

**Item 1: Cover Page
Part 2A of Form ADV: Firm Brochure
March 18th, 2019**



NIKULSKI FINANCIAL, INC.
Because **happiness** can be **planned**.

**NIKULSKI FINANCIAL, INC
3289 UTICA RIDGE ROAD
BETTENDORF, IA 52722
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**Firm Contact:
Brian Nikulski
Chief Compliance Officer**

This brochure provides information about the qualifications and business practices of Nikulski Financial Inc. If clients have any questions about the contents of this brochure, please contact us at (563) 344-0118 or brian@nikulskifinancial.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority. Additional information about our firm is also available on the SEC's website at www.adviserinfo.sec.gov by searching CRD #151569.

Please note that the use of the term "registered investment adviser" and description of our firm and/or our associates as "registered" does not imply a certain level of skill or training. Clients are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise clients for more information on the qualifications of our firm and our employees.

Item 2: Material Changes

Nikulski Financial, Inc. is required to make clients aware of information that has changed since the last annual update to the Firm Brochure ("Brochure") and that may be important to them. Clients can then determine whether to review the brochure in its entirety or to contact us with questions about the changes.

Since our last amendment filed on 03/12/2018 we have the following material changes to report:

- LPOA's are being revoked by Fidelity for clients whom have retirement accounts managed by NF through BrokerageLink. We now manage those retirement accounts through virtual meetings with the clients where we screen share using their login credentials.

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Item 4: Advisory Business

Our firm is dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a corporation formed under the laws of the State of Iowa. We have been in business as an investment adviser since 2009. Our firm is one hundred percent (100%) owned by Brian Nikulski, President and Chief Compliance Officer.

Our firm provides asset management and investment consulting services for many different types of clients to help meet their financial goals while remaining sensitive to risk tolerance and time horizons. As a fiduciary, it is our duty to always act in the client's best interest. This is accomplished in part by knowing the client. Our firm has established a service-oriented advisory practice with open lines of communication. Working with clients to understand their investment objectives while educating them about our process, facilitates the kind of working relationship we value.

Types of Advisory Services Offered

Asset Management:

We emphasize continuous and regular account supervision based on our firm's Dynamic Allocation Strategy. The Dynamic Allocation Strategy is a tactical asset management strategy primarily using individual stocks, bonds, ETFs. There are three Dynamic Allocation Strategy portfolios: Moderately Conservative, Moderate, and Moderately Aggressive. A Risk Tolerance Questionnaire is completed to determine which portfolio the clients will own. When appropriate Adviser also incorporates covered options strategies and uses closed end funds for income. Various quantitative trading systems will be used to generate investment decisions. The objective in this strategy is to protect wealth and grow wealth as opposed to buying and holding investments through times of severe market depreciation.

The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the client's individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

Financial Planning & Consulting:

Financial Planning and Consulting Services will be offered to all clients. For Financial Planning, we may investigate all nine of the services defined below to the extent applicable to the client and their respective needs, in order to create a comprehensive plan. Financial Consulting will be one or more of the services below or any other ad-hoc request made by client, e.g. in-person meetings, video conferences or conference calls to discuss investment advice, meetings with other advisers, etc. These services may be engaged for a fixed fee or on an hourly basis, determined on a case-by-case basis as needs dictate. We and the client will work together to comply with relevant state statutes and rules and give the client investment advisory services at fair and reasonable rates that are determined on an equitable basis adequately disclosed to the client in writing.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that we refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services. For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations. For financial consulting engagements, we usually do not provide our clients with a written summary of our observations and recommendations as the process is less formal than our planning service. Plans or consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of the recommendations will be at the discretion of the client.

