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d.b.a.
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This brochure provides information about the qualifications and business practices of MIAI, Inc. If you have any questions about the contents of this brochure, please contact us at: 214.739.5677 or 888.440.6424. 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 MIAI, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov

December 26, 2023

Item 2 Material Changes

MIAI, Inc. (MIAI) filed its last annual amendment to its Form ADV Part 2A Brochure on December 16, 2022

Since the last Form ADV Part 2A Brochure date on October 1, 2022, MIAI has had no material changes in its business.

To receive a complete copy of this brochure at no charge, please contact your Financial Advisor or the home office at 888.440.6424.

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Item 4 Advisory Business

About Our Firm

MIAI, Inc. (MIAI) is an investment advisory firm registered with the Securities and Exchange Commission (SEC) since August 2002. MIAI is a Texas corporation wholly owned by Daniel C. Dooley, Chairman of the Board of MIAI. MIAI is also an insurance agency and affiliated with Maplewood Investments, Inc. (MPLW), a full-service broker/dealer registered with the Securities and Exchange Commission (SEC), the Financial Industry Regulatory Authority, Inc. (FINRA), and the Municipal Securities Rulemaking Board (MSRB), by way of common ownership.

MIAI and its investment advisor representatives (MIAI representatives) provide investment management, financial planning, and retirement plan consulting services through various programs available to clients. Our clients include individuals, trusts, estates, corporations, other business entities, charitable organizations, pension, and profit-sharing plans. A complete description of programs is available under “Our Services.” As of the fiscal year ending on September 30, 2023, MIAI has \$146.6 million in assets under management, of which \$146,326,744 million is managed on a discretionary basis and \$277,301 thousand on a non-discretionary basis.

Our Services

MIAI provides investment management services through our MIAI Advisor Program (MAP) and the Fidelity Managed Account XchangeSM Program (FMAX). We offer advice and financial plans through our Financial Planning Program and Retirement Plan Consulting. Each of the four programs is discussed in detail in the following sections.

MIAI Advisors Program (MAP)

With the MIAI Advisor Program (MAP), MIAI and its representatives will recommend, select, monitor, and direct client investments; and make and implement investment decisions in providing the client with continuous investment advisory services. Through questionnaires, meetings, or oral communications, MIAI will obtain pertinent information about the client’s investment profile, including objectives, risk tolerance, and other factors. MIAI will utilize information obtained to tailor the client’s portfolio to the client’s needs and objectives. The client can impose certain restrictions or guidelines on the management of the client’s assets, including limitations on the purchase or sale of particular securities or types of securities. Assets managed by MIAI may be invested in various securities, including variable annuities, variable life insurance, mutual funds, options, equities, government securities, corporate debt securities, municipal securities, warrants, certificates of deposit, exchange-traded funds, and other security types.

Assets of the client are managed on a discretionary basis. This permits MIAI to assume all investment duties with respect to the assets under management and to take all necessary action to buy, sell, or otherwise trade any securities and other assets in a manner consistent with the client’s investment policy statement (IPS) without prior discussion of any or all transactions with the client. In limited circumstances, MIAI may agree to manage the client’s assets on a non-discretionary basis, in which case, MIAI is required to discuss and obtain client approval prior to any buy, sell, or other action to trade or reinvest securities of the client. MIAI, under no circumstances, will assume title to any of the client’s funds, securities, or other assets nor withdraw any monies from the client’s accounts, excluding the withdrawal of fees for services as permitted under the MAP Client Agreement and discussed within this brochure. Brokerage transactions are processed by MPLW, our affiliated broker/dealer, and cleared by National Financial Services, LLC (NFS). MIAI has also entered into agreements with insurance

companies that allow for the management and valuation of variable annuity sub-accounts within the MAP. The insurance companies' custodians maintain custody of all variable annuity sub-accounts.

Refer to the section titled "Methods of Analysis, Investment Strategies and Risk of Loss" for information about the investment strategies employed in the MAP account.

Fidelity Managed Account XchangeSM Program (FMAX)

The Fidelity Managed Account XchangeSM Program (FMAX) is sponsored by Fidelity Institutional Wealth Adviser LLC (FIWA), which is registered with the SEC as an investment adviser and an indirect, wholly-owned subsidiary of FMR LLC. FMAX provides MIAI with an investment advisory platform for use with MIAI's clients to provide wealth management solutions. As part of the FMAX platform, FIWA will establish relationships with various affiliated and unaffiliated Investment Managers (collectively, Investment Managers) to make the services of such Investment Managers available to MIAI and its clients. Investment Managers may change from time to time. MIAI and its clients shall have no obligation to use any Investment Managers.

