models which may be provided through an automated investment service will be charged a fee of 0.45% (45 basis points) based on the net market value of a Client's account. ETF Model Solutions reserves the right, in its sole discretion, to negotiate, reduce, or waive the advisory fee for certain Client Accounts for any period of time determined by ETF Model Solutions.

ETF Model Solutions compensation is solely derived from its model management and/or licensing fees and the firm does not participate in any revenue sharing agreements, nor does the firm receive any additional compensation from vendors or service providers in conjunction with its model management services.

Collective Investment Fund Management Services Fees

ETF Model Solutions serves as an investment advisor for one or more collective investment trusts. The fee for these services is negotiated with the Trustee for each respective Trust, who compensates ETF Model Solutions for its services out of a portion of its Trustee Fee. ETF Model Solutions standard advisory fee for these services is .35% (35 basis points, or bps) although the fee paid by the Trustee may range from 35-45 bps. ETF Model Solutions is hired by the Trustee to manage the assets of the Trust according to terms in an Advisory Services Agreement. The Trustee and Management fees applicable to the trusts are detailed in the respective participation agreements as well as the Employee Benefit Plan funds Summary for each respective trust.

Termination of Agreement

Clients may terminate the agreement without penalty, for full refund of ETF Model Solutions' fees, within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract generally with one day written notice.

B. Payment of Fees

Payment of AUM-based Model and Investment Advisory/Portfolio Management Fees

Model management/license fees. AUM-based model management fees are based upon assets under management (AUM) and are withdrawn directly from the client's accounts with client's written authorization according to their management agreement with the Platform Sponsor on a monthly or quarterly basis. The fees may be collected either in advance or in arrears, by the platform sponsor or custodian in accordance with its billing process, as directed by client in the advisory contract. Typically, each sponsor or custodial platform determines its own respective billing structure, and ETF Model Solutions is subject to that policy. ETF Model Solutions fee may be itemized, or, it may be included in a bundled fee by the platform sponsor.

Investment Advisory/portfolio management fees Investment advisory and/or investment management fees for risk-managed models are based upon assets under management and may be collected in advance, in arrears, or accrued on a daily basis, dependent upon the contractual arrangement with each respective custodian. Typically, each custodian determines its billing structure and ETF Model Solutions is subject to that policy. ETF model solutions management fees are typically deducted directly from the client accounts on a monthly or quarterly basis by the custodian in accordance with its billing process.

C. Clients Are Responsible For Third Party Fees

Client accounts in ETF Model Solutions models or managed portfolios may be subject to various other third party fees, which may include (a) advisory fees charged by their investment advisor (b) broker-dealer platform fees (c) platform sponsor or model unitization fees, (d) custody, and/or (e) trading fees, which may be asset or transaction based. Retirement plans such as 401(k) Plan accounts may be subject to additional fees, including Third Party Administration (TPA) or record keeping fees. Clients should read their proposal or investment management agreement provided in their account-opening documents for an itemized list of the fees that apply to their specific accounts. Clients that participate in ETF Model Solutions model portfolios through their 401(k) or other retirement plans should review disclosure documents that contain detailed fee and expense information as required under the Employee Retirement Income Security Act.

ETF Model Solutions does not control nor have the ability to influence the various fees assessed by each respective platform sponsor, broker-dealer platform, custodians or other service providers that may be affiliated with delivering its model solutions to the client.

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by ETF Model Solutions. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

ETF Model Solutions may collect fees in advance.

For all asset-based fees paid in advance, the fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the billing period up to and including the day of termination. (*The daily rate is calculated by dividing the annual asset-based fee by 365.) These calculations are typically calculated and refunded through the operational process of the platform sponsors.

E. Outside Compensation for the Sale of Securities to Clients

Neither ETF Model Solutions nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

ETF Model Solutions does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

ETF Model Solutions generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit Sharing Plans
- ❖ Endowments and Foundations
- ❖ 401(k) Retirement Plans

Minimum Account Size

While ETF Model Solutions does not establish set minimums for any of its services, certain models may contain mutual funds that require a minimum investment. Therefore, to the extent that a particular investment may have an investment minimum, any accounts that invest in an allocation containing that fund would require a minimum investment. Certain platform sponsors, brokerage/custody firms may establish account minimums, or account fee minimums to which any client accounts would be required to meet. ETF Model Solutions does not have control over these service providers' policies.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis Utilized

ETF Model Solutions' methods of analysis include charting analysis, fundamental analysis, technical analysis, cyclical analysis, quantitative analysis and modern portfolio theory.

