

Part 2A of Form ADV: Firm Brochure

Sheaff Brock Investment Advisors, LLC

8801 River Crossing Blvd.
Suite 100
Indianapolis, IN 46240

Telephone: 317-705-5700
Email: daveg@sheaffbrock.com
Web Address: www.sheaffbrock.com

August 19, 2016

This brochure provides information about the qualifications and business practices of Sheaff Brock Investment Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 317-705-5700 or daveg@sheaffbrock.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Sheaff Brock Investment Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 118739.

Item 2 Summary of Material Changes

The purpose of this Item 2 is to disclose material changes that have been made to this Brochure since the last annual update of this Brochure. Since the last annual update of this Brochure dated March 30, 2016, the following material changes have been made:

- Item 1 has been amended to update the Principal Office address.

Item 3 Table of Contents

Item 1 Cover Page	Page 1
Item 2 Summary of Material Changes	Page 2
Item 3 Table of Contents	Page 3
Item 4 Advisory Business	Page 4
Item 5 Fees and Compensation	Page 7
Item 6 Performance-Based Fees and Side-By-Side Management	Page 9
Item 7 Types of Clients	Page 9
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	Page 9
Item 9 Disciplinary Information	Page 12
Item 10 Other Financial Industry Activities and Affiliations	Page 12
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	Page 13
Item 12 Brokerage Practices	Page 15
Item 13 Review of Accounts	Page 18
Item 14 Client Referrals and Other Compensation	Page 19
Item 15 Custody	Page 20
Item 16 Investment Discretion	Page 20
Item 17 Voting Client Securities	Page 21
Item 18 Financial Information	Page 21

Item 4 Advisory Business

Sheaff Brock Investment Advisors, LLC is a SEC-registered investment adviser with its principal place of business located in Indiana. Sheaff Brock Investment Advisors, LLC began conducting business in 2001.

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

- Sheaff Brock Capital Management, LLC
- David Sheaff Gilreath, Managing Director
- Ronald Robert Brock, Managing Director

Sheaff Brock Investment Advisors, LLC offers the following advisory services to our clients:

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides discretionary advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we help the client choose appropriate portfolio solutions offered by our firm. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background. For most clients we manage just a portion of their assets in specific investment styles. We have a Certified Financial Planner on staff and can provide comprehensive financial planning services. Most planning involves retirement income projections or other components of a plan to illustrate historical or potential returns from a menu of model account styles.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations, although tax considerations are not a driving force of our money management philosophy.

Clients normally do not impose restrictions on investing in certain securities, types of securities, or industry sectors.

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

- Exchange-listed securities
- Securities traded over-the-counter
- Warrants
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities

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

Clients of James P. McMahon (Except those obtained through the Advisor Direct program) are generally not modeled and Mr. McMahon custom designed portfolios for each client's needs and risk tolerances. He often uses ideas and securities selection from the various Sheaff Brock and Salzinger Sheaff Brock models, but adapts them individually for each specific client.

INVESTMENT SUPERVISORY SERVICES ("ISS") MODEL PORTFOLIO MANAGEMENT

Our firm provides portfolio management services to clients using model asset allocation portfolios. Each model portfolio is designed to meet a particular investment goal. Portfolios can be blended to build an appropriate mix of income and growth potential for each client.

IntelliBuild Growth - This model consists of about 33 domestic equity positions which are market cap agnostic however tend to be mostly mid-cap and small-cap. The only portfolio objective is capital growth and is normally 100% invested in equities, although trailing stop loss orders are used which may raise cash during drawdowns. The stock selection process uses the Investor's Business Daily IBD 50 and The New America lists and then applies the Quadrix ranking system created by Horizon Investment Services, LLC, Hammond, IN to rank the top 33 stocks. It is generally a quantitative growth methodology. Turnover is reasonably high at about one or two position changes per week.

Dividend Growth & Income - This model consists of 20 to 25 generally domestic equity positions. The selection process is based on a Sheaff Brock score, derived from a combination of three quantitative screens from William O'Neil & Co. (fundamental and technical), Quadrix ranking (fundamental), and Revelation Research (downside risk assessment), paired with a history of paying a dividend and a history of raising that dividend. Turnover is low at about two position changes per quarter, less than 45%. The portfolio objective is a rising dividend income and secondarily capital appreciation.

