

Item 1 – Cover Page
FORM ADV PART 2A

**Hammond Iles Investment Management
Dba
Hammond Iles**

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February 2017

This brochure provides information about the qualifications and business practices of Kelly Financial Group, LLC operating under a business name of Hammond Iles Investment Management. If you have any questions about the contents of this Brochure, please contact us at (860) 258-2600 or (800) 416-1655 and/or ghammond@hammondiles.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Kelly Financial Group, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Kelly Financial Group, LLC is 136372.

Any references to Kelly Financial Group, LLC (using the name Hammond Iles Investment Management) as a registered investment adviser or its related persons as registered advisory representatives does not imply a certain level of skill or training.

Item 2 - MATERIAL CHANGES

February 2017

Item 4 – Amended assets under management for year ending numbers for December 31, 2016 of \$150,435,000 discretionary assets under management.

Item 14 – Added disclosure to explain certain product vendors, insurance companies and third party managers from time to time will pay for costs and travel costs for advisory representatives to attend educational conferences and due diligence trips.

November 2016

Item 4 – Added disclosures concerning information a client should consider before rolling over an account.

At least annually, this section will discuss only specific material changes that are made to the Brochure and provide you with a summary of such changes. Additionally, reference to the date of the last annual update to this Brochure will be provided.

The material changes discussed above are only those changes that have been made to this brochure since the firm's last annual update of the brochure. The date of the last annual update of the brochure was February 2017.

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 new 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 fiscal year, which is December 31st. We may further provide other ongoing disclosure information about material changes as necessary.

Additionally, we will further provide you with a new brochure as necessary based on change or new information, at any time, without charge.

Our brochure may be requested free of charge by contacting Greg Hammond at (860) 258-2600 or (800) 416-1655 and/or ghammond@hammondiles.com. Additional information about Kelly Financial Group, LLC is also available via the SEC's website www.adviserinfo.sec.gov. The website also provides information about any persons affiliated with Kelly Financial Group, LLC who are registered, or are required to be registered, as investment adviser representatives of Kelly Financial Group, LLC.

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Item 4 - ADVISORY BUSINESS

Hammond Iles Investment Management (hereinafter referred to as “HIIM”) offers a variety of advisory services customized to your individual needs.

- A. Kelly Financial Group, LLC was established in 2001. R. Gregory Hammond is the Managing Member and primary owner. Scott Iles is the Vice President and secondary owner. Additional business information about Greg and Scott is disclosed on the Supplemental Brochures attached to this Brochure.

B. Dynamic Portfolio Management Program

HIIM offers asset management services whereby HIIM will manage your account on a discretionary basis based upon your individual investment goals, objectives, risk tolerance, and investment time horizon. The objective of HIIM’s management services is wealth preservation with growth. The goal is to position portfolios for long-term growth and shift into a preservation strategy during uncertain economic conditions. The services include the following:

- a. Investor Profile – HIIM consults with the client to obtain detailed financial information and other pertinent data using an investor profile worksheet to enable HIIM to determine the appropriate investment guidelines, risk tolerance and other factors that will assist in ascertaining the suitability of the account.
- b. Portfolio Management Selection – HIIM provides asset management of your funds. HIIM diversifies and manages your portfolio. Investments are determined based upon your investment objectives, risk tolerance, net worth, net income and other various suitability factors. HIIM manages your account on an individualized basis. You may impose restrictions and guidelines which may affect the composition and performance of your portfolios. For these reasons, performance of portfolios within the same investment objective may differ and you should not expect the performance of your portfolio to be identical to the average client of HIIM.
- c. Performance Evaluation and Monitoring Services – Account reports will be provided to you on a monthly or quarterly basis by the account custodian.

Upon completing its analysis of your situation, HIIM will determine an asset allocation customized to your financial goals, objectives and risk tolerance. HIIM has designed various model portfolios. HIIM will determine which of its model portfolios would be most suitable for you. From there, HIIM customizes your portfolio allocation taking into consideration your limitations or restrictions, the market and economy at the time and your financial situation, goals and objectives.

