

**Item 1: Cover Sheet**

**INFORMATIONAL BROCHURE**

**CAMELOT PORTFOLIOS, LLC**

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**This brochure provides information about the qualifications and business practices of Camelot Portfolios, LLC. If you have any questions about the contents of this brochure, please contact Jennifer Rogers at 419.794.0538. 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. Camelot Portfolios, LLC is a registered investment adviser. Registration does not imply any certain level of skill or training.**

**Additional information about Camelot Portfolios, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2:           Statement of Material Changes**

Camelot Portfolios, LLC is required to disclose any material changes to this ADV Part 2A here in Item 2. There are no material changes to report to this Form ADV Part 2A.

**Item 3: Table of Contents**

TABLE OF CONTENTS

<b>Item 1:</b>	<b>Cover Sheet</b>	<b>1</b>
<b>Item 2:</b>	<b>Statement of Material Changes</b>	<b>2</b>
<b>Item 3:</b>	<b>Table of Contents</b>	<b>3</b>
<b>Item 4:</b>	<b>Advisory Business</b>	<b>4</b>
<b>Item 5:</b>	<b>Fees and Compensation</b>	<b>7</b>
<b>Item 6:</b>	<b>Performance-Based Fees</b>	<b>10</b>
<b>Item 7:</b>	<b>Types of Clients</b>	<b>10</b>
<b>Item 8:</b>	<b>Methods of Analysis, Investment Strategies and Risk of Loss</b>	<b>11</b>
<b>Item 9:</b>	<b>Disciplinary Information</b>	<b>18</b>
<b>Item 10:</b>	<b>Other Financial Industry Activities and Affiliations</b>	<b>19</b>
<b>Item 11:</b>	<b>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</b>	<b>20</b>
<b>Item 12:</b>	<b>Brokerage Practices</b>	<b>21</b>
<b>Item 13:</b>	<b>Review of Accounts</b>	<b>22</b>
<b>Item 14:</b>	<b>Client Referrals and Other Compensation</b>	<b>22</b>
<b>Item 15:</b>	<b>Custody</b>	<b>23</b>
<b>Item 16:</b>	<b>Investment Discretion</b>	<b>23</b>
<b>Item 17:</b>	<b>Voting Client Securities</b>	<b>23</b>
<b>Item 18:</b>	<b>Financial Information</b>	<b>23</b>

## INFORMATIONAL BROCHURE

### CAMELOT PORTFOLIOS, LLC

#### **Item 4: Advisory Business**

Principally owned by Darren Munn, CFA, Camelot Portfolios, LLC (“Camelot”) has been in business since February, 2008. Camelot provides a broad range of services to both other investment professionals and direct clients. Camelot Portfolios LLC is an affiliate of Munn Wealth Management LLC, Camelot Advisors LLC, and Camelot Funds LLC, each a registered investment adviser.

#### Camelot Funds LLC, Camelot Excalibur Small Cap Income Fund & Camelot Premium Return Fund

Camelot Funds LLC provides investment management services to two investment companies registered under the Investment Company Act of 1940. Investment companies managed by Camelot Funds LLC are managed both by utilizing the proprietary strategies as well as adding other securities into the portfolio, in accordance with the investment company’s prospectus and engagement agreement with Camelot Funds LLC.

In addition to the management of investment company assets, Camelot Portfolios also designs, implements and monitors various model strategies. These strategies are available used by clients that are brought to Camelot by other investment advisers (including, but not limited to Munn Wealth Management LLC). The proprietary strategies are more fully discussed in Item 8 herein.

#### Asset Management

Non-fund clients generally, but not always, are referred to Camelot by other advisers. These advisers are responsible for determining what services each client will receive from Camelot, what strategies will be used, and for work directly with the client on an ongoing basis to continually monitor their portfolios and Camelot. These advisers receive a fee, paid by the Client, for their services. These fees are more fully described in Item 5

Asset management services may be provided on either a “discretionary” or “non-discretionary” basis. When a client engages the firm to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place reasonable restrictions on the types of investments we may use on your behalf, or on the allocations to each security type, though as more fully discussed in Item 8, such restrictions may limit the potential performance of your portfolio. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements directly from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as a written agreement that outlines the responsibilities of both the client and the firm.

In certain limited circumstances, and in the discretion of the firm, a client may engage the firm to provide investment management services on a non-discretionary basis. This means the firm monitors the accounts in the same way as for discretionary services. The difference is that changes to your

account will not be made until we have confirmed with you (either verbally or in writing) that our proposed change is acceptable to you.

### Charitable Giving Options

#### *Charitable Pooled Trust (aka Pooled Income Fund)*

In making their financial and estate plans, some affluent individuals choose to utilize a structure involving a charitable remainder trust (frequently referred to as a “CRUT”). The basic concept of these trusts is that the individual creating them can (and must) take certain distributions of income from the CRUT, but the remainder (what is left after the person who created the trust dies) is donated to a predetermined charity. Because these CRUTs require legal documents related to formation, ongoing administration and tax preparation, forming a CRUT can be too expensive for some individuals and families. The Charitable Pooled Trust is an example of one attempt to make the benefits of a CRUT available to more people.

The Pooled Income Fund, which is also referred to as a Charitable Pooled Trust (“CPT”) works in much the same way as a CRUT: the client gives cash or assets to the CPT. The assets of CPT are managed to generate income for those giving the assets, and remainders are donated to predetermined charities. What is different is the pooled nature of a CPT. In a CPT, the assets of a number of grantors are pooled into one trust. That trust is in turn managed to generate income to the grantors, with the eventual remainder donated to charity.

Camelot has an arrangement with The Waterstone Foundation ([waterstone.org](http://waterstone.org)). For Camelot clients choosing to use a CPT, assets will be transferred to Waterstone. From there, they will be designated as part of a specific group of assets among a number of options. Each group, or “pool” is intended to be managed by a professional money manager. Camelot is the manager of “Pool C”, but there are other pools.

Income generated from the pools is distributed to the grantors related to each pool in proportion to the amount of assets they contributed. Upon the death of a contributor, the assets they contributed, plus any appreciation since the date of contribution, are donated to the designated charity.

