



AFAM Capital, Inc.
12117 FM 2244
Building 3, Suite 170
Austin, TX 78738

512.354.7041

www.afamcapital.com

March 31, 2017

This Brochure provides information about the qualifications and business practices of AFAM Capital, Inc. If you have any questions about the contents of this Brochure, please contact us at 512.354.7041. The information in this Brochure has not been approved nor verified neither by the United States Securities and Exchange Commission nor by any state securities authority.

AFAM Capital, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about AFAM Capital, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Item discusses only specific material changes that are made to the Brochure and provides clients with a summary of such changes. Our last update was filed on June 30, 2016. We last filed an update to our Brochure on the same date. The firm has since made the following material changes:

- Updated the Innealta Capital Funds' names to better reflect the Funds' stated strategies:

Innealta Capital Country Rotation Fund	->	Dynamic International Opportunity Fund
Innealta Capital Sector Rotation Fund	->	Dynamic U.S. Opportunity Fund

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other on-going disclosure information about material changes as necessary.

We will further provide you with a new Brochure, as necessary, based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Elizabeth M. Willmore, Chief Compliance Officer, at 512.354.7041, or ewillmore@afamcapital.com. Our Brochure is also available on our web site www.afamcapital.com, also free of charge.

Additional information about AFAM Capital, Inc. is also available via the SEC's web site at www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with AFAM Capital, Inc., who are registered, or are required to be registered, as investment adviser representatives of AFAM Capital, Inc.

Item 3 -Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes	2
Item 3 -Table of Contents.....	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation.....	6
Item 6 – Performance based Fees and Side by Side Management.....	7
Item 7 – Types of Clients	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 – Disciplinary Information	8
Item 10 – Other Financial Industry Activities and Affiliations	9
Item 11 – Code of Ethics	9
Item 12 – Brokerage Practices	10
Item 13 – Review of Accounts	11
Item 14 – Client Referrals and Other Compensation	11
Item 15 – Custody.....	12
Item 16 – Investment Discretion.....	12
Item 17 – Voting Client Securities	12
Item 18 – Financial Information	13
Supervised Persons.....	14

Item 4 – Advisory Business

The following information describes investment advisory services of AFAM Capital, Inc. (“AFAM”) or (“the Firm”) and Al Frank Asset Management and Innealta Capital, divisions of AFAM Capital, Inc.

AFAM is an independently owned SEC-registered investment advisor. The firm was founded in 1977 by equity value manager Al Frank (1930-2002). AFAM is headquartered in Austin, Texas.

We manage client accounts through Al Frank Asset Management and Innealta Capital. We also are the investment adviser to certain proprietary mutual funds.

The Al Frank Fund and the Al Frank Dividend Value Fund are value-oriented equity funds. The Dynamic International Opportunity Fund and Dynamic U.S. Opportunity Fund are managed using exchange traded funds (ETFs).

We edit and publish *The Prudent Speculator* investment newsletter.

Al Frank Asset Management manages discretionary accounts (portfolios) by buying, holding and selling stocks in widely diversified portfolios to be held for long-term capital appreciation. We select equity securities that we believe are out of favor and undervalued, and hold them until we believe that the securities have reached a fair value or until our research finds a candidate with more attractive risk/reward attributes or the stock's evolved risk/reward profile fails to justify continued ownership. Stock selection is not limited by size, and, unless otherwise noted, portfolios may be invested in companies of any market capitalization.

- The Select SMid Dividend strategy includes primarily micro, small and mid-cap dividend paying stocks and seeks broad diversification to a significant number of major market sectors and industry groups. Leeway for market appreciation is allowed as stocks may move into the large capitalization category. Portfolios are initially constructed with 70 to 90 positions.
- The Select Value strategy includes both dividend and non-dividend paying stocks and seeks broad diversification via exposure to a significant number of major market sectors and industry groups. Portfolios are initially constructed with 70 to 90 positions.
- The Prudent Speculator strategy mirrors the TPS portfolio, the basis for *The Prudent Speculator* newsletter. The strategy includes both dividend and non-dividend paying stocks and seeks broad diversification via exposure to a significant number of major market sectors and industry groups. Portfolios are initially constructed with 70 to 90 positions. Investment minimums are lower in this strategy, and as a result, do not include the same level of access to the portfolio manager.
- The Select 30 Dividend strategy generally includes dividend-paying stocks and seeks broad diversification via exposure to a significant number of major market sectors and industry groups with a concentrated 30-stock approach.
- The Select Dividend strategy generally includes dividend-paying stocks and seeks broad diversification via exposure to a significant number of major market sectors and industry groups. Given the dividend-emphasis, portfolios are initially constructed with 50 to 70 securities.

Our **Innealta Capital Division** utilizes exchange traded products (ETPs), primarily exchange traded funds (ETFs), to construct portfolio strategies that seek to outperform their benchmarks on a risk-adjusted basis through diversification, active management, style integrity, minimized security selection risk, trading and cost efficiency.

