

Integrity Capital Management
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www.integrity-capital-mgmt.com

January 18, 2017

This Brochure provides information about the qualifications and business practices of Integrity Capital Management. If you have any questions about the contents of this Brochure, please contact us at (423) 230-4500 or info@retirewithicm.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.

Integrity Capital Management is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information which you use to determine to hire or retain an Adviser.

Additional information about Integrity Capital Management (hereafter referred to as ICM) is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

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 business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

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

Currently, our Brochure may be requested by contacting Pam Rehart, Principal at (423) 230-4500 or by emailing your request to info@retirewithicm.com.

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

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Item 4 – Advisory Business

ICM has been in business since November 2006. There are three principal owners with equal shares: John Christopher Atkins, Angela Carter Chapman and Pamela Annette Rehart. There is one Investment Advisor representative – Joseph Barry Bailey. ICM manages \$131,375,989 dollars of assets on a discretionary basis as of January 17, 2017. This includes retirement plans that must be included according to the SEC's definition of regulatory assets under management.

Asset Management

ICM manages assets using diversified, global, multi-asset class portfolios. Portfolios are generally made up of mutual funds and exchange traded funds ("ETF"). Individual securities may be a part of the portfolio at a client's request; however, ICM will provide no advice on individual securities. Model or example portfolios are tailored to meet each individual client's needs. Clients may make requests to include or avoid certain types of investments in their portfolios, and ICM will honor those requests to the best of our ability.

Portfolio investments are selected with the aid of a due diligence process and data provided by independent sources. Portfolio components are monitored quarterly and are replaced if deemed necessary during the review.

ICM will gather background information from each client. Through discussions with the client, we will develop a risk profile which will allow us to develop a portfolio design aligned with a client's specific risk tolerance and need for return. ICM will periodically review and update a client's financial circumstances and investment objectives; however, it is the client's responsibility to notify ICM of any material changes to their financial situation.

Financial Planning

ICM may prepare and provide clients with a written financial plan designed to help them achieve their financial goals and investment objectives. The preparation of such a plan may necessitate that the client provide ICM with personal data such as family records, budgeting, personal liability, estate information and additional financial goals. The financial plan may include any or all of the following as requested and/or directed by the client: asset protection, tax planning, business succession, strategies for exercising stock options, cash flow, education planning, estate planning and wealth transfer, charitable gifting, long-term care and disability planning, retirement planning, insurance planning, asset allocation comparisons, and risk management.

ICM does not provide accounting or legal advice. Should a client choose to implement the recommendations contained in the plan, ICM suggests the client work closely with his/her attorney or accountant. Implementation of financial plan recommendations is entirely at the client's discretion.

Pension Plan Consulting

ICM provides consulting services to retirement plan sponsors. Such services may involve asset allocation reviews, performance monitoring, analysis of portfolio structure and asset liability management. The terms of each agreement, including any fees, are determined on a case-by-case basis and are negotiated with the client after a review of the services to be offered.

Item 5 – Fees and Compensation

Asset Management Fees

ICM charges its investment advisory clients an annual fee based on the value of the assets the client has placed with ICM for investment management purposes. The billing of fees commences the later of the date the client investment management agreement is signed or assets are deposited in the client's account. The fees are payable quarterly in advance based on the total market value of the account on the last business day of the previous quarter. The fees shall not be prorated for each capital contribution and withdrawal made during the applicable calendar quarter.

If the first quarter is a partial quarter, it is pro-rated and billed in arrears at the same time the second quarter is billed in advance. If the client leaves, any unearned fees are returned. The unearned fees are calculated by multiplying the number of days left in the quarter by the daily rate for that quarter after the client notifies ICM that they want to terminate their service contract. Either party may terminate the contract upon written notice.

The fee is calculated based on the following tiered schedule: 1% for balances 0 - 1,000,000; .8% for the next 1,000,000; .6% for the next 2,000,000; .4% for additional balances above 4,000,000. For accounts above \$5 million, the fee is negotiable. Accounts in the same household (spouses and minor children) are combined for purposes of computing the fees. We may charge a lower fee in some circumstances such as, but not restricted to, employee accounts. ICM may provide consulting services to retirement plan sponsors, and asset management to individuals within the plans may be a part of that service. The fee to manage assets within a plan is part of the contract for services made with the plan sponsor and may vary from the standard tiered schedule listed above.