In general, Financial Planning and Consulting Services may include some or all of the following:

1. Cash Flow and Debt Management – This involves advice with respect to cash accounts, financial obligations, and cash management.
2. Risk Management and Insurance Planning – This includes risk management associated with advisory recommendations based on the combination of insurance types that best meet a client's specific needs, e.g. life, health, disability, and long-term care, and others as appropriate.
3. Investment Planning – This involves advice with respect to asset selection and allocation, as well as investment income accumulation techniques. Evaluations are made of existing and, when applicable, potential investments in terms of their economic and tax characteristics as well as their suitability for meeting client's objectives. Tax consequences and their implications are identified and evaluated in general terms.
4. Retirement Planning – This involves advice with respect to alternatives and techniques for accumulating wealth for retirement income or advice relative to appropriate distributions of assets following retirement. Tax consequences and their implications are identified and evaluated in general terms.
5. College Planning – This includes alternatives and strategies with respect to the complete or partial funding of college or other post-secondary education experience. Tax consequences and their implications are identified and evaluated in general terms.
6. Estate Planning – This service generally involves advice with respect to property ownership, distribution strategies, estate tax reduction, and tax payment techniques. It involves a discussion of gifts, trusts, etc. and the disposition of business interests. Tax consequences and their implications are identified and evaluated. At the request of the Client, Adviser will engage the client's chosen personal estate attorney or planner, with regard to advising the wealth management of the estate planning.
7. Tax Planning – Tax planning is referred to the client's chosen personal tax advisor. Adviser may offer advice as to how tax laws may affect various financial decisions, e.g. acquisitions, pension strategy, investing in new opportunities or consolidation of existing investments, and individual taxation issues, among others.

8. Business Succession Planning – This includes alternatives and strategies with respect to continuity or disposition of the business upon the business owners’ retirement, death, disability, or decision to sell. Tax consequences and their implications are identified and evaluated.
9. Consolidation of Financial Situation – As a result of performing some or all of the services listed in points 1 through 9 above, Adviser may be able to recommend strategies or methods for consolidating the client’s financial situation in order for the client to manage their financial situation more easily and to obtain efficiency, cost savings, and diversification.

401(k) Management Services:

Clients that are participating in this service work with their employer to determine if the advisor is able to have “third-party authorization” on the 401(k) account. This authorization allows for the advisor to manage the account on a discretionary basis inside the 401(k) but does not allow the advisor to make disbursements or change client information in the account. Depending upon the investment options available, the appropriate fee will be charged. If only mutual funds are available, an annual management fee up to, but not exceeding .35% of assets under management will be charged. If the client has unlimited access to investments inside the 401(k) plan (individual stocks, individual bonds and exchange traded funds) then the standard advisory fee schedule is charged based upon the amount of assets being managed.

Retirement Plan Consulting:

Our firm provides retirement plan consulting services to employer plan sponsors on an ongoing basis. Generally, such consulting services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure and participant education.

Retirement Plan Consulting services typically include:

- Establishing an Investment Policy Statement – Our firm will assist in the development of a statement that summarizes the investment goals and objectives along with the broad strategies to be employed to meet the objectives.
- Investment Options – Our firm will work with the Plan Sponsor to evaluate existing investment options and make recommendations for appropriate changes.
- Asset Allocation and Portfolio Construction – Our firm will develop strategic asset allocation models to aid Participants in developing strategies to meet their investment objectives, time horizon, financial situation and tolerance for risk.
- Investment Monitoring – Our firm will monitor the performance of the investments and notify the client in the event of over/underperformance and in times of market volatility.

In providing services for retirement plan consulting, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, “Excluded Assets”).

All retirement plan consulting services shall be in compliance with the applicable state laws regulating retirement consulting services. This applies to client accounts that are retirement or other

employee benefit plans ("Plan") governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

If the client accounts are part of a Plan, and our firm accept appointments to provide services to such accounts, our firm acknowledges its fiduciary standard within the meaning of Section 3(21) or 3(38) of ERISA as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

Tailoring of Advisory Services

Our firm offers individualized investment advice to our Asset Management and 401(k) Management clients. General investment advice will be offered to our Financial Planning & Consulting clients.

Each Asset Management client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account.

Regulatory Assets Under Management

We manage \$125,400,000 on a discretionary basis and \$23,600,000 on a non-discretionary basis as of 12/31/2018.