We offer the following strategies as part of the Innealta Tactical ETF Portfolio Series. They are rebalanced at regular intervals:

- The Global All Asset Portfolios comprise separate portfolios along three risk preference levels, each distinguished by a unique longer-term secular tactical asset allocation to a broad range of asset class exposures, which are incorporated into the portfolios using ETPs. The portfolios may contain ETPs that reference equity, commodity, REIT and fixed income asset classes. Against the initial secular allocation, the

strategies use a shorter-term cyclical tactical asset allocation framework to reallocate portfolio funds between equity and fixed income, based upon the Investment Committee's review of prospective risk-relative returns for each equity asset class versus fixed income. As a result, the portfolios may shift equity allocations on an individual basis within a range of +/-20% relative to the target initially defined by the secular allocation. The three Global All Asset portfolios are: Conservative (40% equity/other, 60% fixed income); Moderate (60% equity/other, 40% fixed income); and Growth (80% equity/other, 20% fixed income).

- The Global All Asset Opportunity Portfolios use the same framework as the Global All Asset Portfolios, but implement the strategy using leveraged ETPs in specific equity asset classes to obtain similar exposure as the Global All Asset Portfolios, but with a lower dollar allocation. The remaining capital is then deployed to try to optimize the investment characteristics of each portfolio. The Global All Asset Opportunity portfolios are also available as Conservative, Moderate and Growth products. The use of leverage can magnify gains and losses in a portfolio. For more information, see Item 8.
- The Rotation Portfolios utilize a disciplined quantitative approach that enables the Investment Committee to determine investment exposures to equities, fixed income and/or alternative asset classes. The portfolios seek exposure to specific equity markets when the Investment Committee believes the prospective risk-relative return for a given market is favourable. The Country Rotation Portfolio considers investment in over 40 international equity markets and the Sector Rotation Portfolio considers investment in US-sector equity markets and sub-markets as defined by GICS. The Rotation Portfolios may utilize leveraged, inverse and inverse leveraged ETPs, which can magnify gains and losses, as described in more detail in Item 8.
- The Fixed Income Portfolio deploys an approach which offers the Investment Committee an objective and disciplined framework to allocate optimally across a range of fixed income sectors. The strategy seeks to generate above-average yield with strict risk controls by consistently investing in those fixed income sectors that have strong risk-adjusted performance potential and eligible exchange traded fund representation.

The Al Frank and Innealta philosophies are combined within the **Dynamic Portfolio Series**.

- The Dynamic Portfolio Series combines Innealta's adaptive international asset allocation portfolio component with Al Frank's long-term oriented portfolio component focused on under-valued U.S. traded equities and then anchors that combination with a fixed income weighting. The strategies seek to provide benchmark-beating returns through:
 - Income-generating stability through fixed-income
 - International adaptability
 - Patient selectivity in domestic equities

The three Dynamic Portfolio Series portfolios are: Conservative (50% fixed income, 25% tactical, 25% strategic); Moderate (25% fixed income, 37.5% tactical, 37.5% strategic); and Growth (50% tactical, 50% strategic).

Our advice is limited to that described above. Investment allocation decisions are based upon a number of factors, including your representations, completion of a client worksheet that gives us information about your investment objectives, risk tolerance, and time horizon, and conversations with you about the same.

When you engage our managed account services, you enter into a written Investment Management Agreement with us. You authorize us to have access to your account in order to manage it according to the strategy or strategies selected. The Investment Agreement outlines the nature of our duties, lists applicable fees, contains required disclosures, and contains certain limits to our liability. The Investment Agreement also specifies that we have the power to vote proxies with respect to securities held in the account(s) unless you instruct us otherwise. It is possible for you to impose restrictions on investing in certain securities, though that may limit our ability to execute the strategy as described above.

As of December 31, 2016, we managed approximately \$712.3 million on a discretionary basis (Assets Under Management) and \$798.4 million on a non-discretionary basis (Assets Under Advisement).

We recommend stocks in *The Prudent Speculator* (“TPS”) that John Buckingham, other employees, the Funds, managed clients, or model portfolios may already own. Model Portfolios (for the newsletters) are actual or hypothetical portfolios posted on our Web site www.prudent-speculator.com. Every new newsletter transaction is listed in the Sales Alerts and may also be listed in the Market Commentary or newsletter. When buying stocks for managed accounts, their orders are placed ahead of any employee’s order. When first-time recommendations are made in the newsletters, AFAM employees shall abide by the personal trading restrictions as outlined in Item 11 – Code of Ethics.

No access person for the Funds may trade ahead of the Funds. We sometimes trade stocks not recommended in the newsletters in order to average down or up, balance portfolios, meet margin calls or meet client requests for cash or specific stocks.

Item 5 – Fees and Compensation

We bill our clients for our management services on a quarterly basis. Fees are payable at the beginning of each three-month period. The fee schedule is applied to the fair market value of the assets of the Account(s) as of the beginning of the three-month period. Multiple portfolios of each client are combined to effect fee savings. Unless otherwise agreed, fees are debited directly from the cash balance of the account. Initial fees are prorated to the extent the period from that date of the Investment Management Agreement is less than a full three-month period. At the termination of the Investment Management Agreement, we refund on a prorated basis any fees paid in advance.

The fee-schedule is as follows:

- 1.50 percent per annum (0.375% per quarter) of the first \$500,000, and
- 1.25 percent per annum (0.3125% per quarter) of the next \$500,000, and
- 1 percent per annum (0.25% per quarter) of amounts above \$1,000,000.