Mid-Cap 10 - This model consists of 10 NASDAQ mid-cap equities. Buy and sell decisions are quantitatively driven and momentum based. Being a focused portfolio of only 10 stocks, correlation to a mid-cap index is low. Turnover and volatility is generally high.

Bulls of the Dow - This model consists of the ten highest Sheaff Brock scoring stocks in the Dow Jones Industrials Index. The selections are rebalanced quarterly which generally results in two to three changes per quarter. Portfolio objective is capital appreciation and dividend income.

Tactical - Technical In/Out - This model is a technical allocation portfolio invested in one position, either an S&P 500 ETF or a cash equivalent. It is a "market timing" model which is either long equities or out of equities, depending on the technical signal given. The tactical allocation will normally change from long to neutral 3 to 4 times per year. The portfolio objective is capital preservation and capital appreciation. *Technical Long/Short* - Similar to above, but with the ability to go short. This model is a technical allocation portfolio invested in one position, either an S&P 500 ETF, a cash equivalent, or a Short S&P 500 ETF. *Technical Leveraged Long/Short* - Similar to above, but uses ETFs that are internally leveraged. This model is a technical allocation portfolio invested in one or two positions, a leveraged S&P 500 ETF, a cash equivalent, or a leveraged short S&P 500 ETF. The portfolio objective is aggressive growth of capital in rising or falling market environments. These portfolios are sub-advised by Sellery Portfolio Management.

Tactical - Dynamic Allocation Portfolio - This is a combination of several Sheaff Brock models (IntelliBuild, Dividend Growth, Mid-Cap 10, Bulls of the Dow, etc.). Each model is a separate sleeve, and each sleeve can go to cash independently based upon a moving average trigger for that particular asset class. Turnover and the number of positions is high. Minimum account size is \$1,000,000 in a single account. The portfolio objective is capital preservation and capital growth.

Covered Call. This model consists of 20 to 25 generally domestic equities chosen by similar methods described in the three above portfolios. Each position is then covered by a "covered call" option position. The objective is to create a 2% to 3% cash flow every quarter in the portfolio from the call option income alone. The second objective is to earn capital appreciation on the underlying stock between the purchase price and the call option strike price. Turnover is very high and short-term capital gains are common. The portfolio objective is high income and secondarily capital appreciation.

Option Opportunity - Put Income - This portfolio consists of capital gain income from the expiring time premium of out-of-the-money put options. Turnover of the put positions is high. Issues held are generally marginable stocks, bonds, mutual funds, cash, and short put option positions. *Index Spread Income* - This portfolio consists of capital gain income from the expiring time premium of put option credit spreads. Turnover of the put positions is high. Issues held are generally marginable stocks, bonds, mutual funds, cash, and short put option positions. *Iron Condor Income* - This portfolio consists of capital gain income from the expiring time premium of put option and call option credit spreads. Turnover of the put positions is high. Issues held are generally marginable stocks, bonds, mutual funds, cash, and short put option positions. The portfolios are sub-advised by Two Fish Management, LLC an Indianapolis based registered investment advisor.

Preferred Income - This portfolio consists of about 25 positions in preferred stocks and corporate bond trusts that trade as preferred stocks. Generally the stocks are NYSE listed and have a par value of \$25 per share. The objective is income and capital preservation. Capital appreciation is generally minimal.

Core Plus and High Yield Bond - These portfolios consist of about 40 individual taxable bond positions. The objective is income and capital preservation. Capital appreciation is generally minimal. This portfolio is sub-advised by Oppenheimer Asset Management (OAM), Carmel, IN an SEC registered investment advisor. OAM principals have many years of experience managing institutional fixed income portfolios.

Salzinger Sheaff Brock - ETF and mutual fund portfolios, including the **Alternative** portfolio offered through Sheaff Brock, are sub-advised by Mark Salzinger who is affiliated by being a member of Salzinger Sheaff Brock, LLC. Mark is also publishing editor of two popular newsletters, the *No-Load Fund Investor* and the *Investor's ETF Report*.

We sometimes will use a mutual fund, the Auer Growth Fund as an allocation to an account, or use a portfolio designed by Salzinger Sheaff Brock as an allocation. Both of these offerings are managed by affiliated companies. We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, or income and growth). Tax considerations are recognized, but not the driving force in portfolio management decisions.

