

Form ADV Part 2A Disclosure Brochure

Item 1 – Cover Page

Hanson McClain, Inc. d/b/a Hanson McClain Advisors, Hanson McClain
Retirement Plan Services and
Hanson McClain Investment Advisors
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Date of Brochure: March 2016

This brochure provides information about the qualifications and investment advisory business practices of Hanson McClain Advisors. If you have any questions about the contents of this brochure please contact us at (916) 482-2196 or info@hansonmcclain.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about our investment advisory business is also available on the Internet at www.adviserinfo.sec.gov. You can view our information on this website by searching for “Hanson McClain Advisors”. You can also search using the firm’s CRD numbers. The CRD number for the firm is **111167**.

*Registration as an investment advisor does not imply a certain level of skill or training.

Item 2 – Material Changes

This item provides information regarding specific material changes and a summary of such changes made to the Disclosure Brochure since the last annual update of the brochure which occurred in March 2015. We have increased the maximum annual fee we charge for our services from 1.25% to 1.50%. We have also made revisions to the Custody section because our custody procedures no longer require us to engage an independent accounting firm to perform an annual surprise verification exam.

We no longer receive price discounts from TD AMERITRADE for their automatic portfolio rebalancing service, known as “iRebal”, and have updated the Brokerage Practices section accordingly.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm’s fiscal year ends. Our firm’s fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

Hanson McClain, Inc. doing business as Hanson McClain Advisors, Hanson McClain Retirement Plan Services and Hanson McClain Investment Advisors (also referred to as “HMA” throughout this document) is an investment advisor registered with the United States Securities and Exchange Commission.

- Hanson McClain Advisors has been registered as an investment advisor since June 21, 1996.
- The firm is owned and controlled by Hanson McClain Group which is a holding company that also owns our affiliated broker/dealer Hanson McClain Retirement Network, LLC doing business as Hanson McClain.
 - The controlling owners of Hanson McClain Group are **Scott Hanson**, Co-Chief Executive Officer and **Pat McClain**, Co-Chief Executive Officer.
- The firm’s Supervisors and Executive Officers include:
 - Co-Chief Executive Officers - Scott T. Hanson and Patrick C. McClain,
 - President - Steven T. Burnett,
 - Chief Operating Officer – Pete Engelken,
 - Chief Compliance Officer - Corey C. Gamble,
 - Director of Corporate Operations/Secretary - Julia C. Frise, and
 - Chief Financial Officer - Matthew E. Russell.

This disclosure brochure provides important information about our Firm, our services, and fee arrangements that are provided to our direct retail clients. Please know that HMA also provides third-party money manager and sub-adviser services to clients of unaffiliated investment advisors. HMA markets and provides such services under the name Pathway Accumulation Strategies.

If you have received this disclosure brochure, it is because you are or are considering an engagement as a direct retail client of our firm. This brochure provides specific information available only to our direct retail clients and does not provide the full range of services and fee arrangements offered through our third party money manager and sub-advisory platforms. It is important that you read the information contained within this disclosure brochure carefully and speak with your investment advisor if you have any questions about our services or arrangements.

It is also important to understand that working with us directly may be more or less expensive than if you were introduced to us through another investment professional. This is because we charge lower fees to clients introduced to us by an outside investment advisor. However, overall fees to such clients may not

be lower than what you are charged depending on the fees and expenses charged by the introducing advisor.

General Description of Primary Advisory Services

The following are brief descriptions of HMA's primary services. A detailed description of HMA's services is provided in Item 5 – Fees and Compensation so that clients and prospective clients can review the services and description of fees in a side-by-side manner.

Asset Management. HMA provides advisory services in the form of asset management services through our Individual Managed Asset Program. Asset management services involve providing clients with continuous and on-going supervision over client accounts. This means that HMA will continuously monitor a client's account and make trades in client accounts when necessary.

Variable Sub-Account Management Services. This service is similar to our standard Asset Management program, but is focused on the management of variable annuity products purchased by our clients.

Financial Planning. HMA provides advisory services in the form of financial planning services. Financial planning services do not involve the active management of client accounts, but instead focuses on a client's overall financial situation. Financial planning can be described as helping individuals determine and set their long-term financial goals, through investments, tax planning, asset allocation, risk management, retirement planning, and other areas. The role of a financial planner is to find ways to help the client understand his/her overall financial situation and help the client set financial objectives.

Qualified Plan Consulting. HMA provides several advisory services for corporate retirement plans, separately or in combination. While the primary clients for these services will be pension, profit sharing, and 401(k) plans, HMA will also offer these services, where appropriate, to individuals and trusts, estates and charitable organizations.

Newsletters. HMA provides a quarterly newsletter to its clients. This newsletter contains general, educational and informational articles. Non-clients may also subscribe to this newsletter by contacting HMA. This newsletter is free of charge for clients and non-clients.

Seminars. HMA and its associated persons may also provide seminars to the public on general, informational and educational topics. There are no fees charged for these seminars.

Specialization. HMA considers its self to specialize in retirement planning, investment and wealth management. Our advisors work with each client to focus on their individual retirement, planning and investment needs, as applicable. More details regarding our specific services are described in Item 5 of this brochure. In addition, you should refer to Item 8 for a description of some of the common risks associated with our advice and services.

Types of Investments.

We are willing to offer advice on most types of investments owned by a client and, at the specific request of a client, will explore investment options not currently owned by a client. However, we do not offer advice on warrants, commercial paper, options, futures, commodities or private placements such as hedge funds and other unregistered securities.

The following are some of the general categories of securities we will advise.

- Exchange-listed securities

- Securities traded over-the-counter
- Exchange Traded Funds (ETFs)
- Foreign issues
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares (open and closed ended)
- United States government securities
- Interests in partnerships investing in real estate

When providing Asset Management Services, we typically construct each client's account holdings using low-fee mutual funds and no-load mutual funds to build diversified portfolios. It is not HMA's typical investment strategy to attempt to time the market but we may increase cash holdings modestly as deemed appropriate, based on your risk tolerance and our expectations of market behavior.

Tailor Advisor Services to Individual Needs of Clients

HMA's services are always provided based on the individual needs of the individual client. Clients are given the ability to impose restrictions on their accounts including specific investment selections and sectors.

When managing client accounts through our Individual Managed Asset Program, we will generally manage a client's account in accordance with one or more models developed by our Investment Committee. However, the determination to use a particular model or models is always based on each client's individual investment goals, objectives and mandates.

Wrap-Fee Program versus Portfolio Management Program

HMA provides asset management services through our Individual Managed Asset Program which is a wrap-fee program. Under a wrap-fee program, advisory services and transaction services are provided for one fee. This is different from non-wrap fee management programs whereby an investment advisor firm's services are provided for a fee, but transaction services are billed separately on a per-transaction basis. Currently, we only offer wrap-fee asset management services.

Client Assets Managed by Hanson McClain Advisors

The amount of clients assets managed by HMA totaled \$1,962,365,809 as of December 31, 2015. \$1,827,561,962 is managed on a discretionary basis and \$134,803,847 is managed on a non-discretionary basis. .

Item 5 – Fees and Compensation

In addition to the information provide in Item 4 – Advisory Business, this section provides details regarding the firm's fees and compensation arrangements.

Individual Managed Asset Program

HMA has developed and sponsors the Individual Managed Asset Program (referred to as "Program") which is a wrap-fee program. Only investment advisor representatives of HMA may serve as portfolio managers in the Program. Therefore, participants in the Program must be advisory clients of HMA. All

clients must execute an Individual Managed Asset Program Client Agreement prior to establishing an account(s) through Program.

Under the Program, HMA provides investment supervisory services defined as giving continuous investment advice to a client and making investments for the client based on the individual needs of the client. Through this service, HMA offers a customized and individualized investment program for clients. Various investment strategies are provided under the Program; however, a specific investment strategy and investment policy is crafted to focus on the specific client's goals and objectives. Depending on the client's individual needs, investment recommendations will be made in, but not necessarily limited to, no-load mutual funds, funds at NAV, equity positions, and fixed income positions. The HMA Investment Committee also uses various models to manage client accounts through the Program. *Please refer to Item 8 Methods of Analysis, Investment Strategies and Risk of Loss for more information.*

Management fees for client accounts are calculated and billed in advance for each period (monthly or quarterly) based on the value of client account(s) at the end of the prior period. The annual management fee charged for Program may be negotiated with each client. The maximum fee charged in the program is 1.50%. HMA will provide the exact percentage based fee to each client based on both the nature and total dollar asset value of that account(s). The fee will be stated in the fee schedule which must be signed by both HMA and the client. Management fees for client accounts are calculated and billed in advance of each period (monthly or quarterly). While the Pathway Advisors Funds were designed for use in the Pathway Accumulation Strategies, in certain circumstances HMA may identify one of the individual funds as an appropriate investment for its clients outside of a self-directed retirement account. Should a purchase of the funds be executed on behalf of an HMA client, that portion of the client account will be excluded from our standard fee calculation process.

Management fee will be based on the value of client account(s) at the end of each period minus any contributions and withdrawals made to the account during the quarter.

The Program management fee covers HMA's advisory services and all trade execution fees charged by Hanson McClain or another broker-dealer selected by HMA. Specifically, the fee will cover all commissions, prime broker fees, and any other transaction fees relating to the execution of securities transactions within client accounts.