For Investment Managers providing investment models (Model Providers), FIWA has entered into a licensing agreement with each Model Provider to include its investment models (Models) in the FMAX platform. For these Models, which can consist of Models made available by FIWA and its affiliates, FIWA has also engaged the services of one or more investment advisers to provide overlay management, trade order implementation, and other administrative duties (Implementation Manager). The Implementation Manager shall have full discretion with respect to the purchase or sale of any security in an account for which MIAI or its clients have selected a Model. FIWA may replace the Implementation Manager upon no less than sixty (60) days' notice to MIAI. Model Providers will not provide investment advisory services to MIAI's clients, and there will not be a contractual relationship between Model Providers and MIAI or MIAI's clients.

For Investment Managers providing discretionary investment management (Discretionary Investment Managers), FIWA has entered into a discretionary investment management agreement with each whereby the Discretionary Investment Managers, as selected by MIAI or its clients, maintain full discretion to implement its investment strategies, including the purchase and sale of securities in the clients account through the FMAX platform.

The FMAX platform offers access to a wide range of professionally managed investment solutions for use by MIAI with clients, including the Fund Strategist Portfolio Program (FSP Program), the Separately Managed Account Program (SMA Program), and the Unified Managed Account Program (UMA Program). In addition to the investment advisory services offered in the programs, FMAX also provides MIAI with many advisory service tools such as assessment and assistance of the clients investment needs and objectives, assistance in the development of an asset allocation strategy designed to meet the clients objectives, identification of appropriate managers and investment vehicles suitable to the clients goals, and ongoing monitoring of individual asset managers performance and management.

MIAI acts as the investment adviser for all FMAX accounts, and the MIAI representative acts in a referral capacity when referring a client into FMAX account programs. In addition to MIAI's Disclosure Brochure and privacy policy, clients establishing an FMAX account receive a copy of FIWA's, the Implementation Manager's or Investment Manager's Disclosure Brochure, and its privacy policy as applicable. MIAI and FIWA are separate, non-affiliated entities. For clients participating in FMAX programs, discretionary authority is provided to MIAI in the selection of Investment Managers and Models. In addition, FIWA and/or Investment Managers have discretionary authority in the selection of securities for purchase or sale.

NFS maintains custody of funds and securities for FMAX clients. NFS does not provide and is not registered to provide investment advisory services to FIWA, MIAI, or MIAI clients. MIAI is authorized to deduct fees directly from a client's accounts to pay for investment management services. In these cases, MIAI is considered to have limited custody of a client's assets. Please refer to the section titled "Custody" for more information.

An MIAI representative will assist the client in establishing the FMAX account by compiling pertinent financial and demographic information on the New Account Application and Risk Tolerance Questionnaire to develop an investment program that will meet the goals and objectives of the client. The client will also provide other supporting documents and financial information that MIAI and its representatives may reasonably request. Utilizing the FMAX platform tools, an FMAX Investment Strategy Proposal is generated from the application and questionnaire provided by the client. The MIAI representative will allocate the client's assets among the different options in the program and determine the suitability of the asset allocation and investment options for the client based on the client's needs and objectives, investment time horizon, risk tolerance, and any other pertinent factors. The proposal summarizes recommended investment strategies and sets out objectives and restrictions in the management of the client's account.

For information about the investment strategies employed in an FMAX account, please refer to the section titled "Methods of Analysis, Investment Strategies, and Risk of Loss."

Description of FMAX Investment Strategy Options

FSP Program

In the FSP program, the client is offered access to a universe of professionally managed asset-allocated Models composed of mutual funds, exchange-traded funds, or other exchange-traded products. In addition, each Model is assigned a risk tolerance, allowing MIAI and its representatives to view all available risk-appropriate models based on the information obtained from the client. These Models are created by Model Providers who determine the Model's asset allocation and underlying investment selection and provide their Model portfolio holdings and ongoing portfolio changes to the Implementation Manager for implementation and ongoing management.

The MIAI representative will determine the client's FSP Program Model(s). The Implementation Manager retains investment discretion for the purchase and sale of any securities in a client's account. The client can impose certain restrictions on MIAI, and MIAI will seek to accommodate the client's restrictions. However, the client cannot impose restrictions on the Implementation Manager. The client's initial FSP Program Model portfolio is described in the FMAX Investment Strategy Proposal.

SMA Program

In the SMA Program, the client is offered access to a universe of investment style-specific professionally managed portfolios chosen from a roster of Investment Managers specializing in a variety of investment disciplines composed of individual securities and/or funds (i.e., mutual funds, exchange-traded funds, closed-end funds, and unit investment trusts) that can be tailored to fit the client's investing preferences.

FMAX will assist the MIAI representative in identifying the SMA Program(s) that corresponds to the proposed asset classes and styles, or the MIAI representative will determine the clients' asset allocation and the Investment Manager for the SMA Program. SMA Program accounts are either managed on a discretionary basis by the Investment Manager or can be provided in the Model form, in which the Implementation Manager has discretion over the implementation of the Model in the client's account. The client can impose certain restrictions on MIAI, and MIAI will seek to accommodate the client's

restrictions in the selection of Investment Managers and individual securities; however, the client cannot impose restrictions on the Investment Managers in their management of the client's assets. The client's initial SMA Program portfolio is described in the FMAX Investment Strategy Proposal.