Because Camelot is the manager of Pool C, Camelot receives a fee for managing the assets in Pool C. Accordingly, there is a material conflict of interest when Camelot recommends that a client use Waterstone’s CPT, in that Camelot will earn a fee for managing the assets in Pool C, but will not earn a fee to manage the assets in another CPT the client may choose. We attempt to mitigate this conflict by disclosing it to clients, encouraging our clients to investigate Waterstone Foundation and the concept of CPTs on their own, and reminding our associated persons of their ongoing fiduciary obligations, which means placing client interests ahead of their own.

#### *Camelot Philanthropist Program*

The Camelot Philanthropist Program involves increasing the amount paid to Camelot, which increase in turn is donated to a 501(c)(3) nonprofit organization that has agreed to handle the distribution of the differential between management fees and the amount paid to Camelot as a donation to the nonprofit beneficiaries specified by the client/s. For example, a client whose overall fee (including their fee to their non-Camelot Portfolios advisor) was 1.50% per annum could elect to increase the amount debited to 2.00% per annum. The client would then have the full 2.00% per annum debited from their account, but the incremental 50 basis points would be given by Camelot to a charitable foundation.

Camelot has worked with the National Christian Foundation, and has also begun working with the PIF Foundation. The National Christian Foundation has offices across the United States, and considers its mission to “mobilize resources by inspiring biblical generosity.” Donations to the National Christian Foundation are intended to be ultimately delivered to charities whose mission is in keeping with the stated intentions of the donor. PIF Foundation was created by Matthew Moses, a Camelot leadership team member. PIF Foundation fills a need left open by the NCF program: PIF allows smaller donations and clients to choose a specific charity. The PIF Foundation screens charities whose missions match the donor/client’s stated purpose in the areas of saving lives, fighting poverty, and saving souls, in an effort to ensure the most value is realized for each dollar donated. In some instances, the client/donor chooses a specific charity. Clients choosing a specific charity should realize that their charity is their choice, and therefore not screened by either the foundation in question or Camelot. While there is never a guarantee that even with screening and diligence a charity will always maximize its potential, do good works, or lack malfeasance in their administrative efforts, we believe donating to a charity without screening or diligence increases the chances that a charity will not have a positive impact, or at least that its impact will be less than one that has been screened.

Donations through the Camelot Philanthropist Program (whether the National Christian Foundation or PIF) are intended to be ultimately delivered to charities whose mission is in keeping with the donor’s chosen focus. For example, one such possible focus is Fight Poverty. The charities which receive the donations from the respective foundation may not be identical to any that are specifically mentioned as past recipients or others specifically mentioned in any explanatory materials provided to clients at the time the decision is made to participate in the program. This is because ultimately, the foundation has control over the precise recipients for each of their donations. Accordingly, there is no guarantee that any specific charity, even one named in previous donations, will receive donations through the Program. The exception to this is PIF, which allows clients to designate a specific charity.

While we recognize that utilizing PIF for donor advised funds may present a conflict of interest, clients should be advised that neither Mr. Moses nor any other person or entity affiliated with Camelot receives any compensation related to the administration of PIF or the management of PIF assets.

Clients should be aware that like many other foundations, the foundations utilized for the Camelot Philanthropist Program have their own administrative costs. Accordingly, the full amount of a donation does not necessarily go directly to the specific charity named. A set-up fee or other reduction in the amount donated will be charged. The amount of this fee will vary according to the foundation in question. As of the date of this brochure, NCF, for example, charges a fee of 1.00%. If clients have any questions related to how a foundation’s administrative costs are handled, please feel free to contact your Camelot representative or the foundation directly.

#### Assets Under Management

The total amount of Discretionary assets under our firm’s management is \$391,106,151 in 4817 accounts as of December 31, 2016. Of this amount, approximately \$94 Million are client assets placed on a discretionary basis by Munn Wealth Management LLC, one of Camelot Portfolios’ affiliated advisors. Camelot does not currently hold any Non-Discretionary assets under management.

## **Item 5: Fees and Compensation**

### **A. Fees Charged/ Fee Schedule:**

#### Asset Management

Fees are negotiable, but generally range from .50% to a maximum 2.00%.

Occasionally, various related client accounts may be grouped together to qualify for reduced advisory fees. This format is called "family billing". It is the responsibility of the client to verify accuracy of fee calculation.

#### **Investment Advisory Partners**

Some of our clients are referred to us by other investment professionals. When this is the case, the fees payable to Camelot Portfolios are generally reduced by the amount paid to the referring professional. For example, if a client is invested in a strategy, and the maximum fee for that strategy is 2.00% per annum, that is indeed the maximum that client will pay for that strategy. The fee, however, may be distributed differently between Camelot Portfolios and the referring investment professional depending on the professional referring the client, the client's portfolio, and the strategies in which the client is invested. Clients coming direct to Camelot Portfolios will not necessarily pay the maximum fee simply because they do not come to us referred by another investment professional.

#### Charitable Pooled Trust

Pool C of the Waterstone Foundation's charitable pooled trust pays Camelot 1.50% per annum for the management of the assets in Pool C. In addition to Camelot's fee to manage Pool C, Waterstone Foundation charges its own initial set-up and administration fees. Camelot believes that for certain clients, the value of the CPT outweighs the aggregate amount of these fees.

### **B. Fee Payment**

#### Asset Management

Investment advisory fees will generally be debited directly from each client's account. The advisory fee is paid on either a quarterly or monthly basis depending on the chosen custodian and method. Clients whom choose to use Schwab Institutional or Fidelity may have the option for monthly billing. All clients using Folio FN Institutional as custodian will be assigned quarterly billing. Depending on the client's needs and suitability, the appropriate custodian and billing model will be recommended. Fees are calculated based on the value of the account(s) at the beginning (value at market close of prior billing period end) of each calendar quarter or month (depending on selected method) and are billed 1 quarter or month in advance. By using the last day of the previous billing period, Camelot Portfolios is not taking into consideration any upcoming deposits or withdrawals, unless the withdrawal is pursuant to a termination of the relationship, in which case a pro-rata refund will be issued. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to the firm.

In some cases, client fees to be paid to the professional working directly with client who allocated client assets to Camelot Portfolios will be debited by Camelot and remitted to the professional through their broker-dealer or investment advisory firm. In other cases, the referring firm will debit their fees

separately. For the purposes of client's relationship with the referring professional, the methodology of fee payment will not affect the nature of that relationship, in that the referring professional is responsible for client's investment objectives, and ongoing asset allocation. However, an arrangement whereby Camelot Portfolios remits the referring professional's fee to their broker-dealer or investment advisory firm is seen as a solicitor relationship. In this case, clients should receive specific disclosures from the referring professional related to fees and the relationship with Camelot Portfolios.