This section is intended as a brief summary of the Program. Clients contracting for the Program will receive the Individual Managed Asset Program Wrap Fee Brochure which provides detailed information regarding the Program.

Pathway Accumulation Strategies

Pathway Accumulation Strategies are intended for self-directed retirement accounts such as 401(k), 403(b) and 457 accounts. All accounts will be managed according to investment models developed by Hanson McClain Advisors and are comprised exclusively of shares of the following Pathway Advisors Funds.

- Pathway Advisors Conservative Fund (PWCNX)
- Pathway Advisors Aggressive Growth Fund (PWAGX)

Through this platform, Hanson McClain Advisors will recommend portfolios comprised of a mix of the two Pathway Advisors Funds. The Pathway Advisors Funds are managed in accordance with general

investment models developed by our Investment Management and Research team. Accumulation models are recommended for clients solely on a non-discretionary basis. This means we will discuss with you the positives and negatives of investing in the Pathway Advisors Funds. Those conflicts of interest include, but may not necessarily be limited to:

- To the extent the Funds have poor performance, because of our involvement with the Funds, HMA may be more reluctant or slower to move your money out of the Funds than we will be for your investments in other securities.
- Hanson McClain Advisors receives a 1.00% annual fee based on shareholder assets in the Funds.
- Unlike our Individual Managed Asset Program, the Funds are registered investment companies and are not managed based on your individual needs and unique investment circumstances.
- Although, HMA will continuously monitor and review the performance of your assets under management, investing in the Funds is a long-term investment strategy (buy-and-hold) and you should expect to maintain your investment in the Funds for the long-term.

If your account is invested using the Pathway Accumulation Strategies and thus invested in one of the Pathway Advisors Funds, you will be charged a total management fee of 1.00% which will be waived in whole or in part as an offset to the amount of fees earned by Hanson McClain Advisors for the investment management services provided to the Pathway Advisors Funds.

Pathway Focused Retirement Solutions

In some situations, we may determine that a client (most commonly a pre-retiree client) would benefit from the investment strategies and offerings provided through our Pathway Focused Retirement Solutions program. In these cases, we will consult with the client about using this program. Specifically we recommend the Pathway Focused Retirement Solutions program which is intended for self-directed retirement accounts such as 401(k), 403(b) and 457 accounts.

Under this program, we assist you in completing a questionnaire which details your financial goals, risk tolerance and time horizon. You will have the opportunity to list on your investment advisory agreement with our firm any reasonable restrictions for the management of your account. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We will be reasonably available to consult with you relative to the status of your account. Our services involve us providing you with continuous and ongoing supervision over your account.

Once you have provided us with the necessary information and made the appropriate authorizations, HMA utilizes discretionary authority to manage your accounts according to investment models developed by HMA which will be comprised of ETF and mutual fund shares offered by the individual self-directed retirement account custodian. HMA may utilize signal providers for guidance regarding investment strategies, asset allocations and timing of exchanges. HMA will monitor your accounts and make changes to underlying investments as necessary in accordance with your investment objective and risk tolerance.

If your account is invested using our Pathway Focused Retirement Solutions, you will be charged a total management fee of up to 1.50% of assets under management. Accounts are billed using either a tiered fee schedule or a single fee rate. For accounts billed on a tiered fee schedule, multiple accounts from a single client household may be combined for the purpose of meeting breakpoints of a fee schedule.

Annual management fees are divided, calculated and billed quarterly in advance based on the value of the client's assets under management at the end of previous period. This calculation does not take into account un-priced securities, nor does it count days when the account has zero balance. Fees are calculated based on all investments held or connected with the account and include money market and cash balances. However, Hanson McClain Advisors may exclude from the fee calculation certain portions that are transferred in to a managed account as an accommodation or are not actively managed by Hanson McClain Advisors. Accounts opened mid-period will be charged an initial management fee at the end of the quarter, which is pro-rated for the number of days that the account was open in the first period.

Both Hanson McClain Advisors' Investment Management Agreement and the broker-dealer/custodian's custodial/clearing agreement will authorize the broker-dealer/custodian to accept instructions from Hanson McClain Advisors to debit the account for the amount of our investment management fee and to directly remit that management fee to Hanson McClain Advisors. The authority for Hanson McClain Advisors to calculate and have fees deducted directly from client accounts is a form of custody (as defined by the SEC under Rule 206(4)-2 of the Investment Advisers Act of 1940). Please read Item 15 of this Brochure for more information regarding Custody.

The program management fee covers **only** HMA's advisory services and does **not** cover trade execution fees charged by your plan administrator, custodian or other broker-dealer. Therefore, all commissions, prime broker fees, and any other transaction fees relating to the execution of securities transactions are billed directly to your account.

You may incur other charges imposed by third parties other than HMA in connection with investments made through your account, including but not limited to, mutual fund sales loads, 12b-1 fees, surrender charges and qualified retirement plan fees. A description of these fees and expenses are available in each investment company security's prospectus. Although other fees and expenses are billed directly to your account, HMA strives to select investments with low expenses and internal costs.

You can cancel our management services at any time for any reason by providing us with written notice to cancel services. You must then forward to us the written request to terminate our services. In rare situations, we may determine it is necessary to terminate a client arrangement. In these situations, we provide the client and Solicitor with 30 (thirty) days written notice. Services will be terminated without penalty. Hanson McClain Advisors will cooperate fully in any requests to deliver funds and securities held in the account to another custodian. Transactions in a closed account are subject to broker/dealer-custodian's normal brokerage rates. Termination of services will not affect the liabilities or obligations of the parties arising out of transactions initiated prior to termination.

Pathway Advisors Mutual Funds

HMA provides investment advice and management services to three affiliated mutual funds.

- Pathway Advisors Conservative Fund (PWCNX)
- Pathway Advisors Aggressive Growth Fund (PWAGX)

The two funds are referred to collectively as the “Funds” throughout this brochure and are mutual funds registered under the Investment Company Act of 1940. The Funds are a series of Professionally Managed Portfolios structured under Financial Investors Trust (the “Trust”), an open-end, management company organized as a Delaware statutory trust. The Funds administrator, transfer agent and fund accountant is ALPS Fund Services, Inc. The distributor of the Funds is ALPS Distributors, Inc.

ALPS Fund Services, Inc. and ALPS Distributors, Inc. are not related entities or affiliated with HMA. However, some of HMA’s employees have been hired to wholesale the Funds to financial professionals, such as registered representatives of broker-dealers and investment advisor representatives of unaffiliated investment advisory firms. In order to wholesale and help distribute the Funds, HMA’s employees engaging in Fund distribution services are licensed as registered representatives of our affiliated broker/dealer Hanson McClain Retirement Network, LLC, which is a registered broker-dealer with the SEC and member FINRA/SIPC.

Although HMA is not technically the Funds’ administrator and HMA is not affiliated with the Trust, HMA has an incentive and inherent conflict of interest to recommend and favor the Funds for the following reasons:

- HMA’s officers and owners are personally responsible for the formation (including covering a significant portion of the start-up costs) of the Funds.
- HMA is the investment advisor to the Funds and receives a management fee for its services. Please refer to Item 5 of this brochure for a description of HMA’s fees. Increases in Fund assets will result in increases in the management fee paid to HMA.

HMA furnishes the Funds with certain administrative services and provides most of the personnel needed to fulfill HMA’s obligations as the investment advisor.

The Funds are the only registered investment company clients of HMA and are mutual funds domiciled in the United States. HMA maintains limited power of attorney to act on a discretionary basis when managing the Funds. HMA is responsible for investment selection, asset allocation, and all asset management decisions regarding the Funds. Fund assets are deposited and held at Union Bank, N.A., the qualified custodian of Fund assets and securities.

HMA manages the Funds in accordance with their stated investment objectives and investment policies which are outlined and detailed in the Funds’ Prospectus. All investors in the Funds will receive or have available a copy of the prospectus.

- The Pathway Advisors Conservative Fund seeks total return a primary emphasis on income with a secondary emphasis on growth of capital.
- The Pathway Aggressive Growth Fund seeks total return through a primary emphasis on growth with a secondary emphasis on income.

Shareholders need to review the Funds’ prospectus for a complete description of the Funds’ investment objectives, policies and operational structure.

HMA is paid an annual fee up to 1.00% on the amount of assets under HMA’s management held in the Pathway Advisors Conservative Fund and the Pathway Advisors Aggressive Growth Fund (the “Funds”). The annual fee is divided and paid to HMA monthly based on the average daily net assets of the Funds. HMA believes that its fees are competitive with those fees charged by other investment advisers for comparable services; however, HMA’s fees may be higher or lower than fees charged by other investment advisers.

In addition to HMA’s management fee, shareholders will pay other annual fund operating expenses such as distribution and service (12b-1) fees, shareholder servicing plan fees, acquired fund fees and

expenses, and certain other fees. You should refer to your Fund prospectus for specific information regarding the fees and expenses applicable to your Fund investment.

If your account is invested using our Accumulation Strategies (as described in Item 8 of this brochure) and thus invested in one of the Pathway Advisors Funds, you will be charged a total management fee of up to 1.00% which will be waived in whole or in part as an offset to the amount of fees earned by HMA for the investment management services provided to the Pathway Advisors Funds. Your Solicitor will receive a solicitor fee from HMA which shall be 50 (0.50%) basis points of the total assets you have invested in the Accumulation Strategies.