Unified Managed Account Program

In the UMA Program, the client is offered a personalized portfolio within a single account with the ability to incorporate multiple security types and strategies from multiple Investment Managers by accounting for each unique investment strategy as a unique investment sleeve (e.g., mutual fund and exchange-traded product sleeves, individual SMA sleeves and FSP sleeves). The MIAI representative will determine the clients' asset allocation and underlying investment solutions and select the Investment Manager, Models, and mutual funds or exchange-traded products for the UMA Program. The Implementation Manager will provide portfolio implementation and trading services for each UMA and implement trade orders based on (i) the asset allocation selected by MIAI, (ii) the Models selected by MIAI for the UMA Program, or (iii) instructions from MIAI as to the weighting of any funds in the UMA Program. The client can impose certain restrictions on MIAI, and MIAI will seek to accommodate the client's restrictions in the selection of Investment Managers and individual securities; however, the client cannot impose restrictions on the Investment Managers in their management of the client's assets. The client's initial UMA Program portfolio is described in the FMAX Investment Strategy Proposal.

Trading by third-party Investment Managers can trigger wash sale rule implications. A wash sale occurs when a security is sold at a loss, and then the same or substantially identical security is repurchased within a short time period. The third-party Investment Manager may not necessarily manage accounts in the FMAX Program in a manner to avoid wash sale implications. The client is encouraged to consult with a tax advisor to discuss any tax implications involving their portfolios in these and all advisory programs.

Financial Planning Services

MIAI provides a range of financial planning services. Financial plans can be comprehensive or focus only on specific areas of concern to the client. Examples of financial planning services include retirement planning, tax-related investment planning, cash flow management, risk management, education funding, and insurance planning. In general, a financial plan can address any or all of the following areas:

- Personal: Family records, budgeting, personal liability, estate information, divorce planning, college planning, and financial goals analysis.
- Tax & Cash Flow: Income tax and spending analysis and planning for past, current, and future years.
- Death & Disability: Cash needs at death, the income needs of surviving dependents, estate planning, and disability income analysis.
- Retirement: Analysis of current strategies and investment plans to help clients achieve their retirement goals. Retirement planning could include reviewing qualified and non-qualified retirement plans and strategies.
- Investments: Analysis of investment alternatives, asset allocation strategies, etc., and their effects on a portfolio.
- Life Insurance: Analysis of current and future insurance needs.
- College Planning: Analysis of college funding and planning situations and recommendations of academic and financial strategies to increase cash flow, which can be used to reduce college expenses and help maintain retirement goals.

MIAI and its representatives may also provide financial planning services to business entities and groups requesting educational services, financial planning seminars, or individual consulting and planning services for employees or members.

The type and amount of financial planning services are the client's choice. MIAI and its representatives can assist the client in identifying what types and how much financial planning assistance the client needs. In some cases, clients desire comprehensive financial planning services that range from investment advice, insurance planning, education funding, retirement planning, and many more types of financial planning services. Conversely, some clients may want to focus on a particular matter, such as insurance planning, or have some time to speak to a financial planner about the specific matter they are concerned about.

When providing financial planning and financial planning consultation services, MIAI and its representatives gather information through interviews concerning the client's current financial status, future goals, attitude towards risk, and time horizon. The client may be required to complete a questionnaire and provide additional documentation as reasonably requested by MIAI and its representatives.

In general, comprehensive financial planning will result in a written report, while an hourly consultation will not unless otherwise agreed to by the client and MIAI.

Implementation is solely at the client's discretion and may require the client to work closely with their attorney, accountant, investment professional, and/or insurance agent. The client is under no obligation to utilize MIAI or its representatives for such implementation. However, should the client choose to use MIAI or its representatives to implement all or part of the recommendations obtained from the financial planning process, the client will need to contract with MIAI for one or more of the management services described in this document.

Retirement Plan Consulting

MIAI provides retirement plan consulting services to clients subject to Section 408(b)(2) of the Employee Retirement Income Security Act of 1974 (ERISA). MIAI and its representatives will perform the following services, referred to as "Fiduciary Services": provide non-discretionary investment advice to the client about investment alternatives available for the plan under its investment policies and objectives. The client shall have the final decision-making authority regarding the initial selection, retention, and removal of investment options. MIAI and its representatives will assist in the development of an investment policy statement (IPS). The IPS establishes the investment policies and objectives for the plan and shall set forth the asset classes and investment categories to be offered under the plan and the criteria and standards for selecting and monitoring the investments. The client shall have the ultimate responsibility and authority to establish such policies and objectives and adopt the IPS. MIAI and its representatives will prepare periodic investment advisory reports that document the consistency of fund management and performance to the guidelines outlined in the IPS and make recommendations to maintain or remove and replace investment options. MIAI and its representatives will meet with a client periodically to discuss reports and recommendations.

