



**SEC Form ADV Part 2A
"Brochure"**

3292 Eagle View Lane, Suite 290
Lexington, Kentucky 40509

Telephone: (800) 344-9098

www.DSNeal.com

This Brochure provides information about the qualifications and business practices of D. Scott Neal, Inc. ("DSN"). If you have any questions about the contents of this Brochure, please contact us by telephone at 1- 800-344-9098. 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 DSN also is available on the SEC's website at www.adviserinfo.sec.gov.

March 14, 2017

Item 2: Material Changes

This section discusses material changes made to DSN's Brochure since the last update, which was dated May 12, 2016. There have been no material changes.

However, other information not specified was revised. Consequently, we encourage you to read the Brochure in its entirety.

Item 3: Table of Contents**Page**

Material Changes.....	2
Advisory Business	4
Fees and Compensation.....	6
Performance-Based Fees and Side-By-Side Management	7
Types of Clients.....	7
Methods of Analysis, Investment Strategies and Risk of Loss	7
Disciplinary Information.....	10
Other Financial Industry Activities and Affiliations.....	11
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	11
Brokerage Practices	11
Review of Accounts	12
Client Referrals and Other Compensation.....	13
Custody	13
Investment Discretion.....	13
Voting Client Securities.....	13
Financial Information.....	14

Item 4: Advisory Business

General Information

D. Scott Neal, Inc. (DSN, we, our, us) was formed in 1995 and provides financial planning, investment management, and general consulting services to its clients.

Our approach to investments seeks to stress the need for flexibility and adaptability to changing economic and market circumstances.

At the outset of each client relationship, we spend time with the client asking questions, discussing their investment experience and financial circumstances, and identifying their goals.

Clients may hire us to prepare a financial plan that covers one or more areas of their life. From this analysis, recommendations aimed at accomplishing the client's goals are developed and a written report is prepared and presented to the client for consideration.

For clients who retain us for portfolio management services, including those that do not request financial planning, based on all the information we initially gather, we generally develop with each client:

- a financial outline for them based on their financial circumstances, goals, risk tolerance and risk capacity level (the "Financial Profile"); and
- their investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and may be forward looking. The Investment Plan outlines the general types of investments we may make on behalf of the client in order to meet those goals. The Financial Profile and the Investment Plan are discussed regularly with each client, but are not necessarily memorialized in written documents.

Finally, where DSN provides only limited financial planning or general consulting services, we generally work with the client to prepare a summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Financial Planning

One of the services offered by DSN is Financial Planning as described below. This service may be provided as a stand-alone service or may be coupled with ongoing investment management.

Financial Planning may include advice that addresses one or more areas of a client's financial situation, which may include but is not limited to estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following steps:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of their financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and
- Offering alternative solutions to identified problems;
- Making recommendations to help achieve goals and objectives;
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Analyzing estate plans;

- Assessing risk and reviewing health, life and disability insurance needs;
- Making recommendations designed to improve the client's chances of achieving his or her objectives; and/or
- Providing suggestions on how to measure progress toward the clients' goals or make changes to the goals as deemed necessary.

Once Financial Planning advice is presented, the client may choose to have us assist with the implementation of the client's financial plan and/or manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by DSN under a Financial Planning engagement and/or engage the services of any recommended professional or DSN.

Investment Management

At the beginning of a client relationship, we meet with the client, ask questions, gather information and perform research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by us based on updates to the client's financial circumstances or other circumstances.

To implement the client's Investment Plan, we may manage the client's investment portfolio on a discretionary basis or a non-discretionary basis. As a discretionary investment adviser, we will have the authority to supervise and direct the custodian without prior consultation with the client. Clients who choose a non-discretionary arrangement must be contacted prior to the execution of any trade in their account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of their portfolio. This delay also normally means that the affected account(s) may not be able to participate in block trades, a practice where orders for the same security for multiple accounts are grouped together for execution in order to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to their portfolio.

Notwithstanding the foregoing, clients may impose certain written restrictions on our management of their investment portfolios, such as prohibiting us from purchasing, holding, or selling certain investments or types of investments in their investment portfolio. Each client should note that such restrictions may adversely affect the composition and performance of their investment portfolio, but we treat each client individually by giving consideration to each purchase or sale for their account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of DSN.

General Consulting

In addition to the foregoing services, we may provide consulting services for our clients. These services are generally provided on a project basis, and may include, without limitation: any of the financial planning topics mentioned above, business exit planning, business succession planning, or review of specific investments proposed by the client. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

Principal Owners

The firm's principal owners are David Scott Neal and Jerome G. Zimmerer.