Variable Sub-Account Management Services

Under our sub-account management services, HMA manages your variable annuity and/or variable life contract(s) by monitoring, advising, recommending and exchanging as necessary between sub-accounts available from the insurance company issuing the variable annuity or variable life contract(s). Our sub-account management services are provided to the sub-accounts of your variable annuity and variable life contract(s).

Under this program, we assist you in completing a questionnaire which details your financial goals, risk tolerance and time horizon. You will have the opportunity to list on your investment advisory agreement with our firm any reasonable restrictions on the sub-accounts that may be utilized by HMA. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We will be reasonably available to consult with you relative to the status of your account. Our variable sub-account management services involve us providing you with continuous and ongoing supervision over your account.

Once you have provided us with the necessary information and made the appropriate authorizations, HMA utilizes limited discretionary authority to select or exchange among the sub-accounts available under your variable annuity or variable life contract in accordance with your disclosed investment objective and risk tolerance. HMA may utilize signal providers for guidance regarding investment strategies, asset allocations and timing of exchanges. HMA will monitor your sub-accounts and exchange sub-accounts as necessary and in accordance with your investment objective and risk tolerance.

The insurance companies issuing your variable annuity contracts will charge management expenses. In addition, your variable annuity contract may be subject to exchange fees and surrender charges. Please refer to the prospectus of your variable annuity and/or variable life contract for more details about the insurance company's management expenses and any exchange or surrender fees.

You will not incur an annual investment advisory fee for our variable sub-account management service. This is because we only manage variable annuities and variable life contracts that have been purchased by clients of our affiliated broker/dealer, Hanson McClain. When purchasing variable annuities and variable life contracts through Hanson McClain, Hanson McClain will earn commissions and your investment adviser representative in his or her separate capacity as a registered representative of Hanson McClain and an insurance agent will also receive a commission for selling the variable annuity or variable life contract. Due to the receipt of commissions by Hanson McClain, HMA does not charge a separate investment advisory or investment management fee for managing the variable annuity sub-accounts.

You or HMA may terminate this service for any reason by providing the other party with written notice. We will terminate the service with you upon providing you with written notice which will be effective thirty (30) days after you receive the written notice.

Financial Planning

HMA can provide comprehensive and modular financial plans in both oral and written format. Clients receiving this service must execute an HMA Financial Planning Agreement prior to commencing services. Clients may contract to meet with HMA concerning any topic(s) of financial interest or concern to client. However, financial planning services generally include, but are not limited to, the following topics:

Investment Planning: HMA will review the current investment programs with regard to the overall asset allocation currently established (mix of stock, bonds and cash).

Tax Planning: HMA will review any tax documents provided and see if there are any items they can identify that may be grossly incorrect. HMA does not provide tax advice.

Cash Management: HMA will review a budget prepared by the future client to see if there are areas that can be better managed, or any debt restructured to better manage cash flow. HMA may also consult on short-term cash investment (i.e. CD's, money markets).

Risk Management: HMA will conduct a review of a client's current insurance programs to determine if the appropriate amount of coverage is in place.

Retirement Planning: Encompasses all of the above with the addition of an expected amount of income a client may generate from all asset sources available.

Education Planning: HMA will review the amount needed to save over a specific time to obtain the necessary tuition as established by the future client.

Estate Planning: HMA will review the entire estate of a future client, including any future inheritances, to determine if an estate planning attorney referral is needed in the event that a relationship does not exist. HMA does not give any legal advice.

Fees for financial plans are billed on an hourly basis and generally range from \$175 to \$500 per hour. For example, a fee of \$175 per hour would be consistent with a basic 60-minute appointment for an individual with very little in the way of assets. This would include a basic review of potential insurance needs and a review of the asset allocations to a potential retirement plan. Fees ranging from \$175 - \$250 per hour will generally cover 3 - 5 reviews of the areas detailed above. Fees ranging from \$250 - \$500 per hour will generally cover 5 - 7 of the topics detailed above. The exact hourly fee charged is also negotiable, depending upon the complexity of client's situation, the actual services provided, and the associated person providing the service.

HMA may request a retainer of one-half of the anticipated agreed upon fee to be paid by client at the time the contract for services is signed, with the remainder due upon presentation or completion of the financial plan. If no retainer is required, the entire fee will be due upon presentation or completion of the financial plan to client.

Either party can terminate any financial planning service by submitting written notice to all appropriate parties. Termination will be effective upon receipt of such notice. If services are terminated within five

business days of executing the client contract, services will be terminated without penalty (no fees due and/or a complete refund of any fees paid in advance). After the initial five business days, client will be responsible for paying fees for the time and effort expended by HMA prior to receipt of notice of termination. A pro-rated refund or a pro-rated charge will be made to client, depending upon the time spent by HMA on services at the time notice of termination was received. HMA will provide a billing statement summarizing all charges and an explanation of the pro-rated refund due to client or the pro-rated charges due from client.

In addition to providing advisory services, HMA's advisor representatives are also registered securities agents. Some of HMA's advisor representatives are also independently licensed insurance agents. Therefore, they can earn both fees when providing advisory services and commissions when selling securities and/or insurance products.

Clients can select any broker/dealer or insurance agent they wish to implement commission-based transactions. If clients elect to have HMA's advisor representatives implement commission-based transactions, the advisor representatives may waive or reduce the amount of the financial planning fee charged by the amount of commissions earned in their separate capacities as registered securities agents and/or insurance agents. Any reduction will not exceed 100% of the commission received and will be disclosed to clients prior to any services being provided.

Clients may also elect to implement the advice of the associated persons through the Program. In this case, advisor representatives may waive or reduce the amount of the financial planning fee as a result of additional Program fees being earned. Any reduction will be disclosed to clients prior to any services being provided.

Qualified Retirement Plan Consulting Services

Clients may engage HMA to provide qualified retirement plan consulting services. Qualified retirement plan consulting services may include, but are not necessarily limited to, development and maintenance of model investment portfolios, recommendations regarding investment selection, and educational presentations to plan participants. Below is a list, with descriptions, of the suite of services offered through this program.

Fiduciary Consulting Services

- **Investment Policy Statement Preparation.** HMA will help you develop an investment policy statement. The investment policy statement establishes the investment policies and objectives for the Plan. You will have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the investment policy statement.
- **Non-Discretionary Investment Advice.** HMA will provide you with general, non-discretionary investment advice regarding assets classes and investment options, consistent with your Plan's investment policy statement.
- **Investment Selection Services.** HMA can assist the Client with recommendations of suitable investments that may be held within the plan consistent with ERISA section 404(c).
- **Investment Due Diligence Review.** HMA will provide you with periodic due diligence reviews of the Plan's reports, investment options and recommendations.

- Investment Monitoring. HMA will assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformation to the guidelines set forth in the investment policy statement and HMA will make recommendations to maintain or remove and replace investment options.
- Default Investment Alternative Advice. HMA will provide you with non-discretionary investment advice to assist you with the development of qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. Section 2550.404c-5(e)(4)(i), for participants who are automatically enrolled in the Plan or who otherwise fail to make an investment election. You will retain the sole responsibility to provide all notices to participants required under ERISA section 404(c)(5).

The services listed above are considered Fiduciary Consulting Services and the exact suite of services provided to a client will be listed and detailed in the Qualified Retirement Plan Consulting Agreement. HMA acknowledges that in performing the Fiduciary Consulting Services listed above that it is acting as a "fiduciary" as such term is defined under Section 3(21)(A)(ii) of Employee Retirement Income Security Act of 1974 ("ERISA") for purposes of providing non-discretionary investment advice only. HMA will act in a manner consistent with the requirements of a fiduciary under ERISA if, based upon the facts and circumstances, such services cause HMA to be a fiduciary as a matter of law. However, in providing the Fiduciary Consulting Services, HMA (a) has no responsibility and will not (i) exercise any discretionary authority or discretionary control respecting management of Client's retirement plan, (ii) exercise any authority or control respecting management or disposition of assets of Client's retirement plan, or (iii) have any discretionary authority or discretionary responsibility in the administration of Client's retirement plan or the interpretation of Client's retirement plan documents, (b) is not an "investment manager" as defined in Section 3(38) of ERISA and does not have the power to manage, acquire or dispose of any plan assets, and (c) is not the "Administrator" of Client's retirement plan as defined in ERISA.

Fiduciary Management Services

HMA provides clients with the following Fiduciary Retirement Plan Management Services:

- Discretionary Management Services. HMA will provide you with continuous and ongoing supervision over the designated retirement plan assets. HMA will actively monitor the designated retirement plan assets to actively buy, sell, reinvest and hold securities, cash or other investments of the Plan. We have discretionary authority to make all decisions to buy, sell or hold securities, cash or other investments for the designated retirement plan assets at our sole discretion without first consulting with you. We also have the power and authority to carry out these decisions by giving instructions, on your behalf, to brokers and dealers and the qualified custodian(s) of the Plan for our management of the designated retirement plan assets.
- Discretionary Investment Selection Services. HMA will monitor the investment options of the Plan and add or remove investment options for the Plan. HMA will have discretionary authority to make all decisions regarding the investment options that will be made available to Plan participants.
- Default Investment Alternative Management. HMA will develop and actively manage qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. Section 2550.404c-5(e)(4)(i), for participants who are automatically enrolled in the Plan or who otherwise fail to make an investment election.