Some clients may pay fees that are different from those listed above either because the client agreed to a previous fee schedule no longer in effect or because special fees may be negotiated with individual clients or advisors. Fees may be negotiable.

We generally charge 50% of our regular fee for the Innealta Fixed Income portfolio.

We recommend Charles Schwab & Co., Inc. (“Schwab”), and Fidelity Brokerage Services, LLC (“Fidelity”). They have consistently provided excellent brokerage services, which include: competitive execution rates, trading resources, back office support, electronic account data and seamless account transfers. In certain very limited instances, we may allow brokerage services and custody at a brokerage firm other than Schwab and Fidelity. You may be charged an additional fee in these situations because more manual work is involved.

If you also invest in our mutual funds, you pay fees as detailed in the prospectus for each fund (available by calling or writing us or on our website at www.alfrankfunds.com for our value-strategy funds or www.innealtafunds.com for our ETF funds).

We will not begin management of your portfolio until all required documents are executed by you and received by us in good order. AFAM reserves the right to bill on a pro-rata basis until such time that notification of intent to terminate an agreement is received. Notification may be communicated in writing, via telephone, or by email.

You may incur certain charges imposed by your broker-dealer or custodian, such as custodial fees and charges imposed directly by a mutual fund or exchange traded fund in the account, which will be disclosed in that fund’s prospectus. For assets held outside of a wrap fee program, you may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to our management fee.

We are a sub-advisor for various wrap and platform programs. Wrap and platform sponsors usually bill clients in advance on a quarterly basis and calculate fees based on the market value of the assets on the last day of the preceding quarter. We receive a portion of the total fee charged by the wrap and platform sponsor as negotiated with each firm sponsor. We offer services through various wrap fee programs and other turnkey asset management programs (TAMP) whereby we receive a fee for providing investment models for use in the third party model

programs based on the market value of the assets being managed. These program sponsors provide a complete description of the TAMP and wrap/platform terms and conditions including fees, in their respective ADV Part 2As. Because we do not have primary relationship responsibilities in these situations, program sponsors are responsible for providing their Form ADV Part 2As and other required documents - such as Privacy Policies - to each participating client.

As an accommodation, non-fee paying accounts may be set up for clients and/or their family members in which assets are solely invested in one or more of our mutual funds. The accounts are not actively managed, and we do not send out reports or statements for these accounts.

John Buckingham and other AFAM investment professionals speak at investment seminars and other functions for various organizations for negotiated honoraria and expenses.

The current subscription rates for *The Prudent Speculator* are \$495 for two years, \$295 for one year, or \$27.99 per month.

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

AFAM does not manage accounts using a performance-based fee (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

We provide portfolio management services to individuals, including high net worth individuals, investment companies, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities. We also are advisor to certain proprietary mutual funds, the Al Frank Fund, Al Frank Dividend Value Fund, the Innealta Capital Country Rotation Fund, and the Innealta Capital Sector Rotation Fund.

We currently request that new asset management clients invest a minimum of \$500,000. We will accept less than the minimum in some situations or for certain products. The minimum for most wrap fee programs and platforms is \$100,000. Should you engage our firm to provide portfolio management services, please be aware that you will be giving our portfolio managers discretion to buy and sell securities within your account.

As described in Item 5, we are a sub-advisor for various wrap and platform programs. We also provide our model investment frameworks to certain financial service intermediaries by agreement, and we receive a fee for this service.

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

We generally provide management services for exchange-listed and over-the-counter traded equity securities and exchange traded products (primarily exchange traded funds). We do not generally analyze or manage commercial paper, bank certificates of deposit, municipal securities, U.S. government securities, option contracts on commodities, or interests in partnerships (except for master limited partnerships traded on exchanges). However, we may provide advice on any type of investment held in a client's portfolio at the start of the advisory relationship.

We use data sources such as Bloomberg and FactSet for analytics.

AFAM's Al Frank Asset Management division buys common stocks that it considers to be undervalued and that trade on the U.S. exchanges. Stocks are held in widely diversified portfolios for their long-term appreciation potential, or until our research finds a candidate with more attractive risk/reward attributes or an individual stock's evolved risk/reward profile fails to justify continued ownership.

It is possible for you to use margin (borrowed money that is used to purchase securities) with these strategies. Use of margin magnifies both gains and losses and subjects you to unique risks, such as interest payments for use of

borrowed money. We set limits on use of margin and will require you to sign a margin agreement if you want to use margin.

The Innealta Capital division invests in ETPs as previously described in Item 4 - Advisory Business.

Investing in securities involves risk of loss that clients should be prepared to bear. Investing in securities of small and medium-sized companies may involve greater volatility and risk. ETPs are subject to risks similar to those of stocks, such as market risk, and you may experience losses. In addition, you may be exposed to the risks associated with leveraged, inverse and inverse-leveraged ETPs.

To the extent that AFAM strategies invest in ETPs that seek to provide investment results that are the inverse (opposite) of the performance of an underlying index, you will indirectly be subject to the risk that the performance of such ETP will fall as the performance of that ETP's benchmark rises. In addition, some ETPs may utilize leverage (i.e., borrowing) to acquire their underlying portfolio investments. The use of leverage may exaggerate changes in an ETP's share price and the return on its investments.