Charting analysis involves the use of patterns in performance charts. ETF Model Solutions uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations, such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Modern portfolio theory is a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully choosing the proportions of various assets.

Investment Strategies Utilized

Strategic Asset Allocation. ETF Model Solutions primarily implements a long-term strategic asset allocation investing process for its model strategies. Within its models, the firm implements a core-satellite approach to invest in various asset classes. In this approach, the primary, or core segment of the portfolio is invested in broadly-diversified, market-cap weighted, low-cost index-based exchange traded funds. Additional, actively-managed and/or alternative indexing strategies may selectively be integrated to the portfolio as satellites in an effort to improve portfolio return or risk-adjusted return profile.

Indexing/Passive Investing. As part of the firm's asset allocation strategies, ETF Model Solutions may implement an indexing or passive investment strategy based upon the Firm's proprietary Endowment Index™ or some other index. Index investing seeks to reduce investment management and trading costs by targeting the weights of a portfolio to match that of an index. The Endowment Index™ seeks to track the performance of an average university endowment portfolio through the use of ETFs which represent the various asset classes in the portfolio.

Alternative Investing. As part of the firm's asset allocation strategies, alternative investment asset classes may be included in some model portfolios. Alternative assets may offer lower correlation to traditional investments, meaning that when equities decline, a

particular alternative investment might increase in value, or at least decline significantly less than equities. ETF Model Solutions defines alternative assets as any investment that does not involve traditional long-only equity or fixed income securities, and may involve real assets such as precious metals, commodities, Real Estate Investment Trusts (REITs), private placements (equity), or hedge strategies. ETF Model Solutions does not invest in alternative investments through partnerships. Rather, the firm's alternative asset allocation investments involve liquid alternative investments. Liquid alternatives are registered securities that either trade on a U.S.-based exchange or offer daily liquidity. Examples of liquid alternative investments are exchange-traded funds (ETFs), exchange-traded notes (ETNs), open end mutual funds, closed end mutual funds, and business development companies (BDCs).

Tactical Asset Allocation. ETF Model Solutions may make tactical adjustments to its strategic portfolios. These adjustments may include overweighting or underweighting a particular asset class depending upon the firm's viewpoint of the markets.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis Risks

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles these investors are trying to exploit.

Quantitative Model Risk: Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Modern Portfolio Theory assumes that investors are risk adverse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns.

Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies Risks

Asset allocation involves incorporating asset classes with varying risk and return profiles in an effort to build a diversified portfolio with the long-term goal of generating a desired level of return for specific levels of risk. Asset allocation is a long-term investing strategy that does not involve active trading. Asset allocation and diversification do not assure a profit, or protect against loss in a declining market.

Long term investing is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Alternative investments possess risks that may be greater than the risks of traditional investments. The underlying investments contained within liquid alternatives securities may involve market risk, conflict of interest risk, higher fees, liquidity risk, less regulation, default risk, counter party risk, leverage risk, interest rate risk, manager risk, diversification risk, and foreign exchange risk. Alternative investments may be more volatile than traditional investments such as stocks and bonds.

Tactical Asset Allocation may involve market timing risk, increased trading and investing costs or other factors that can reduce returns. Tactical Asset allocation does not ensure a profit nor prevent against losses in a declining market.

Short term trading risks include liquidity, economic stability and inflation, in addition to the long term trading risks listed above. Frequent trading, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. ETF Model Solutions does not typically engage in short-term trading, but we may include within our models funds that implement short-term trading strategies in the models.

Short sales entail the possibility of infinite loss. An increase in the applicable securities' prices will result in a loss and, over time, the market has historically trended upward. ETF Model Solutions does not typically engage in short-sales, but may include in our models funds that implement short-selling strategies.

