

RWM WRAP FEE PROGRAM BROCHURE

THIS WRAP FEE PROGRAM BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF RUGGIE CAPITAL GROUP, INC DBA RUGGIE WEALTH MANAGEMENT. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT THOMAS H. RUGGIE AT 352.343.2700 OR TRUGGIE@RUGGIEWEALTH.COM.

THE INFORMATION IN THIS BROCHURE HAS NOT BEEN APPROVED OR VERIFIED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSIONS OR BY ANY STATE SECURITIES AUTHORITY.

ADDITIONAL INFORMATION ABOUT RUGGIE CAPITAL GROUP dba RUGGIE WEALTH MANAGEMENT IS AVAILABLE ON THE SEC'S WEBSITE AT: www.adviserinfo.sec.gov

If you have any questions about the contents of this brochure, please contact us at:

Ruggie Capital Group, Inc dba Ruggie Wealth Management

2100 Lake Eustis Dr., Tavares, FL 32778

352.343.2700

A Registered Investment Advisor**

***Registration as an Investment Advisor does not imply a certain level of skill or training.*

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MATERIAL CHANGES

This brochure has been materially amended since our last filing on March 22, 2016. Below is a description of our material changes:

1. Thomas Ruggie, the firm's owner, has become a less than one percent (1.00%) owner in a savings and loan company, National Advisors Holdings, Inc., which has formed a federally chartered trust company, National Advisors Trust Company ("NATC"). Mr. Ruggie as well as other related persons of the Firm may recommend the trust services of NATC. Please see Item 9 below for more information related to this potential conflict of interest.

INTRODUCTION

Ruggie Capital Group, Inc dba Ruggie Wealth Management ("RWM"), dba RW Direct ("RWD") and dba Destiny Family Office ("DFO") is a registered investment advisor with the Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940. RWM transacts business in mutual funds, stocks, ETF's, bonds, commodities, options, private and public partnerships, variable annuities, real estate investment trusts, structured products, insurance and other investment products.

ITEM 4:**SERVICES FEES AND COMPENSATION**

SERVICES.....The RWM program offers clients an asset management account in which RWM in its capacity as a registered investment advisor and its investment advisor representatives ("IARs") direct and manage specified client assets.

The RWM program permits a client to authorize RWM to purchase and sell on a discretionary basis; no load, load waived mutual funds, equities, fixed income securities, options, hedge funds, managed futures, and structured products pursuant to investment objectives chosen by the client, to liquidate previously purchased no load, load waived mutual funds, equities, fixed income securities, options, hedge funds, managed futures, and structured products. RWM is also authorized to purchase and sell separate accounts within variable annuities under management. For purposes of this document, the term mutual fund includes both investment companies registered under the Investment Company Act of 1940, including exchange traded funds, and other pooled investment vehicles which are not registered.

Advisory Wrap Fee Schedule.....

<u>Assets</u>	<u>Fee Rate</u>
<i>First 1 Million</i>	<i>1.25%</i>
<i>1 Million – 3 Million</i>	<i>.85%</i>
<i>3 Million – 5 Million</i>	<i>.75%</i>
<i>5 Million – 10 Million</i>	<i>.50%</i>
<i>10 Million and above</i>	<i>negotiable</i>

The Advisory Wrap Fee assigned to the account is negotiable, and is based on the value of the assets in the account, including cash holdings. The fee is payable quarterly in advance and is inclusive of execution costs. In as much as Adviser will pay these execution costs associated with account transactions, a potential disincentive to trade may be presented. Clients should review and understand this RWM WRAP FEE PROGRAM BROCHURE fully, prior to engaging the Adviser's services.

For purposes of calculating Account Fees, all accounts are billed on a calendar quarter. The initial Account Fee will include a prorated fee amount for the partial quarter, in addition to the standard quarterly fee for the upcoming quarter. Subsequent Account Fee payments are due and assessed at the beginning of each quarter based on the value of the assets under management as of the close of business on the last business day of the preceding quarter as valued by the third-party custodian of the account. Additional deposits and withdrawals will be added or subtracted from portfolio assets, as the case may be, which may lead to an adjustment of the advisory fee. All Account Fees are deducted from the account pursuant to the RWM Investment Advisory Agreement.

Although expressed as a percentage, in certain situations where account minimums are not met, the Account Fee may be calculated as a flat annual fee. The greater of the assigned account fee percentage, or one fourth (\$750) of the annual minimum fee will be assessed to the account on a quarterly basis in advance.