- Investment Management via Model Portfolios. HMA will provide discretionary management via model portfolios. HMA manages Model Portfolios which are investment options available to Plan participants. If a Plan has elected to include HMA's Model Portfolios as available options for the qualified retirement plan, then each Plan participant will have the option to elect or not elect the Model Portfolios managed by HMA and will be allowed to impose reasonable restrictions upon the management of each account by written instructions to HMA.

If you elect to utilize any of HMA's Fiduciary Management Services, then HMA will be acting as an Investment Manager to the Plan, as defined by ERISA section 3(38), with respect to our Fiduciary Management Services, and HMA hereby acknowledges that it is a fiduciary with respect to its Fiduciary Management Services.

Non-Fiduciary Services

- Qualified Plan Development. If needed, HMA can assist clients with the establishment of a qualified plan by working with the client and a selected Third-Party Administrator. When a client has not already selected a Third-Party Administrator, HMA can assist the client with the review and selection of a Third-Party Administrator for the Plan.
- Educational Presentations. HMA can provide educational presentations for plan participants. Presentations to participants are informational in nature and intended to provide an overview of the plan and the plan's investment selections. Educational presentations never take into account the individual circumstances of participants and individual recommendations will not be provided.
- Due Diligence Review. Upon request from a client, HMA can provide a client with periodic due diligence reviews of the plan and the plan's investment options.
- Disclosure. HMA can assist clients with required information and disclosures under the 404(c) Rules concerning the Investment Options to be distributed to participants.
- Participant Enrollment. HMA can support the client with plan participant enrollments.

Although an investment adviser is considered a fiduciary under the Investment Advisers Act of 1940 and required to meet the fiduciary duties as defined by the Advisers Act, the services listed here as non-fiduciary should not be considered fiduciary services for the purposes of ERISA since Advisor is not acting as a fiduciary to the Plan as the term "fiduciary" is defined in Section 3(21)(A)(ii) of ERISA.

The exact suite of services provided to a client will be listed and detailed in the Qualified Retirement Plan Agreement.

In the event a client contracts HMA for one-on-one consulting services with Plan Participants, such services are consulting in nature and do not involve HMA implementing recommendations in individual participant accounts. It will be the responsibility of each Participant to implement changes in their individual accounts.

The Plan custodian will send statements to the Plan, at least quarterly, showing all disbursements from the Plan, including the amount of the advisory fee paid and when such fee is deducted directly from the Plan. Upon request, HMA will send the Plan a fee billing notice showing the amount of the fee that will be

deducted, the manner in which the fee was calculated, any adjustments to the fee and an explanation of such adjustments.

Fees for qualified retirement plan consulting services may be calculated and billed in advance or in arrears each quarter. Fees are based on the total market value of the Plan at the close of the quarter. The maximum fee for qualified retirement plan consulting services shall not exceed 2.50% of assets under advisement. Fees are negotiable based on factors such as, but not limited to, the size of the plan and the number of participants.

The minimum annual fee is \$5,000 and the minimum account size is \$200,000 invested. If the minimum is not met as a result of the asset based fee listed above, the balance will be billed directly to the Plan sponsor.

The actual fee charged to a client will be noted in the Qualified Retirement Plan Consulting Agreement. Fees are generally deducted from the Plan by the custodian and paid to HMA based upon the custodian's receipt of written authorization to have the fees deducted from the Client's account and paid to HMA. If agreed to in advance and at the discretion of HMA, HMA may bill the Client directly rather than have fees automatically deducted from the Plan. For any Clients that HMA bills directly, fees for HMA's qualified retirement plan consulting services are due within 30 days after Client's receipt of the billing notice.

Certain expenses incurred by HMA in order to perform the agreed upon Plan services will be considered outside of the standard fee for services described above and will be billed directly to client in addition to the agreed upon service fee indicated. Any outside expenses that clients may be responsible for will be described in the Qualified Retirement Plan Consulting Agreement.

In addition to HMA's compensation, the Client will also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses) and charges imposed by the Plan custodian and Third-Party Administrator (if applicable). Brokerage commissions and/or transaction ticket fees charged by the custodian will be billed directly to Client by the custodian. HMA will not receive any portion of such brokerage commissions or transaction fees from the custodian or Client. Service fees charged by HMA are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to Clients. A description of these fees and expenses are available in each investment company security's prospectus.

Either Client's authorized representative or HMA may terminate the Qualified Retirement Plan Consulting Agreement with 30 days written notice to the other party. A refund of any unearned fees will be made based on the time expended by HMA before termination. A full refund of any fees paid will be made if the agreement is terminated within five business days. The Qualified Retirement Plan Consulting Agreement terminates upon failure of the Client to pay Service Fees pursuant to the terms stated in that Agreement.

HMA will disclose, to the extent required by ERISA Regulation Section 2550.408b-2(c), to you any change to the information that we are required to disclose under ERISA Regulation Section 2550.408b-2(c)(1)(iv) as soon as practicable, but no later than sixty (60) days from the date on which we are informed of the change (unless such disclosure is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclose as soon as practicable).

In accordance with ERISA Regulation Section 2550.408b-2(c)(vi)(A), we will disclose within thirty (30) days following receipt of a written request from the responsible plan fiduciary or Plan Administrator (unless such disclosure is precluded due to extraordinary circumstances beyond our control, in which

case the information will be disclosed as soon as practicable) all information related to the Qualified Retirement Plan Agreement and any compensation or fees received in connection with the Agreement that is required for the Plan to comply with the reporting and disclosure requirements of Title 1 of ERISA and the regulations, forms and schedules issued thereunder.

If we make an unintentional error or omission in disclosing the information required under ERISA Regulation Section 2550.408b-2(c)(1)(iv) or (vi), we will disclose to you the correct information as soon as practicable, but no later than thirty (30) days from the date on which we learn of such error or omission.

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

Item 6 of the Form ADV Part 2 instructions is not applicable to our brochure because we do not charge or accept performance-based fees which can be defined as fees based on a share of capital gains on or capital appreciation of the assets held within a client's account.

Item 7 – Types of Clients

We offer advisory services to:

- Individuals
- Pension and profit sharing plans
- Trusts, estates, or charitable organizations
- Corporations

Minimum Investment Amount Required

We require a minimum investment amount of \$25,000 to establish an investment management account. Exceptions to the minimum investment amount may be granted in certain circumstances. The initial investment in a Pathway Advisors Funds is \$2,500. Investors generally may meet the minimum investment amount by aggregating multiple accounts within a Fund. There is no subsequent minimum.

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

Method of Analysis in Formulating Investment Advice

HMA uses **Fundamental** analysis in formulating investment advice. This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of companies). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market

forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

Investment Strategies when Managing Client Assets and/or Providing Investment Advice

HMA utilizes several strategies when managing client accounts. Included are:

- **Aggressive Growth.** This method has market risk associated with volatile stock markets.
- **Growth:** This method has less equity volatility risk due to the integration of fixed income, but fixed income assets can fall in value.
- **Growth and Income:** This method has even further reduced equity risk due to the additional holdings in the fixed income category. Even so, this method is susceptible to equity market risk as well as fixed income interest rate and credit risk.
- **Balanced:** This method attempts to balance risk equally between both the equity and fixed income markets. Even so, there is some market, interest rate, and credit risk involved.
- **Moderate Conservative:** This method allocates a greater percentage toward fixed income investments which makes the portfolio more sensitive to interest rate and credit risk relative to equity market risk.
- **Conservative:** This method further tilts the allocation towards fixed income and has a significant minority of the account in equity risk holdings thus having increased sensitivity to interest rate and credit risks.

The following are some general investment strategies we use when managing client accounts.

- Long term purchases. Investments held at least a year.
- Short term purchases. Investments sold within a year.
- Margin transactions. When an investor buys a stock on margin, the investor pays for part of the purchase and borrows the rest from a brokerage firm. For example, an investor may buy \$5,000 worth of stock in a margin account by paying for \$2,500 and borrowing \$2,500 from a brokerage firm. Clients cannot borrow stock for HMA.

Risk of Loss

Clients must understand that past performance is not indicative of future results. Therefore, current and prospective clients (including you) should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, HMA is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated when investing in securities through this investment management program.

- Management Risk – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease
- ETF and Mutual Fund Risk – HMA primarily recommends mutual funds and exchange traded funds. When HMA invests in an ETF or mutual fund for a client, the client will bear additional expenses based on its' pro rata share of the ETFs or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will also incur brokerage costs when purchasing ETFs.
- Market Risk – Markets as a whole go down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Fixed Income Risk. When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Credit Risk. Credit risk can be described as the risk of loss of principal or loss of a financial reward stemming from a borrower's failure to repay a loan or otherwise meet a contractual obligation. Credit risk arises whenever a borrower is expecting to use future cash flows to pay a current debt. Investors are compensated for assuming credit risk by way of interest payments from the borrower or issuer of a debt obligation. Credit risk is closely tied to the potential return of an investment, the most notable being that the yields on bonds correlate strongly to their perceived credit risk.
- Margin Risk – To the extent that you authorize the use of margin, and margin accounts are managed by our Firm, the market value of your account and corresponding fee payable to HMA will be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin (see below), clients authorizing margin are advised of the potential conflict of interest whereby the decision to use margin will correspondingly increase the

management fee paid to HMA. Accordingly, the decision as to whether to open a margin account is left totally to the discretion of client.