Accordingly, the value of AFAM's investments in ETPs may be more volatile and all other risks, including the risk of loss of an investment, tend to be compounded or magnified. As a result of compounding, inverse and leveraged ETPs often have a single day investment objective. An inverse ETP's performance for periods greater than one day is likely to be either greater than or less than the inverse of the index performance as stated in the ETP's objective. Similarly, a leveraged ETP's performance for periods greater than one day is likely to be either greater than or less than the index performance times the stated multiple in the ETP's objective. This effect becomes more pronounced for these types of ETPs as market volatility increases. Investments by AFAM in inverse and leveraged ETPs may result in increased volatility of returns. These types of investments may prevent AFAM from achieving stated investment objectives.

As described in Item 4, the following products may use leveraged, inverse and inverse-leveraged ETPs: the Global All Asset Portfolios and the Rotation Portfolios.

The value of an investment and the return on invested capital will fluctuate over time and, when sold or redeemed, may be worth less than its original cost. Additionally, fixed income (bond) ETPs are subject to interest rate risk which is the risk that debt securities in a portfolio will decline in value because of increases in market interest rates. Investments in foreign investments may incur greater risks than domestic investments.

Sector ETPs, such as Real Estate Investment Trusts ("REITs") are subject to industry concentration risk, which is the chance that stocks comprising the sector ETP will decline due to adverse developments in the respective industry.

Securities rated below investment grade, commonly referred to as "junk bonds", may involve greater risks than securities in higher rating categories. Junk bonds are regarded as speculative in nature, involve greater risk of default by the issuing entity, and may be subject to greater market fluctuations than higher rated fixed income securities.

Country/Regional risk is the chance that world events such as political upheaval or natural disaster will adversely affect the value of securities issued by companies in foreign countries or regions. Country/Regional risk is especially high in emerging markets.

Emerging markets risk is that chance that stocks of companies located in emerging markets will be substantially more volatile, and substantially less liquid, than the stocks of companies located in more developed foreign markets.

Diversification does not protect against loss in declining markets.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of AFAM or the integrity of our management. AFAM has no criminal, regulatory, civil, or other actions to report applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

We act as advisor to the Al Frank Fund, Al Frank Dividend Value Fund, the Dynamic International Opportunity Fund, and the Dynamic U.S. Opportunity Fund (the “Funds”).

The Al Frank Funds are each a diversified series of shares of beneficial interest of Northern Lights Fund Trust II, a statutory trust organized under the laws of the State of Delaware on August 26, 2010, and are registered under the Investment Company Act of 1940, as amended, as open-end management investment companies. The Al Frank Fund began operations January 2, 1998 and the Al Frank Dividend Value Fund began operations September 30, 2004. The investment objective of the Al Frank Funds is to seek growth of capital by investing in out of favor and undervalued equity securities. For more information and a prospectus, phone 888.263.6443 or contact our office.

The Dynamic International Opportunity Fund and the Dynamic U.S. Opportunity Fund are each a diversified series of shares of beneficial interest of Northern Lights Fund Trust II, a statutory trust organized under the laws of the State of Delaware on August 26, 2010, and are registered under the Investment Company Act of 1940, as amended, as open-end management investment companies. The Dynamic International Opportunity Fund and the Dynamic U.S. Opportunity Fund each seek capital appreciation and commenced operations on December 31, 2011. For more information and a prospectus, phone 855.USE.ETFS or contact our office.

The prospectuses contain more complete information, including risks, fees and expenses. Read it carefully before you invest. Certain AFAM employees maintain FINRA registrations through Northern Lights Distributors, LLC, the distributor for the Al Frank Funds and the Innealta Capital Funds.

We have business arrangements with firms that allow the listing of AFAM on their intranet sites and opportunities to participate in conferences and meetings, for a fee. We are party to licensing agreements whereby we provide investment models for use in third party model programs. We may receive referrals from these business relationships.

Item 11 – Code of Ethics

We maintain, monitor and enforce a formal Code of Ethics and Standards of Professional Conduct for our employees. It is our policy that each employee conducts his or her business affairs with such standards of integrity that all real and potential conflicts of interest are either eliminated or fully disclosed so that no other conflict of interest exists or can be implied or construed. Employees and Access Persons complete Conflicts of Interest disclosure questionnaires, which are reviewed and approved or not approved by AFAM’s Chief Compliance Officer.

The Company has also adopted the CFA Institute’s “Code of Ethics and Standards of Professional Conduct.”

The Code of Ethics describes our fiduciary duty to you and outlines our high standards of business conduct. The Code includes, but is not limited to, provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and business entertainment items, and personal securities trading procedures. All supervised persons at AFAM must acknowledge the terms of the Code at the inception of employment and annually thereafter, or upon the amendment of the Code. The AFAM Code includes policies and procedures reasonably designed to prevent the misuse of material non-public information by investment advisers. The Code also contains procedures with respect to personal securities transactions of all AFAM officers and employees (“Access Persons”). These procedures cover transactions in a security in which the Access Person has a beneficial interest or in accounts over which the Access Person exercises control, as well as transactions by members of their immediate family.