Securities transactions for RWM Wrap accounts are effected through a qualified custodian, with no commissions being paid to RWM. While RWM has made every attempt to obtain the best custodial arrangements possible, there is no assurance that execution will be obtained at best rates. Clients should consider and discuss with their IAR the selection of the custodian and whether certain costs or disadvantages may arise as a result of the possibility of less favorable executions in their RWM Managed account. Also notable, no agency cross transactions or principal transactions may be effected in RWM accounts. Clients are under no obligation to implement a plan or its recommendations through our custodian choices.

The RWM program may cost the client more or less than purchasing program services separately. Factors that bear upon the cost of the RWM account in relation to the cost of the RWM services purchased separately include: the type and size of the account, the historical and or expected size or number of trades for the account, and the number and range of supplementary advisory and client related services provided to the account.

The Advisor will recommend a custodian for its wrap fee program. As described in Part 2A Item 12 (previously), soft dollar arrangements are defined as compensation to the Advisor for referrals to custodians and pose a potential conflict of interest when making these recommendations. This applies to our referral of wrap accounts to custodian(s), as it is currently our only advisory account offered.

Additional Fees..... In addition to the Account Fee, client may also incur certain asset based and flat fee charges in connection with investments made through program platforms and custodians. It is important to note that when investing in RWM proprietary strategy models clients will incur an additional asset based management fees to their account. Additionally our recommendation of outside strategies and managers will also add additional asset based management fees to the account. Asset based fee totals are clearly disclosed to the client as part of the application process.

Other fees which may be imposed by third parties include, but are not limited to, the following: custodial annual account fees, other transaction charges and account service fees, IRA and qualified retirement plan fees, mutual fund or money market 12b-1, mutual fund, ETF or money market management and administrative expenses, omnibus processing fees, sub transfer agent fees, networking fees, certain deferred sales charges on previously purchased mutual funds transferred into the account, administrative servicing fees for trust accounts, creation and development fees or similar fees imposed by unit investment trust sponsors, hedge fund investment management fees, participation fees from auction rate preferred securities, and other charges required by law. RWM may receive a portion of these fees through soft dollar arrangements detailed below. Further information regarding charges and fees assessed by a mutual fund, ETF or variable annuity are available in the appropriate prospectus.

Mutual funds may also charge a redemption fee if a redemption is made within a specific time period following the investment. The terms of any redemption fee are disclosed in the fund's prospectus. Transactions in mutual fund shares (e.g., for rebalancing, liquidations, deposits or tax harvesting) may be subject to a fund's frequent trading policy.

If an account is approved for trading on margin and the client has entered into a margin agreement, the client will be charged margin interest on any credit extended to or maintained by the client. This interest charge is in addition to the

annual investment advisory fee charged in connection with the account. The annual investment advisory fee will not be charged on any margin debit balance, rather only on the net equity of the account.

RWM may provide an optional aggregation and/or performance reporting service for an annual fee of 0.25%. The fee will be prorated, and paid quarterly in advance or arrears, based upon the value of the accounts receiving comprehensive reporting as of the last day of the previous quarter. RWM, in its sole discretion, may elect to waive or reduce the fees associated with comprehensive reporting and intends to waive it entirely for clients with more than \$1,000,000 under RWM's management.

Compensation to Recommending Parties.....RWM may receive client referrals from both affiliated and unaffiliated individuals who are not its supervised persons. We currently have solicitor agreements of this nature in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state requirements. Any such referral fee shall be paid solely from the RWM's investment management fee and shall not result in any additional charges to the client. If the client is introduced to RWM by an unaffiliated solicitor, the solicitor at the time of the solicitation, shall disclose the nature of its solicitor relationship and provide the prospective client a copy of RWM's disclosure documents (Investment Advisory Agreement, ADV Part 2 as well as solicitation disclosure document).

ITEM 5

Account Requirements.....A minimum account value of \$250,000 is required for RWM managed accounts. In certain instances, the minimum account size may be lowered and a flat fee for services will be imposed.

Types of Clients.....The RWM WRAP FEE PROGRAM BROCHURE is available for individuals, banks and thrift institutions, Investment Companies, Pension and Profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

ITEM 6:

Portfolio Manager Selection and Evaluation..... RWM manages its wrap fee program portfolios based on the research of its investment committee, comprised of the registered individuals of RWM. The RWM Investment Policy Committee is responsible for the oversight of RWM's investment selection process, and for reviewing and approving certain products to be offered in the RWM model strategies, including, but not limited to 3rd party managers, hedge funds, alternative investments, REITs, and Structured Investments.