Consulting Fees

Clients who want to consult with ICM for any reason (including financial planning, retirement planning, portfolio review, etc.) are billed at an hourly rate of \$200 per hour. The hourly rate of the fee is not negotiable.

Project Based Fees

Hourly fees are generally due upon completion of the project, although ICM may require that a portion of the fee be paid in advance. Clients who wish to terminate the planning process prior to completion may do so with written notice. Upon receipt of written notification, ICM will return a pro-rated amount of any prepaid fee based upon the amount of work completed prior to notification. In the event that the client agreed to pay upon completion of the plan, any earned fee will immediately become due and payable. In some cases, ICM may agree to a project on a fixed fee basis. The fee will be determined by the scope of the project and agreed upon in advance by both parties. The fee will be billed 50% in advance and 50% upon completion.

General Fee Information

The client may grant ICM the authority to receive quarterly payments directly from the client's account held by an independent custodian. Accordingly, the client provides, in writing, limited authorization to withdraw the contractually agreed upon fees from the account. ICM sends the client a statement showing the amount of the fee, the value of client's assets on which the fee was based, and the specific manner in which the fee was calculated. The custodian of the account is advised in writing of the limitation of ICM's access to the account.

ICM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. Mutual funds and exchange traded funds also charge internal management fees which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to ICM's fee, and ICM shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that ICM considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

ICM is not compensated on the basis of a share of capital gains or capital appreciation in a client's account or any portion thereof.

Item 7 – Types of Clients

ICM provides discretionary asset management services for individuals, trusts, and foundations; general financial planning and specialized retirement planning to individuals; advice to qualified plan sponsors; and general investment consulting, education, and training to individuals and corporations.

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

Basic Investment Strategy

ICM uses a strategic asset allocation methodology. “Strategic” means that we stay relatively consistent with the amount of assets we invest in a particular type of security as opposed to “tactically” changing the portfolio design based on a guess of where the world economy might be going. The methodology is designed to provide diversification over many asset classes. The objective is to reduce risk and volatility without sacrificing long-term returns.

Portfolio Design

The basic design element for a portfolio is the asset class. Asset classes are groups of investments that tend to respond in the same manner to a particular set of economic or market conditions. This characteristic causes them to generally move up or down in price as a group. This group can then be used as a design component of the overall portfolio. The asset classes in a portfolio are selected to provide broad coverage across the world, across risk levels and in different types of markets such as commodities, equity and debt. They are also selected to provide low or negative correlation with the other asset classes. It is desirable to have a low or negative correlation because this characteristic helps suppress the ups and downs of the market.

Mutual funds and ETFs are selected to represent the asset classes in a portfolio. These investment vehicles are selected based on a due diligence process that uses 11 distinct criteria to judge the quality of the vehicle against its peer group. The investment vehicles are reviewed each quarter and a decision is made to retain or replace the mutual fund or ETF. The criteria and historical review sheets are available by request at any time for any investment vehicle.

Portfolio Maintenance

All portfolios are analyzed weekly for opportunities to rebalance. Rebalancing is a process where by the actual percentage of an asset class is changed to a percentage closer to the original design percentage by selling or buying. If an asset class has drifted +/- 20% from the design specification then it is considered for rebalancing. Our rebalancing discipline forces a buy-low, sell-high strategy.

Risk of Loss

It is important to remember that investing in securities of any type or with any method involves risk of loss that clients should be prepared to bear. There is no guarantee that the objectives and goals of an investment strategy will be reached. Mutual funds and ETFs may fail to accurately represent the intended asset classes.

Item 9 – Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be significant to your evaluation of ICM or the integrity of ICM's management. ICM has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

ICM may recommend Fidelity for the execution and settlement of client transactions and custody of their assets. ICM receives products and services from Fidelity including software to enable direct electronic downloading of client account information, electronic trading, and access to investment research and information provided by Fidelity. Clients do not pay higher commissions as a result of these products and services furnished by Fidelity to ICM. If ICM chooses to use another company for custody of client assets, these same or substantially similar services would be also provided.