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

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

1. send quarterly written reminders to each Model Portfolio Management Services client of their current allocation, gains and losses, and fees paid;
2. at least annually, remind in writing each participating client to tell us whether there have been any changes in the client's financial situation or investment objectives. It is clearly written in our account agreement it is the client's responsibility to tell us of any changes in their financial situation and needs;
3. be reasonably available to consult with the client; and
4. maintain client suitability information in each client's file.

AMOUNT OF MANAGED ASSETS

As of December 31, 2015, Sheaff Brock is actively managing approximately \$1,100,574,123 of clients' assets on a discretionary basis.

FINANCIAL PLANNING & CONSULTING

The purpose of Personal Financial Planning is to develop a comprehensive financial plan. The planning service begins with an intensive fact-finding session which helps SBIA Financial Planning Group become totally familiar with the client's current financial situation (including among other things, income taxes, investments, insurance, estate affairs and family circumstances), as well as their personal goals and priorities for the next several years. Then, working from this comprehensive information, SBIA Financial Planning Group prepares a detailed financial plan which documents the client's situation, identifies all areas which will be impacted, and makes specific goal-oriented recommendations. Specific goal-oriented recommendations are designed to educate and allow a client to coordinate his/her financial affairs more efficiently, manage cash flow, prudently reduce income and transfer taxes, and attempt to improve his/her overall net worth. Once this written document has been discussed with the client, the recommendations the client feels comfortable with are scheduled for implementation with specific deadlines. Generally, SBIA Financial Planning Group relationship with a client extends for a twelve-month term, subject to the client's renewal for subsequent twelve-month terms.

Item 5 Fees and Compensation

INVESTMENT SUPERVISORY SERVICES ("ISS")

Our annual fees for Investment Supervisory Services are based upon a percentage of assets under management and generally range from 0.70% to 2.00%. Our fees are billed quarterly, in advance, at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter. Fees will be debited from the account or other related account in accordance with the client authorization in the Client Services Agreement.

A minimum of \$500,000 of assets under management per relationship is required for this service although the account size may be negotiable under certain circumstances. Sheaff Brock Investment Advisors, LLC may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee. Sheaff Brock Investment Advisors, LLC is a minority owner of SBAuer Funds, LLC and receives a portion of the management fee of the Auer Growth Fund. Sheaff Brock Investment Advisors, LLC account management fees may be charged on assets held in the Auer Growth Fund as they would be on other strategic fund allocations.

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

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

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS FEES GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon verbal or written notice. [As disclosed above, certain fees are paid in advance of services provided.] Upon termination of any account, any prepaid, unearned fees will be promptly refunded. [In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.]

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

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

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

ERISA Accounts: Sheaff Brock Investment Advisors, LLC is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. . As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions

concerning certain forms of compensation. To avoid engaging in prohibited transactions, Sheaff Brock Investment Advisors, LLC may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Sheaff Brock Investment Advisors, LLC's advisory fees.

FINANCIAL PLANNING & CONSULTING

The fee for financial planning is dependent upon the issues to be reviewed and the complexity of the client's financial situation. It is a one-time project fee that typically ranges between \$500 and \$10,000. The fee is negotiable at the SBIA Financial Planning Group's discretion. The fee is determined and agreed upon by client prior to commencement of any work. A 50% initial deposit is required and the remaining financial planning fee will be due upon completion and delivery of the plan to client. The client may cancel this service at any time with a written notice, however, the client will remain obligated to pay the full financial planning fee, or an agreed upon portion of the fee. Ongoing planning services (including plan updates, new analyses and/or projections) would be provided and charged via an annual retainer fee, billed quarterly. The SBIA Financial Planning Group is not paid any commissions or administration fees for the direct sale of mutual funds or any other investment products.

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

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

Sheaff Brock Investment Advisors, LLC does not charge performance-based fees.

Item 7 Types of Clients

Sheaff Brock Investment Advisors, LLC provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations
- Corporations or other businesses not listed above

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

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

METHODS OF ANALYSIS

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

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

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock. We obtain research from third-party sources for much of the data.

Technical Analysis. For some of our portfolios we analyze sector movements and apply that analysis in an attempt to recognize undervalued or oversold sectors. We may also use technical analysis (Stochastics, point-and-figure bullish percent's, or the Dow Theory for example) to raise cash. Technical analysis does not consider the underlying financial condition of a company or industry. This presents a risk in that a poorly-managed or financially unsound company or out of favor sector may underperform regardless of market movement.