RWM generally requires that each associate have any licenses required to transact business on behalf of the firm.

Third Party Performance Review.....RWM does not currently have an independent third-party review process to determine performance information or to verify accuracy or compliance with presentation standards, therefore, performance information may not be calculated on a uniform and consistent basis.

Other Types of Advisory Services Offered by RWM.....

Wealth Management and Financial Planning Services.

Our Wealth Management services consist of managing portfolio's for our clients in accordance with their investment objectives. Our advisory transacts business in mutual funds, ETF's, stocks, bonds, options, private and public partnerships, variable annuities, real estate investment trusts, insurance and other investment products.

Retirement Plan Advisory Services.

RWM provides retirement plan advisory services that assist plan sponsors in designing retirement plans that serve plan participants. RWD shares in the plan trustees' fiduciary role by serving in an ERISA 3(21) capacity. Our services include: assisting with plan design, selecting additional plan service providers (TPA, record keeper, custodian), educating participants, and providing due diligence in the investment selection and monitoring process, and providing portfolio model allocations.

Family Office Services.

DFO provides family office services to high-net-worth families. DFO offers its services as a trusted counselor and investment specialist. By working closely with family members, DFO designs a customized investment plan to suit the unique needs of each client. When developing the investment strategy, DFO takes into account all objectives, constraints and risk tolerances that shape life's priorities. DFO's goal is to provide substantial value to its clients' lives in specific areas. Our Family Office services include: developing asset allocation and diversification strategies, asset management,

investment reporting, and certain administrative duties. Also, in limited circumstances DFO clients may request advisory services related to accounts not managed by DFO.

Important Disclosures....

Retirement Plan Rollovers – No Obligation / Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If RWM recommends that a client roll over their retirement plan assets into an account to be managed by RWM, such a recommendation creates a conflict of interest if RWM will earn an advisory fee on the rolled over assets. No client is under any obligation to roll over retirement plan assets to an account managed by RWM.

Use of Mutual Funds: While RWM may recommend allocating investment assets to mutual funds that are not available directly to the public, RWM may also recommend that clients allocate investment assets to publicly-available mutual funds that the client could obtain without engaging RWM as an investment adviser. However, if a client or prospective client determines to allocate investment assets to publicly-available mutual funds without engaging RWM as an investment adviser, the client or prospective client would not receive the benefit of RWM's initial and ongoing investment advisory services. Other mutual funds, such as those issued by Dimensional Fund Advisors ("DFA"), are generally only available through selected registered investment advisers. RWM may allocate client investment assets to DFA mutual funds. Therefore, upon the termination of RWM's services to a client, restrictions regarding transferability and/or additional purchases of, or reallocation among DFA funds will apply.

Methods of Analysis.....We manage client portfolios based on the research of its investment committee. This includes various methods of research, investment style and management philosophy:

The Retirement Distribution Strategy is a method of allocating and investing to ensure income and growth of investments over the life of our clients. The RDS utilizes the different Model Portfolio Pools in varying percentages in accordance with the client's income needs and risk tolerance levels as discovered in our client meetings.

Fund and ETF selection is based on various performance criteria and on the continual research of all investment opportunities. A point system is utilized for grading the funds for more specific review and possible addition or deletion from our tracking. Performance returns, Financial Ratios, Quartile Rankings, and Ratings are some of the considerations when grading funds and ETFs.

We are not currently recommending any individual equity portfolios, but have a Sell strategy for clients who transfer equities in under management where equities are graded and sold according to their grade. Any quality positions will be kept and added to our stock tracking list. If a position falls below standard, the position will be sold at that time.

Investment Strategies.....The Investment Policy Committee is also responsible for oversight of our investment selection process, and for reviewing and approving certain products to be offered in any managed account, including, but not limited to hedge funds, alternative investments, REITs, and Structured Investments. The members of the Investment Policy Committee will be the registered advisory personnel of RWM. RWM may also implement the use of margin and options strategies which have a high level of inherent risk.

Margin Transactions.

A margin transaction strategy, in which an investor uses borrowed assets to purchase financial instruments, involves a high level of inherent risk. The investor generally obtains the borrowed assets by using other securities as collateral for the borrowed sum. The effect of purchasing a security using margin is to magnify any gains or losses sustained by the purchase of the financial instruments on margin. **Please note:** To the extent that a client authorizes the use of margin, and margin is thereafter employed by RWM in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to RWM may be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin may correspondingly increase the management fee payable to RWM.

Option Strategies.