Options writing or trading involves a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value and the possibility of leveraged loss of trading capital due to the leveraged nature of stock options. ETF Model Solutions does not typically engage in options and other derivatives transactions (such as **Futures Contracts**), but may include in our models funds that implement such strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

ETF Model Solutions' use of funds that engage in short sales and options trading (including covered options, uncovered options, or spreading strategies) generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds. Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond "fixed income" nature (lower risk) or stock "equity" nature (mentioned below). The per share NAV of a mutual fund is calculated at the end of each business day although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry market conditions and general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary and include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general the fixed income market is volatile, and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing.

Exchange Traded Funds (ETFs). Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Generally, ETF shares trade at or near their most recent net asset value ("NAV"). However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). The price of Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed "electronic shares" not physical metal) may be negatively impacted by several factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

Exchange Traded Notes (ETNs). ETNs are a type of debt security that trade on exchanges and seek a return linked to a market index or other benchmark. Unlike ETFs, ETNs do not buy or hold assets to replicate or approximate the performance of the underlying index. The return on an ETN generally depends on price changes if the ETN is sold prior to maturity (as with stocks or ETFs) – or on the payment, if any, of a distribution if the ETN is held to maturity (as with some other structured products). An ETN's indicative value is computed by the issuer and is distinct from an ETN's market price, which is the price at which an ETN trades in the secondary market. Investors should understand that an ETN's market price can deviate, sometimes significantly, from its indicative value. ETNs are unsecured debt obligation of the issuer.

Closed End Funds (CEFs) are subject to market volatility and the risks of their underlying securities which might include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments. Investment return will vary and an investor's shares, when sold, might be worth more or less than their original cost. CEFs with complex or specialized investment strategies may experience increased market price volatility. The market price of a CEF may be significantly different than its NAV (a premium or a discount). CEFs frequently trade at a discount to NAV and there is no assurance a CEF will appreciate to its NAV.

Real Estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Private placements carry a substantial risk as they are subject to less regulation than publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets. ETF Model Solutions does not invest in private placements, but may include within the models funds actively include private placements such as private equity investments among their holdings.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

Precious Metals prices can be volatile, as they are affected by various supply and demand risk factors. The discovery of new sources of ore or improvements in mining or refining processes may cause the value of a precious metal to diminish. Precious metals do not provide any interest or dividends and investors must rely on rising prices to generate a return on investment. Precious metals may face adverse tax consequences as they can be taxed as collectibles. Precious metals face increased costs over other investments, as the holdings may incur storage and insurance costs.

Master Limited Partnerships (MLPs) invest in infrastructure and corporations that own operating assets involved in energy production, transportation or storage. MLPs are partnerships that trade on a stock exchange. Unlike corporations, MLPs pass through income, gains, deductions, losses, and credits to investors annually, regardless of whether the MLP makes cash distributions. Investments in securities of MLPs involve risk that differ from investments in common stock including risks related to limited control and limited rights to vote on matters affecting the MLP. MLP common units and other equity securities can be affected by macro-economic and other factors affecting the stock market in general, expectations of interest rates, investor sentiment towards MLPs or the energy sector, as well as the risks of the underlying holdings within any particular MLP or MLP fund.

Hedge Funds. Hedge Funds are alternative investments that seek to derive a return other than just buying and holding equity or fixed income positions) but rather use a number of different strategies in order to earn active return, or alpha, for their investors. Hedge funds may be aggressively managed or make use of derivatives and leverage in both domestic and international markets with the goal of generating high returns (either in an absolute sense or over a specified market benchmark). Hedge funds may have low correlations with a traditional portfolio of stocks and bonds, and thus allocating an exposure to hedge funds may help diversify a portfolio. Hedge funds may be in the form of private placements (see private placements) or as a registered 1940 Act mutual fund. Risks of hedge funds may include high expense ratios, manager risk, liquidity risk, counterparty risk, as well as the risks of any underlying investments utilized in the strategy (such as options, futures, equities, fixed income, foreign securities, short selling, private placement risk, and others).