Item 5: Fees & Compensation

Compensation for Our Advisory Services

Asset Management:

FEE SCHEDULE: Asset Management - Dynamic Allocation

Assets Under Management*	Annual Advisory Fee
Up to \$1,000,000	1.50%
\$1,000,001 - \$2,000,000	1.25%
\$2,000,001 - \$5,000,000	1.00%
\$5,000,001 - \$10,000,000	0.80%
\$10,000,001 - \$20,000,000	0.75%
Over \$20,000,000	0.65%

****For AUM of \$500,000 and over at TD Ameritrade Institutional (TDAI), Comprehensive Financial Planning Services are provided at no additional cost.***

At the client's discretion, multiple accounts under the same household may be aggregated to reach fee break points.

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last business day of the previous quarter. Fees will generally be automatically

deducted from your managed account. Adjustments will be made for deposits and withdrawals during the quarter in excess of \$25,000. As part of this process, you understand and acknowledge the following:

- a) The client's independent custodian sends statements at least quarterly showing the market values for each security included in the Assets and all account disbursements, including the amount of the advisory fees paid to our firm;
- b) Clients will provide authorization permitting our firm to be directly paid by these terms. Our firm will send an invoice directly to the custodian; and
- c) If our firm sends a copy of our invoice to the client, legend urging the comparison of information provided in our statement with those from the qualified custodian will be included.

Financial Planning & Consulting:

We charge on an hourly or flat fee basis for financial planning and consulting services. The total estimated fee, as well as the ultimate fee that we charge you, is based on a case-by-case basis, and are dependent upon the level and scope of the Client's goals, the number of persons in the household, number of accounts, policies, etc., the client's stage in lifecycle, number of additional advisers, existence of current plans, overall complexity of financial situation and other relevant client specific information.

We and the Client will mutually agree upon a fair and reasonable rate and structure for equitable compensation based upon those factors listed immediately above in consideration of the scope of services desired by the client.

Our hourly fees range from \$200 to \$500, which is billed in five minute increments. Projects spanning more than three months will be billed quarterly. The items addressed in a modular plan or general consulting services may include one or more of the services listed above. The amount of time spent will depend on the complexity of the request and all services will be completed within six months. The total number of hours will be estimated prior to the engagement will be specified in our Financial Consulting Agreement for hourly services. Written financial plans are generally assessed a minimum fee of \$500. The client will be invoiced directly for hourly fees.

Our flat/fixed fees range from \$500 to \$10,000. This fee for Financial Planning and Consulting Services are offered to clients for small consulting projects or as part of an annual retainer program. Such services include any combination of the above-listed services, periodic reviews, revisions/updates to the financial plan, and day-to-day consulting as required.

Fee Examples:

A client with limited financial investing history and modest assets who contracts with us for a single service listed above would typically be charged a fee of \$500 - \$2,000, because of limited document review and fewer consulting options. A client with maximum complexity who contracted us for all services listed above which may require forty or more hours of our time would typically be charged an annual service fee of \$10,000. We will outline a six-month service plan and charge client 50% as an initial retainer. Our services will be completed within six months

A client meets with us to discuss basic financial consulting issues and seeks general investment advice relating to broad issues such as retirement planning and education planning. The meeting

lasts 2 hours and follow up research takes 2 hours. At \$200 per hour, the client would be charged a \$400 retainer at the time of the initial meeting (\$200 x 2 hours) and an additional \$400 upon completion of the engagement (\$200 x 2 hours). We will perform all financial consulting work before six months expire.

401(k) Management:

The 401(k) Management services are billed on a fee based on the amount of assets being managed in the account. The total estimated fee being charged is determined at the time of the agreement being established; either up to, but not exceeding, .35% to manage a mutual fund account or the appropriate fee in the schedule based upon the account value if the Dynamic Allocation strategy can be used in the 401(k).

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last business day of the previous quarter.