HIIM will provide continuous and ongoing management of your account. Unless otherwise expressly requested by you, HIIM will manage your account on a discretionary basis and will make changes to the allocation as deemed appropriate by HIIM. HIIM will determine the

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securities to be purchased and sold in the account and will alter the securities holdings from time to time, without prior consultation with you. HIIM may actively trade securities and hold such holdings for periods of 30 days or less or maintain positions for longer or shorter term periods. Discretionary authority will be granted by you to HIIM by execution of the Client Agreement.

If you elect to have your accounts managed on a non-discretionary basis, no changes will be made to the allocation of your account without prior consultation with you and your expressed agreement. If you elect to have your accounts managed on a nondiscretionary basis, you are advised your account is subject to certain risks. Risks may include but not be limited to, the risk of missing market opportunities or the risk of HIIM not being able to move out of the market in a timely manner until your prior authorization has been obtained before any buy, sell or exchange. Therefore, the performance of nondiscretionary accounts may fluctuate from those accounts managed on a discretionary basis. Further, the costs associated with non-discretionary accounts may be higher since non-discretionary accounts may not participate in aggregated transaction orders.

HIIM primarily uses open-ended, no-load and load waived mutual funds purchased at net asset value (NAV) and exchange traded funds (ETFs). Additionally, for clients where HIIM deems appropriate closed-end funds and fixed income securities, such as corporate and municipal bonds, may be utilized.

Transactions in the account, account reallocations and rebalancing may trigger a taxable event, with the exception of IRA accounts, 403(b) accounts and other qualified retirement accounts.

General Information

In addition to the services described above, HIIM sells its research to other financial professionals. HIIM receives compensation for selling its research as described under Item 5.

Investment recommendations and advice offered by HIIM are not legal advice or accounting advice. You should coordinate and discuss the impact of financial advice with your attorney and/or accountant. You are advised that it is necessary to inform HIIM promptly with respect to any changes in your financial situation and investment goals and objectives. Failure to notify HIIM of any such changes could result in investment recommendations not meeting your needs.

IRA Rollover Considerations

As part of our consulting and advisory services, we may provide you recommendations and advice concerning your employer retirement plan or other qualified retirement account. Our recommendations may include you consider withdrawing the assets from your employer's retirement plan or other qualified retirement account and roll the assets over to an individual retirement account ("IRA"). Further, we offer our management services be applied to those funds and securities rolled into an IRA or other account for which we will receive compensation. If you elect to roll the assets

to an IRA that is subject to our management, we will charge you an asset based fee as described above under Item 5. This practice presents a conflict of interest because persons providing investment advice on your behalf have an incentive to recommend a rollover to you for the purpose of generating fee based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Furthermore, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by us.

It is important for you to understand many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of each.

An employee will typically have four options:

1. Leave the funds in your employer's (former employer's) plan.
2. Move the funds to a new employer's retirement plan.
3. Cash out and taking a taxable distribution from the plan.
4. Roll the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage it is important you understand the following:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
 - a. Employer retirement plans generally have a more limited investment menu than IRAs.
 - b. Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
 - a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
 - b. You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
 - c. It is likely you will not be charged a management fee and will not receive ongoing asset management services unless you elect to have such services. In the event your plan offers asset management or model management, there may be a fee associated with the services that is more or less than our asset management fee.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may offer financial advice, guidance, and/or model management or portfolio options at no additional cost.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond age 70.5 (70 ½).
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.

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- a. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401k, but not from an IRA.
8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.

- C. HIIM tailors the advisory services it offers to your individual needs. You may impose restrictions and/or limitations on the investing in certain securities or types of securities.