It is the responsibility of the client to verify the accuracy of all fee calculations. The client may terminate the investment advisory contract by notifying Camelot in writing at its principal place of business.

The advisory agreement may be modified as mutually agreed upon in writing. The agreement is terminable by you at any time. The agreement is not assignable by Camelot Portfolios, LLC without the advance written consent of the client.

#### *Camelot Premium Return Strategy Discount*

For clients invested in the Camelot Premium Return strategy, fees payable to Camelot Portfolios will be discounted according to the percentage of the client portfolio invested in that strategy. For example, a client whose overall fee should be 0.50% per annum that has an asset allocation guideline of 20% to the Camelot Premium Return strategy will have their fee discounted by 20%, which means their Camelot Portfolios fee would be 0.40% per annum. The fee rates determined by a client's asset allocation will remain in place until the asset allocation changes, regardless of performance. The discount for Camelot Premium Return allocations is based upon the target asset allocation guideline, and not upon actual asset percentages, because the fee discount does not take into account the effects of performance. For example, if a client's portfolio has a target allocation of 20% to the Camelot Premium Return strategy, that client will receive a 20% Camelot Portfolios fee discount regardless of the actual assets in each strategy moving forward, even if the Camelot Premium Return asset allocation falls below 20% of the overall portfolio, or grows above 20% of the portfolio.

Strategy changes in and out of the Camelot Premium Return strategy will change the fee rate as of the next billing period. For example, a client with no allocation to the Camelot Premium Return strategy for one quarter who changes to a 20% allocation guideline intra-quarter will not receive a refund for 20% of the current quarter's fee. The fee discount will apply beginning with the next billing period. Likewise, a client whose assets are allocated away from the Camelot Premium Return strategy will not return to a full fee payment until the next billing quarter.

The discount applied for Camelot Premium Return strategy allocations relates to the Camelot Portfolios portion of the fee only. Any fees payable to the referring advisor are not subject to the discount unless otherwise arranged between that advisor and the client. For example, a client's agreement may refer to the client being charged a 1.50% annual fee, of which 0.50% is the Camelot Portfolios portion. Assuming a 20% asset allocation target to the Camelot Premium Return strategy, the discount would be 20% of the Camelot Portfolios, portion, or 20% of 0.50%, making the Camelot Portfolios portion 0.40% and the total client fee debited to be 1.40%, with the other 1.00% to the referring advisor.

#### Donor Advised Funds

For clients electing to participate in donor advised funds, the amount of their asset management fee will be increased (up to a maximum of 2.00%) in an amount designated by the client and paid as any management fee would be paid. Camelot then donates the designated amount to the foundation running the DAF.



## C. Other Fees

### *Mutual Funds*

All fees paid to Camelot for investment advisory services are separate and distinct from the fees and expenses charged by underlying investments such as mutual funds. In the case of mutual funds, these fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. Expenses of a fund, including management fees payable to the mutual fund manager, will not appear as transaction fees on a client's statement, as they are deducted from the value of the shares by the mutual fund manager. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a fund directly, without the services of Camelot. In that case, the client would not receive the services provided by Camelot which are designed, among other things, to assist the client in determining which fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Camelot to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Camelot can provide or direct you to a copy of the prospectus for any fund that we recommend to you.

### *Other Fees*

There are a number of other fees that can be associated with holding and investing in securities. You will be responsible for fees including transaction fees for the purchase or sale of other securities, including commissions for the purchase or sale of a stock or exchange traded fund. There also may be fees associated with the custody of assets.

Because the frequent withdrawal and subsequent deposits of funds from our strategies can have an adverse impact on the success of those strategies and incur costs related to the execution of the liquidation transactions to fund withdrawals, clients withdrawing funds from a strategy will be charged a \$100 withdrawal fee. This fee may be waived by Camelot Portfolios.

For the Camelot Philanthropist Program, donations made through an increase in Camelot's fee are sent to a charitable foundation, who in turn donates to various charities. These foundations will charge a fee or otherwise reduce the amount of the donation to cover their administration costs. Evaluating these costs is part of Camelot's ongoing diligence into the foundation in question.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

## D. *Pro-rata Fees*

If you become a client during a billing period, you will pay a management fee for the number of days left in that billing period (which could be the remainder of a month or a quarter, depending upon the custodian chosen and other factors). If you terminate our relationship during a billing period, you will be entitled to a refund of any management fees for the remainder of the billing period. Once your notice of termination is received, we will refund the unearned fees to you in whatever way you direct (check, wire back to your account). Further, any deposits or withdrawals greater than \$25,000 will result in an adjusted fee calculation with respect to the account related to the deposit or withdrawal. Deposits will incur a pro-rated fee for the remainder of the billing period. Withdrawals will result in a pro-rata refund of the unearned fee with regard to the withdrawn amount.

#### **E. Compensation for the Sale of Securities**

To permit clients to have access to as many investment solutions as possible, certain professionals of Camelot Portfolios are registered representatives of Coastal Equities, Inc. ("Coastal"), a FINRA member broker-dealer. The relationship with Coastal allows these professionals to provide additional products to clients' portfolios that would not otherwise be available. Because Coastal supervises the activities of these professionals as registered representatives of Coastal, the relationship may be deemed material. However, Coastal is not affiliated with Camelot Portfolios or considered a related party. Coastal does not make investment decisions for client accounts. Registered representative status enables these professionals to receive customary commissions for the sales of various securities, including those he recommends to clients. Commissions charged for these products will not offset management fees owed to Camelot Portfolios.

Receipt of commissions for investment products that are recommended to clients gives rise to a conflict of interest for the representative, in that the individual who will receive the commissions is also the individual that is recommending that the client purchase a given product. This conflict is disclosed to clients verbally and in this brochure. Clients are advised that they may choose to implement any investment recommendation through another broker-dealer that is not affiliated with Camelot Portfolios. Camelot Portfolios attempts to mitigate this conflict by requiring that all investment recommendations have a sound basis for the recommendation, and by requiring employees to acknowledge their fiduciary responsibility toward each client.