Fees will be automatically deducted from a managed account or clients can elect to be billed directly. For fees deducted from a managed account, you understand and acknowledge the following:

- a) The client's independent custodian sends statements at least quarterly showing the market values for each security included in the Assets and all account disbursements, including the amount of the advisory fees paid to our firm;
- b) Clients will provide authorization permitting our firm to be directly paid by these terms. Our firm will send an invoice directly to the custodian; and
- c) If our firm sends a copy of our invoice to the client, legend urging the comparison of information provided in our statement with those from the qualified custodian will be included.

Retirement Plan Consulting:

Plan assets are billed up to, but will not exceed, 0.35%. Individual participants have the option to enroll in TD Ameritrade Brokerage Link accounts allowing for more actively managed investment options. Brokerage Link accounts are billed separately according to the fee schedule below:

Assets Under Management*	Annual Advisory Fee
Up to \$1,000,000	1.15%
\$1,000,001 - \$2,000,000	0.90%
\$2,000,001 - \$5,000,000	0.65%
\$5,000,001 - \$10,000,000	0.45%
\$10,000,001 - \$20,000,000	0.40%
Over \$20,000,000	0.30%

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of the account on the last day of the previous quarter.

Should the Plan have more than one Account, the Fee shall be payable in proportion to the respective Account value(s). Adviser's fees will be debited directly from the Plan's Account(s) and Client authorizes the custodian for the Plan assets, which may be upon instruction from the Plan's administrator, to deduct Adviser's fees directly from the Plan's Account(s). Client shall have the

responsibility to verify the accuracy of the fee calculation, and Client acknowledges that the custodian shall have no responsibility to determine whether the fee is properly calculated. Adviser shall not be compensated on the basis of a share of capital gains or capital appreciation of the Plan's Account(s).

Other Types of Fees & Expenses

Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our firm's advisory fees and will be disclosed by the chosen custodian. Clients may also pay charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund's prospectus (i.e., fund management fees, initial or deferred sales charges, mutual fund sales loads, IRA and qualified retirement plan fees, and other fund expenses). Our firm does not receive a portion of these fees.

Termination & Refunds

We charge our advisory fees quarterly in advance. In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. You need to contact us in writing and state that you wish to terminate our services. Upon receipt of your letter of termination, we will proceed detach from your custodial account and process a pro-rata refund of unearned advisory fees. Full refunds will be made in cases when the client wishes to terminate services within five (5) business days of signing an agreement.

Financial Planning & Consulting clients may terminate their agreement at any time before the delivery of a financial plan by providing written notice. For purposes of calculating refunds, all work performed by us up to the point of termination shall be calculated at the hourly fee currently in effect. Clients will receive a pro-rata refund of unearned fees based on the time and effort expended by our firm. Full refunds will be made in cases when the client wishes to terminate services within five (5) business days of signing an agreement.

Either party to a 401(k) Management Agreement may terminate at any time by providing written notice to the other party. Full refunds will be made in cases when the client wishes to terminate services within five (5) business days of signing an agreement. After five (5) business days from initial signing, either party must provide the other party thirty (30) days written notice to terminate billing. Billing will terminate 30 days after receipt of termination notice. Clients will be charged on a pro-rata basis, which takes into account work completed by our firm on behalf of the client. Clients will incur charges for bona fide advisory services rendered up to the point of termination (determined as 30 days from receipt of said written notice) and such fees will be due and payable.

Commissionable Securities Sales

Our firm and representatives do not sell securities for a commission in advisory accounts.

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

Our firm does not charge performance-based fees.

Item 7: Types of Clients & Account Requirements

Our firm has the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plan participants;
- Corporations, Limited Liability Companies and/or Other Business Types

Our firm does not impose requirements for opening and maintaining accounts or otherwise engaging us.

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

Methods of Analysis

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

- Charting;
- Cyclical;
- Fundamental;
- Technical.