You should expect to have at least three meetings with HIIM. The first meeting is focused on gathering information about you and your financial situation and getting to know you. HIIM will complete a fact find questionnaire. Further, depending on the information gathered and the services you will receive, HIIM may complete a risk tolerance questionnaire. The second meeting HIIM will present recommendations. The third meeting is used for implementation, and to answer your questions. The information gathered by HIIM will assist HIIM to provide you with the requested services and customize the services to your financial situation. Depending on the services you have requested, HIIM will gather various financial information and history from you including, but not limited to:

- Retirement and financial goals
- Investment objectives
- Investment time horizon
- Risk tolerance
- Financial needs
- Cash flow analysis
- Cost of living needs
- Education needs
- Savings tendencies
- Other applicable financial information required by HIIM in order to provide the investment advisory services requested.

- D. HIIM does not participate in any wrap fee programs.

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- E. As of December 31, 2016, we have approximately \$150,435,000 of client assets under our discretionary management. HIIM does not have any non-discretionary client assets under management.

Item 5 - FEES AND COMPENSATION

Dynamic Portfolio Management Program

- A. Fees are negotiable fees based on several factors including services to be provided, complexity of the client, size of the account, and assets being managed. Fees are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds.

You may make additions to the Account or withdrawals from the Account, provided you notify HIIM. No fee adjustments will be made for Account appreciation or depreciation. HIIM may change the fee schedule upon 30-days prior written notice to you.

Maximum Annual Fee

2%

Fees are determined based on the managed assets of the household. HIIM may change the above fee schedule upon 30-days prior written notice to you.

- B. The advisory fees payable upon initial implementation of the account may be paid by upon your receipt of the invoice from HIIM or collected directly from your account, provided you have given HIIM written authorization. You will be provided with an account statement sent by the account custodian reflecting the deduction of the advisory fee. If the Account does not contain sufficient funds to pay advisory fees, HIIM has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. You may reimburse the account for advisory fees paid to HIIM, except for ERISA and IRA accounts.
- C. In addition to the advisory fee above, you will pay transaction fees for securities transactions executed in your account in accordance with the custodian's transaction fee schedule. You may incur a flat fee transaction charge for transactions in exchange traded funds. Additionally, you may pay fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining the Account (e.g. wire fees, transfer fees, account closing fees, no activity fees). Such fees are not charged by HIIM and are charged by the product, broker/dealer or account custodian. HIIM does not share in any portion of such fees. Additionally, you may pay your proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. Such advisory fees are not shared with HIIM and are compensation to the fund-manager.

The broker/dealer through which transactions are directed offers various mutual funds with no transaction costs. However, mutual funds purchased with no transaction costs may have a holding period requirement or a short term redemption fee will be assessed to the client. The holding period will vary depending on the mutual fund and will range from 30 days to 90 days.

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- D. Advisory fees will be charged in advance on a calendar quarter basis. The fee will be calculated based on the value of the portfolio on the last business day of the just completed calendar quarter. The initial fee will be based on the value of the account on the last business day of the calendar quarter in which the account was established and will be prorated. The first fee paid by client will consist of a prorated portion of the fee for the calendar quarter in which the account was established and the fee paid in advance for the next calendar quarter.
- E. You are advised Advisory Representatives of HIIM are dually registered representatives of Ceros Financial Services, Inc. "CFS"), a registered broker/dealer, member of the Financial Regulatory Authority (FINRA) and SIPC. Advisory Representatives of HIIM who are Registered Representatives may receive trail commissions (i.e. 12b-1 fees) for a period of time as a result of directing securities transactions through CFS. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from your assets. 12b-1 fees may be initially paid to CFS and a portion passed to the Advisory Representatives. The receipt of such fees could represent an incentive for the Advisory Representatives to recommend funds with 12b-1 fees over funds that have no fees or lower fees. As a result, there is a potential conflict of interest.

HIIM recommends mutual funds that pay 12b-1 fees and no-load funds.

You may purchase the securities recommended by HIIM directly or through other brokers or agents not affiliated with HIIM.