Business Development Companies are entities that lend to young, thinly-traded, distressed, or firms with lower credit ratings that may not be able to access capital through other sources. The holdings within a business development company may involve credit/default risk, market risk, and liquidity risk. Business development companies may assess higher fees which can eat into potential returns. Business development companies may experience higher volatility than traditional investments.

Options are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option writing also involves risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

Futures contracts are standardized agreements between two parties to buy or sell a specified asset (such as equities, bonds, commodities, precious metals) of standardized quantity and quality for a price agreed upon today (the *futures price*) with delivery and payment occurring at a specified future date, the *delivery date*. The contracts are negotiated at a futures exchange, which acts as an intermediary between the two parties. Futures involve risks including economic risk, market risk, commodities risk, counterparty risk. Futures investing may involve risk of loss greater than the initial investment, as futures trading often involves margin. Other risks may include economic risk, market risk, counterparty risk, political/regulatory risk. Futures markets may involve higher than normal price volatility than more traditional investments such as equities or bonds.

General Risk of Loss. Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. You must accept and understand that investment recommendations made by the adviser for an investment account or other financial planning advice is subject to various market, interest rate, liquidity, marketability, currency, economic, political, legal, business and/or other risks. In addition, these known and unknown risks may adversely affect investment results and/or the ability to achieve your investment objectives. We cannot offer any guarantees or promises that our recommendations will be profitable or that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither ETF Model Solutions nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither ETF Model Solutions nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

ETF Model Solutions is an affiliate of, and shares offices with, Endowment Wealth Management, LLC, an investment advisory firm. ETF Model Solutions and Endowment Wealth Management share intellectual property, primarily human resources, proprietary investment management and asset allocation research data, research tools, database services, and other operational resources. It is currently the firm policy to waive ETF Model Solutions model management fees for clients that are paying advisory fees to Endowment Wealth Management.

Robert Riedl is a licensed insurance agent. From time to time, he will offer clients advice or products from those activities. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. ETF Model Solutions always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of ETF Model Solutions in such individual's capacity as an insurance agent.

Thomas Plantz Remley, Prateek Mehrotra, Robert Louis Riedl and Timothy Joseph Landolt are investment adviser representatives with another investment advisory firm, Endowment Wealth Management, Inc. From time to time, they may offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. ETF Model Solutions always acts in the best interest of the client and clients are in no way required to the services of any representative of ETF Model Solutions in connection with such individual's activities outside of ETF Model Solutions.

Thomas P. Remley, an investment advisory representative of the firm, owns an interest in NYPPEX, LLC, (NYPPEX), a private broker/dealer, member Financial Industry Regulatory Authority and Securities Investor Protection Corporation. In 2011, Mr. Remley was offered, and accepted, a position on the NYPPEX Advisory Board. He is also a beneficiary of a trust which has ownership interest in NYPPEX. NYPPEX offers access to private placements and other alternative investments. Where appropriate, we may recommend that you purchase securities through NYPPEX. Recommendations to use NYPPEX may result in a conflict of interest because Mr. Remley has a financial incentive to recommend NYPPEX. However, you are under no obligation to purchase investments through NYPPEX and may obtain comparable services and/or lower fees through other firms.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

ETF Model Solutions does not utilize nor select third-party investment advisers. All assets are managed by ETF Model Solutions management.

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

A. Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. ETF Model Solution's policy is based upon the principle that its directors, officers, owners and employees owe a fiduciary duty to clients to conduct personal securities transactions in a manner that does not interfere with client transactions or would otherwise take unfair advantage of their relationship with our clients. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

B. Recommendations Involving Material Financial Interests

Conflict of interest situations that arise in connection with the management of the assets of Clients will be handled on a case-by-case basis. ETF Model Solutions and its associated persons may have material financial interests in issuers of securities that ETF Model Solutions may recommend for purchase or sale by clients.