Quantitative Analysis. We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price, earnings per share, return-on-equity, PEG ratio, current ratio and debt levels and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy. A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

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

INVESTMENT STRATEGIES

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

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

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

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

Short - term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

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

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

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

The two types of options are calls and puts:

- A call gives the owner the right to buy an asset at a certain price within a specific period of time. We will often sell a call in order to create additional income in an account if we are comfortable with the option strike price as a suitable sale price for the underlying stock.
- A put gives the holder the right to sell an asset at a certain price within a specific period of time. We may sell a put in order to create additional income in an account if we are comfortable with the option strike price as a suitable buy price for the underlying stock.

We may (although it is not an active strategy used often by us) also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential downside of a security we have purchased for your portfolio.

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

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

We may also use "cash secured or margin secured puts", in which we sell a put option on security you do not own. In this strategy, you receive a premium for making the option available, and the person purchasing the option has the right to sell the security to you at an agreed-upon price.

A risk of selling puts is that the price of the underlying stock can fall below the agreed-upon option price so that if the put is exercised or we want to buy the option back from the option buyer prior to the termination of the option, a possible loss could be incurred.

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

Item 9 Disciplinary Information

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

SBIA and our personnel seek to maintain the highest level of business professionalism, integrity, and ethics. SBIA has no reportable disciplinary information in our ADV Part I and thus does not have any disciplinary information to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Mutual Fund: Sheaff Brock Investment Advisors, LLC previously disclosed in "Advisory Business" (Item 4) and "Fees and Compensation" (Item 5) of this brochure that our firm is associated with the investment adviser to SBAuer Funds, LLC / The Auer Growth Fund, an investment company registered under the Investment Company Act of 1940. We are related to the Mutual Fund through common control. Please refer to these items for a detailed explanation of this relationship and important conflict of interest disclosures.

For additional information, the Fund Prospectus and Statement of Additional Information are available on-line at: www.sbauerfunds.com. Prospective investors should review these documents carefully before making any investment in the Mutual Fund.

Other pooled investment vehicle(s): Although not currently applicable, management personnel of Sheaff Brock Investment Advisors, LLC may also be managing member(s) of limited liability companies (LLCs) and/or general partner(s) to limited partnerships (LPs) formed for investment purposes. As appropriate, our advisory clients may be solicited to invest in such LLCs and/or LPs. These related persons of our firm do not receive investment advisory compensation in relation to these investments, but do have a conflict of interest in soliciting client investments.

Because investment in these types of entities may involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Related persons of our firm may spend as much as 10% of their time on these related activities. A list of these affiliated entities is specifically disclosed on Schedule D of Form ADV, Part 1 at Item 7.B. Part 1 of our Form ADV can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

Clients interested in investing in the partnership/company should refer to the partnership's/ company's private placement memorandum for more information specific to the partnership/ company. Currently SBIA offers no partnerships or LLC ownership to clients.

Our firm is affiliated under common control and ownership with three other registered investment advisers: Salzinger Sheaff Brock, LLC ("SSB"); Sellery Portfolio Management, LLC ("SPM"); and Innovative Portfolios, LLC ("IP"). In addition, certain members of our firm's management may be separately licensed as an investment adviser representative with either SSB, SPM, and/or IP. In such capacities, these individuals may provide advisory services and/or management assistance. The advisory services delivered by these affiliated registered investment advisers and the compensation for such services are separate and apart from those provided by our firm. If appropriate our affiliates' advisory services may be recommended to our clients. While there are no referral fee arrangements between our firm and our affiliates, there is shared ownership and profits interest. A conflict of interest is created by these arrangements in that our firm and management personnel may have a financial incentive to recommend the services of our affiliates. In efforts to mitigate such conflicts of interest, it is our firm's strict policy to act in our client's best interest. Our clients are under no obligation to use of the services of our affiliates, and clients may accept or reject any of our recommendations. Clients choosing to implement Sheaff Brock Investment Advisors, LLC's recommendations through one of our affiliates should refer to that Registered Investment Advisor's Firm Brochure or other disclosure document for details regarding that firm's services and fees.