#### **Item 6: Performance-Based Fees**

For qualified clients (as such term is defined by the Investment advisers Act of 1940, as amended), Camelot Portfolios may charge a performance based fee, which is a fee based on the appreciation in a client's account. Clients charged a performance based fee will not be charged a management fee. The amount of the performance based fee will be 25% of the gains for each calendar year after the client in question has earned at least 6% of return for the same year. In other words, if a client earns 5.5% for a year, there will be no fee. If a client earns 7% in a year, there will be a performance based fee of 25 basis points, or 25% of the excess return over and above the client's targeted 6% return.

Performance based fees are a conflict of interest in that the financial adviser making recommendations in an account paying performance based fees has a financial incentive to recommend riskier investments in an effort to increase short term returns. Clients should carefully consider whether a performance based fee is right for their portfolio.

#### **Item 7: Types of Clients**

Camelot generally provides advisory services to investment companies, individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Camelot recommends minimums based on selected strategy. Camelot has strategies ranging from no minimum to over \$1,000,000 for our fully custom accounts. Minimum recommendations for each strategy can be viewed in our account application packet or Item 8 below.

Camelot can waive the minimum amount requirements at their sole discretion.

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

When a client engages the Firm to provide asset management services, we will review a client's portfolios, discuss the client's investment objectives and risk tolerance as well as any potential investment restrictions, and plan a transition for the client's assets from their current accounts to accounts managed by the firm. Transition plans will most typically involve the placement of each client's assets in one or more of Camelot Portfolios' proprietary asset allocation strategies. These same strategies are the proprietary models to which other advisers gain access through Camelot Portfolios. In limited circumstances, client assets may be managed apart from the strategies, tailored to each client. The research and analysis process, however, is the same.

When a client comes to Camelot through another professional adviser, that adviser is making the determination as to what the client's investment objectives and risk tolerance are, and making a recommendation to work with Camelot. Such clients will still complete Camelot's application, which includes various inquiries as to investment needs goals and risk tolerance, but it is the client's other adviser and not Camelot overseeing that process.

### ***Investment Strategies***

***Academic Alternatives:*** The Academic Alternatives Strategy is an alternative style strategy designed to produce long term growth in alternative assets that complement our core strategies. The strategy is diversified among publicly traded investments that historically do not correlate to the broader domestic equity markets. Over time it is normal for correlations to change and the underlying fundamentals to ebb and flow. We look to select investments showing strong value and economic tailwinds that we believe will have a forward looking correlation lower than the broader domestic equity markets. As value changes over time, investment selection is rotated into areas that have solid long term value. Investments include, but are not limited to stocks, bonds, ETFs, mutual funds and closed end funds. The recommended minimum in the Academic Alternatives portfolio is \$20,000.

***Aggressive Income:*** The goal of the Aggressive Income Strategy is to generate a high level of income. By selecting 20-25 stocks that are paying high levels of dividends we aim to maintain a steady income stream. This allows a higher yield. However, due to the increased income in this strategy, we expect limited long term growth beyond the accrued distributions. The recommended minimum in the Aggressive Income portfolio is \$50,000.

***Biblically Responsible:*** The biblically responsible portfolio focuses on investing in companies and funds that utilize a biblically responsible investing (BRI) policy. BRI means investing in companies that demonstrate a commitment to morally responsible values. The Biblically Responsible strategy's goal is to produce long term growth using mutual funds, ETF's, closed end funds and select stocks by selecting funds and investments from within the BRI community. This strategy is an actively managed strategy. Over time, as market conditions change, we will rotate into new investments that we believe have more favorable long term potential. We aim to keep risk in line with normal market fluctuation through diversification. The recommended minimum in the Biblically Responsible portfolio is \$20,000.

***Core Income:*** Core Income is our least volatile strategy designed to anchor a portfolio and provide steady income using a team of bond managers selected by our investment professionals. As value changes over time, investment selection is rotated into areas that continue to meet income objectives and keep the risk at a lower level. Investments include, but are not limited to stocks, bonds, ETFs, mutual funds and closed end funds. Unlike our other strategies that balance risk and return to provide certain

levels of income and appreciation, core income is focused primarily on risk reduction and providing a lower but steady income stream. The recommended minimum in the Core Income portfolio is \$20,000.

**Core Municipals:** This strategy utilizes mutual funds and closed-end funds that invest in municipal bonds. Its investment objective is to produce income for clients in a tax efficient manner.

**Freedom Elite:** The Freedom Elite investment portfolio is comprised of ETFs selected by four separate pre-defined screening strategies to provide investors a well-diversified portfolio. The portfolio is rebalanced quarterly to remove stocks that no longer pass the screen, add new stocks that do, and prevent the portfolio from becoming unbalanced. In addition to the strict stock selection discipline, this strategy also has a safety “stop loss” trigger, which forces a sale to cash the trading day after the trigger occurs, and stay in cash until a release trigger occurs. This is a simple red light – green light process, based on mathematical calculations of certain characteristics of domestic equity securities. The recommended minimum in the Freedom Elite portfolio is \$20,000.

**Freedom Formula:** The Freedom Formula™ investment portfolio is comprised of 120 stocks selected by four separate pre-defined screening strategies to provide investors a well-diversified portfolio. The portfolio is rebalanced quarterly to remove stocks that no longer pass the screen, add new stocks that do, and prevent the portfolio from becoming unbalanced. In addition to the strict stock selection discipline, this strategy also has a safety “stop loss” trigger, which forces a sale to cash the trading day after the trigger occurs, and stay in cash until a release trigger occurs. This is a simple red light – green light process, based on mathematical calculations of certain characteristics of domestic equity securities. The recommended minimum in the Freedom Formula portfolio is \$50,000.

**Hard Asset Cash Flow:** Hard Asset Cash flow is an alternative style strategy designed to produce a high level of income. This strategy is concentrated in hard assets such as real estate, commodity companies, infrastructure companies, equipment companies, among others. We look to select investments producing strong cash flow, with long term value and growth potential. As value changes over time, we will rotate into new investments that show more favorable cash flow. This goal of this strategy is to complement other strategies as a means to create solid cash flow, hedge for inflation and maintain a long term value & growth objective. The recommended minimum in the Hard Asset Cash Flow portfolio is \$20,000.