Type and Value of Assets Currently Managed

As of December 31, 2016, DSN managed \$194,269,690 of assets on a discretionary basis, and \$4,879,389 of assets on a non-discretionary basis.

Item 5: Fees and Compensation

General Fee Information

Fees paid to DSN are exclusive of all custodial fees, brokerage commissions and transaction costs paid to the client's custodian, brokers, or other third-parties, as well as any fees and taxes on brokerage accounts and securities transactions. Please read the section entitled "**Brokerage Practices**," which follows later in this brochure, for a description of factors, including brokerage costs, which we consider when selecting or recommending broker-dealers for client transactions. Fees paid to us are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). As a result, clients pay both a management fee to us as well as to the investment manager of the underlying mutual fund, ETF, or other investment pool. The client should review all fees charged by funds, brokers, DSN, and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Financial Planning Fees

Fees for financial planning are generally quoted at the initial interview or in a subsequent conversation with the client and are based on the nature of the financial planning needed, the client's level of organization, and the complexity of the client's situation. All financial planning fees are negotiable at our discretion. Typically, clients pay 50% of the fee upon executing a Client Advisory Agreement. The balance of the fee is due when a financial plan is delivered to the client.

Investment Management Fees

Generally, the annual fee schedule, based on a percentage of assets under management, is as follows:

First	\$1,000,000	1.00%
Next	\$1,000,000	0.75%
Values in Excess of	\$2,000,000	0.50%

We may, at our discretion, make exceptions to the foregoing or negotiate special fee arrangements where we deem it appropriate under the circumstances. We may also impose a minimum portfolio value requirement and/or a minimum annual fee.

Investment management fees are generally payable quarterly, in advance, but do not necessarily coincide with a calendar quarter. In all cases, however, the beginning of a quarter for billing purposes will begin on the first day of a month. For example, a quarterly fee may be assessed on April 1st for the three months ended June 30th. If management begins after the start of a billing quarter, fees will be prorated accordingly. Fees are normally deducted directly from client account(s), unless other arrangements are made.

Either DSN or the client may terminate an Investment Management Agreement at any time, subject to any written notice requirements, generally 30 days, in the client advisory agreement. In the event of termination, at DSN's discretion, any paid but unearned fees may be refunded to the client, and any fees due to us from the client may be invoiced or deducted from the client's account prior to termination. Unearned fees are determined by multiplying the amount of the prepaid advisory fee by the number of days left in the quarter divided by the number of days in the quarter.

General Consulting Fees

When DSN provides general consulting services to clients, these services are generally separate from our financial planning and investment management services. Fees for general consulting are negotiated at the time of the engagement for such services, and are normally based on a predetermined fixed fee arrangement. Typically, clients are billed for the total fee and pay 50% of that fee upon executing a client agreement. The balance of the fee is due upon completion of the engagement.

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

DSN does not have any performance-based fee arrangements (i.e. fees based on a share of capital gains / appreciation of assets or net worth of a client).

Item 7: Types of Clients

DSN typically serves individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. DSN may impose a minimum portfolio value requirement and/or a minimum annual fee for investment management services.

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

Methods of Analysis

In accordance with the Investment Plan, we generally select ETF's, mutual funds, individual equity securities, certificates of deposit, US Treasury bonds & notes or investment grade corporate bonds for client accounts. Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, which may include but is not limited to, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, or other factors.

Fixed income investments may be used as a strategic investment, that is as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. We may evaluate and select individual bonds or bond funds based on a number of factors which may include but is not limited to, credit rating, yield and duration.

In considering specific investment vehicles, we generally employ one or more of the following methods of analysis:

Technical Analysis: DSN may gather and process price and volume information for a particular security or index. The price and volume information is analyzed to discern future price movements based on price patterns and trends.

Fundamental Analysis: Used secondarily to our use of technical analysis, we use fundamental analysis mainly as an aid to analyze markets and industry groups. Using fundamental analysis, we may examine revenues, earnings, future growth, return on equity, profit margins and other data to determine a company's underlying value and potential for future growth.