MIAI and its representatives will also perform the following services, referred to as "Non-Fiduciary Services": assist in educating the participants in the plan regarding general investing principles and the investment alternatives available under the plan in accordance with the Department of Labor Interpretive Bulletin 96-1. MIAI and its representatives will not provide investment advice concerning the appropriateness of any investment option for a particular participant or beneficiary under the plan and will not be acting as an ERISA fiduciary for purposes of providing educational services.

MIAI and its representatives will assist in the group enrollment meetings to explain retirement plan participation, savings, and investing for eligible employees. MIAI and its representatives will not be acting as an ERISA fiduciary for purposes of providing enrollment support services.

MIAI has no responsibility to provide any services related to the following types of assets: employer securities; real estate (except for real estate funds and publicly traded REITs); personal brokerage accounts or mutual fund windows; participant loans; non-publicly traded partnership interests; other non-publicly traded securities (other than collective trusts and similar vehicles); or other hard-to-value securities or assets. Such assets shall be referred to collectively as “Excluded Assets.”

MIAI provides all prospective clients subject to Section 408(b) (2) of ERISA with a Section 408(b) (2) Fee and Services Disclosure reasonably in advance to the date of the execution of a Service Agreement.

Additionally, the Service Agreement executed between any ERISA plan and MIAI includes a description of services that MIAI will provide for each ERISA plan and whether MIAI provides such services as a fiduciary or a non-fiduciary.

Item 5 Fees and Compensation

MIAI Advisors Program (MAP)

Fee Calculation & Billing

For clients participating in MAP, MIAI has established a maximum annual management fee of 3.00% of the assets under management; unless the client’s account only has mutual funds, the maximum annual fee is 2.25%. Fees are negotiable between MIAI and the client.

The management fee will be calculated at the beginning of each month for the preceding month’s services. For accounts opened mid-month, the fee owed to MIAI will be pro-rated for the number of days the account has been opened. Management fees will be based on the average daily balance (ADB) of the client’s account assets under management for the previous month. The ADB does not count days when the account has a zero balance. MIAI will use the information provided by the client’s Custodian, both for fee billing purposes and investment performance calculation purposes. For assets for which no market value can be ascertained as of the last day of the period, MIAI will fair value the asset. In fair valuing an asset, MIAI may take into account bid and ask quotes, and any other information deemed relevant. Securities for which there is no secondary market trading may be valued at historical costs unless MIAI can obtain other information that would impact the value of such securities, including statements from an issuer. Investment companies that do not trade in secondary markets will be valued at the net asset value per share reported by the applicable investment company. In limited circumstances, management fees on certain variable annuity accounts will be based on the weekly or monthly average balance. A client may pay more or less in management fees when the pricing is based on a weekly or monthly average balance compared to management fees when the pricing is based on the average daily balance.

At the beginning of each month, NFS will send the client a monthly brokerage account statement that will include a management fee notification. The management fee will be deducted from the client’s NFS account.

Other Fees and Disclosures

- The client must maintain cash in the core money market mutual fund, which the client selected, to pay for management fees and other charges and fees that may be incurred from time to time. To the extent adequate assets are not maintained in the core money market mutual fund to pay the

management fees and other fees and charges, the client authorizes MIAI to liquidate such other assets as it deems appropriate to pay for such fees and charges.

- On an exception basis, clients may have their MAP management fees paid from other accounts or have MIAI bill them directly by invoice; in such cases, management fee debits will be noted as zero on the client's NFS monthly brokerage statements.
- Accounts within a household can be aggregated to reduce management fees. Account aggregation can be done only on accounts with the same fee schedule and with clients in the same immediate family or under the same qualified plan. When accounts are aggregated, the total average daily balance for all of the aggregated accounts is used to determine the fee percentage from the fee schedule. MAP and FMAX accounts will not be aggregated to reduce management fees, even if the accounts otherwise have related accountholders.
- In addition to the management fees charged for investment advice, clients may also be subject to other fees and charges imposed by third parties other than MIAI in connection with the investments placed in or made through their account. These fees include but are not limited to 1) mutual fund sales loads; 2) Rule 12b-1 distribution fees and redemption fees; 3) variable annuity sales commissions; 4) surrender charges on previously purchased variable annuities; and 5) IRA and Qualified Retirement Plan fees. Mutual funds, exchange-traded funds, and other pooled investment vehicles carry their own operating costs, and the client will, by investing in such products, bear a portion of such fees and expenses, which are separate and distinct from the fees assessed by MIAI. MPLW and/or MIAI representatives do not receive any portion of redemption fees paid by a client.
- MPLW and MIAI representatives, in their capacities as registered representatives of MPLW, may sell securities through MPLW. In such cases, MPLW and MIAI representatives will receive a portion of any commissions, mutual fund sales loads; Rule 12b-1 distribution fees; surrender charges on previously purchased variable annuities; variable annuity commissions; and other transactional fees on the product(s) sold in addition to the fees charged for investment advice. Such payments create a conflict of interest by giving the MIAI representative an incentive to recommend one investment company, product, or share class over another. MIAI employs policies and procedures to minimize this conflict of interest, including providing its MIAI representatives with training and guidance, as well as conducting periodic reviews of client holdings. Included is the review of mutual fund investments to ensure the appropriateness of mutual fund share class selections and whether alternative mutual fund share class selections are available, that might be more appropriate given the client's investment goals and other considerations relevant to mutual fund share class selection. In addition, mutual funds generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to retail share classes (typically referred to as class A, class B, and class C shares), mutual funds may also offer institutional share classes or other share classes that are specifically designed for purchase by investors who meet certain minimum dollar amount thresholds or is enrolled in an eligible fee-based investment advisory program. Institutional share classes usually have a lower expense ratio than other share classes.