Certain members of our firm's management may have a profits interest in Two Fish Management (2F). A conflict of interest is created by this arrangement to the extent that this individual recommends that a Sheaff Brock Investment Advisors, LLC client open a 2F account through which this individual may receive additional compensation, although generally speaking it amounts only to an effective discount on sub-advisory fees. No Sheaff Brock Investment Advisors, LLC client is obligated to use 2F or its services. Clients choosing to implement Sheaff Brock Investment Advisors, LLC's recommendations through 2F should refer to the Firm Brochure or other disclosure document for details regarding that firm's services and fees.

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

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

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

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

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

A copy of our Code of Ethics is listed below and in our Policy and Procedures Manual. It is available to our advisory clients and prospective clients. If you want a copy other than the one on the following page, you may request a copy by email sent to info@sheaffbrock.com, or by calling us at 317-705-5700.

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

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

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

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

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

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

9. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
10. We have established policies requiring the reporting of Code of Ethics violations to our senior management.

Any individual who violates any of the above restrictions may be subject to termination. As disclosed in the preceding section of this Brochure (Item 10), related persons of our firm are separately registered as investment adviser representatives of another registered investment adviser. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

Regarding personal accounts all personnel are required to:

1. File an initial holding report documenting all securities holdings in all related accounts.
2. If accounts are held away from Adviser's custodians, an annual holdings reports on all related accounts.
3. Quarterly transaction reports on all accounts held away from the Adviser's custodian, or allow duplicate statements to be sent to the Designated Supervisor on accounts held away.
4. All employees must annually sign a written affirmation that all of their personal securities transactions are done through accounts held at Adviser's custodian, or employees personal accounts have duplicate statements sent to the Designated Supervisor.

Item 12 Brokerage Practices

Brokers that we select to execute transactions may from time to time refer clients to our firm. Sheaff Brock Investment Advisors, LLC (the Firm) will not make commitments to any broker or dealer to compensate that broker or dealer through brokerage or dealer transactions for client referrals; however, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and Sheaff Brock Investment Advisors, LLC's interest in receiving future referrals.

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

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

Sheaff Brock Investment Advisors, LLC will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, execution price and execution time are shared equally and on a pro-rated basis between all accounts included in any such block. However commission costs are charged to each client individually. In other words a client buying 100 shares of a stock will generally pay the same commission as a client buying 1000 shares.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Sheaff Brock Investment Advisors, LLC will typically aggregate trades among clients whose accounts can be traded at a given broker. Sheaff Brock Investment Advisors, LLC's block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Sheaff Brock Investment Advisors, LLC, or our firm's order allocation policy.

- 2) The traders in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Sheaff Brock Investment Advisors, LLC to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 4) Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order. Under the client's agreement with the custodian/broker commission costs are charged to each client individually. In other words a client buying 100 shares of a stock will generally pay the same commission as a client buying 1000 shares.
- 7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
- 8) Sheaff Brock Investment Advisors, LLC's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- 9) Funds and securities for aggregated orders are clearly identified on Sheaff Brock Investment Advisors, LLC's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
- 10) No client or account will be favored over another.

Sheaff Brock Investment Advisors, LLC participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers services to independent investment advisers, services which include custody of securities, trade execution, clearance and settlement of transactions. Sheaff Brock Investment Advisors, LLC receives some benefits from TD Ameritrade through our participation in the program.

Sheaff Brock Investment Advisors, LLC participates in TD Ameritrade's Institutional customer program and we may recommend TD Ameritrade to our clients for custody and brokerage services. There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program 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): duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser 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 Sheaff Brock Investment Advisors, LLC by third party vendors. TD Ameritrade may also pay for business consulting and professional services received by Sheaff Brock Investment Advisors, LLC's related persons and may also pay or reimburse expenses (including travel, lodging, meals and entertainment expenses) for Sheaff Brock Investment Advisors, LLC's personnel to attend conferences or meetings relating to the program or to TD Ameritrade's adviser custody and brokerage services generally.

Some of the products and services made available by TD Ameritrade through the program may benefit Sheaff Brock Investment Advisors, LLC but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by Sheaff Brock Investment Advisors, LLC or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by Sheaff Brock Investment Advisors, LLC or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice OR recommendation of TD Ameritrade for custody and brokerage services.