Mutual Fund and /or ETF analysis: DSN may examine the experience and track record of mutual fund or ETF managers to determine if that manager or fund has demonstrated an ability to invest over a period of time and in different economic conditions. We may 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 may also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

Investment Strategies

In general, DSN has five basic strategies designed to fulfill the needs of different types of investors. Unless further restricted by the client, each client's assets will be invested in one or more of the following strategies:

Traditional Strategy seeks to balance investment risk and return for each client. The strategy focuses on diversification as a means of addressing the twin risks of short-term volatility and long-term inflation while attempting to achieve a reasonable return. In exchange for addressing these risks, a portfolio invested in this manner may be subject to a significant. In an effort to smooth out the short-term returns of an otherwise volatile portfolio, a mixture of traditional asset classes may be utilized such as cash, stocks, bonds, real estate, and commodities. An asset allocation determination is made based on the risk tolerance of the client and the risk/return characteristics of the markets at the time that the determination is made. Generally, the goal of a client whose portfolio is managed this way may be to achieve performance that is positive relative to a benchmark rather than seeking to achieve a specific non-negative return. Periodically, the portfolio will be re-balanced and/or re-allocated to reflect changes that the manager believes are necessary to realign the portfolio to its selected goal or in an attempt to maintain stability in the portfolio.

Wealth Preservation Strategy attempts to utilize fundamental and technical analysis to produce a consistent, targeted return. It is a trading strategy rather than a buy-and-hold strategy and therefore does not focus on broad diversification as a tool to control risk of losing capital. Instead, the focus is on controlling drawdown rather than volatility. Since each position taken may introduce an incremental risk of loss to the portfolio, the size of each position taken is generally determined to a large extent by the specific amount of drawdown risk added to the portfolio by that position. Consequently, if market conditions warrant, large cash positions may be maintained from time to time. This strategy may result in more frequent trading than the Traditional Strategy. The risk limit of a particular portfolio is generally determined by the maximum downside risk that a client is willing to tolerate and the efficacy of the trading system. A more effective trading system allows more incremental risk to be added to the portfolio while still protecting capital. The return goal is not generally set in comparison to a benchmark such as an index or a combination of various indices. Rather the goal is to meet a specific return set by the needs or the risk profile of the client. The risks of this strategy may include but is not limited to the loss of purchasing power over long periods of time, the inability of the manager to produce consistent returns from trading, and higher expenses attributed to trading costs and taxes.

Traditional Strategy with a Market Trend Overlay combines the Traditional Strategy and the timing aspects and trading techniques of the Wealth Preservation Strategy.

All-Equity Growth Strategy seeks growth through effective equity selection. The primary goal of the strategy is to beat inflation (i.e. the loss of purchasing power) over long periods of time. The primary risks of the strategy are market volatility and specific company risk. Active management of individual equity securities is balanced against low-cost indexing for broad diversification, risk management, and cost control.

Fixed Income Strategy seeks to provide income and stability of principal through effective bond or bond fund selection. The chief risks of this strategy include default of the issuer, interest rate (bond prices drop as interest rates increase) and inflation risks. The strategy focuses on FDIC Insured Certificates of Deposit (i.e. CD's) U.S. Government bonds, investment grade corporate bonds, and municipal (i.e. tax exempt) bonds. Based on a client's needs, various bond portfolio techniques may be used such as laddering, bar-belling, or asset liability matching. Changes in the structural economic environment may dictate changes to the bond portfolio that may result in adjustments to duration and credit quality in order to control the risk associated with an increasingly volatile interest rate cycle. Individual bonds, mutual funds or exchange-traded funds may be used in this strategy.

Traditional Upgrading Strategy is similar to the Traditional Strategy in that it also adheres to the tenets of Modern Portfolio Theory and uses diversification to seek risk-adjusted growth. However, rather than investing in individual securities, this strategy typically invests in a portfolio of broadly diversified exchange traded funds (ETFs) or mutual funds. Funds are screened using proprietary criteria and ranked based on performance, expenses, momentum, and other criteria. This systematic process involves buying funds that score highly in our proprietary ranking system, and holding those funds as long as they continue to outperform peer funds. The rationale behind this approach is based on empirical observation that while market leadership and economic conditions are constantly changing, most fund managers do not change their management style with the changing environment. Therefore, we seek to upgrade the portfolio by periodically selling the lower ranked funds and reinvesting in the new fund leaders. Like the Traditional Strategy, the Traditional Upgrading Strategy may mitigate volatility, drawdown, and inflation risks. Volatility leads to the risk of failing to achieve market returns in the short run while inflation leads to the loss of purchasing power over longer periods. Drawdown refers to the chief risk of the strategy which is significant losses of capital during periods of downturn. This strategy is generally recommended for clients with portfolios or individual accounts less than \$200,000.

DSN's portfolio-level strategic approach is to invest each portfolio in accordance with the client's Investment Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

- Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.
- Trading – generally holding a security for less than thirty (30) days.