The appropriateness of a particular mutual fund share class selection is dependent on a range of different considerations, including but not limited to; the asset-based advisory fee that is charged, whether transaction charges are applied to the purchase or sale of mutual funds, the overall cost structure of the advisory program, operational considerations associated with accessing or offering particular share classes (including the presence of selling agreements with the mutual fund sponsors and MIAI's ability to access particular share classes through the Custodian), and distribution fees, shareholder servicing fees or other compensation associated with offering a particular class of shares. Further information regarding fees and charges assessed by a mutual fund is available in the applicable mutual fund prospectus. MIAI clients should not assume that they will be invested in the share class with the lowest possible expense ratio.

- Clients may incur transaction ticket charges of up to \$75 in connection with the purchase and sale of securities.
- Clients may incur a per-share charge on listed stock transactions, a per bond charge on corporate bond transactions, and a per option contract charge on options transactions.
- Clients may be assessed fees by the Custodian for its services.
- Fees and charges will be noted on the client's statements and confirmations.

Fidelity Managed Account XchangeSM Program (FMAX)

Fee Calculation & Billing

For clients participating in FMAX, MIAI has established a maximum annual management fee of 3.00% of the assets under management; unless the account has only mutual funds, in which case the maximum annual fee is 2.25%. Fees are negotiable between MIAI and the client.

The annual management fee includes fees for the services of MIAI and any fees associated with the FMAX platform. The FMAX platform fee is paid to FIWA and covers the services related to the FMAX platform, including access to the platform, services from the Investment Managers; implementation of a Model or administration of a Discretionary Strategy; and brokerage, clearing, and custody services that are provided by FIWA's affiliates, including NFS. The FMAX platform fee may also include an asset-based surcharge on any mutual fund or mutual fund share class for which NFS does not receive a servicing fee from the fund or its affiliates. The asset-based surcharge recovers the costs of servicing those funds and helps to address the incentive to invest investor assets in servicing fee-paying funds and funds for which NFS does not receive a servicing fee. Mutual funds and mutual fund share classes subject to such surcharges are subject to change without notice; clients should contact their MIAI representative for more information about any such surcharges that may be applicable. The FMAX platform fee can vary across different managed account programs depending on the specific Investment Manager selected by MIAI and if MIAI selects a Model-delivered investment strategy versus a Discretionary Strategy.

Client fees are calculated at the beginning of each calendar quarter based on the value of program assets on the last business day of the prior calendar quarter. Client fees are billed quarterly in advance of services rendered and prorated to the end of the quarter upon inception of the account. Because fees are calculated in advance, there are no fee adjustments for (1) appreciation or depreciation in the value of the assets during that quarter; (2) adjustments to the asset allocation or rebalancing when assets are invested in a single portfolio that accesses multiple strategies and funds, such as a UMA Program; or (3) the replacement of strategy or fund within the UMA Program. This calculation process means the client could pay a greater or lesser management fee for that quarter had the intra-quarter reallocations and/or replacement of Investment Managers or funds been in place at the time of the quarterly billing calculation.

At the beginning of each period, NFS will send the client a brokerage account statement that will include a management fee notification. The management fee will be deducted from a client's account by NFS per instruction from MIAI or FMAX.

Other Fees and Disclosures

- If an account is terminated and securities are liquidated, a client may incur separate charges for each transaction. In addition, a client may incur contingent deferred sales charges (CDSC) imposed by mutual fund companies on mutual fund position liquidations if a client directs MIAI to liquidate the account or switch Investment Managers.
- Accounts within a household can be aggregated to reduce management fees. Account aggregation can be done only on accounts with the same fee schedule and with clients in the same immediate

family or under the same qualified plan. When accounts are aggregated, the total value of program assets for all of the aggregated accounts is used to determine the fee percentage from the fee schedule. MAP and FMAX accounts will not be aggregated to reduce management fees, even if the accounts otherwise have related accountholders.