- A margin account will be carried by the broker/dealer of your account. The securities purchased in such an account are the broker/dealer's collateral for its loan to you.
- If the securities in a margin account decline in value, the value of the collateral supporting this loan also declines, and, as a result, a brokerage firm is required to take action, such as issue a margin call and/or sell securities or other assets in your accounts, in order to maintain necessary level of equity in the account.
- It is important that you fully understand the risks involved in trading securities on margin, which are applicable to any margin account that you may maintain, including any Margin Account that may be established as a part of our Investment Management Services and held by your broker/dealer. These risks include the following:
 - You can lose more funds than you deposit in your margin account.
 - The broker/dealer can force the sale of securities or other assets in your account.
 - The broker/dealer can sell your securities or other assets without contacting you.
 - You are not entitled to choose which securities or other assets in your margin account that may be liquidated or sold to meet a margin call.
 - The broker/dealer may move securities held in your cash account to your margin account and pledge the transferred securities.
 - The broker/dealer can increase its "house" maintenance margin requirements at any time and are not required to provide you advance written notice.
 - You are not entitled to an extension of time on a margin call.

Item 9 – Disciplinary Information

This item is not applicable to our brochure because there are no legal or disciplinary events listed at Item 9 of the Form ADV Part 2 instructions that are material to a client's or prospective client's evaluation of our business or integrity.

Item 10 – Other Financial Industry Activities and Affiliations

HMA is **not** and does **not** have a related company that is a (1) futures commission merchant, commodity pool operator, or commodity trading advisor, (2) banking or thrift institution, (3) accountant or accounting firm, (4) lawyer or law firm, (5) pension consultant, (6) real estate broker or dealer, or (7) sponsor or syndicator of limited partnerships.

Hanson McClain Retirement Network, LLC doing business as Hanson McClain Securities

HMA is under common ownership with a full-service, introducing broker/dealer, Hanson McClain Retirement Network, Inc., doing business as Hanson McClain Securities. Hanson McClain Securities is a member of FINRA and SIPC. Hanson McClain Securities is also an investment advisor registered with the SEC.

HMA and Hanson McClain Securities are owned by Hanson McClain Group, Inc. a holding company with majority ownership controlled equally between Scott Hanson and Pat McClain.

Advisor representatives of HMA are also registered securities agents with Hanson McClain Securities. When placing securities transactions through Hanson McClain Securities in their capacity as registered securities agents, HMA advisory representatives are allowed to earn sales commissions. As explained in Item 4 of this Brochure, some employees of HMA wholesale and distribute the Pathway Advisors Mutual Funds (the "Funds"). In order to wholesale and help distribute the Funds, some HMA employees engaging in Fund distribution services are licensed as registered representatives of Hanson McClain.

HMA's advisor representatives will only recommend securities products to a client if such products are suitable for the client and appropriate for fulfilling the client's asset allocation strategy and objectives. In doing so, HMA, Hanson McClain Securities, its associated persons and employees are prohibited from trading on material non-public information.

In addition to providing retail brokerage services, Hanson McClain Securities provides marketing, consulting, and client acquisition services to other investment adviser firms, broker/dealers and their representatives through the Hanson McClain Retirement Network. Hanson McClain Securities' registration as an investment advisor is not materially significant to the HMA clients. Hanson McClain's advisory services are completely separate and unrelated to the advisory services provided by HMA. However, some HMA advisor representatives are dually licensed as advisory representatives with Hanson McClain.

Hanson McClain is also a licensed insurance agency and the associated persons of Hanson McClain and HMA may also be independently licensed to sell insurance products through various insurance companies. When acting in these capacities, commissions are paid to Hanson McClain for selling these products.

The compensation received from Hanson McClain may create a conflict of interest whenever an associated person recommends an insurance or investment product through Hanson McClain.

Please refer to Item 12 – Brokerage Practices for information regarding Hanson McClain including conflicts of interests.

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

Code of Ethics Summary

According to the *Investment Advisers Act of 1940*, an investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts. In addition, an investment adviser has a duty of utmost good faith to act solely in the best interest of each of its clients. HMA and its supervised persons have a fiduciary duty to all clients. HMA has established a Code of Ethics, which all supervised persons must read and then execute an acknowledgement agreeing that they understand and agree to comply with HMA's Code of Ethics. HMA and its supervised persons' fiduciary duty to clients is considered the core underlying principle for HMA's Code of Ethics and represents the expected basis for all supervised persons' dealings with clients. HMA has the responsibility to make sure that the interests of clients are placed ahead of it or its associated persons' own investment interests. All supervised persons will conduct business in an honest, ethical and fair manner. All supervised persons will comply with all federal and state securities laws at all times. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to services

being conducted. All supervised persons have a responsibility to avoid circumstances that might negatively affect or appear to affect the supervised persons' duty of complete loyalty to their clients. This section is only intended to provide current clients and potential clients with a description of HMA's Code of Ethics. If current or prospective clients wish to review HMA's Code of Ethics in its entirety, a copy may be requested from any of HMA's supervised persons and a copy will be provided promptly.

Affiliate and Employee Personal Securities Transactions Disclosure

HMA's supervised persons may buy or sell securities or have an interest or position in a security for their personal account that they also recommend to clients. As these situations may represent a potential conflict of interest, it is a policy of HMA that no associated persons shall prefer his or her own interest to that of the advisory client. No person supervised by HMA may purchase or sell any security prior to a transaction or transactions being implemented for an advisory account. Supervised persons shall not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of his/her employment unless the information is also available to the investing public upon reasonable inquiry. HMA maintains a list of all securities holdings for itself and all supervised persons, which is reviewed on a regular basis by a principal of the firm.

Pathway Advisors Funds

As described previously in this brochure, Hanson McClain Advisors, is the investment advisor to the Pathway Advisors Funds, each of which is a separate series of Financial Investors Trust, a registered investment company. Please refer to the prior sections for more details. Prior to investing in the Pathway Advisors Funds, HMA employees must contact the Compliance department for prior approval.

Item 12 – Brokerage Practices

This section provides information about our brokerage practices in addition to the information detailed in Item 5 – Fees and Compensation.

Arrangement with Hanson McClain and National Financial Services

Clients wishing to implement HMA's financial planning advice are free to select any broker/dealer or investment advisor they wish and are so informed. If clients wish to have HMA's advisor representatives implement the advice in their capacity as registered securities agents or through the Program, then HMA's affiliated broker/dealer, Hanson McClain, can be used. Advisor representatives of HMA are registered securities agents of Hanson McClain and are required to use the services of Hanson McClain and Hanson McClain's approved clearing broker-dealer when acting in their capacity as registered securities agents. Hanson McClain serves as the introducing broker-dealer. All accounts established through Hanson McClain will be cleared and held at National Financial Services which acts as the qualified custodian.

The utilization of Hanson McClain is based on HMA's decision that HMA can provide efficient and cost-effective services through its affiliated broker/dealer. However, the use of an affiliated broker/dealer is an inherent conflict of interest between HMA and its clients because allowing HMA clients to use Hanson McClain as the broker/dealer allows Hanson McClain to retain brokerage revenue that would otherwise be retained by an unaffiliated broker/dealer. However, HMA/Hanson McClain attempt to control for this conflict of interest in Program accounts by Hanson McClain not retaining any portion of the Program management fees even though Hanson McClain serves as introducing broker/dealer for Program accounts. Clients should understand that not all investment advisors require the use of a particular broker/dealer or require the use of a broker/dealer that is affiliated with the investment advisor.

The requirement that Hanson McClain use National Financial Services LLC ("NFS") (which is not affiliated with Hanson McClain/HMA) is based on the fact that Hanson McClain has established a clearing agreement with NFS as its preferred clearing broker/dealer and qualified custodian. Because HMA and Hanson McClain are under common ownership and have mutual executive officers and control persons, the decision to use NFS was mutually determined by both Hanson McClain and HMA. The decision to use NFS is based on past experiences, minimizing brokerage expenses and other costs as well as offerings or services NFS provides that Hanson McClain, HMA or clients may require or find valuable. There are some investment advisors that permit the use of multiple broker/dealers and permit clients to select the broker/dealer. HMA has considered the positive factors to this approach which include the ability to better negotiate brokerage costs such as transaction fees, the ability to better analyze speed of execution, and the ability to compare and negotiate services. Considering all factors in relation to HMA's structure and capacities, HMA has concluded that multiple brokerage arrangements selected by HMA (including Hanson McClain/NFS) is a better policy than utilizing one brokerage platform. However, the current policy may change in the future and if HMA decides to permit other brokerage arrangements all clients will be made aware of the change in policy.