Risk of Loss

While DSN seeks to reduce risk of loss, all investment portfolios are subject to risks that clients should be prepared to bear. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While we manage client investment portfolios based on our experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying mutual funds and other securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that we allocate assets to asset classes that are adversely affected by unanticipated market movements, and the risk that our specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, we may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally more diversified than individual securities; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds may also be subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. We may invest portions of client assets directly into equity investments, primarily in pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. We may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, may be less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity). Generally, longer-term securities may be more sensitive to interest rate changes. For example, changes in the interest rate could affect the value of fixed income investments. Changes in interest rates are often driven by changes in government policy and current conditions may result in a rise in interest rates, which in turn may cause the value of fixed income investments to fall. A rise in interest rates could also lead to increased liquidity risk, such as higher volatility or increased redemptions. Increased redemptions could cause us to liquidate assets at lower prices, which could affect the overall returns for our clients.

Foreign Securities Risks. We may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Foreign investments may also involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Risks Investing in Leveraged and Inverse Funds. When determined suitable for a particular client with higher risk capacities and risk tolerance, DSN may invest portions of client assets into Leveraged ETFs or Inverse ETFs. Leveraged ETFs seek to deliver multiples of the return of the index or benchmark they track. Inverse ETFs seek to deliver the opposite of the return of the index or benchmark they track. To accomplish their objectives, Leveraged and Inverse ETFs pursue a range of investment strategies through the use of swaps, futures contracts, and other derivative instruments. Using leverage and derivative instruments carry higher risk of loss because one could potentially lose more than the initial investment. Additionally, most Leveraged and Inverse ETFs seek daily returns and therefore are designed to achieve their stated objectives on a daily basis. In fact, over long periods of time, the performance of a leveraged or inverse ETF may differ significantly from the performance of their underlying index or benchmark during the same period of time. This requires that investments in Leveraged and Inverse ETFs be monitored daily and generally are not appropriate for long term investments. There is also risk that such ETFs do not meet their objectives and investments in these funds may be subject to higher fees due to the potential for the fund to be rebalanced daily.

Item 9: Disciplinary Information

Neither DSN nor any of its supervised persons have been the subject of any legal or disciplinary event that would be material to your evaluation of DSN or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Not applicable.

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

We have adopted a Code of Ethics (“the Code”), which is available to you upon request. Our Code has several goals. First, the Code is designed to assist us in complying with applicable laws and regulations governing our investment advisory business. Under the Investment Advisers Act of 1940, we owe a fiduciary duty to our clients. Pursuant to these fiduciary duties, the Code reflects our commitment to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Second, the Code sets forth guidelines for professional standards for our associated persons, as defined in the Code. Under the Code’s Professional Standards, we expect our associated persons to put the interests of our clients first, ahead of their own personal interests. In this regard, our associated persons are not to take inappropriate advantage of their positions in relation to our clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time our associated persons may invest in the same securities recommended to clients. Under the Code, we have adopted procedures designed to reduce the conflicts of interest that this could potentially cause. The Code’s personal trading policies include procedures for limiting the personal securities transactions of associated persons, requiring the reporting and review of such trading, and requiring the pre-clearance of certain types of personal trading activities. For example, if an associated person wishes to participate in an initial public offering or invest in a private placement, he or she must submit a pre-clearance request and obtain DSN’s approval. Also, DSN’s policy requires that client transactions generally be completed first unless the associated person’s trade is bundled or aggregated with clients if associated persons trade the same security on the same day alongside our clients. In that situation, if the trade is not filled in its entirety, the associated person’s shares will be removed from the block and the balance of shares will be allocated among client accounts in accordance with our written policy. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations to this policy.

Item 12: Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, we seek “best execution” for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided, the quality and diversity of the broker’s commission-free ETF platform, and commission rates. Therefore, we may use or recommend the use of brokers who do not charge the lowest available commission in recognition of other factors that affect the overall quality of the execution that our clients receive. Research services received may include proprietary or third party research (or any combination), and may be used in servicing any or all of our clients.

Specifically, DSN participates in the institutional programs of Charles Schwab Institutional (“Schwab”); TD Ameritrade Institutional (“TDA”); and in limited cases, TIAA-CREF and Fidelity for retirement accounts. Each of these firms is a FINRA-registered broker-dealer. These firms also serve as the custodians of clients’ funds. Although, we may recommend one of these programs over the other, final choice of custodian rests with the client. Generally, when the account’s custodian is a broker-dealer, all transactions for such account will be executed through that custodial broker-dealer. While we may still have the ability to use other brokers to execute trades for your account, in such

cases, you may be subject to or incur additional fees from your custodial broker-dealer for trading away, which generally impacts our ability to obtain best execution for you.