Item 11 – Code of Ethics

ICM has a fiduciary duty to act in the best interest of the client and always place the client's interests first and foremost. ICM takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as ICM's policies and procedures. Further, ICM strives to handle clients' non-public information in such a way to protect it from falling into hands that have no business reason to know such information. ICM provides all clients with ICM's Privacy Policy.

ICM has a formal Code of Ethics that is presented to everyone who represents ICM or takes action on behalf of a client. Each person must sign that they received a copy, have read and understand the Code of Ethics and the incorporated references to ICM's policies and procedures upon employment, annually or when the Code of Ethics is amended. ICM believes that ethical behavior cannot be produced through rules and regulations but is produced through adherence to a standard (that of a fiduciary) and through a foundation of ethical core values. Anyone wishing to view ICM's Code of Ethics may do so upon request ([423] 230-4500 or info@retirewithicm.com).

The personal securities transactions by employees, directors, and owners (supervised persons) may raise potential conflicts of interest when such persons trade in a security that is 1) owned by a client or 2) considered for purchase or sale for a client. ICM has adopted policies and procedures that are intended to ensure that supervised persons affect transactions for clients in a manner that is consistent with the fiduciary duty owed to clients and in accordance with applicable law. Supervised persons who wish to purchase or sell securities of the types purchased or sold for clients may do so only in a manner consistent with ICM's policies. Anyone wishing to view ICM's policies on personal trading activities may do so upon request ([423] 230-4500 or info@retirewithicm.com). All supervised persons at ICM must acknowledge the terms of ICM's policies and procedures annually, or as amended.

Item 12 – Brokerage Practices

Pursuant to the advisory service agreement, ICM will maintain limited discretionary authority whereby the client has authorized ICM in writing to effect trades on the client's behalf. ICM will not have the authority to withdraw funds or take custody of client funds or securities other than where the client has authorized the deduction of investment advisory fees via a qualified custodian.

ICM usually recommends Fidelity Investments, Inc. ("Fidelity") to execute advisory account transactions and feels that Fidelity will provide high quality services at reasonable commission rates. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, and other services. Beyond a broker's ability to provide the "best execution," ICM will also consider the value of "research" and additional brokerage products and services a broker/dealer has provided or will provide.

ICM strives to serve the best interest of the clients. ICM does not warrant or represent that commissions for transactions implemented through Fidelity will be lower than commission rates available if clients use another brokerage firm. ICM believes that the overall level of services and support provided to clients by Fidelity outweighs the potentially lower transaction cost available under other brokerage arrangements.

ICM does not aggregate brokerage orders for clients. ICM manages each portfolio on an individual basis. ICM believes that this individual attention to client portfolios offsets the benefits from saving on execution costs that might be lost through not aggregating orders.

Item 13 – Review of Accounts

A client's financial plan and overall situation are reviewed every six months. A request for the client to schedule a meeting is sent via email or hardcopy mail as desired by the client. If the client doesn't respond, the client will be placed back on the schedule for another review notice in six months. The client may make a request to alter this schedule depending on their needs and desires.

All client accounts are analyzed weekly by comparing them against the model portfolio designed for that account. The model represents the client's agreed upon risk tolerance and return need. The analysis will generate changes to the account(s) only if the investments are out of tolerance by a certain amount (currently +/- 20%).

ICM will provide quarterly performance reports which display the time weighted rates of return realized in the client's account. In addition, brokerage statements are generated no less than quarterly. These statements are sent directly from the account custodian. These reports list the account positions, activity in the account over the covered period, and other related information. Clients are also sent confirmations following each brokerage account transaction.

Item 14 – Client Referrals and Other Compensation

ICM may recommend Fidelity to execute advisory account transactions and as the custodian for the accounts. This may create a conflict of interest, as ICM has business arrangements with Fidelity for the provision of administrative support, investment tools, and other investment-related services.