**Managed Energy:** The Managed Energy Income strategy is an alternative style strategy designed to produce a high level of tax efficient income. The strategy is concentrated among PUBLICLY traded master limited partnerships within the energy sector delivering high cash flow. We look to select companies that are producing strong cash flow, with long term value and growth potential. This strategy is designed to complement other strategies as a means to create high income with favorable tax for Non- Qualified accounts only. K-1's will be issued for most or all holdings. The recommended minimum in the Managed Energy portfolio is \$20,000.

**Opportunities Income:** Opportunities Income is designed to produce high income and total return using sustainable income producing investments with long term appreciation potential at attractive risk levels. As value changes over time, investment selection is rotated into areas that continue to meet income objective with greater long term income and appreciation potential. Investments include, but are not limited to stocks, bonds, ETF's, mutual funds and closed end funds. Having an income focus allows for a natural discipline to invest in areas that have usually seen depressed prices and increased yields (Buy Low). Due diligence is performed to verify sustainability of distributions and long term value before selecting. The recommended minimum in the Opportunities Income portfolio is \$20,000.

***Premium ETF Growth:*** The Premium ETF Growth Objective is to produce a high return overtime using primarily low-cost ETF's based on our proprietary asset allocation. Premium ETF is an actively managed strategy designed to produce market returns by selecting ETF's and Closed End Funds that show the highest relative value. Over time, as value is realized, we will rotate into new investments that we believe have the highest potential. We attempt to use diversification as a method to keep volatility in line. The strategy is diversified among capitalization size, management, sector and holdings that align with our research and views about investment value. In most periods, exchange traded funds will be used. However, in periods when closed end funds experience larger than normal discounts to NAV, the strategy will capitalize on this discount to purchase investments at a lower price and greater value. The recommended minimum in the Premium ETF Growth portfolio is \$20,000.

***Premium Fund Conservative:*** The objective is to produce a moderate return over time with a balance between income and growth using primarily Mutual Funds lead by a group of fund managers based on our proprietary asset allocation. Premium Fund Conservative is an actively managed strategy designed to produce moderate returns balanced with income by selecting Open and Closed End Funds that show the highest relative value in combination with an All-Star management team. Over time, as value is realized, we will rotate into new investments that we believe have the highest potential. We utilize diversification in an attempt to keep risk in line with normal market fluctuation. The recommended minimum in the Premium Fund Conservative portfolio is \$20,000.

***Premium Fund Management:*** The objective is to produce a high return overtime using primarily Mutual Funds lead by fund managers selected by our investment team based on our proprietary asset allocation. Premium Fund Management is an actively managed strategy designed to produce market returns by selecting Open and Closed End Funds that show the highest relative value in combination with a selected management team. Over time, as value is realized, we will rotate into new investments that we believe have the highest potential. We utilize diversification in an attempt to keep risk in line with normal market fluctuation. The strategy is diversified among capitalization size, management, sector and holdings that align with our research and views about investment value. The recommended minimum in the Premium Fund Management portfolio is \$20,000.

***Premium Municipals:*** The Premium Municipals Income strategy is a tax efficient income strategy. The strategy is concentrated among mutual funds and closed end funds investing in municipalities that are producing strong cash flow and show sustainable value within the municipal asset class. Over time the strategy will rotate into other municipal funds as value changes. This strategy is designed to complement other strategies as a means to create income with favorable tax for Non- Qualified accounts only. The recommended minimum in the Premium Municipals portfolio is \$20,000.

***Premium Return:*** The Premium Return strategy invests entirely in mutual funds managed by Camelot Portfolios. Percentage allocations between the funds may vary, but the higher allocation will most typically be to the Camelot Premium Return Fund. This strategy was created for smaller accounts (under \$50,000) to access Camelot's strategies without a high account minimum.

***Premium Stock Dividend:*** Premium Stock Dividend is designed to produce a rising income stream through dividends generated by a portfolio of approximately 50 holdings. We believe a key to investment selection is the ability to properly define value. Premium Stock Dividend aims to find companies at good values, with good long term growth that are paying a solid dividend without set limitations. As value changes overtime, investment selection is rotated into areas that continue to meet income objectives with greater long term appreciation potential. Investments include, but are not limited to stocks, bonds, ETFs, mutual funds, and closed end funds. The recommended minimum in the Premium Stock Dividend portfolio is \$50,000.

**Premium Stock Moderate:** Premium Stock Moderate designed to produce strong returns using the 30-40 diversified holdings we believe offer solid long term growth and value. The key to investment selection is the ability to properly identify value. Unlike a mutual fund that focuses within a more limited scope. Premium Stock Moderate aims to find companies at extreme value with good long term growth potential, because we believe a concentrated portfolio has been shown to allow the highest probability for strong long term out-performance. By focusing on good companies with good growth potential and selling at deep discounts we hope to provide long term growth performance. As value changes over time, investment selection is rotated into areas that have deep discounts to our estimated fair value. Investments include, but are not limited to stocks, bonds, ETFs, mutual funds and closed end funds. The recommended minimum in the Premium Stock Moderate portfolio is \$50,000.

**Reserve Income:** Reserve Income is intended to be a low volatility strategy that is designed to anchor a portfolio and provide steady income using a select group of bond fund managers. It uses 1-2 bond funds to replace short term cash holdings. As value changes over time, investment selection is rotated into areas that continue to meet income objectives and keep the risk at a lower level. Since Reserve Income is concentrated in 1-2 mutual funds, rotation is limited. The recommended minimum in the Reserve Income portfolio is \$2,500.

**Tactical Income:** The Tactical Income investment portfolio is comprised of income producing stocks selected by pre-defined screening strategies drawing from 3 main indexes (Dow Jones US Select Dividend, Dow Jones US Global Select Dividend, Dow Jones US Select REIT). The portfolio is rebalanced annually to remove stocks that no longer pass the screen, add new stocks that do, and prevent the portfolio from becoming unbalanced.

All client accounts in each strategy are managed on a *pari passu* basis. In other words, all accounts managed within each strategy are managed in a like manner, side by side with one another, and not individually considered. Accordingly, while a client may request limitations on Camelot Portfolios' discretionary authority, some requested limitations may not be possible to achieve within the given strategy. In this case, the client and the firm will mutually agree to either terminate the engagement, accept the asset allocations in the strategy, or have the client's assets placed in another strategy.