As previously stated Hanson McClain does not receive a portion of the Program fees for its brokerage services. Commission and fee structures of various broker/dealers, along with services, research and tools are periodically reviewed by HMA in order to evaluate the overall execution services provided by Hanson McClain and NFS. Accordingly, while HMA will consider competitive rates, it may not necessarily obtain the lowest possible commission and brokerage rates for client account transactions. Therefore, the overall services provided by both Hanson McClain and NFS are evaluated to determine the level of best execution provided to clients. However, considering HMA requires its clients to use the brokerage services of Hanson McClain and NFS, HMA may not be able to achieve the *most* favorable execution of client transactions and therefore HMA's practice of requiring the use of Hanson McClain and NFS may cost clients more money compared to advisory programs offered by other investment advisors.

While clients may be able to attain brokerage services with lower costs and expenses, clients should be aware of some of the qualitative factors HMA considers for selecting Hanson McClain and NFS as its required Program brokerage platform. These factors include, but are not necessarily limited to, being able to rely on the internal staff of Hanson McClain to provide operations, trading, and other services.

NFS is able to provide numerous specialized service groups and a Client Service Manager who is dedicated to servicing Hanson McClain and Program accounts. Their back-office system generates over 400 exception reports designed to monitor all aspects of brokerage accounts, including trading, money movement, transfers, and client account data. Client paperwork is processed through a secure electronic workflow system. NFS's electronic trading platform provides a real-time order matching system, ability to "block" client trades, Program investment models, automated rebalancing, account balance and position information, and access to over 350 mutual fund families, including Fidelity funds and 4500 mutual funds not affiliated with Fidelity, of which over 2,000 have no transaction fees. Clients may access their account information over the internet, including balances, transactions, positions, statements, confirmations, and tax documents. Advisory fees can be calculated on aggregated account balances and are debited directly from client accounts.

Arrangement with TD AMERITRADE

In lieu of opening an Individual Managed Asset Program (the "Program") account through Hanson McClain, clients may have the option to establish accounts directly at TD AMERITRADE Institutional as a result of HMA's participation in the TD AMERITRADE Institutional program. TD AMERITRADE Institutional, a division of TD AMERITRADE Inc. is a registered broker/dealer, member FINRA/SIPC/NFA

("TD Ameritrade"), and will serve as the client's qualified custodian and maintain physical custody of all client funds and securities. You must designate HMA as your investment advisor on the accounts you'd like HMA to manage. HMA will be granted limited power-of-attorney on the account to implement trades within the account and (when agreed to by the client) deduct HMA advisory fees from the account.

TD AMERITRADE is an independent and unaffiliated broker-dealer. TD AMERITRADE offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. There is no direct link between our participation in the program and the investment advice that we give to clients, although our recommendation (and in some cases requirement) to use TD AMERITRADE is partially based on economic benefits received by HMA through our agreement with TD AMERITRADE Institutional that are typically not available to TD AMERITRADE retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving HMA participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to HMA by third party vendors. TD AMERITRADE may also have paid for business consulting and professional services received by HMA's related persons. Some of the products and services made available by TD AMERITRADE through TD AMERITRADE Institutional may benefit HMA but may not benefit all Program accounts. These products or services may assist HMA in managing and administering Program accounts, including accounts not maintained at TD AMERITRADE. Other services made available by TD AMERITRADE are intended to help HMA manage and further develop its business enterprise. The benefits received by HMA or its personnel through participation in TD AMERITRADE Institutional do not depend on the amount of brokerage transactions directed to TD AMERITRADE. As part of its fiduciary duties to clients, HMA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by HMA or its related persons in and of itself creates a potential conflict of interest and may indirectly influence HMA's choice of TD AMERITRADE for custody and brokerage services.

HMA also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that are not offered to all other independent investment advisors participating in the program. Specifically, the Additional Services include funds to be utilized by HMA for new technology platforms that include Envestnet Tamarac portfolio accounting/management software.

Arrangement with Fidelity Institutional Wealth Services

In lieu of opening an Individual Managed Asset Program (the "Program") account through Hanson McClain, clients may have the option to establish accounts directly at Fidelity Institutional Wealth Services as a result of HMA's participation in the Fidelity Institutional Wealth Services program. Fidelity Institutional Wealth Services, a division of Fidelity, Inc. is a registered broker/dealer, member FINRA/SIPC/NFA ("Fidelity"), and will serve as the client's qualified custodian and maintain physical custody of all client funds and securities. You must designate HMA as your investment advisor on the accounts you'd like HMA to manage. HMA will be granted limited power-of-attorney on the account to implement trades within the account and (when agreed to by the client) deduct HMA advisory fees from the account.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables HMA to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers.

Fidelity agrees to pay up to a maximum of \$150,000 for eligible transition related expenses incurred in connection with the conversion of accounts from Hanson McClain, a full service broker/dealer under common ownership with HMA, and then cleared through National Financial Services, LLC (referred to as "NFS") a registered broker/dealer member FINRA/SIPC.

As a result of receiving such services for no additional cost, HMA may have an incentive to continue to use or expand the use of Fidelity's services. HMA examined this potential conflict of interest when it chose to enter into the relationship with Fidelity and has determined that the relationship is in the best interests of HMA's clients and satisfies its client obligations, including its 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 the HMA determines 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, although HMA will seek competitive rates, to the benefit of all clients, it 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 HMA will generally be used to service all of HMA's 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. HMA and Fidelity are not affiliates, and no broker-dealer affiliated with HMA is involved in the relationship between HMA and Fidelity.

Arrangement with Schwab Advisor Services

In lieu of opening an Individual Managed Asset Program (the "Program") account through Hanson McClain, clients may have the option to establish accounts directly at Schwab Advisor Services as a result of HMA's participation in the Schwab Advisor Services program. Schwab Advisor Services, a division of Charles Schwab, Inc. is a registered broker/dealer, member FINRA/SIPC/NFA ("Schwab"), and will serve as the client's qualified custodian and maintain physical custody of all client funds and securities. You must designate HMA as your investment advisor on the accounts you'd like HMA to manage. HMA will be granted limited power-of-attorney on the account to implement trades within the account and (when agreed to by the client) deduct HMA advisory fees from the account.

Schwab charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Schwab enables HMA to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Schwab's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Schwab may be higher or lower than those charged by other custodians and broker-dealers.

Schwab agrees to reimburse HMA clients who select Schwab as their custodian up to a maximum of \$25,000 for eligible Transfer of Account exit fees.

As a result of receiving such services for no additional cost, HMA may have an incentive to continue to use or expand the use of Schwab's services. HMA examined this potential conflict of interest when it chose to enter into the relationship with Schwab and has determined that the relationship is in the best interests of HMA's clients and satisfies its client obligations, including its 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 the HMA determines 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, although HMA will seek competitive rates, to the benefit of all clients, it 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 HMA will generally be used to service all of HMA's 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. HMA and Fidelity are not affiliates, and no broker-dealer affiliated with HMA is involved in the relationship between HMA and Schwab.

Pathway Advisors Mutual Funds

HMA places orders for the purchase and sale of portfolio securities, options and futures contracts and buys and sells such securities, options and futures for each Pathway Advisors Mutual Funds (collectively referred to as the "Fund") through a number of brokers and dealers. In so doing, HMA uses its best efforts to obtain for the Fund the most favorable price and execution available, except to the extent it may be permitted to pay higher brokerage commissions as described below. In seeking the most favorable price and execution, HMA, having in mind the Fund's best interests, considers all factors it deems relevant, including, by way of illustration, price, the size of the transaction, the nature of the market for the security, the amount of the commission, the timing of the transaction taking into account market prices and trends, the reputation, experience and financial stability of the broker-dealer involved and the quality of service rendered by the broker-dealer in that or other transactions.

HMA places orders for the purchase and sale of portfolio investments for the Fund's accounts with brokers or dealers selected by it in its discretion. In effecting purchases and sales of portfolio securities for the accounts of the Fund, HMA will seek the best price and execution of the Fund's orders. In doing so, the Fund may pay higher commission rates than the lowest available when HMA believes it is reasonable to do so in light of the value of the brokerage and research services provided by the broker effecting the transaction, as discussed below. Although the Fund may use a broker-dealer that sells Fund shares to effect transactions for the Fund's portfolios, the Fund will not consider the sale of Fund shares as a factor when selecting broker-dealers to execute those transactions.

There is generally no stated commission in the case of fixed-income securities and other securities traded on a principal basis in the over-the-counter markets, but the price paid by the Fund usually includes an undisclosed dealer commission or markup. In underwritten offerings, the price paid by the Fund includes a disclosed, fixed commission or discount retained by the underwriter or dealer. Transactions on U.S. stock exchanges and other agency transactions involve the payment by the Fund of negotiated brokerage commissions. Such commissions vary among different brokers. Also, a particular broker may charge different commissions according to such factors as the difficulty and size of the transaction. Transactions in non-U.S. securities generally involve the payment of fixed brokerage commissions, which are generally

higher than those in the United States. The purchase by the Fund of participations or assignments may be pursuant to privately negotiated transactions pursuant to which the Fund may be required to pay fees to the seller or forego a portion of payments in respect of the participation agreement.