As a participant in these institutional programs, DSN receives certain benefits that may assist us, but not necessarily our clients. DSN's receipt of these benefits, however, is not contingent on us committing any specific amount of business in the form of brokerage commissions, loads, or transactions fees. In some cases, however, our ability to participate in an institutional program is dependent on the aggregate amount of client assets that we have in custody with the broker-dealer, which may give us an incentive to recommend one broker-dealer over another based on our interest in receiving these benefits that we do not have to pay for rather than your interest in receiving the best value in custody services and/or the most favorable execution of your transactions. We do not receive any direct compensation such as commissions or revenue sharing from these programs.

These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitates trade execution (and allocation of aggregated orders for multiple client accounts), provides research, pricing information and other market data, facilitates the payment of our fees from clients' accounts, and assists with back-office functions, recordkeeping and client reporting. Many of these services may be used to service all or a substantial number of our accounts, including accounts not held at one of these custodians. The broker-dealers may also make available to DSN other services intended to help us manage and further develop our business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, the custodians may make available, arrange and/or pay for these types of services to be rendered to us by independent third parties. Finally, participation in the programs provides us with access to certain mutual funds which normally may require significantly higher minimum initial investments or are normally available only to institutional investors.

Aggregated Trade Policy

DSN typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However from time to time we may aggregate trades together for multiple client accounts, most often when these accounts are being directed to buy or sell the same securities at the same time. If such an aggregated trade is not completely filled, we generally allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by us or our officers, directors, or employees will be excluded first. The practice of aggregating trades may reduce slightly trade execution costs for clients.

Furthermore, as noted above, DSN generally does not aggregate orders for non-discretionary clients due to the delay involved in waiting for client approval to place a recommended order.

Item 13: Review of Accounts

Managed portfolios are reviewed on an ad hoc basis by one or both of DSN's Principal Owners or their designee when a portfolio falls outside of its target range with respect to certain criteria. Portfolio reviews may be requested by the client, and may also be conducted upon receipt of information material to the management of the portfolio or at any time such review is deemed necessary or advisable by DSN. Reviews may also be triggered by material changes in variables such as the client's individual circumstances, changes in financial markets, or the economic environment.

The underlying securities within client accounts are continually monitored. Any perceived need for change is then considered for each client portfolio on an individual basis. For those clients to whom we provide separate financial planning and/or consulting services, reviews are conducted on an as needed

or agreed upon basis. Such reviews, in regards to a client's investment portfolio, are conducted by one of our investment adviser representatives or principals.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions and current prices in each account as well as transactions in each account, and any fees paid from an account. Account custodians also provide confirmation of all trading activity and year-end tax statements. In addition, DSN provides a quarterly report for each managed portfolio. This written report generally includes a summary of portfolio holdings and performance results. Clients may request reviews and/or reports at times other than our usual schedule but may be charged additional fees for those services.

Item 14: Client Referrals and Other Compensation

We are not paid referral fees to refer clients to a custodian or any other party. However, we may receive some benefits from our clients' custodians based on the amount of client assets held at that custodian. Please see the "**Brokerage Practices**" section for a discussion regarding these benefits and any associated conflicts of interest. We do not have any arrangements with third-parties to refer clients to us.

Item 15: Custody

All client funds and securities are maintained by a qualified custodian. It is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements.

As noted above, in accordance with our agreement with clients, DSN provides quarterly reports to each client for each managed portfolio that includes a summary of portfolio holdings and performance results. Clients are urged to compare the information in our quarterly reports with that of the brokerage statements from the custodian. We encourage clients to contact us if they have any questions regarding the information in our reports or the brokerage statements. Clients are also asked to promptly notify us if the custodian fails to provide statements on each account held.

Item 16: Investment Discretion

As described in the "**Advisory Business**" section, we accept clients on either a discretionary or non-discretionary basis. For *discretionary accounts*, a Limited Power of Attorney ("LPOA") is executed by the client, giving us the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client to be mailed to the client's address of record; and, the withdrawal of advisory fees directly from the account. We then direct investment of the client's portfolio using our discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with DSN and the requirements of the client's custodian.

For *non-discretionary* accounts, the client also generally executes an LPOA, which allows us to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between DSN and the client, we do not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. As with discretionary accounts, clients may limit the terms of the LPOA, subject to DSN's agreement with the client and the requirements of the client's custodian.

Item 17: Voting Client Securities

As a policy and in accordance with our client agreements, we do not vote proxies related to securities held in client accounts. The custodian of the account normally provides proxy materials directly to the client. Clients may contact us with questions relating to proxy procedures and proposals; however, we generally do not research particular proxy proposals.

Item 18: Financial Information

DSN does not have any financial commitments that impair our ability to meet our contractual obligations to our clients.