- In addition to the management fee, the client may also be subject to other fees and charges associated with securities transactions in their account. These fees include but are not limited to 1) commissions, markups, markdowns, or spreads charged on transactions in over-the-counter securities; 2) costs relating to trading in certain foreign securities; 3) internal charges and fees that may be imposed by any pooled investment vehicle, such as a mutual fund, exchange-traded fund, real estate investment trusts, and unit investment trusts, including but not limited to fund operating expenses, management fees, redemption fees, Rule 12b-1 distribution fees, and other fees and expenses; 4) brokerage commissions and other charges imposed by broker-dealers or entities; 5) the charge to carry tax lot information on transferred pooled investment vehicles, postage and handling charges, returned check charges, transfer taxes, stock exchange fees, and other fees mandated by law; and 6) taxes.
- In addition to the management fee, the client may also be subject to custodial fees by NFS. Such fees may include minimum account fees; charges for specific account service fees (i.e., ACAT transfers and fund transfer fees); transaction-based ticket charges for the purchase of certain mutual funds; and non-brokerage related fees such as individual retirement account trustee or custodian fees, tax-qualified retirement plan account fees, annual fees, and termination fees.
- In addition to the management fee, the client may also be subject to mutual funds charging redemption fees upon the short-term sale of mutual funds. MPLW and/or MIAI representatives do not receive any portion of redemption fees paid by a client.
- MPLW and MIAI representatives, in their capacities as registered representatives of MPLW, may sell securities through MPLW. In such cases, MPLW and MIAI representatives will receive a portion of any commissions; mutual fund sales loads; Rule 12b-1 distribution fees; surrender charges on previously purchased variable annuities; variable annuity commissions; or other transactional fees on the product(s) sold in addition to the fees charged for investment advice. Such payments create a conflict of interest by giving the MIAI Representative an incentive to recommend one investment company, product, or share class over another. MIAI employs policies and procedures to minimize this conflict of interest, including providing its MIAI representatives with training and guidance, as well as conducting periodic reviews of client holdings. Included is the review of mutual fund investments to ensure the appropriateness of mutual fund share class selections and whether alternative mutual fund share class selections are available, that might be more appropriate given the client's investment goals and other considerations relevant to mutual fund share class selection. Mutual funds generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to retail share classes (typically referred to as class A, class B, and class C shares), mutual funds may also offer institutional share classes or other share classes that are specifically designed for purchase by investors who meet certain minimum dollar amount thresholds or is enrolled in an eligible fee-based investment advisory program. Institutional share classes usually have a lower expense ratio than other share classes.

The appropriateness of a particular mutual fund share class selection is dependent on a range of different considerations, including but not limited to; the asset-based advisory fee that is charged, whether transaction charges are applied to the purchase or sale of mutual funds, the overall cost structure of the advisory program, operation considerations associated with accessing or offering particular share classes (including the presence of selling agreements with the mutual fund sponsors and MIAI's ability to access particular share classes through the Custodian), and distribution fees, shareholder servicing fees or other compensation associated with offering a particular class of shares. Further information regarding fees and charges assessed by a mutual

fund is available in the applicable mutual fund prospectus. MIAI clients should not assume that they will be invested in the share class with the lowest possible expense ratio.

Financial Planning Services

Fee Calculation & Billing

MIAI offers a variety of fee structures in connection with financial planning services. Among the fee structures are: 1) hourly charges; 2) a one-time, flat fee; and 3) a retainer fee that can be paid annually, semi-annually, or quarterly. Financial planning fees are negotiable and agreed upon prior to entering into a contract.

Hourly fees and one-time, flat fees are invoiced as charges are incurred, payable within 30 days of the invoice. For retainer services, invoices will be sent out to the client on an annual, semi-annual, or quarterly basis, dependent on the frequency of billing selected, and are payable within 30 days of the invoice. Payments can be made by check or providing authorization to MIAI to provide instructions to NFS for the deduction of the financial planning fee from the client's accounts at NFS. Refunds are not available as the services have been performed at the time of invoicing.