Advisers or sub-advisers of investment companies and other institutional investors receive research and brokerage products and services (together, “services”) from broker-dealers which execute portfolio transactions for the clients of such advisers. Consistent with this practice, the Adviser receives brokerage and research products and services from many broker-dealers with which HMA places the Fund’s portfolio transactions. These services, which in some cases may also be purchased for cash, may include, among other things, such items as general economic and security market reviews, industry and company reviews, evaluations of securities, recommendations as to the purchase and sale of securities, and services related to the execution of securities transactions. The advisory fees paid by the Fund are not reduced because the Adviser receives such services even though the receipt of such services relieves HMA from expenses it might otherwise bear. Research and brokerage services provided by broker-dealers chosen by HMA to place the Fund’s portfolio transactions may be useful to HMA in providing services to HMA’s other clients, although not all of these services may be necessarily useful and of value to HMA in managing the Fund. Conversely, brokerage and research products and services provided to HMA by broker-dealers in connection with trades executed on behalf of other clients of HMA may be useful to HMA in managing the Fund, although not all of these brokerage and research products and services may be necessarily useful and of value to HMA in managing such other clients.

In reliance on the “safe harbor” provided by Section 28(e) of the Securities Exchange Act of 1934, as amended (the “1934 Act”), HMA may cause the Fund to pay a broker-dealer which provides “brokerage and research services” (as defined for purposes of Section 28(e)) to HMA an amount of commission for effecting a securities transaction for the Fund in excess of the commission which another broker-dealer would have charged for effecting that transaction if HMA determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer viewed in terms of either a particular transaction or HMA’s overall responsibilities to the advisory accounts for which it exercises investment discretion.

Aggregation of Client Orders

Transactions implemented by HMA for client accounts are generally effected independently, unless HMA decides to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and may be used by HMA. Even if more advantageous to clients, HMA does not typically aggregate orders. If HMA chooses to aggregate client orders, the allocation of securities among client accounts will be done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among HMA clients in proportion to the purchase and sale orders placed by an individual HMA investment advisor representative for each client account on any given day. When HMA determines to aggregate client orders for the purchase or sale of securities, including securities in which an associated person of HMA may invest, HMA will do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc.* It should be noted, HMA does not receive any additional compensation or remuneration as a result of aggregation.

Trading Error Policy

HMA has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of HMA to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction but will not receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and any loss resulting from the trade error will be absorbed by HMA or Hanson McClain if the error was caused by HMA or Hanson McClain.

Hanson McClain may maintain gains resulting from correcting a trade error that are not retained by the client and in some instances may use such gains to offset overall losses Hanson McClain incurs from trading errors.

For TD AMERITRADE and Fidelity accounts, TD AMERITRADE and Fidelity will retain gains retained in the account and donate the net proceeds to charity. For SCHWAB accounts, SCHWAB will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, Advisor will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in your account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Because financial planning services terminate upon presentation of the financial plan or asset allocation strategy or upon completion of the consultations, no reviews are conducted for these accounts. However, clients contracting for asset allocation strategy services may have HMA's advisor representatives monitor their portfolio on an annual or semi-annual basis for adherence to the recommended allocation strategy. This monitoring activity is not a complete account review. HMA recommends that all clients have their financial situation reviewed at least annually. If client elects to perform this review and update, a new contract for services may be required and additional fees may be charged.

Account reviews are provided in connection with Individual Managed Asset Program accounts. For clients participating in the Individual Managed Asset Program, the client will be contacted at least annually for the purpose of reviewing their account and to determine if there have been changes in their financial situation or investment objectives. The calendar is the main triggering factor, although more frequent reviews may also be triggered by changes in the client's circumstances, client request, or changes within the market.

The underlying investments held in Individual Managed Asset Program accounts, Pathway Focused Retirement Solutions accounts, and the recommended holdings in HMA portfolios are reviewed on a more frequent basis. Model portfolios are usually reviewed as frequently as monthly, but no less than quarterly. The HMA Investment Committee is responsible for reviewing the model portfolios and their holdings. Triggering factors for changes to underlying portfolios include the relative valuation changes between asset classes, deviation from management style by fund, and fund closures. HMA is responsible for ongoing rebalancing, reallocation and ongoing trading services for Program accounts.

Statements and Reports

Clients will receive confirmations and/or statements from the investment company, broker/dealer and/or clearing firm at which client's account is maintained. Upon specific client request, applicant will prepare reports showing client's current portfolio holdings.

Clients participating in the Individual Managed Asset Program will receive statements and confirmations from National Financial Services on at least a quarterly basis. Clients may opt-out of receiving confirmations for Program. Clients may also receive quarterly, monthly, or on-demand reports showing the investment performance of their accounts from HMA.

Clients are urged to compare the reports provided by HMA against the account statements they receive directly from the account custodian.

Item 14 – Client Referrals and Other Compensation

Client Referrals

HMA associated persons may receive a bonus when attracting new clients that contract for HMA services. Such bonuses are not available to all supervised persons and will only be provided if the supervised person is licensed as an HMA advisor representative. When a bonus is paid, it will not result in higher advisory fees charged to the client. Bonuses generally do not exceed 1% of the total amount of the client's investable assets managed by HMA or transferred to Hanson McClain.

HMA may receive client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, HMA may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with HMA and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise HMA and has no responsibility for HMA's management of client portfolios or HMA's other advice or services. HMA pays TD Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to HMA ("Solicitation Fee"). HMA will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by HMA from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired HMA on the recommendation of such referred client. HMA will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

HMA's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, HMA may have an incentive to recommend to clients that the assets under management by HMA be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, HMA has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. HMA's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

Other Compensation

Please refer to Item 12 for a description of the economic benefits received from our custodial relationships.

HMA's advisor representatives sell securities products in their separate capacities as registered securities agents of Hanson McClain. Therefore, Hanson McClain and its securities agents may receive compensation in addition to financial planning fees and Program fees. Hanson McClain receives a percentage of the fee charged by National Financial Services for money market positions held in Program accounts. Further, some of the financial planning advice offered by HMA's advisor representatives involves investments in mutual fund products. Such products may be recommended in connection with financial planning advice or through Program. Load and no-load mutual funds may pay annual distribution charges sometimes referred to as 12b-1 fees. Hanson McClain and HMA advisor representatives may receive a portion of these 12b-1 fees from some investment companies in their separate capacities as registered securities agents. Clients should be aware that these 12b-1 fees come from fund assets, and thus, indirectly from client's assets. The receipt of these fees could represent an incentive for registered securities agents to recommend funds with 12b-1 fees or higher 12b-1 fees over funds with no fees or lower fees, therefore creating a potential conflict of interest. HMA's advisor representatives will only recommend mutual funds to clients if such mutual funds are suitable for such client and appropriate for the fulfillment of the client's objectives.

Certain product sponsors may provide HMA/Hanson McClain and their representatives with other economic benefits as a result of sales activities directed to the sponsors, including but not limited to, financial assistance or the sponsorship of conferences and educational sessions, marketing support, incentive awards, payment of travel expenses, tools to assist HMA/Hanson McClain in providing various services to clients such as reporting programs and portfolio analysis and direction of brokerage transactions to Hanson McClain in its capacity as a broker-dealer.

Some of HMA's advisor representatives also sell insurance products in their separate capacities as independently licensed insurance agents. When doing so, they may offer variable annuity products to clients when deemed suitable. Complete information concerning variable annuity account charges and expenses will be disclosed in the variable annuity prospectus which will be provided to clients. Depending upon a client's specific situation, a variable annuity product may or may not include a surrender schedule. Any guarantees a specific variable annuity may offer are dependent on the claims-paying ability of the particular company that issued the policy. An investment in a variable annuity is subject to fluctuations in market value and possible loss of principal. All commissions received for insurance products are paid to Hanson McClain in its capacity as an insurance agency.

HMA's affiliate, Hanson McClain, has entered into an agreement with IntelliQuote Insurance Services to offer life insurance to clients of Hanson McClain and HMA. IntelliQuote Insurance Services specializes in offering life insurance solutions for clients and their families. Product availability and coverage may vary by state. To the extent an HMA client or prospective client purchases insurance products through IntelliQuote, Hanson McClain will receive a referral fee from IntelliQuote.

Hanson McClain, HMA and its' affiliates expressly disclaim any responsibility or liability for any damage, loss or injury arising out of: a client's access or inability to access the IntelliQuote website; a client's purchase or use of the products or services from IntelliQuote; the products or services or the content displayed on the IntelliQuote website; or the activities of any third party underwriter, manufacturer or distributor whose products or services are being advertised, offered or sold through IntelliQuote. Hanson McClain, HMA and its' affiliates do not guarantee any of the products or services advertised or offered for

sale through IntelliQuote. Hanson McClain and HMA have not endorsed any particular products sold through IntelliQuote.

As previously disclosed in this document, Hanson McClain engages in and is compensated for providing consultation services to certain financial and retirement planners. These consultation services, provided through the Hanson McClain Retirement Network, consist of providing various marketing strategies to financial and retirement planners in order to increase the planners' customer base.

Third-Party Investment Advisors

For our third-party investment advisor services, HMA relies on client referrals from unaffiliated investment advisors and their representatives ("Solicitors"). All of our referral arrangements are in compliance with federal or state regulations (as applicable). Solicitation/referral fees are paid pursuant to a written agreement retained by both HMA and the Solicitor. Solicitors are required to provide clients with several documents, including a copy of this Form ADV Part 2 Disclosure Brochure and a Solicitor Disclosure Document prior to or at the time of entering into any investment advisory contract with HMA.