Termination Provisions

You may terminate investment advisory services obtained from HIIM, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with HIIM. You will be responsible for any fees and charges incurred from third parties as a result of maintaining the account such as transaction fees for any securities transactions executed and account maintenance or custodial fees. Thereafter, you may terminate services upon HIIM's receipt of your written notice to terminate. Should you terminate services during a quarter, you will be refunded a pro-rata portion of the advisory fee for the quarter from the date of termination to the end of the calendar quarter.

General Information

As stated above, HIIM sells its research to other financial professionals. Other financial professionals may subscribe to HIIM for its investment research and market commentary on either a monthly, quarterly or annual basis. The subscription fee will be \$4,800 annually. Financial professionals who subscribe on a quarterly or annual basis will receive a discount off the annual rate of 8.3% and 16.7%, respectively. The fee is not negotiable and is payable in advance of each payment period.

Item 6 - PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

This section is not applicable to HIIM since HIIM does not charge performance based fees.

Item 7 - TYPES OF CLIENTS

HIIM's services are geared toward individuals both high net worth (i.e. clients with a net worth of \$2,000,000) and other than high net worth and corporations and other types of businesses.

Item 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

- A. HIIM conducts fundamental analysis and point and figure technical analysis. Fundamental analysis generally involves assessing a company's or security's value based on factors such as sales, assets, markets, management, products and services, earnings, and financial structure. Technical analysis generally involves studying trends and movements in a security's price, trading volume, and other market-related factors in an attempt to discern patterns.
- B. You are advised investing in securities involves risk of loss, including the potential loss of principal. Therefore, your participation in any of the management programs offered by HIIM will require you to be prepared to bear the risk of loss and fluctuating performance.

HIIM does not represent, warrant or imply that the services or methods of analysis used by HIIM can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to major market corrections or crashes. Past performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by HIIM will provide a better return than other investment strategies.

- C. As stated above in Item 5, HIIM primarily uses mutual funds and exchange traded funds (ETFs). The risks with mutual funds include the costs and expenses within the fund that can impact performance, change of managers, and fund straying from its objective. Open ended mutual funds do not typically have a liquidity issue and the price does not fluctuate throughout the trading day. Mutual fund fees are described in the fund's prospectus, which the custodian mails directly to the client following any purchase of a mutual fund that is new to the client's account. In addition, a prospectus is available online at each mutual fund company's website. At the client's request at any time HIIM will direct the client to the appropriate web page to access the prospectus.

ETFs trade on an auctionable market. Therefore, there is more price fluctuation with ETFs than with mutual funds since ETFs trade throughout the day, whereas mutual funds are priced once a day. Also, since most ETFs only mirror a market index, such as the S&P 500, they won't outperform the index.

Item 9 - DISCIPLINARY INFORMATION

There is no reportable disciplinary information required for HIIM or its management persons that is material to your evaluation of HIIM, its business or its management persons.

Item 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

- A. As previously stated, Advisory Representatives are dually registered as an advisory representative of HIIM and as a registered representative of CFS. You are under no obligation to purchase or sell securities through your Advisory Representative. However, if you choose to implement the plan, commissions may be earned in addition to any fees paid for advisory services. Commissions may be higher or lower at CFS than at other broker/dealers. Advisory Representatives may have a conflict of interest in having you purchase securities and/or insurance related products through CFS in that the higher their production with CFS the greater potential for obtaining a higher pay-out on commissions earned.

Under the rules and regulations of the FINRA, CFS has obligations to maintain records and perform other functions regarding certain aspects of the investment advisory activities of its registered representatives in relation to certain advisory accounts for which its registered representatives provide advice. These obligations require CFS to coordinate with and have the cooperation of the account custodian.