Advisor 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, Advisor 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 advisor 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 Advisor and has no responsibility for Advisor's management of client portfolios or Advisor's other advice or services. Advisor 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 Advisor ("Solicitation Fee"). Advisor will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by Advisor 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 Advisor on the recommendation of such referred client. Advisor 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. Advisor'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, Advisor may have an incentive to recommend to clients that the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, Advisor 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. Advisor's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

Sheaff Brock Investment Advisors, LLC also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment Advisors participating in the program. Specifically, the Additional Services include Envestnet Tamarac and Junxure. TD Ameritrade provides the Additional Services to our firm in its sole discretion and at its own expense, and Sheaff Brock Investment Advisors, LLC does not pay any fees to TD Ameritrade for the Additional Services. Sheaff Brock Investment Advisors, LLC and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

Sheaff Brock Investment Advisors, LLC's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to our firm, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, our client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with Sheaff Brock Investment Advisors, LLC, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, we may have an incentive to recommend to our clients that the assets under management by us be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. Sheaff Brock Investment Advisors, LLC's receipt of Additional Services does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for client accounts.

Registrant serves on a TD Ameritrade Institutional Advisor Panel ("Panel"). The Panel consists of independent investment advisors that advise TD Ameritrade Institutional ("TDA") on issues relevant to the independent advisor community. The Panel meets in person on average two to three times per year and conducts periodic conference calls on an as needed basis. Independent advisors are appointed to serve on the Panel for indefinite terms by TDA senior management. At times panel members are provided confidentiality agreements. TD Ameritrade, Inc. ("TD Ameritrade") does not compensate Panel members. However, TD Ameritrade pays or reimburses for the travel, lodging and meal expenses registrant incurs in attending panel meetings. The benefits received by registrant or its personnel by serving on the panel do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by registrant or its related persons in and of itself creates a potential conflict of interest and may indirectly influence registrant's recommendation of TD Ameritrade for custody and brokerage services.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be

triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Portfolio Management Accounts are reviewed by the Investment Adviser Representative(s) assigned to your account

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports to all discretionary accounts summarizing account performance, balances, fees paid and holdings.

INVESTMENT SUPERVISORY SERVICES("ISS") MODEL PORTFOLIO MANAGEMENT SERVICE

REVIEWS: While the underlying securities within Model Portfolio Management Services accounts are continually monitored, these accounts are modeled and the model is reviewed at least weekly. Accounts are invested and rebalanced in the context of the investment objectives and guidelines of each model portfolio as well as any investment restrictions provided by the client. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

The positions are monitored by the investment committee which includes: David S. Gilreath, Managing Director; Ron R. Brock, Managing Director; Jim McMahon, Senior Portfolio Manager; Eric Martz, Director of Client Service, and Walter Taggart, Trader. Additionally, the following individuals will assist in the monitoring process through our firm's sub-advisory relationship: Mike Kessling, JR Sauder, and Mike Morris (Two Fish Management); and William S. Sellery (Sellery Portfolio Management).

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings. These reports will also remind the client to notify us if there have been changes in the client's financial situation or investment objectives and whether the client wishes to impose investment restrictions or modify existing restrictions.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

OTHER COMPENSATION

Our firm and/or our officers and representatives may be eligible to receive incentive awards (such as trips/conferences) for certain types of investment products that we recommend although any such award has been a rare occurrence, ancillary to our business, and minor in nature.

While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Item 15 Custody

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

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

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

In addition to the periodic statements that clients receive directly from their custodians, we also send account performance statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current. Our firm does not have actual or constructive custody of client accounts.

Item 16 Investment Discretion

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

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

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

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

Sheaff Brock Investment Advisors, LLC requires that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold in a client's account.

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

Trade Error Policy - Errors created in an advisory account must be corrected so as not to harm any client. The goal of error correction is to make the client "whole", regardless of the cost to Sheaff Brock Investment Advisors, LLC. We absorb all trade errors, losses and gains, from all advisory accounts.

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. We do not offer any consulting assistance regarding proxy issues to clients.

Periodically a class action suit is filed on behalf of shareholders against a company our client may have or had a position in. We employ a firm, Chicago Clearing, to recover any damages for our clients to ensure the client receives compensation, and to make the recovery of such damages easier to obtain. Chicago Clearing charges a percentage of funds recovered as a fee. Because each recovery is often small, the fee is generally a small dollar amount.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm as disclosed above, is not required to provide a copy of our firm's balance sheet, however we are required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Sheaff Brock Investment Advisors, LLC has no additional financial circumstances to report.

Sheaff Brock Investment Advisors, LLC has not been the subject of a bankruptcy petition at any time during the past ten years.