It is almost a certainty that any custodian we choose (Schwab, TD Ameritrade, etc.) will provide these same services and tools that may create the potential for a conflict of

interest. ICM's clients are free to implement advisory recommendations through any firm. Clients are under no obligation to purchase or sell securities through Fidelity or any other recommended custodian or broker/dealer. Concentrating business with one custodian can benefit all clients by lowering some mutual fund transaction fees. We prefer to use one custodian for this reason and because our back office operations are more complex if we use multiple custodians.

Item 15 – Custody

Clients receive at least quarterly statements from the qualified custodian that holds and maintains client's investment assets. ICM urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary slightly from custodial statements based on accounting procedures or reporting dates.

Item 16 – Investment Discretion

ICM receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. Such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, ICM observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to ICM in writing.

Item 17 – Voting Client Securities

In general, ICM does not vote, nor advise clients how to vote, proxies for securities held in client accounts. ICM clients retain the right to vote the proxies of shares held in their accounts. In addition, ICM will not take any action or render any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. ICM will, however, forward to clients any information received by ICM regarding class action legal matters involving any security held in the account.

Item 18 – Financial Information

Registered Investment Advisers are required in this Item to provide you with certain financial information or disclosures about ICM's financial condition. ICM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Not applicable.

Brochure Supplement [ADV Part 2B]

John Christopher Atkins,
Principal and Investment Advisor Representative (IAR)

Joseph Barry Bailey, IAR

Angela Carter Chapman, Principal and IAR

Pamela Annette Rehart, Principal and IAR

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January 18, 2017

This Brochure Supplement provides information about John Christopher Atkins, Joseph Barry Bailey, Angela Carter Chapman and Pamela Annette Rehart that supplements the Integrity Capital Management Brochure. You should have received a copy of that Brochure. Please contact Pam Rehart, Principal at (423) 230-4500 or by emailing your request to info@retirewithicm.com if you did not receive Integrity Capital Management's Brochure or if you have any questions about the contents of this supplement.

Additional information about John Christopher Atkins, Joseph Barry Bailey, Angela Carter Chapman and Pamela Annette Rehart is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

John Christopher Atkins CFP®

Born 1967

Education:

Bluefield State College, BS - Marketing Management; 1992
Certified Financial Planner® – 2003

Business background:

Integrity Capital Management - Principal and IAR 1/2007 - Present
Linsco Private Ledger - Registered Representative 2/2004 - 1/2007
Gilbert Advanced Asset Management - Advisory Representative 2/2004 - 1/2007
SunTrust Bank - Trust Officer and Assistant Vice President 6/2002 - 2/2004

Joseph Barry Bailey CFP® AIF®

Born: 1957

Education:

University of Central Texas, BS - Computer Science; 1981
Certified Financial Planner® – 2002
Accredited Investment Fiduciary® – 2007

Business background:

Integrity Capital Management – IAR 4/2016 - Present
Integrity Capital Management - Principal and IAR 11/2006 – 3/2016
Linsco Private Ledger - Registered Representative - 11/1999 - 12/2006
Gilbert Advanced Asset Management - Advisory Representative - 8/1999 - 12/2006

Angela Carter Chapman CRPC®

Born: 1966

Education: Tennessee Technological University, BS - English Journalism; 1988.
Chartered Retirement Planning Counselor® - 2012

Business background:

Integrity Capital Management - Principal and IAR 6/2007 - Present
Linsco Private Ledger - Registered Representative 9/2006 - 05/2007
Gilbert Advanced Asset Management - Advisory Representative 6/2006 - 05/2007
Citizens Bank - Vice President of Marketing and Public Relations 8/1995 - 6/2006

Pamela Annette Rehart

Born: 1968

Education: Western Kentucky University, BS - Business Management; 1991.