The Code directs Access Persons of AFAM to conduct their affairs, including their personal securities transactions, in such manner to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. This fiduciary duty includes the duty of the Chief Compliance Officer of AFAM to report material violations of the Code to AFAM’s Senior Management and Board of Directors. All Access Persons complete a personal securities transaction report to the Chief Compliance Officer quarterly.

The Code also is designed to assure that the personal securities transactions, activities and interests of the employees of AFAM will not interfere with (i) making decisions in the best interest of advisory clients and (ii) the implementation of such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of our clients.

In addition, the Code restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and it is the goal of the firm to reasonably prevent conflicts of interest between AFAM and its clients.

You can request a copy of our Code of Ethics by contacting AFAM's Chief Compliance Officer at the phone number listed on the cover of this brochure.

Item 12 – Brokerage Practices

We encourage clients to use Schwab Institutional, a division of Charles Schwab & Co., Inc. ("Schwab") and Fidelity Brokerage Services, LLC ("Fidelity"). If you direct brokerage to a provider other than Schwab or Fidelity, you may pay higher commissions in some instances, depending on our ability to negotiate commissions, obtain volume discounts or best execution from the broker selected.

We select brokers principally on the basis of their commission rates and quality of execution and service, not on the basis of any products, research or "soft dollars."

Some of the brokerage firms utilized for trading provide a FIX (financial information exchange) connection free of charge in order to facilitate accurate and timely information regarding trades. Please note that AFAM does not direct trades based upon the availability of these connections, nor is the pricing of trades placed using a FIX-connected broker affected by these connections.

You are responsible for verifying that they are receiving best execution if you direct your brokerage to a provider other than our recommended brokers. Best execution refers to our obligation on your behalf to ensure that the prices on trade orders we execute on your behalf receive and reflect the optimal mix of price improvement, speed and likelihood of execution.

Schwab Institutional and Fidelity provide AFAM with access to their institutional trading and operations services, which are typically not available to Schwab or Fidelity retail investors. Schwab Institutional and Fidelity also make available to AFAM other products and services that benefit AFAM but may not benefit your account(s), such as periodic and limited commission free trades. Some of these other products and services assist AFAM in managing and administering clients' accounts. Schwab Institutional and Fidelity may also provide AFAM with other services intended to help AFAM manage and further develop its business enterprise. Schwab Institutional and Fidelity may discount or waive fees it would otherwise charge for some of these services or pay all or part of the fees of a third-party providing these services.

Our authority to manage and trade extends only to those amounts agreed upon under our management. In discretionary accounts, we have the authority to determine, without obtaining your current consent before the transactions are affected, both the securities that are to be bought or sold and the amount of such securities. The only limitations on our authority are those you may impose by specifying that you wish to avoid certain types of stocks, e.g., nuclear utilities, tobacco or liquor stocks.

We may occasionally co-sponsor educational or client events with certain broker-dealers or custodians.

On the occasion that we transact the same security, at the same time, for multiple accounts, it is the policy of the firm to utilize a random order execution and allocation system. In certain instances, based upon factors such as the size of a trade, liquidity of a security, and/or execution strategy, the firm may elect to trade outside the random sequence in order to seek the most favorable executions possible pursuant to our fiduciary responsibility to our clientele. The firm is able to route orders via our order management system to multiple FIX-connected brokers

simultaneously and thus may route orders for execution across multiple custodians at the same time. In addition, step-out trading may be utilized to achieve simultaneous executions for accounts housed with different custodians. As such, orders may be aggregated and routed to one executing broker, resulting in the same price for all aggregated accounts. In both instances, divergence from the random sequence may occur due to the inability of some custodians to participate in FIX or step-out trading. Regardless of the trading strategy used, it is always the objective of the firm to ensure that no client, or group of clients, is systematically disadvantaged over time.

Block orders may be used when it is in the best interest of each client participating in the order. Partially filled bunched orders are allocated to the least-invested account when purchasing and the most-invested account when selling.

We request that you to grant authority, in writing, to have management fees deducted directly from your brokerage account.

Item 13 – Review of Accounts

Al Frank Asset Management: Portfolio managed accounts are generally updated daily by computer, with summaries reviewed that show cash available, debit balance and market value. In addition, updated daily analyses of all followed (including owned) stocks indicate stocks that are buy or sell candidates which then are cross-referenced to stocks held in individual accounts. If you have a question, request, or deposit funds, we will conduct a relative review of your portfolio. If on-going fundamental or technical analyses reveal strategic actions to be taken, discretionary powers are invoked, and we will notify you depending upon the nature of the situation. All portfolios are reviewed by John Buckingham and the portfolio management team.

Innealta Capital: Portfolios primarily allocate investment assets, on a discretionary basis, among exchange traded funds that offer exposure to various markets. The portfolios are rebalanced based on the quantitative model for the portfolios, whereby the aggregate signals are used to determine whether the model is bullish or bearish on each individual equity market. If the model indicates a change, the portfolios are reviewed and potentially rebalanced in accordance with the investment team's analysis of the model. Dr. Vito Sciaraffia and the portfolio management team are responsible for review and management of the portfolios.

After an initial setup conference and periodic reviews, trading for discretionary accounts is usually affected without further consultation.