The asset allocation strategy in which the client's assets are placed may change from time to time, dependent upon the client's investment objectives and financial circumstances. Clients should inform Camelot Portfolios as soon as possible of changes in their circumstances that may affect the client's risk tolerance or investment objectives, as these changes may trigger a change in how the firm manages the client's assets.

#### Reported Performance of Camelot Strategies

Camelot produces a "fact sheet" for each of the above strategies. These fact sheets include various information regarding the strategy, including a report of the overall model performance of the strategy. In this context, "model" performance means that the performance reported on the fact sheets is not the performance of any one account invested in the strategy, or of any collection of actual accounts. Rather, it is based on the hypothetical performance of an account managed with the same intended portfolio positions according to security, position size, and timing. The reported fact sheets as of the date of this brochure include a deduction for an assumed fee rate of 2.00%, of which 50 bps represents Camelot's fee, and 150 bps represents a hypothetical fee paid to a referring advisor. The fee of 2.00% was chosen as it is the highest fee rate permitted by Camelot Portfolios. The performance of any individual account invested in a strategy may differ from that reported on the fact sheet. This difference may be material. This is especially true over long periods, as small differences can become larger as performance differentials compound over time. Some reasons performance may differ include the amount of the fee

(For example, if your referring advisor charges 1.00%, and Camelot charges 50 basis points, the total fee would be 1.50%, whereas the model assumes 2.00%. Your fee will be lower than the model and therefore performance higher as a result.), whether you made deposits or withdrawals during the period, whether your account custodian charges different transaction fees than those assumed in the model, whether your account was invested during the entire period, and whether you placed an investment restriction that translated into your account's portfolio not matching the model portfolio. Clients are encouraged to review their account performance with their advisor, and to compare the performance in their own account against the fact sheet and their investment objectives.

### Custom Accounts

In limited circumstances, Camelot Portfolios may provide customized account management for individual clients. In these cases, Camelot Portfolios will review with the client their investment objectives and risk tolerance, and determine an asset allocation that Camelot Portfolios and the client believe meets the client's needs. Assets in these custom accounts may be managed through one or more of the strategies above, but may also include allocations to individual equities, mutual funds (including those managed by Camelot Portfolios), bonds, or other securities.

### Transitioning Accounts

As assets are transitioned from a client's prior advisers to Camelot Portfolios, there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by Camelot Portfolios. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. In the event an investment in a client account is unable to be unwound for a period of time, Camelot Portfolios will monitor the investment as part of its services to the client. Camelot Portfolios may suggest that a given investment be moved to a separate account.

### ***Risk of Loss***

There are always risks to investing. Clients should be aware that all investments carry various types of risk, including the potential loss of principal that clients should be prepared to bear. It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Strategy Risk.** When investments are made through a strategy, rather than individualized investment considerations, there is always the possibility that individualized investment choices would have produced a more positive result for a client than an approach where investments are made for a group of individuals with common characteristics.
- **Currency Risk.** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.

- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Tax Risks Related to Short Term Trading:** Clients should note that Camelot Portfolios may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. Camelot Portfolios endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.
- **Purchasing Power Risk.** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk.** This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income streams and therefore, less business risk.
- **Financial Risk.** The amount of debt or leverage determines the financial risk of a company.
- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- **Information Risk:** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- **Risks specific to sub-advisors and other managers.** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager is not as qualified as we believe them to be, that the investments they use are not as liquid as we would normally use in your portfolio, or that their risk management guidelines are more liberal than we would normally employ.
- **Short Sales.** "Short sales" are a way to implement a trade in a security Camelot Portfolios feels is overvalued. In a "long" trade, the investor is hoping the security increases in price. Thus in a long trade, the amount of the investor's loss (without margin) is the amount paid for the security. In a short sale, the investor is hoping the security decreases in price. However, unlike a long trade where the price of the security can only go from the purchase price to zero, in a short sale, the price of the security can go infinitely upwards. Thus in a short sale, the potential for loss is unlimited and unknown, where the potential for loss in a long trade is limited and knowable. Camelot Portfolios utilizes short sales only when the client's risk tolerances permit.
- **Options.** The use of options transactions as an investment strategy involves a high level of inherent risk. Although the intent of many of the options-related transactions implemented by Camelot Portfolios 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. In light of these enhanced risks, client may direct Camelot Portfolios, in writing, not to employ any or all such strategies for his/her/their/its accounts. Clients participating in the Options Strategy should *carefully* consider all information regarding the strategy and its risks prior to participating.
- **Information Risk.** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided



by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.

- **Small Companies.** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up, or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company's future. For example, a company's management may lack experience, or the company's capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.
- **Tax Risk.** Many investment decisions are made while considering the potential tax ramifications of a trade, strategy, or investment approach. Camelot Portfolios recommends that all clients seek their own professional tax advisors to review their trading activity and investment strategies to ensure the most favorable tax treatment for their individual circumstances.
- **Concentration Risk.** While Camelot Portfolios selects individual equities and bonds for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.
- **Transition risk.** As assets are transitioned from a client's prior advisers to Camelot Portfolios there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by Camelot Portfolios. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of Camelot Portfolios may adversely affect the client's account values, as Camelot Portfolios' recommendations may not be able to be fully implemented.
- **Restriction Risk.** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.
- **Risk specific to private placements.** If all or a portion of a client's assets are invested in a private placement, there are additional risks. These include risks that the investment strategy of the private placement may not be as specific to your needs as a separately managed account (because the assets are pooled with other investors). Investors in a private placement may not have access to the same liquidity as in a separately managed account. Risk management guidelines may also be more liberal than we would normally employ. Valuation of the underlying assets may be less frequent and much more subjective. For a more complete discussion of risks associated with a private placement, clients interested in having assets invested in a private placement should refer to the fund's private placement memorandum.
- **Risks Related to Investment Term & Liquidity.** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize

as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.