In order to fulfill its obligation, CFS has established a list of custodian and brokerage firms which it has arranged to obtain the required cooperation, and which therefore may be utilized for custody of accounts directly advised either by registered representatives of CFS who are investment adviser entities which are affiliated with registered representatives of CFS. In certain instances, CFS will collect, as a paying agent for HIIM, the advisory fee remitted to the company by the account custodian, and CFS will retain a portion as a charge to the investment adviser (not the client) for the functions CFS is required to carry out by the FINRA. This fee will not increase execution or brokerage charges to the client or the fee the client has agreed to pay HIIM pursuant to the client's advisory agreement. A portion of the fee retained by CFS may be re-allowed to other registered representatives of CFS who, as registered representatives of CFS, are responsible for the supervision of other representatives and assist CFS with the functions described above.

- B-C. Kelly Financial Group, LLC is licensed as an insurance producer for various fixed insurance products. Certain supervised persons of HIIM are insurance agents and offer insurance products for a commission. Clients are under no obligation to purchase insurance products through supervised persons and are encouraged to obtain quotes and comparisons from other insurance professionals.

Greg Hammond, Scott Iles, and an affiliate of Jackson King are members of Aligned Wealth Capital, LLC, a Delaware limited liability company, which is the general partner of ETF Alpha Fund LP, a Delaware limited partnership, (the "Fund"), which is a private pooled investment vehicle that invests primarily in exchange traded funds. Greg Hammond, Scott Iles, and Jackson do not participate in the management of the fund. However, the trading strategy used by the Fund was developed and is provided by Mr. King. Further, Jackson King will provide advice to the General Partner about the holdings in the Fund at least quarterly. It is a conflict of interest for HIIM Advisory Representatives to recommend the Fund to clients. Conflicts of interest include: 1) Greg Hammond, Scott Iles, and an affiliate of Jackson King are owners of the general partner of the Fund; 2) the general partner receives management fees; and 3) the

general partner can potentially receive a performance allocation from the Fund which is a direct financial interest in the success of the Fund. We attempt to mitigate this conflict of interest by providing this disclosure. Further, prior to clients investing in the Fund, each client will be provided with the offering memorandum. The offering memorandum contains disclosures about risks and conflicts of interest of investing in the Fund.

HIIM is not and does not have a related person who is a: futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities. Further, HIIM is not and does not have a related person who is: broker/dealer or other similar type of broker or dealer; futures commission merchant or commodity pool operator; banking or thrift institution; accountant or accounting firm; lawyer or law firm; pension consultant; real estate broker or dealer;.

HIIM attempts to mitigate the conflicts of interest with the potential receipt of commissions if recommendations are implemented by providing you with these disclosures. Further, you are encouraged to consult other professionals and may implement recommendations through other financial professionals. Furthermore, as a registered representative with CFS, Advisory Representatives are subject to a supervisory structure at CFS for his securities business.

Item 11 - CODE OF ETHICS, PARTICIPATION OF INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

- A. HIIM has a fiduciary duty to you to act in your best interest and always place your interests first and foremost. HIIM takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as HIIM's policies and procedures. Further, HIIM strives to handle your non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides you with HIIM's Privacy Policy. As such, HIIM maintains a code of ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about your transactions. Further, HIIM's Code of Ethics establishes HIIM's expectation for business conduct. A copy of our Code of Ethics will be provided to you upon request.
- B. Greg Hammond, Scott Iles, and an affiliate of Jackson King are members of Aligned Wealth Capital, LLC, a Delaware limited liability company, which is the general partner of ETF Alpha Fund LP, a Delaware limited partnership, (the "Fund"), which is a private pooled investment vehicle that invests primarily in exchange traded funds. Greg Hammond, Scott Iles, and Jackson do not participate in the management of the Fund. However, the trading strategy used by the Fund was developed and is provided by Mr. King. Further, Jackson King will provide advice to the General Partner about the holdings in the Fund at least quarterly. It is a conflict of interest for HIIM Advisory Representatives to recommend the Fund to clients. Conflicts of

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interest include: 1) Greg Hammond, Scott Iles, and Jackson King are owners of the general partner of the Fund; 2) the general partner receives management fees; and 3) the general partner can potentially receive a performance allocation from the Fund which is a direct financial interest in the success of the Fund. We attempt to mitigate this conflict of interest by providing this disclosure. Further, prior to clients investing in the Fund, each client will be provided with the offering memorandum. The offering memorandum contains disclosures about risks and conflicts of interest of investing in the Fund.