The use of options transactions as an investment strategy involves a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand

fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, the purchase or the recommendation to purchase an option contract by RWM shall be with the intent of offsetting/"hedging" a potential market risk in a client's portfolio. Although the intent of the options-related transactions that may be implemented by RWM is to hedge against principal risk, certain of the options-related strategies (i.e. straddles, short positions, etc), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies.

Risk of Loss.....Different types of investments involve varying degrees of risk, including risk of loss. It should not be assumed that future performance of any specific investment or investment strategy will be profitable or equal any specific or past performance level. Prospective clients should read and understand this statement and all firm disclosure documents prior to engaging our firm's services.

Specialized recommendations...Through a relationship with Crystal Capital Partners, LLC ("Crystal") we may provide our qualified clients with customized hedge fund portfolios through the Crystal Capital Fund Series, LLC Series – 10/12-02. Crystal specializes in building customized hedge fund portfolios that help complement the existing holdings of client investments. With Crystal's services, we have access to hedge fund managers, detailed analytics, reporting and comprehensive due diligence previously only available to the largest institutions. The investment managers and investment funds that we recommend are selected from a list that has been developed by Crystal, based on its quantitative and qualitative research of the managers and funds. After a client approves the customized portfolio that we recommend, the client will invest in a series or portfolio of Crystal Capital Fund Series, LLC (the "Crystal Fund"), that is managed by Crystal. The Crystal Fund is a private investment fund that has several segregated portfolios. Each portfolio is a separate pool of assets constituting a separate fund with its own investment objectives and policies. Prospective clients should read and understand this statement as well as Crystal's brochure and disclosure documents prior to investing in Crystal portfolios. In the event that RWM references private investment funds owned by the client on any supplemental account reports prepared by RWM, the value(s) for all private investment funds owned by the client shall reflect the most recent valuation provided by the fund sponsor. If the fund sponsor does not provide a post-purchase valuation, then the valuation shall reflect the initial purchase price (and/or a value as of a previous date) or the current value(s) (either the initial purchase price and/or the most recent valuation provided by the fund sponsor). If the valuation reflects the initial purchase price (and/or a value as of a previous date), then the current value(s) (to the extent ascertainable) could be significantly more or less than the original purchase price. The client's advisory fee shall be based upon such reflected fund value(s).

Proxy Voting.....We do not have authority, nor do we accept authority to vote client securities in the portfolio we manage. Upon account set up, custodians are directed to forward this information to you directly. Should you have any questions with regard to voting proxies, we remain available to assist, however we will not proactively contact you with regards to any voting issues.

ITEM 7:

Client Information.....The IAR obtains the necessary financial data from his/her client and assists the client in setting appropriate investment objectives for the program account. The IAR obtains this information by having the client complete a Confidential Client Profile. The IAR is obligated to ask the client from time to time whether or not information in his/her Confidential Client Profile has changed so that updated information can be obtained when needed.

ITEM 8:

Client contact with Portfolio Managers.....There are no restrictions on the clients ability to contact and consult with their portfolio managers, or a participating representative of the RWM Investment Committee.

ITEM 9:

Disciplinary Information..... RWM and its registered personnel have no material legal or disciplinary events to disclose.

Material Relationships or Arrangements with Financial Industry.....

INSURANCE - Some supervised persons of RWM are also licensed insurance agents. Presently this includes: Thomas Ruggie, Louis Shinaman, Sarah Anemone, Audrey Ralicki and Jorge Romero. While our primary function is that of an investment advisor, we have established this affiliation in order to best serve our clients' needs. There is a potential conflict of interest when an insurance product is recommended, as compensation will be received thorough the insurance company and not from the client directly as in our fee-based services. clients are under no obligation to act upon any of the insurance recommendations of the associated person, nor are they obligated to transact the insurance business through our firm if they so choose to follow our recommendations. In no case will we receive fees on an insurance holding where commission was also derived.

OTHER RIA – Thomas Ruggie acts as President of RWM Asset Management, LLC. Other related persons of RWM may also be affiliated or registered with RWM Asset Management. This RIA provides research and investment management services. Referral fee arrangements exist between us and this firm, however this does not increase or negatively affect the client's fee rate with either firm.

Thomas Ruggie acts as President of Asset Advisors of America, LLC. Other related persons of RWM may also be affiliated or registered with Asset Advisors of America. This RIA company specializes in corporate retirement plan offerings only. Referral fee arrangements exist between us and this firm, however this does not increase or negatively affect the clients fee rate with either firm.