Other Fees and Disclosures

- MIAI representatives can waive agreed-upon financial planning and consultation fees if the client buys product(s) or enters into agreements for other services with the representative. The client and the MIAI representative determine the exact fee and how the fee is to be paid. Representatives negotiate fees with the client based on the complexity of their personal circumstances, financial situation and the services that will be provided, the scope of the engagement, gross income, the experience, and standard fees charged by the representative providing the services, and the nature and total dollar asset value of the assets on which services will be provided. In addition, fees can be negotiated based on whether the client has assets under management with the representative.
- MIAI representatives can also be MPLW registered representatives, and if so, the client can engage the representative in this separate capacity to establish a brokerage account and implement transactions. A conflict can exist if the MIAI representative is an MPLW representative, and the client chooses to buy product(s) through the representative in this capacity. In such a capacity, MPLW and MIAI representatives will receive a portion of any commissions; mutual fund sales loads; Rule 12b-1 distribution fees; surrender charges on previously purchased variable annuities; variable annuity commissions; or other transactional fees on the product(s) sold in addition to the fees charged for investment advice. Such payments create a conflict of interest by giving the MIAI Representative an incentive to recommend one investment company, product, or share class over another. MIAI employs policies and procedures to minimize this conflict of interest, including providing its MIAI representatives with training and guidance, as well as conducting periodic reviews of client holdings. Included is the review of mutual fund investments to ensure the appropriateness of mutual fund share class selections and whether alternative mutual fund share class selections are available, that might be more appropriate given the client's investment goals and other considerations relevant to mutual fund share class selection. Mutual funds generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to retail share classes (typically referred to as class A, class B, and class C shares), mutual funds may also offer institutional share classes or other share classes that are specifically designed for purchase by investors who meet certain minimum dollar amount thresholds or is enrolled in an eligible fee-based investment advisory program. Institutional share classes usually have a lower expense ratio than other share classes.

The appropriateness of a particular mutual fund share class selection is dependent on a range of different considerations, including but not limited to; the asset-based advisory fee that is charged,

whether transaction charges are applied to the purchase or sale of mutual funds, the overall cost structure of the advisory program, operation considerations associated with accessing or offering particular share classes (including the presence of selling agreements with the mutual fund sponsors and MIAI's ability to access particular share classes through the Custodian), and distribution fees, shareholder servicing fees or other compensation associated with offering a particular class of shares. Further information regarding fees and charges assessed by a mutual fund is available in the applicable mutual fund prospectus. MIAI clients should not assume that they will be invested in the share class with the lowest possible expense ratio.

Retirement Plan Consulting

Fee Calculation & Billing

For clients participating in retirement plans, consulting fees are billed monthly in arrears. Each monthly period is referred to as the "Billing Period." For purposes of determining and calculating fees, plan assets are valued on the last day of each month, and, for the purposes of calculating the compensation to be received by MIAI, assets designated as "Excluded Assets" are not included in the calculation. The annual fees are based on the market value of the included assets. The initial fee will be the amount prorated for the number of days remaining in the initial Billing Period from the effective date of the agreement, based upon the market value of the plan assets on the first business day of the initial Billing Period. Thereafter, the fee will be based upon the market value of the plan assets on the last business day of the previous Billing Period (without adjustment for anticipated withdrawals by plan participants or other anticipated or scheduled transfers or distributions of assets) and will be due the following business day. If the agreement is terminated prior to the end of a Billing Period, MIAI shall be entitled to a fee, prorated for the number of days in the Billing Period prior to the effective date of termination, based on the market value of the plan assets on the effective date of termination. Any unearned fee shall be returned by MIAI.

The client authorizes the plan record-keeper (or other Custodian of plan assets) to remit fees directly to MIAI from plan assets; however, if the client desires, it may pay the fees directly rather than with plan assets. Retirement plan consulting fees are negotiable. MIAI does not reasonably expect to receive any other compensation, direct or indirect, for its services.

In accordance with DOL Advisory 97-16A, if MIAI proposes to raise the amount of the compensation that it is to receive, MIAI will give written notice to the client within a reasonable time before the increase becomes effective and will notify the client of the proposed effective date of the increase. Unless the client objects to the proposed increase in writing, before the date on which it becomes effective, the client will be deemed to have agreed to the proposed increase. If the client objects and gives written notice to MIAI of its objection to the proposed increase before the increase becomes effective, the client will have sixty (60) days from the date of the written notice of its objection to the proposed increase within which to either reach a new agreement with MIAI or to locate and retain a new Adviser.

Termination and Refund of Fees

The following provisions apply with respect to fees when the client provides notice of their desire to terminate their participation in the program(s).

- MAP – The client can terminate their agreement with MIAI at any time upon written notice. As fees are billed in arrears, the client will not be eligible for a refund of fees; however, the client will remain responsible for paying advisory fees that are prorated through the date of termination.

Clients terminating their agreement within five business days of entering into an agreement for services will not be subject to a penalty fee.