Business background:

Integrity Capital Management - Principal and IAR 1/2007 - Present
Linsco Private Ledger - Registered Representative 5/2003 - 1/2007
Gilbert Advanced Asset Management - Advisory Representative 7/2000 - 1/2007
Tri-City Bank & Trust Co. – Branch Manager and Banking Officer – 8/1991 – 7/2000

Additional Information About Certifications Listed

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of*

Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and

- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Accredited Investment Fiduciary® (AIF®)

The AIF designation certifies that the recipient has specialized knowledge of fiduciary standards of care and their application to the investment management process. To receive the AIF designation, individuals must complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the AIF Code of Ethics. In order to maintain the AIF designation, the individual must annually renew their affirmation of the AIF Code of Ethics and complete six hours of continuing education credits. The certification is administered by the Center for Fiduciary Studies, LLC (a Fiduciary360 (fi360) company).

Chartered Retirement Planning Counselor® (CRPC®)

Individuals who hold the CRPC® designation have completed a course of study encompassing pre-and post-retirement needs, asset management, estate planning and the entire retirement planning process using models and techniques from real client situations. The program is designed for approximately 120-150 hours of self-study. The program is self-paced and must be completed within one year from enrollment.

Individuals are required to pass an online, timed and proctored end-of-course examination with a 70% score or higher. The examination tests the individual's ability to relate complex concepts and apply theoretical concepts to real-life situations.

After successful completion of the end-of-course examination, individuals apply for authorization to use the designation. The application includes:
Adherence to the following Standards of Professional Conduct:

1. Integrity -Provide professional services with integrity, honor, fairness, and dignity and maintain client trust and confidence.
2. Objectivity - Maintain objectivity and impartiality with respect to services rendered and advice given.
3. Competency - Maintain an adequate level of knowledge and skill and effectively apply that knowledge while recognizing its limitations.

4. Confidentiality - Keep client information confidential, disclosing only when authorized or compelled by law.
 5. Professionalism - Comply with all laws and regulations as required and applicable, refraining from actions that bring dishonor to you or your profession.
- Applicants must disclose any criminal, civil, self-regulatory organization, or governmental agency inquiry, investigation, or proceeding relating to their professional or business conduct. Conferment of the designation is contingent upon the College for Financial Planning's review of matters either self-disclosed or which are discovered by the College that are required to be disclosed.
 - The Terms and Conditions outline designees' rights to use the College's Marks and acknowledge the rights of the College to protect the Marks from unauthorized use by individuals or entities.

Following initial conferment of one of the College for Financial Planning's professional designations, authorization for continued use of the credential must be renewed every two years by completing 16 hours of continuing education; reaffirming compliance with the Standards of Professional Conduct, Terms and Conditions; and complying with self-disclosure requirements. The College monitors its designees' compliance with the designation requirements and standards. Any alleged violations are subject to disciplinary procedures.

Complaints against a designee may be filed by any individual using the Complaint Submission form found on the College's Financial Designation Resource website, www.cffpdesignations.com. The College for Financial Planning investigates all complaints and its Ethical Conduct Committee determines whether allegations are justified and whether the conduct warrants disciplinary action. If a violation of the Standards of Professional Conduct is found, disciplinary sanctions shall be based on the seriousness of the situation and may include, but are not limited to reprimand, suspension or revocation.

The College for Financial Planning is a regionally-accredited institution of higher education accredited by the Higher Learning Commission and is a member of the North Central Association. The College is a wholly owned subsidiary of Apollo Group, Inc. located in Phoenix Arizona. The College offers a Master of Science degree with a Personal Financial Planning major and two Master of Science in Finance degrees, eight proprietary professional designations, and the CFP Certification Professional Education Program. Founded in 1972, the College is the country's oldest provider of financial planning education and has over 120,000 graduates from its Master's and non-degree programs.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. None of the principals have any events to disclose.

Item 4- Other Business Activities

All of the principals are general partners in an entity named BRAC Properties. BRAC Properties is a general partnership that owns our office space at 444 Clinchfield St Ste 302 Kingsport, TN 37660. The only activity that BRAC Properties participates in is the leasing of office space back to Integrity Capital Management LLC. This arrangement is in place for income tax purposes.

Item 5- Additional Compensation

None of the principals receive compensation from a source other than a client.

Item 6 - Supervision

John Christopher Atkins, Angela Carter Chapman and Pamela Annette Rehart are all principals of the firm. Joseph Barry Bailey is supervised by Pamela Annette Rehart.