- C. HIIM and its associated persons may buy or sell securities identical to those securities recommended to you. Therefore, HIIM and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or sold to you. HIIM and its associated persons will not put their interests before your interest. HIIM and its associated persons may not trade ahead of you or trade in such a way to obtain a better price for themselves than for you or other clients.
- D. HIIM is required to maintain a list of all securities holdings for its associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

Prohibition on Use of Insider Information

HIIM has adopted policies and procedures to prevent the misuse of “insider” information (i.e. material n, non-public information). A copy of such policies and procedures is available to any person upon request.

Item 12 - BROKERAGE PRACTICES

As previously stated, Advisory Representatives are registered representatives of CFS. As a result they are subject to FINRA Conduct Rule 3040 which may restrict such them from conducting securities transactions away from CFS unless CFS provides them with written authorization. HIIM is independently owned and operated and not affiliated with CFS.

Not all investment advisers require you to maintain accounts at a specific broker/dealer. You may maintain accounts at another broker/dealer. However, the services provided by HIIM could be limited to only advice and may not include implementation if CFS does not grant Advisory Representatives authorization to execute transactions.

HIIM does not maintain custody of your assets that we manage. Although we are deemed to have custody of your assets if you give us authority to withdraw our fees from your account (see Item 15 Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We request our clients use Charles Schwab & Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and not affiliated with Schwab.

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Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we request that you use Schwab as custodian/broker, you will decide whether to do so and open your account with Schwab by entering into an account agreement directly with Schwab. We do not open the account for you. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account, as described in the next paragraph.

How We Select Brokers/Custodians

We seek to select a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. Best execution does not simply mean the lowest transaction cost. Therefore, no single criteria will validate nor invalidate a custodian, but rather, all criteria taken together will be used in evaluating the currently utilized custodian. We consider a wide range of factors, including, among others, these:

- Ability to service you and us
- Combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- Capability to execute, clear and settle trades (buy and sell securities for your account)
- Capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- Industry reputation, staying power as a company, financial strength and viability
- Technology and educational resources
- Confidentiality and security of your information

There is an incentive for HIIM and the Advisory Representatives to recommend a broker/dealer over another based on the products and services that will be received rather than your best interest.

Charles Schwab & Co., Inc. ("Schwab")

Your Custody and Brokerage Costs

For our clients' accounts it maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab's commission rates applicable to our client accounts were negotiated based on our commitment to maintain \$135 million of our clients' assets statement equity in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be if we had not made the commitment. In addition to commissions Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in

addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

Products and Services Available to Us from Schwab

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us as long as we keep a total of at least \$10 million of our clients' assets in accounts at Schwab. If we have less than \$10 million in client assets at Schwab, it may charge us quarterly service fees. The following is a more detailed description of Schwab's support services:

Services that Benefit You. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as we keep a total of at least \$10 million of client assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services (based on the factors discussed above - see "How We Select Brokers/Custodians") and not Schwab's services that benefit only us. We have over \$150 million in client assets under management, and do not believe that maintaining at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Ceros Financial Services, Inc. ("CFS")

CFS has a wide range of approved securities products for which CFS performs due diligence prior to selection. CFS's registered representatives are required to adhere to these products when implementing securities transactions through CFS. Commissions charged for these products may be higher or lower than commissions you may be able to obtain if transactions were implemented through another broker/dealer. CFS also provides Advisory Representatives, and therefore the HIIM, with back-office operational, technology, and other administrative support. Other services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. Such services are intended to help Advisory Representatives and HIIM manage and further develop its business enterprise.