Thomas Ruggie acts as a consultant to 401k Generation, an affiliated entity. Referral fee arrangements exist between us and this firm, however this does not increase or negatively affect the clients fee rate with either firm.

NATIONAL ADVISORS TRUST COMPANY - Thomas Ruggie has a less than one percent (1.00%) ownership interest in a savings and loan company, National Advisors Holdings, Inc. ("NAH"), that has formed a federally chartered trust company, National Advisors Trust Company ("NATC"). NAH and NATC are regulated by the Office of Thrift Supervision. The trust company intends to provide a low-cost alternative to traditional trust service providers, and RWM intends to refer clients to NATC for trust services. The recommendation by Mr. Ruggie that a client engage the trust services of NATC presents a conflict of interest, as the receipt of residual compensation, by Mr. Ruggie, as an indirect owner of NATC, may provide an incentive to recommend NATC's trust services, rather than on a particular client's need. No client is obligated to engage NATC's trust services and clients are reminded that they may engage the trust services of other, non-affiliated trust companies.

THIRD PARTY MANAGERS - Some supervised persons of RWM at times recommend other unaffiliated investment advisors or third party money managers, when specific client situation warrants.

BOARD AFFILIATIONS - Thomas Ruggie currently serves as President of the Tom and Kim Ruggie Family Foundation, Inc. This is a non-profit charitable foundation established to raise funds and direct contributions to worthwhile charities. Several clients serve on the board of this foundations committee. No fees or monies are generated to us from this affiliation.

Code of Ethics.....The Adviser has adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Adviser and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

Recommending Securities with Material Financial Interest.....On occasion we may recommend the purchase of a security in which a principal or associated person of this firm already has a material financial interest in. It is our practice to always provide full disclosure of any facts which would be relevant to your decision. This would likely be a verbal disclosure with a written, signed disclosure upon effecting the transaction.

Investing in same securities recommended to clients.....Although we do not generally recommend individual security portfolios, on occasion an advisor or firm personnel may hold the same security that a client holds as well. With respect to this conflict, at any time trades are placed in the same security for both a client and an advisor on the same day, the customer's trade will always take time precedence over firm personnel trades.

More detail can be found in our code of ethics policy; a copy is available at your request.

The Code covers a range of topics that include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical

violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.

Economic Benefits.....

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, RWM may receive from TD Ameritrade, Schwab, LPL or Fidelity (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist RWM to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by RWM may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by RWM in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist RWM in managing and administering client accounts. Others do not directly provide such assistance, but rather assist RWM to manage and further develop its business enterprise.

RWM's clients do not pay more for investment transactions effected and/or assets maintained at TD Ameritrade, Schwab, LPL or Fidelity as a result of these arrangements. There is no corresponding commitment made by RWM to TD Ameritrade, Schwab, LPL or Fidelity or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Other Compensation. RWM also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment RWM's participating in the program. Specifically, the Additional Services include economic resources to be used to offset RWM's technology expenses. TD Ameritrade provides the Additional Services to RWM in its sole discretion and at its own expense, and RWM does not pay any fees to TD Ameritrade for the Additional Services. RWM and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

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

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

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

Advisor participates in TD Ameritrade's institutional customer program and Advisor may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Advisor's participation in the program and the investment advice it gives to its Clients, although Advisor receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic

communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Advisor but may not benefit its Client accounts. These products or services may assist Advisor in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Advisor manage and further develop its business enterprise. The benefits received by Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Advisor endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

Advisor may receive client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, Advisor may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with Advisor and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise Advisor and has no responsibility for Advisor's management of client portfolios or Advisor's other advice or services. Advisor pays TD Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to Advisor ("Solicitation Fee"). Advisor will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by Advisor from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired Advisor on the recommendation of such referred client. Advisor will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

Advisor's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, Advisor may have an incentive to recommend to clients that the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, Advisor has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. Advisor's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

Advisor may receive client referrals from both affiliated and unaffiliated individuals who are not its supervised persons. We currently have solicitor agreements of this nature in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state requirements. Any such referral fee shall be paid solely from the Advisors investment management fee and shall not result in any additional charges to the client. If the client is introduced to the Advisor by an unaffiliated solicitor, the solicitor at the time of the solicitation, shall disclose the nature of its solicitor relationship and provide the prospective client a copy of the Advisors disclosure documents (Investment Advisory Agreement, ADV Part 2 as well as solicitation disclosure document).

Prepayment of fees....We do not require prepayment of fees of more than \$1,200 per client six months or more in advance.