- **Algorithms and Models.** When an investment manager develops a mathematical algorithm that identifies trigger points for the purpose of indicating a “buy” or “sell” signal, these trigger points are limited in that they are based on solely the data input into the algorithm. There is an unlimited amount of data that can be considered in making any given decision as to whether to buy or sell any given security. An algorithm, by design, ignores some data in favor of others. There is a risk that the data selected for the algorithm will not create a positive result, whereas other data, had it been considered, may do so.
- **REITs.** Camelot Portfolios may recommend that portions of client portfolios be allocated to real estate investment trusts, otherwise known as “REITs”. A REIT is an entity, typically a trust or corporation, that accepts investments from a number of investors, pools the money, and then uses that money to invest in real estate through either actual property purchases or mortgage loans. While there are some benefits to owning REITs, which include potential tax benefits, income and the relatively low barrier to invest in real estate as compared to directly investing in real estate, REITs also have some increased risks as compared to more traditional investments such as stocks, bonds, and mutual funds. First, real estate investing can be highly volatile. Second, the specific REIT chosen may have a focus such as commercial real estate or real estate in a given location. Such investment focus can be beneficial if the properties are successful, but lose significant principal if the properties are not successful. REITs may also employ significant leverage for the purpose of purchasing more investments with fewer investment dollars, which can enhance returns but also enhances the risk of loss. The success of a REIT is highly dependent upon the manager of the REIT. Clients should ensure they understand the role of the REIT in their portfolio.
- **MLPs.** Camelot Portfolios may recommend that portions of client portfolios be allocated to master limited partnerships, otherwise known as “MLPs”. An MLP is a publicly traded entity that is designed to provide tax benefits for the investor. In order to preserve these benefits, the MLP must derive most, if not all, of its income from real estate, natural resources and commodities. While MLPs may add diversification and tax favored treatment to a client’s portfolio, they carry significant risks beyond more traditional investments such as stocks, bonds and mutual funds. One such risk is management risk-the success of the MLP is dependent upon the manager’s experience and judgment in selecting investments for the MLP. Another risk is the governance structure, which means the rules under which the entity is run. The investors are the limited partners of the MLP, with an affiliate of the manager typically the general partner. This means the manager has all of the control in running the entity, as opposed to an equity investment where shareholders vote on such matters as board composition. There is also a significant amount of risk with the underlying real estate, resources or commodities investments. Clients should ask Camelot Portfolios any questions regarding the role of MLPs in their portfolio.
- **Legacy Investments.** Clients whose assets are transitioned from prior advisors may bring assets with them that are not able to be sold. While Camelot Portfolios will consider these assets in portfolio management, performance of such assets is beyond Camelot Portfolio’s control.

#### **Item 9: Disciplinary Information**

There are no disciplinary items to report.

**Item 10: Other Financial Industry Activities and Affiliations**

**A. Broker-dealer**

Neither Camelot nor any of its employees is registered or has a registration pending as a broker-dealer.

**B. Futures Commission Merchant/Commodity Trading Advisor**

Neither the principal of Camelot, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

**C. Relationship with Related Persons**

*Quaker Funds, Inc.*

Camelot has signed a Letter of Intent to purchase Quaker Funds, Inc., the investment adviser to the Quaker Event Arbitrage Fund, Quaker Global Tactical Allocation Fund, Quaker Strategic Growth Fund, Quaker Mid-Cap Value Fund and the Quaker Small-Cap Value Fund (collectively, the “Quaker Funds”, and each a ‘Quaker Fund’). It is expected that Camelot Portfolios will recommend that clients whose investment objectives are appropriate for one of the Quaker Funds make an investment in one or more Quaker Funds. This creates a conflict of interest, which may be material. Because Camelot Portfolios may eventually own Quaker Funds, Inc., fees paid to Quaker Funds Inc., increase the value of that firm, thus increasing the value Camelot Portfolios receives for the price it has committed to pay to the current owners of Quaker Funds Inc. Accordingly, Camelot Portfolios has an incentive to recommend the Quaker Funds to clients because of the potential for increased remuneration, as opposed to simply the client’s objectives. Camelot Portfolios attempts to mitigate this conflict by disclosing it to clients and other advisers considering utilizing our services. Further, Camelot Portfolios includes in its Code of Ethics a requirement that each professional acknowledge their responsibility to place client interests ahead of their own.

*OneAscent Financial Services LLC*

OneAscent Financial Services LLC is an affiliate of Camelot through common ownership. This may create a conflict of interest, as Camelot may have an incentive to recommend OneAscent Financial Services LLC’s proprietary investment strategies based on compensation received rather than the client’s needs. We attempt to mitigate this conflict by requiring that all investment recommendations have a sound basis for the recommendation, and by requiring employees to acknowledge their fiduciary responsibility toward each client.

*CMBY LLC*

Darren Munn, the owner of Camelot Portfolios LLC, is a part owner of CMBY LLC, an entity which indirectly through another entity (Woodlands Investors LLC) owns the building located at 1700 Woodlands Drive, where Camelot Portfolios LLC is located. CMBY has one other owner, Nolan Baker a principal of The Retirement Guys Formula LLC, a registered investment adviser. The Retirement Guys Formula LLC is also located at 1700 Woodlands Drive. In addition, Camelot Portfolios and Retirement Guys Formula share certain non-investment related expenses, all of which are connected to the operation of the building. Neither Camelot Portfolios LLC nor any principal thereof shares control with Retirement Guys Formula. Neither Retirement Guys Formula nor any principal thereof shares

control of Camelot Portfolios LLC. The ownership of the building is not related to any investment decisions made on behalf of clients, but because of the co-ownership of the building and the fact that The Retirement Guys Formula LLC recommends Camelot Portfolios LLC to clients as a third party manager, the dual relationship may be a conflict of interest. We attempt to mitigate this conflict by disclosing it in this Form ADV and by reminding employees that the firm's Code of Ethics requires employees to act in the best interests of clients

#### *One Voice Foundation*

One Voice Foundation ("One Voice") supports Christian philanthropy by providing funds and resources to support primarily local ministries, causes, and events which will advance the kingdom work of Jesus Christ in Northwest Ohio and Southeast Michigan. Darren Munn, the owner of Camelot, is the President and Treasurer of One Voice and also manages the donations of One Voice. Laura Noble, who is an Estate Planning and Wealth Consultant for Camelot is One Voice's Secretary. Clients may be recommended to donate to One Voice. While this may present a conflict of interest, clients should be advised that Mr. Munn, Mrs. Noble nor any other person or entity affiliated with Camelot, receives any compensation related to the administration of One Voice or the management One Voice's assets. Clients are free to accept or reject any suggestion regarding where their charitable funds may be given. One Voice is not an advisory client of Camelot or any affiliate thereof.