In addition, Thomas P. Remley, Member investment advisor representative of our firm, owns an interest in NYPPEX, LLC, (NYPPEX), a private broker/dealer, member Financial Industry Regulatory Authority and Securities Investor Protection Corporation. In 2011, Mr. Remley was offered, and accepted, a position on the NYPPEX Advisory Board. He is also a beneficiary of a trust which has ownership interest in NYPPEX. NYPPEX offers access to private placements and other alternative investments. ETF Model Solutions does not recommend that clients purchase securities through NYPPEX. Recommendations to use NYPPEX may result in a conflict of interest because Mr. Remley has a financial incentive to recommend NYPPEX. However, clients are under no obligation to purchase investments through NYPPEX and may obtain comparable services and/or lower fees through other firms.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of ETF Model Solutions may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for

representatives of ETF Model Solutions to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. ETF Model Solutions will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of ETF Model Solutions may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of ETF Model Solutions to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, ETF Model Solutions will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on ETF Model Solutions' duty to seek "best execution," which is the obligation to seek to execute securities transactions for a Client on terms that are the most favorable to the Client under the circumstances. The Client will not necessarily pay the lowest commission or commission equivalent, and ETF Model Solutions may also consider the market expertise and research access provided by the payment of commissions, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers to aid in the research efforts of ETF Model Solutions. ETF Model Solutions will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

Mid Atlantic Trust Company is recommended by ETF Model Solutions.

1. Research and Other Soft-Dollar Benefits

ETF Model Solutions does not trade client's accounts or recommend broker/custodians, and therefore receives no research, product or services other than execution from a broker-dealer or third party in connection with client securities transactions ("soft dollar benefits").

2. Brokerage for Client Referrals

ETF Model Solutions receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

ETF Model Solutions does not currently trade client's accounts or recommend broker/custodians, and therefore does not direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

ETF Model Solutions does not currently trade client's accounts and therefore does not have the ability to block trade purchases across accounts.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

In addition to ongoing model and portfolio management review and monitoring, all ETF Model Solutions asset allocation models and portfolio management accounts are reviewed on a quarterly basis by members of the Firm's Investment Committee to ensure that the models are appropriately allocated according to the investment policy statement and that all models and accounts are properly allocated according to the firm's strategic investment outlook.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Portfolio Management reviews may be triggered by material market, economic or political events, or by changes in clients' financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client may have access to a daily report that details the client's account including assets held and asset value. These reports are provided by the custodian that holds the client's assets. These reports will be generated by the custodian and are typically available through credentialed access through the custodian's online website.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

ETF Model Solutions does not receive any economic benefit, directly or indirectly from any third party for advice rendered to ETF Model Solutions clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

ETF Model Solutions may enter into written arrangements with third parties to act as wholesalers and/or solicitors for the Adviser's investment management services. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this brochure along with the Solicitor's disclosure statement at the time of the referral. If you become a client, the Solicitor that referred you to our firm will receive a percentage of the advisory fee you pay our firm for as long as you are a client with our firm, or until such time as our agreement with the Solicitor expires or a one-time, flat referral fee upon your signing an advisory agreement with our firm. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

ETF Model Solutions agreements limit wholesaler and solicitor activities to marketing and educational functions. Solicitors are not authorized to and may not provide investment advisory services in the course of their activities on behalf of ETFMS.

Item 15: Custody

ETF Model Solutions does not take custody of client accounts at any time. Custody of client's accounts is held primarily at the client's custodian. Clients will receive account statements from the custodian and should carefully review those statements.

Platform sponsors negotiate custody and trading arrangements with brokerage firms that custody the separate and unified managed accounts. ETF Model Solutions does not control or maintain influence as to which custodians are available at any particular platform.

Item 16: Investment Discretion

ETF Model Solutions maintains discretion over accounts that it directly manages as well as accounts and portfolios on the ModelxChange® platform, to the extent that our model changes and rebalance instructions trigger transactions to bring your account into alignment with our intended target allocations. ETF Model Solutions maintains discretion over any collective investment funds to which trustees have employed ETF Model Solution as an investment manager.

Item 17: Voting Client Securities (Proxy Voting)

Unless otherwise agreed upon, ETF Model Solutions will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. In some instances, platform sponsors and/or custodians may offer proxy voting services

for securities held in client accounts. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

ETF Model Solutions neither requires nor solicits prepayment of more than \$1200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither ETF Model Solutions nor its management has any financial condition that is likely to reasonably impair ETF Model Solutions' ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

ETF Model Solutions has not been the subject of a bankruptcy petition in the last ten years.