We mail our clients quarterly portfolio reports, quarterly fee statements (see Section 15 "Custody"), semi-annual and annual performance statements (excluding wrap and platform clients, who receive reports directly from the wrap/platform sponsor).

Additionally, clients of our Al Frank Asset Management division receive *The Prudent Speculator*, our monthly investment advisory publication, and its Sales Alerts and weekly Market Commentary that keep them informed of currently recommended stocks with goal price objectives, recommended stock market strategies and model portfolio changes (excluding wrap and platform clients).

Item 14 – Client Referrals and Other Compensation

We directly compensate a non-employee (outside) entity (Solicitor) for client referrals. In order to receive a referral fee from our firm, a Solicitor must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this disclosure brochure (AFAM's ADV Part 2A) along with the Solicitor's disclosure statement at the time of the referral. If you become a client, the Solicitor that referred you to our firm will receive a percentage fee on average daily assets of the product sold for the life of the agreement between the Solicitor and AFAM and shall survive termination of such Agreement for a period of 90 days. This fee will be paid by AFAM and not from any individual account. You will not pay additional fees as a result of this referral agreement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services.

At this time, our agreement is limited to wholesaling (institutional) activities and does not include the solicitation of individual retail clientele.

Item 15 – Custody

We do not take physical custody of clients' securities or funds and all account deposits and withdrawals must be done directly with the brokerage house. We are deemed by the Securities and Exchange Commission to have custody under Rule 206 (4)-2 of The Act because we request that you give us authority to deduct advisory fees directly from your account(s).

Our clients should receive statements at least quarterly directly from the broker dealer, bank or other qualified custodian that holds and maintains their investment assets.

We mail our clients quarterly fee statements (excluding wrap and platform clients, who receive reports directly from the wrap/platform sponsor). Clients also receive trade confirmations and monthly statements directly from their broker-dealer or custodian, as all accounts are in the client's name.

There may be differences between our statements and the statements provided by the custodian because we use end-of-month prices as delivered electronically by a data provider, while brokerage statements may use closing prices of a day or more before month-end. We urge our clients to carefully review such statements and compare such official custodial records to the account statements that we provide.

Item 16 – Investment Discretion

We receive discretionary authority from you at the beginning of our relationship with you to select the specific securities and amount of those securities to be bought or sold. Terms of this authority are laid out in our Investment Management Agreement. We execute such discretion in a manner consistent with the stated investment strategy of the portfolio(s) we manage on your behalf.

Item 17 – Voting Client Securities

We act as discretionary investment advisor for various clients, including clients governed by the Employee Retirement Income Security Act of 1974 ("ERISA") and a registered open-end investment company (mutual fund). As advisor, we have authority to vote certain proxies or act with respect to other shareholder actions. We generally vote proxies for securities we have selected that are held in your account(s), unless you tell us in writing that you want to retain the right to vote the proxies.

Where we have been delegated the authority to do so, we will vote proxies and act on all other corporate actions in a timely manner in accordance with our Proxy Voting Policies and Procedures.

When voting proxies or acting with respect to corporate actions for you, our utmost concern is that all decisions are made solely in your best interests (and for ERISA accounts, plan beneficiaries and participants, in accordance with the letter and spirit of ERISA). We will act in a prudent and diligent manner intended to enhance the economic value of the assets of your account(s).

Although many proxy proposals can be voted in accordance with our established guidelines, we recognize that some proposals require special consideration, which may dictate that an exception be made to the guidelines. We are also responsible for ensuring that all corporate action notices or requests which require shareholder action received by us are addressed in a timely manner and consistent action is taken across all similarly situated client accounts.

Where a proxy proposal raises a material conflict between our interests and your interests, such as if you are a mutual fund client, we will resolve such a conflict by voting in accordance with established guidelines; obtaining your consent to the proposed vote prior to voting the security; or forwarding the proxy matters to an independent third party as you direct. We will review the proxy proposal for conflicts of interest as part of the overall vote review process.

We will not vote proxies if we determine that the value of your economic interest or the value of the portfolio holding is indeterminable or insignificant. We also will not vote proxies received for securities that are no longer held in your account(s). In addition, we generally will not vote securities where the economic value of the securities in your account is less than \$500, or in certain circumstances, after doing a cost-benefit analysis, we may abstain from voting where the cost of voting your proxy would exceed any anticipated benefits to you.

We generally will not vote securities that are out on loan, transferred into the borrower's name and are voted by the borrower, in its discretion. However, where we determine that a proxy vote (or other shareholder action) is materially important to your account(s), we may recall the security for purposes of voting.

These policies and procedures also reflect the fiduciary standards and responsibilities set forth by the Department of Labor for ERISA accounts.

It is the policy of the firm to mirror vote proxies on behalf of the Funds.

Clients may obtain information on how their securities were voted, or receive a copy of our Proxy Voting Policies and Procedures by contacting AFAM's Chief Compliance Officer at the phone number listed on the cover of this brochure.

Item 18 – Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to you. We have not been the subject of a bankruptcy proceeding.

John Buckingham

Al Frank Asset Management

30 Enterprise, Suite 210, Aliso Viejo, CA 92656
949.499.3215

a division of

AFAM Capital, Inc.