Clients that engage HMA's services will pay more or less to obtain HMA's investment management services than do other clients, since a portion of the overall fee is determined by the Solicitor. Variations in the Solicitor's compensation may be due to the Solicitor's role as an unaffiliated investment adviser or investment adviser representative for the consulting and monitoring services the Solicitor may provide to the client on an ongoing basis relative to the client's engagement of HMA. Such arrangements, and their terms and conditions, are exclusively determined between the client and the Solicitor, and HMA is not a party to these arrangements.

HMA pays to some broker-dealers and investment advisor firms a fixed annual participant provider fee to be listed on the broker-dealer or investment advisor's platform of approved third party managers. The platform listing permits the broker-dealer or investment advisor's representatives to recommend HMA's investment management services to their clients. The fixed annual participant fee is payable regardless of the number, if any, of a broker-dealer or investment advisor's clients that engage HMA's services. HMA may enter into similar arrangements with additional broker-dealers or investment advisors, pursuant to which HMA will be added to the respective firm's third party manager platforms. HMA may also agree to serve as sub-advisor to an unaffiliated investment advisor.

Hanson McClain Retirement Network

In addition to the fee arrangements described above, some Solicitors have joined the Hanson McClain Retirement Network (referred to as the "Network") which is a client acquisition program for independent financial advisors designed and provided through our affiliate Hanson McClain Retirement Network, LLC doing business as Hanson McClain. The Network provides marketing support and training to members (referred to as "Partners"). Partners are not considered supervised persons or affiliates of Hanson McClain and must be licensed as securities agents with a registered broker/dealer, licensed as investment advisor representatives with an investment advisor firm or dually licensed as both a securities agent and investment advisor representative.

Hanson McClain trains Partners to help employees of companies such as those in the telecommunications and utility industries with retirement planning. Services provided by Hanson McClain do not include investment advice directly to Partners or their clients. Hanson McClain does not meet with individual clients. Hanson McClain's marketing services focus on identification of key market areas and segments; marketing strategies to increase the Partner's client base; and developing and promoting workshops. Workshops suggested by Hanson McClain are general education in nature and focused on

401(k) and pension plans offered by the workshop attendees' company. Workshop materials provided by Hanson McClain to Partners do not include product sales or personalized investment advice. Partners specialize in both salaried and non-salaried employees' retirement programs.

For Partners that contract for enhanced Network services, Hanson McClain takes an active role in coordinating workshops for Partners. Under an enhanced arrangement, Hanson McClain will create and setup workshops as well as providing marketing materials for the workshop. In addition, Hanson McClain Relationship Manager(s) assigned to the Partner will solicit attendees to workshop(s). Relationship Managers are supervised persons of Hanson McClain and are licensed as investment advisor representatives.

As consideration for the services provided by Hanson McClain to its Partners, Partners must assign, as compensation, a percentage of all revenues earned from Partner's clients attained as a result of the marketing training and services provided by Hanson McClain. Revenue includes the Partner's receipt of commissions earned from brokerage services and/or advisory fees earned from advisory services. Hanson McClain may receive up to 30% of all revenue earned by the Partner. The compensation allocation continues throughout the term of the Joint Marketing Agreement, including renewal period(s), between Hanson McClain and the Partner. The exact arrangements, including term and compensation, are detailed in the Joint Marketing Agreement between Hanson McClain and the Partner.

Although Solicitors that are also Partners of the Network compensate Hanson McClain directly for Network services, there is a conflict of interest when Partners serve as Solicitors for HMA because Partners may be influenced to refer clients to HMA based on the services and support provided by Hanson McClain and not solely based on the performance history and investment services provided by HMA. If your Solicitor is also a Hanson McClain Partner, specific disclosure regarding the arrangement and conflict of interest will be provided to you in writing.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented.

Hanson McClain is deemed to have custody over accounts managed by HMA through our Individual Managed Asset Program. For these accounts, HMA and Hanson McClain have established the following procedures to ensure compliance with the SEC's Custody Rule.

- All client funds and securities are held at National Financial Services which serves as the qualified custodian in a separate account for each client under that client's name.
- Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained.
- Account statements are delivered directly from National Financial Services to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from HMA. When

clients have questions about their account statements, they should contact HMA or the qualified custodian preparing the statement.

Item 16 – Investment Discretion

Through its Individual Managed Asset Program and upon receiving written authorization from a client, HMA will maintain trading authorization over client accounts. Upon receiving written authorization from the client, HMA may implement trades on a **discretionary** basis (which shall be granted in the Individual Managed Asset Program client agreement). When discretionary authority is granted, HMA will have the authority to determine the type of securities and the amount of securities that can be bought or sold for the client's portfolio without obtaining the client's consent for each transaction.

If you decide to grant trading authorization on a **non-discretionary** basis, we will be required to contact you prior to implementing changes in your account. Therefore, you will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If your accounts are managed on a non-discretionary basis, you need to know that if you are not able to be reached or are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the same execution price as accounts managed on a discretionary basis.

All clients have the ability to place reasonable restrictions on the types of investments that may be purchased in an account. Clients may also place reasonable limitations on the discretionary power granted to our firm so long as the limitations are specifically set forth or included as an attachment to the client agreement.

Item 17 – Voting Client Securities

HMA does not vote proxies on behalf of its clients, except in the case of certain Pathway Accumulation Strategy account clients. While there are some investment advisors that will vote proxies and other corporate decisions on behalf of their clients, HMA has determined that taking on the responsibility for voting client securities results does not add enough value to the services provided to clients to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is the responsibility of HMA clients to vote all proxies for securities held in accounts managed by HMA.

You will receive proxies directly from your custodian or transfer agent and such documents will not be delivered by or from HMA. While HMA does not vote client proxies, if you ever have a question about a particular proxy you can contact your Financial Advisor.

For HMA's Pathway Accumulation Strategy accounts, clients may elect HMA to vote proxies on their behalf. It should be noted that the Pathway Accumulation Strategy accounts are solely populated with HMA's proprietary registered funds and we do not expect the need to execute a proxy vote for the funds.

Given the potential conflict, should the HMA proprietary funds ever require a proxy vote, a third party service will be contracted to vote on behalf of those who have elected HMA to vote their proxies. The third party service will generally vote for routine matters proposed by issuer management, such as setting a time or place for an annual meeting, changing the name or fiscal year of the company, or voting for directors in favor of the management proposed slate. Other routine matters which will generally be voted along with company management include: appointment of auditors, fees paid to board members, and change in the board structure. As long as the proposal does not: i) measurably change the structure, management, control or operations of the company; ii) measurably change the terms of, or fees or expenses associated with, an investment in the company; and the proposal is consistent with customary industry standards and practices, as well as the laws of the state of incorporation applicable to the company, HMA's third party service will generally vote along with management. Clients may obtain information from HMA about how their securities are voted and may obtain a copy of HMA's proxy voting policies by contacting the HMA Compliance Department.

Pathway Advisors Mutual Funds

HMA is responsible for voting proxies and securities on behalf of the Pathway Advisors Funds. Subsequently, HMA has adopted policies and procedures which provide that proxies on securities will be voted for the exclusive benefit and in the best economic interest of the Fund, as determined by HMA in good faith. Such voting responsibilities will be exercised in a manner that is consistent with the general anti-fraud provisions of the Investment Advisers Act of 1940, as amended, as well as HMA's fiduciary duties under federal and state law to act in the best interest of the Fund.

On certain routine proposals (for example, those which do not change the structures, bylaws or operations of a company), HMA will generally vote in the manner recommended by management. Non-routine proposals, (such as those affecting corporate governance, compensation and other corporate events) and shareholder proposals, will generally be reviewed on a case-by-case basis. HMA determines that voting a particular proxy would create a material conflict of interest between its interests or the interests of any of its affiliated parties, HMA will fully disclose the conflict of interest to the Fund's Board.

The Fund's Board may obtain a copy of HMA's complete proxy voting policies and procedures upon request. The Fund's Board may also obtain information from HMA about how HMA voted any proxies on its behalf.

Legal Actions

Clients retain the right under the applicable securities laws to initiate individually a lawsuit or join a class-action lawsuit against the issuer of a security that was held, purchased or sold by or for a client. HMA will not initiate such a legal proceeding on behalf of any of its client and does not provide legal advice to clients regarding potential causes of action against such a security issuer and whether its clients should join a class-action lawsuit. HMA recommends clients seek legal counsel prior to making a decision regarding whether to participate in such a class-action lawsuit. HMA's services do not include monitoring or informing its clients of any potential or actual class-action lawsuits against the issuers of the securities that were held, purchased or sold by or for any of its clients. However, upon a client's specific instruction, HMA may provide factual information related to the individual client's investment history in the security underlying the individual or class-action lawsuit and provide assistance with the completion of a portion of certain class-action paperwork. At no time should such assistance by HMA be deemed as a substitute for consulting with legal counsel.

Item 18 – Financial Information

This item is not applicable to this brochure. HMA does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, HMA is not required to include a balance sheet for its most recent fiscal year. HMA is not subject to a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Finally, HMA has not been the subject of a bankruptcy petition at any time.

4846-2906-3982, v. 2-2906-3982, v. 1