Investment Strategies We Use

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- Long Term Purchases (Securities Held At Least a Year);
- Short Term Purchases (Securities Sold Within a Year);
- Trading (Securities Sold Within 30 Days);
- Covered Call Option Writing Only;

Securities are rarely traded within 30 days in the event they are clients must be aware of certain risks involved with trading. As we do not utilize mutual funds in client portfolios there are no short term redemption fees surrendered by the client.

If securities are purchased with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings. Trading involves risk that may not be suitable for every investor, and may involve a high volume of trading activity. Each trade generates a transaction fee and the total daily transaction fee on such a high volume of trading can be considerable. Active trading accounts should be considered speculative in nature with the objective being to generate short-term profits. This activity may result in the loss of more than 100% of an investment.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and the account(s) could enjoy a gain, it is also possible that the stock market may decrease and the account(s) could suffer a loss. It is important that clients understand the risks associated with investing in the stock market, are appropriately diversified in investments, and ask any questions.

Description of Material, Significant or Unusual Risks

Our firm generally invests client cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, our firm tries to achieve the highest return on client cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services related to our Asset Management, services, as applicable.

Item 9: Disciplinary Information

Our firm and management personnel have nothing to disclose.

Item 10: Other Financial Industry Activities & Affiliations

For some clients, our firm selects money managers as a Third Party Money Manager(s) ("Asset Manager") to be the asset manager(s) for client accounts. To complete the selection process, Clients must execute all requisite account opening paperwork with the Asset Manager and/or associated custodian. Each third party money manager's sub-adviser(s) will have discretion to manage the funds by investing in various securities. Nikulski Financial, Inc. will monitor the third party manager's investment philosophy and the performance of each sub-adviser, as well as the economy, investment climate and competitive market conditions of securities being managed. As a result, Nikulski Financial, Inc. will provide ongoing monitoring services with respect to the client's investment assets. Over time, third party money managers may select additional or different Sub-Advisors and transfer or otherwise reallocate your portfolio assets among Sub-Advisors (and enter into agreements with these Sub-Advisors). Our firm will provide initial due diligence on third party money managers and ongoing reviews of their management of client accounts. In order to assist in the selection of a third party money manager, our firm will gather client information pertaining to financial situation, investment objectives, and reasonable restrictions to be imposed upon the management of the account.

Our firm will periodically review third party money manager reports provided to the client at least annually. Our firm will contact clients from time to time in order to review their financial situation and objectives; communicate information to third party money managers as warranted; and, assist the client in understanding and evaluating the services provided by the third party money manager. Clients will be provided with a copy of the chosen third party money manager's Form ADV Part 2, all

relevant Brochures, a disclosure statement detailing the fees to be paid to both firms and the third party money manager's privacy policy. Clients will be expected to notify our firm of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing.

The management fees may be higher or lower for specific sub-advisers and the client will be notified prior to account opening of any differences in management fees. Management fees are calculated on the value of the portfolios at the beginning of the quarterly billing period. Management fees for the first quarter of service are prorated based on the inception date of the account to the end of the first quarter. Management fees are payable in advance and generally are charged directly to, and deducted from, the client by the custodian upon debit instructions to the custodian. The billing procedures for this service vary based on the chosen third party money manager. The total fee to be charged, as well as the billing cycle, will be memorialized in a separate agreement to be signed by the client.

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

As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Our fiduciary duty is the underlying principle for our firm's Code of Ethics, which includes procedures for personal securities transaction and insider trading. Our firm requires all representatives to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment with our firm, and at least annually thereafter, all representatives of our firm will acknowledge receipt, understanding and compliance with our firm's Code of Ethics. Our firm and representatives must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. If a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Our firm recognizes that the personal investment transactions of our representatives demands the application of a Code of Ethics with high standards and requires that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, our firm also believes that if investment goals are similar for clients and for our representatives, it is logical, and even desirable, that there be common ownership of some securities.

In order to prevent conflicts of interest, our firm has established procedures for transactions effected by our representatives for their personal accounts¹. In order to monitor compliance with our personal trading policy, our firm has pre-clearance requirements and a quarterly securities transaction reporting system for all of our representatives.