CFS and its clearing broker/dealer also make available to HIIM other products and services that benefit HIIM but may not directly benefit you. Some of these other products and services assist HIIM with managing and administering your accounts. These include software and other technology that provide access to your account data (such as trade confirmation and account statements); facilitate trade execution; provide research, pricing information and other market data; facilitate payment of HIIM's fees from your accounts; and assist with back-office functions; record-keeping and client reporting. Many of these services generally may be used to service all or a substantial number of HIIM's accounts, including accounts not held through CFS Leigh Baldwin & Co..

Research and Other Soft Dollar Benefits

HIIM has entered into a Client Benefit Confirmation Agreement with Schwab whereby Schwab agrees to pay for acceptable technology and marketing related expenses. HIIM will have dollars made available by Schwab based on a ratio established by Schwab based on net new assets/statement equity in Schwab account reached in the first 12 months of HIIM's agreement with Schwab as

outlined below. Schwab has established thresholds of net new client assets/statement equity in Schwab accounts for HIIM. As HIIM reaches each threshold more dollars will become available. A minimum amount of client statement equity must be established with Schwab within 12 months for any dollars to be made available. This Agreement expires at the end of 12 months of the date of HIIM's execution of its agreement with Schwab. Any unused funds will be forfeited by HIIM.

This is considered a conflict of interest for HIIM to have incentive to establish new client accounts at Schwab. To mitigate this conflict, HIIM provides this disclosure of the arrangement and the incentive to continue to establish accounts over a 12 month period.

The soft dollars are utilized by HIIM to purchase research, technology and marketing that is utilized for all advisory clients including clients not maintaining an account with Schwab. The receipt of soft dollars is a benefit to HIIM because HIIM does not have to directly pay for the research, technology and/or marketing products or services for the next 12 months. HIIM has an incentive to recommend Schwab as a custodian and broker based on HIIM's interest in receiving the soft dollars, rather than our clients' interest. Schwab requires HIIM to submit invoices to evidence purchases of research, technology and/or marketing services and will review the invoices for approval prior to issuing payment.

Additional disclosure about support services is disclosed under Item 14.

Aggregated Trading

HIIM may aggregate ("bunch") transactions in the same security on behalf of more than one client in an effort to strive for best execution and to possibly reduce the price per share and/or other costs to clients. However, aggregated or bunched orders will not reduce the transaction costs to participating clients. HIIM conducts aggregated transactions in a manner designed to ensure that no participating client is favored over another client. Participating clients will obtain the average share price per share for the security executed that day. To the extent the aggregated order is not filled in its entirety and when possible, securities purchased or sold in an aggregated transaction will be allocated on a random basis. Under certain circumstances, the amount of securities maybe increased or decreased to avoid holding odd-lot or a small number of shares for particular clients.

Item 13 - REVIEW OF ACCOUNTS

- A. If you are participating in the Dynamic Portfolio Management Program you will be invited to participate in reviews not less than at least annually or as agreed by you and your Advisory Representative. You may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. The review process contains the following elements: a) assess your goals and objectives; b) evaluate the strategy which has been employed; c) monitor the portfolio; and d) address the need to rebalance. Your Advisory Representative will monitor for changes or shifts in the economy, changes to the management and structure of a mutual fund or company in which your assets are invested, and market shifts and corrections.

If you are participating in Financial Planning & Consulting Services you will not receive regular reviews. HIIM recommends you have at least an annual review and update to any

plans. However, the time and frequency of the reviews is solely your decision. Additionally, you will be charged review fees based on the fee schedule disclosed under the program. Other than the initial plan or analysis, there will be no other reports issued.

- B. You are advised that you must notify your Advisory Representative promptly of any changes to your financial goals, objectives or financial situation as such changes may require him review the portfolio allocation and make recommendations for changes.
- C. You will be provided statements at least quarterly direct from the account custodian. Additionally, you will receive confirmations of all transactions occurring direct from the account custodian.

Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION

- A. We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Product vendors recommended by HIIM may provide monetary and non-monetary assistance with client events, provide educational tools and resources. Additionally, product sponsors, insurance companies, and third party managers from time to time will cover the costs for an advisory representative to attend due diligence meetings or educational related conferences and/or travel expenses. HIIM does not select products as a result of any monetary or non-monetary assistance. The selection of product is first and foremost. HIIM's due diligence of a product does not take into consideration any assistance it may receive.

- B. HIIM enters into arrangements with individuals or other investment advisers ("Solicitor") whereby the Solicitor will refer clients who may be a candidate for investment advisory services to HIIM. The individuals may or may not be advisory representatives of a registered investment adviser. In return, HIIM agrees to compensate the Solicitor for the referral. Compensation to the Solicitor is dependent on the client entering into an advisory agreement with HIIM for advisory services. Compensation to solicitor will be an agreed upon percentage of HIIM's advisory fee or a flat fee that may be one time or for a specified period of time. HIIM's Solicitor Disclosure will outline to the client the compensation structure. HIIM's referral program is in compliance with the federal regulations as set out in 17 CFR Section 275.206(4)-3. The solicitation/referral fee is paid pursuant to a written agreement retained by both HIIM and the Solicitor. The Solicitor will be required to provide the client with a copy of HIIM's Form ADV Part 2 and a Solicitor Disclosure brochure prior to or at the time of entering into any investment advisory contract with HIIM. Solicitor is not permitted to offer clients any investment advice on behalf of HIIM. Clients' advisory fee will not be increased as a result of compensation being shared with Solicitor.

Item 15 - CUSTODY

With the exception of deduction of HIIM's advisory fees from your accounts, HIIM does not take custody of your funds or securities.

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct your account custodian to deduct our advisory fees directly from your account or if you grant us authority to move your money to another person's account. Your account custodian maintains actual custody of your assets. You will receive account statements directly from your account custodian at least quarterly. They will be sent to the email or postal mailing address you provided. You should carefully review those statements promptly when you receive them.

Item 16 - INVESTMENT DISCRETION

You may grant HIIM authorization to manage your account on a discretionary basis. Discretionary authority will give HIIM the authority to buy, sell, exchange, convert securities in your managed accounts. You will grant such authority to HIIM by execution of the advisory agreement. You may terminate discretionary authorization at any time upon receipt of written notice by HIIM.

Additionally, you are advised that:

- You may set parameters with respect to when account should be rebalanced and set trading restrictions or limitations;
- Your written consent is required to establish any mutual fund, variable annuity, or brokerage account;
- HIIM requires the use of the broker/dealer with which your Advisory Representative is registered for sales in commissionable mutual funds or variable annuities, if you elect to implement recommendations through your Advisory Representative;
- With the exception of deduction of HIIM's advisory fees from the account, if you have authorized automatic deductions, HIIM will not have the ability to withdraw your funds or securities from the account.

Item 17 - VOTING CLIENT SECURITIES

HIIM does not vote your securities. Unless you suppress proxies, securities proxies will be sent directly to you by the account custodian or transfer agent. You may contact HIIM about questions you may have and opinions on how to vote the proxies. However, the voting and how you vote the proxies is solely your decision.

Item 18 - FINANCIAL INFORMATION

- A. HIIM will not require you to prepay more than \$1,200 and six or more months in advance of receiving the advisory service.
- B. As stated above, HIIM has discretionary authority over client accounts; however that authority does not extend to the withdrawal of any client assets, with the exception of deduction of HIIM's

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advisory fees from your accounts. We are financially stable. There is no financial condition that is likely to impair our ability to meet our contract actual commitment to you or any other client.

C. HIIM has not been the subject of a bankruptcy petition.

Item 19 - REQUIREMENTS FOR STATE REGISTERED ADVISERS

This section is not applicable to HIIM. HIIM is not state registered. HIIM is registered with the Securities and Exchange Commission.