12117 FM 2244, Building 3, Suite 170, Austin, TX 78738
512.354.7041

March 31, 2017

This Brochure Supplement provides information about John Buckingham that supplements AFAM Capital, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Elizabeth Willmore, Chief Compliance Officer, if you did not receive AFAM Capital's Brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience

John Buckingham, Chief Investment Officer, has been a part of AFAM Capital, Inc., since 1987. Mr. Buckingham graduated magna cum laude with a B.S. degree in computer science and a minor in business administration from the University of Southern California in 1987. He was born in 1965.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Other Business Activities

Mr. Buckingham writes for and edits *The Prudent Speculator* investment newsletter, which is produced and owned by AFAM.

Additional Compensation

No information is applicable to this Item.

Supervision

Like all AFAM employees, Mr. Buckingham is an Access Person of the Firm and as such, is subject to AFAM's Code of Ethics and the provisions of AFAM's Compliance and Supervision Manual – both of which are administered and overseen by Elizabeth Willmore, AFAM's Chief Compliance Officer (512.354.7044). Ms. Willmore is responsible for supervision of all AFAM individuals providing investment advice to clients. AFAM's Code of Ethics is available upon request. Mr. Buckingham reports to the firm's Board of Directors.

Jason Clark

Al Frank Asset Management

30 Enterprise, Suite 210, Aliso Viejo, CA 92656
949.499.3215

a division of

AFAM Capital, Inc.

12117 FM 2244, Building 3, Suite 170, Austin, TX 78738
512.354.7041

March 31, 2017

This Brochure Supplement provides information about Jason Clark that supplements AFAM Capital, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Elizabeth Willmore, Chief Compliance Officer, if you did not receive AFAM Capital's Brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience

Jason Clark, CFA®, Senior Portfolio Manager, Vice President, has been with AFAM since February 2007. After serving in the United States Navy, Mr. Clark graduated summa cum laude with a B.A. degree in finance from the University of West Florida in 2001. His professional background includes Associate Securities Research Analyst with A.G. Edwards, Inc. from 2005 to 2006 and Corporate Bond Trader and Fixed Income Specialist with Edward D. Jones and Company, LLC from 2002 to 2005. He was born in 1971.

*CFA® - Chartered Financial Analyst, minimum qualifications include either an undergraduate degree and four years of professional experience involving investment decision-making, or four years of qualified work experience (full time, but not necessarily investment related); completion of a self-study program (250 hours of study for each of the three levels); and three course exams. For more information on the CFA® designation, please visit <https://www.cfainstitute.org/>.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item.

Other Business Activities

No information is applicable to this item.

Additional Compensation

No information is applicable to this item.

Supervision

Like all AFAM employees, Mr. Clark is an Access Person of the Firm and as such, is subject to AFAM's Code of Ethics and the provisions of AFAM's Compliance and Supervision Manual – both of which are administered and overseen by Elizabeth Willmore, AFAM's Chief Compliance Officer (512.354.7044). Ms. Willmore is responsible for supervision of all AFAM individuals providing investment advice to clients. AFAM's Code of Ethics is available upon request. Mr. Clark reports to John Buckingham, Chief Investment Officer (949.715.3249).

Chris Creed

Al Frank Asset Management

30 Enterprise, Suite 210, Aliso Viejo, CA 92656
949.499.3215

a division of

AFAM Capital, Inc.

12117 FM 2244, Building 3, Suite 170, Austin, TX 78738
512.354.7041

March 31, 2017

This Brochure Supplement provides information about Chris Creed that supplements AFAM Capital, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Elizabeth Willmore, Chief Compliance Officer, if you did not receive AFAM Capital's Brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience

Chris Creed, CFP®*, Vice President, Private Client Business Director, joined AFAM in July 2013. Before joining AFAM, he was with Fisher Investments PCG, where he was Regional Vice President for Louisiana and Mississippi. Until 2006, he was the owner of an independent wealth management practice, Creed Capital Management, through Wachovia Securities Financial Network. From 1994 to 2003, Mr. Creed was an investment representative with Edward Jones. He holds a B.A. in Marketing from Southeastern Louisiana University. He was born in 1971.

*CFP® and Certified Financial Planner are certification marks owned by the Certified Financial Planner Board of Standards, Inc. These marks are awarded to individuals who successfully complete the CFP Board's initial and ongoing certification requirements. For more information on the CFP® designation, please visit <http://www.cfp.net/>.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item.

Other Business Activities

No information is applicable to this item.

Additional Compensation

No information is applicable to this item.

Supervision

Like all AFAM employees, Mr. Creed is an Access Person of the Firm and as such, is subject to AFAM's Code of Ethics and the provisions of AFAM's Compliance and Supervision Manual – both of which are administered and overseen by Elizabeth Willmore, AFAM's Chief Compliance Officer (512.354.7044). Ms. Willmore is responsible for supervision of all AFAM individuals providing investment advice to clients. AFAM's Code of Ethics is available upon request. Mr. Creed reports to AFAM President Eric Hare (512.354.7041).

Eric Hare

AFAM Capital, Inc.