Neither our firm nor a related person recommends, buys or sells for client accounts, securities in which our firm or a related person has a material financial interest without prior disclosure to the client.

¹ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

Likewise, related persons of our firm buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities within 48 hours of buying or selling for our clients. If related persons' accounts are included in a block trade, our related persons will always trade personal accounts last.

Item 12: Brokerage Practices

Selecting a Brokerage Firm

Client assets must be maintained by a qualified custodian. Our firm seeks to recommend a custodian who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. The factors considered, among others, are these:

- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition
- Business reputation
- Quality of services

Our firm participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an independent [and unaffiliated] SEC-registered broker-dealer.

TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the program. As part of the arrangement described, TD Ameritrade also makes certain research and brokerage services available at no additional cost to our firm.

These services include certain research and brokerage services, including research services obtained by TD Ameritrade directly from independent research companies, as selected by our firm (within specific parameters).

Research products and services provided by TD Ameritrade to our firm may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by TD Ameritrade to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

As a result of receiving these soft dollar benefit for no additional cost, we have an incentive to continue to use or expand the use of TD Ameritrade's services. Our firm examined this conflict of interest when we chose to enter into the relationship with TD Ameritrade and review custodial arrangements at least annually to determine that the relationship is in the best interest of our firm's clients and satisfies our client obligations, including our duty to seek best execution.

TD Ameritrade charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). TD Ameritrade enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. TD Ameritrade's commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by TD Ameritrade may be higher or lower than those charged by other custodians and broker-dealers.

Our clients may pay a commission to TD Ameritrade that is higher than another qualified broker dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

Although the investment research products and services that may be obtained by our firm will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account

Soft Dollars

The soft dollar benefits our firm receives eligible benefits Section 28(e) of the Securities Exchange Act of 1934. The soft dollar products and services obtained by our firm will generally be used to service all of our clients but not necessarily all at any one particular time.

Client Brokerage Commissions

TD does not make client brokerage commissions generated by client transactions available for our firm's use.

Special Considerations for ERISA Clients

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, our firm will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

Client-Directed Brokerage

Our firm allows clients to direct brokerage outside our recommendation. Our firm may be unable to achieve the most favorable execution of client transactions. Client directed brokerage may cost clients more money. For example, in a directed brokerage account, clients may pay higher brokerage commissions because our firm may not be able to aggregate orders to reduce transaction costs, or clients may receive less favorable prices.

Aggregation of Purchase or Sale

Our firm provides investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when our firm believes that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, our firm attempts to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Item 13: Review of Accounts

We review accounts on at least a quarterly basis for our clients subscribing to the following services: Asset Management, 401(k) Management and Third Party Money Management. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. Only our investment adviser representatives will conduct reviews our client accounts. Written reports to clients take place on at least an annual basis when our Asset Management, Comprehensive Portfolio Management, Portfolio Monitoring and Third Party Money Management clients are contacted.

Our firm may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

Financial Planning clients do not receive ongoing reviews beyond the scope of the contract of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to financial planning clients, but if they request us to update and re-analyze their plan 12 months after signing the original agreement, a new agreement will be signed with a fee based upon the scope of services desired.

Item 14: Client Referrals & Other Compensation

Referral Fees

Our firm does not pay or receive referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with relevant state statutes and rules.

Item 15: Custody

The SEC issued a no-action letter ("Letter") with respect to the Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our custodian:

- The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client's qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.

- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16: Investment Discretion

Clients are required to provide our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, our firm is authorized to execute securities transactions, determine which securities are bought and sold, and the total amount to be bought and sold. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement.

Item 17: Voting Client Securities

Our firm does not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, our firm will forward them to the appropriate client and ask the party who sent them to mail them directly to the client in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 18: Financial Information

Our firm does not require nor is prepayment solicited for more than \$1,200 in fees per client, 6 months or more in advance. Therefore, our firm has not included a balance sheet for our most recent fiscal year.