#### D. Recommendations of other Advisers

Camelot Portfolios does not utilize nor select other advisers or third party managers. All assets are managed by Camelot Portfolios.

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

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. Camelot Portfolios is the adviser to two mutual funds, The Camelot Premium Return Fund (CPRFX, CPRCX) and the Camelot Excalibur Small Cap Income Fund (CEXAX, CEXCX) (together, the "Funds"). In addition, certain investment professionals associated with Camelot Portfolios are, in accordance with the Funds' prospectus, entitled to personal compensation related to the services they provide to the Funds. It is expected that Camelot Portfolios will recommend that clients whose investment objectives are appropriate for one or both of the Funds invest with one or both of the Fund. This creates a conflict of interest, which may be material. Because Camelot Portfolios receives a fee from the Funds for managing the Funds, and a fee from the clients whose assets are managed in the strategies, and individuals receive personal compensation, Camelot Portfolios has an incentive to recommend the Funds to clients because of the potential for an increased fee, as opposed to simply the client's objectives. Camelot Portfolios attempts to mitigate this conflict by disclosing it to clients and other advisers considering utilizing our services. Further, Camelot Portfolios includes in its Code of Ethics a requirement that each professional acknowledge their responsibility to place client interests ahead of their own.

In addition, please see response to item 10C above with regard to Quaker Funds Inc.

C. On occasion, an employee of Camelot may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of Camelot may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

## **Item 12: Brokerage Practices**

### **A. Recommendation of Broker-Dealer**

Camelot recommends that investment accounts be held in custody by the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), Fidelity Institutional Wealth Services, Inc. ("Fidelity"), or Folio Institutional, a FINRA registered broker-dealer ("Folio"). Schwab, Fidelity and Folio offer enhanced services to independent investment advisors. These services include custody of securities, trade execution platforms, and access to research not available to the general public. All recommended broker-dealer/custodians are wholly independent from Camelot. It is expected that most, if not all, transactions in a given client account will be cleared through the custodian of that account in its capacity as a broker-dealer.

Camelot recommends broker-dealers to its clients based on a variety of factors. These include, but are not limited to, commission costs. However, in choosing a broker-dealer or custodian to recommend, we are most concerned with the value the client receives for the cost paid, not just the cost. The broker-dealers we recommend add value beyond commission cost. Other factors that may be considered in determining overall value include speed and accuracy of execution, financial strength, knowledge and experience of staff, research and service. The broker-dealers we recommend also have arrangements with many mutual funds that enable us to purchase these mutual funds for client accounts at reduced transaction charges (as opposed to other broker-dealers). Camelot re-evaluates the use of its recommended broker-dealers at least annually to determine if they are still the best value for our clients.

The broker-dealers we recommend may provide us with some non-cash benefits (not available to retail customers) in return for placing client assets with them or executing trades through them. Such non-cash benefits are referred to as "soft dollars". Currently, these benefits come in the form of investment research and sponsored attendance at various investment seminars. We may also receive such items as investment software, books and research reports. These products, services, or educational seminars are items that will play a role in determining how to invest client accounts. If there is any item that has a multi-use aspect, mixed between investment and non-investment purposes, Camelot will determine a reasonable allocation of investment to non-investment use and soft dollars will be allocated only to the

investment portion of the product (and we will pay the remaining cost). Camelot receives a benefit from these services, as otherwise we would be compiling the same research ourselves. This may cause us, or another adviser, to want to place more client accounts with a broker-dealer/custodian, solely because of these added benefits. However, the value to all of our clients of these benefits is included in our evaluation of custodians. Products and services received via soft dollars will generally be used for the benefit of all clients. However, it is possible that a given client's trades will generate soft dollars that acquire products and/or services that are not ultimately utilized for that same client's account. Soft dollars provide additional value, and are accordingly considered in determining which broker-dealer or custodian to utilize as part of our best execution analysis.

We do not consider whether any other broker-dealer/custodian refers clients to Camelot as part of our evaluation of these broker-dealers.

**B. Aggregating Trades**

While not typically the case with the custodians recommended by Camelot Portfolios, commission costs per client may be lower on a particular trade if all clients in whose accounts the trade is to be made are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, execute one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, if a *pro rata* division would result in a client receiving a fraction of a share, or a position in the account of less than 1%.)

**Item 13: Review of Accounts**

All accounts will be reviewed by a senior professional on at least an annual basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

The annual report in writing provided by Camelot is intended to review asset allocation. All clients will receive statements and confirmations of trades directly from their account custodian.

**Item 14: Client Referrals and Other Compensation**

**A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.**

*Please refer to Item 12, where we discuss recommendation of Broker-Dealers.*

**B. Compensation to Non-Advisory Personnel for Client Referrals.**

Clients may be introduced to Camelot Portfolios via other third parties. In the event that Camelot Portfolios compensates any party for the referral of a client to Camelot Portfolios, any such compensation will be paid by Camelot Portfolios, and not the client. If the client is introduced to Camelot Portfolios by an unaffiliated third party, that third party will disclose to the client the referral arrangement with Camelot Portfolios, including the compensation for the referral, and provide the client a copy of Camelot Portfolios' ADV Part 2A and 2B. The referral source will also provide a written disclosure to the client regarding the relationship between Camelot Portfolios and the referral source, including the fact that referral fees will be paid.

**Item 15: Custody**

For asset management clients, Camelot deducts fees from client accounts, but would not have custody of client funds otherwise. Clients will receive statements directly from Schwab, and copies of all trade confirmations directly from Schwab.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. The client will also receive a statement from their account custodian showing all transactions in their account, including the fee.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information with any information or report prepared by Camelot against the information in the statements provided directly from their account custodian. Please alert us of any discrepancies.

**Item 16: Investment Discretion**

Please see response to Item 4 above regarding investment discretion.

**Item 17: Voting Client Securities**

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Camelot will vote proxies on behalf of its clients.

Camelot will vote proxies on behalf of any investment company or pooled investment vehicle it manages. Investors in The Camelot Premium Return Fund (CPRFX, CPRCX) and the Camelot Excalibur Small Cap Income Fund (CEXAX, CEXCX) will not be able to direct the vote on any particular solicitation.

**Item 18: Financial Information**

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per account and more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.