12117 FM 2244, Building 3, Suite 170, Austin, TX 78738
512.354.7041

March 31, 2017

This Brochure Supplement provides information about Eric Hare that supplements AFAM Capital, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Elizabeth Willmore, Chief Compliance Officer, if you did not receive AFAM Capital's Brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience

Eric Hare, President, has been with AFAM since 2007. Mr. Hare received his B.A. degree from Bemidji State University in 2007 with a major in political science. During his tenure with the firm, he has held a number of roles in both the investments and operations sides of the business and most recently was Chief Operating Officer. Eric was born in 1985.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item.

Other Business Activities

No information is applicable to this item.

Additional Compensation

No information is applicable to this item.

Supervision

Like all AFAM employees, Mr. Hare is an Access Person of the Firm and as such, is subject to AFAM's Code of Ethics and the provisions of AFAM's Compliance and Supervision Manual – both of which are administered and overseen by Elizabeth Willmore, AFAM's Chief Compliance Officer (512.354.7044). Ms. Willmore is responsible for supervision of all AFAM individuals providing investment advice to clients. Mr. Hare reports to the firm's Board of Directors.

Vito Sciaraffia, Ph.D.

AFAM Capital, Inc.

12117 FM 2244, Building 3, Suite 170, Austin, TX 78738
512.354.7041

March 31, 2017

This Brochure Supplement provides information about Dr. Vito Sciaraffia that supplements AFAM Capital, Inc.'s (AFAM's) Brochure. You should have received a copy of that Brochure. Please contact Elizabeth Willmore, Chief Compliance Officer, if you did not receive AFAM Capital's Brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience

Vito Sciaraffia, Ph.D., Chief Investment Officer of the Innealta Capital division of AFAM Capital, Inc. joined the firm in June 2015. Dr. Sciaraffia earned his Ph.D. (2011) in business administration from the Haas School of Business at the University of California, Berkeley. In addition, he has an MA (2011) in Mathematics with an emphasis in stochastic processes and an MS (2010) in Business from the University of California, Berkeley, an MBA (2009) and an M.S. (2008) in Finance from the University of Chile, and a B.S. in Economics and Management from the Catholic University of Chile (2005). His professional background includes his position as Senior Researcher on the Strategy Research Team at Dimensional Fund Advisors. While at Dimensional, Dr. Sciaraffia conducted empirical asset pricing research, wrote research papers, enhanced the design of investment strategies, and collaborated with their marketing and sales departments by delivering technical presentations to various clients. He has also served as Management Associate in the Investment Banking Division at Citigroup, and member of the Market Risk Team at JP Morgan.

Additionally, Dr. Sciaraffia was an Assistant Professor of Finance at the McCombs School of Business of the University of Texas at Austin, where he researched empirical asset pricing and taught the core Investment Management course.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item.

Other Business Activities

Dr. Vito Sciaraffia is a managing member of Riomaggiore Investments LLC ("RIO"), a Limited Liability Company registered in the state of Texas. Dr. Sciaraffia may, from time to time, serve as an authorized person or agent on behalf of RIO in one, or many, of the companies in which it has an interest. Currently, on behalf of RIO, Dr. Sciaraffia serves as an authorized agent for Silver Ridge Capital, LLC which is the General Partner for Silver Ridge Investments, LP ("SRI"). SRI's investment strategies do not overlap with those of Innealta Capital, a division of AFAM Capital.

Additional Compensation

Dr. Sciaraffia does not receive a salary from RIO or any of the companies in which it may have an interest.

Supervision

Like all AFAM employees, Dr. Sciaraffia is an Access Person of the Firm and as such, is subject to AFAM's Code of Ethics and the provisions of AFAM's Compliance and Supervision Manual – both of which are administered and overseen by Elizabeth Willmore, AFAM's Chief Compliance Officer (512.354.7044). Ms. Willmore is responsible for supervision of all AFAM individuals providing investment advice to clients. AFAM's Code of Ethics is available upon request. Dr. Sciaraffia reports to the firm's Board of Directors.

Elizabeth Willmore

AFAM Capital, Inc.

12117 FM 2244, Building 3, Suite 170, Austin, TX 78738
512.354.7041

March 31, 2017

This Brochure Supplement provides information about Elizabeth Willmore that supplements AFAM Capital, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Elizabeth Willmore, Chief Compliance Officer, if you did not receive AFAM Capital's Brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Experience

Elizabeth Willmore, Chief Compliance Officer, has been with AFAM since May 2012. Ms. Willmore received her B.S. degree from the University of Houston in 1999 with a major in psychology. She served as Chief Compliance Officer for Presidio Financial Services, Inc. in San Antonio, Texas from 2004 to 2012 and was employed by NFP Securities, Inc. as a Regional Senior Sales Supervisor from 2001 through 2004. She was born in 1973.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this item.

Other Business Activities

Ms. Willmore is a Financial Industry Regulatory Authority (FINRA) Registered Representative, and maintains her FINRA Registered Representative status through Northern Lights Distributors, LLC, the distributor of the Al Frank and Innealta Funds.

Additional Compensation

No information is applicable to this item.

Supervision

Like all AFAM employees, Ms. Willmore is an Access Person of the firm and as such, is subject to AFAM's Code of Ethics and the provisions of AFAM's Compliance and Supervision Manual. AFAM's Code of Ethics is available upon request. Ms. Willmore reports to Eric Hare, AFAM President (512.354.7041).