- FMAX –If the client terminates their participation in FMAX as of any date other than a calendar quarter-end, MIAI will refund to the client a pro-rated portion of the quarterly client fee based on the number of calendar days in the final quarter for which MIAI provided services minus any additional costs incurred by MIAI, FMAX, or NFS in connection with liquidating or closing an account in the event the client does liquidate or close such account. The client may cancel the agreement within five business days of the later of the acceptance by MIAI or FMAX by giving written notice of such cancellation to MIAI.
- Financial Planning – The client can terminate their agreement with MIAI at any time upon written notice. Upon termination, the client is entitled to a refund of all deposits not already earned by MIAI. In addition, the client may terminate their agreement within five business days from the date of the agreement and receive a refund of no less than one-half of the retainer or any unearned portion of the retainer, whichever is greater. In the event the client has not received a copy of the ADV Part 2 at least forty-eight hours prior to signing an agreement, the client has five days from the agreement date to cancel with a full refund of any fee or retainer.
- Retirement Plan Consulting- Either party may terminate the agreement upon 60 days prior written notice to the other party. However, such termination will not affect the rights, duties, liabilities, or obligations of the parties arising from transactions initiated prior to such termination, and such liabilities and obligations shall survive any expiration or termination of the agreement. The client may terminate their agreement within five business days from the date of the agreement and receive a refund of no less than one-half of the retainer or any unearned portion of the retainer, whichever is greater. In the event the client has not received a copy of the ADV Part 2 at least forty-eight hours prior to signing an agreement, the client has five days from the agreement date to cancel with a full refund of any fee or retainer.

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

Neither MIAI nor any representative associated with MIAI accepts Performance-Based Fees or provides Side-By-Side Management.

Item 7 Types of Clients

MIAI generally provides investment advisory services to individuals, trusts, estates, corporations, other business entities, charitable organizations, pension, and profit-sharing plans. MIAI has no minimum account size. The minimum account size will be negotiated between the client and the MIAI representative.

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

In formulating investment advice, MIAI may use various analysis methods, information sources, and investment strategies to provide advice and/or manage client assets.

Security Analysis Methods

MIAI may use technical, fundamental, or a combination of the two methods of analysis in making recommendations to the client and/or making investment transactions for the client's account.

Technical analysis is the forecasting of future price movements of a given security based on an examination of past price movements. With this method of analysis, there is a general belief that one can

identify a trend and conduct transactions based on a trend to generate profits. Price movements may be examined based on the movements of a particular security or relative to other securities, industry benchmarks, and competitors. Further, price movements may be applied to varying time frames. The primary tools used in technical analysis are charts of price movements.

Fundamental analysis is a method of evaluation that attempts to measure the value of a security by examining economic, industry, and company conditions. Fundamental analysis typically focuses on key statistics in a company's financial statements to determine the valuation of a security. Common tools used in the fundamental analysis are the review of financial ratios and financial statements.

Sources of Information

Among the sources of information MIAI includes but is not limited to:

- Financial newspapers, websites, and magazines;
- Research materials prepared by others;
- Corporate rating services;
- Timing services;
- Annual reports, prospectuses, filings with the Securities and Exchange Commission; and
- Company press releases.

Investment Strategies

MIAI and its representatives may employ one or more of the following strategies in managing a client's assets in addition to other strategies in meeting the needs of clients. With any of the below strategies, the client's portfolio may outperform or underperform industry and market benchmarks.

- Long-term purchases (securities held at least a year)
- Short-term purchases (securities sold within a year)
- Trading (securities sold within 30 days)
- Margin transactions
- Short sales
- Option writing, including covered options, uncovered options, or spreading strategies

The below bullet points provide more details on each of the strategies discussed above and their potential risks.

Long-term Trading: Long-term trading allows for a longer time period for the prices of securities to fluctuate. This may result in the client receiving an execution price at the time of exiting a position that is lower than the price of the security at some point during the holding of such security.

Short-term trading: Short-term trading, particularly frequent trading, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes due to the differential in tax rates between short-term and long-term holdings.

Margin Transaction Risk: The use of margin transactions results in higher costs and generally holds a greater risk. The increased costs are due to interest owed by the client in borrowing money for effecting and maintaining transactions in securities. In addition, the use of margin gives the client the ability to purchase an increased number of securities, which, due to their inherent risk, can result in a greater fluctuation in the value of a portfolio.

Short Sales – Short sales are when the client sells a security for which it does not own in anticipation that the price of the underlying security will go down in value so that it can be repurchased to close the outstanding short sale and obtain a profit in the security. The risk is that the underlying security may go up in value and cannot be bought at a price lower than for which it was sold, thus resulting in a loss to the client.

Option Transactions – The use of options can be used for a variety of reasons; however, the three most common strategies are: income generation, hedging risks, and speculating on the price movement of an underlying security. Income can be generated through the writing of options contracts. The risk is that the price movement of the underlying security upon which the option is written performs in a manner that results in the premium obtained for the option being less than the price of the option when executed.

Options can be used for hedging existing portfolio positions to minimize downside risk and volatility. The risk is that this could reduce potential returns as a trade-off for less risk. Options can be used for speculative purposes whereby the client may expect profit from certain types of price movements. The level of risk can widely vary from just the loss of the premium to purchase an option to an unlimited level of loss for writing a call option contract for an underlying security whose price movement increases rapidly.

In the case of any of the programs described in Item 4 of this brochure, MIAI seeks to select an investment strategy based on the client's objectives and needs.

MIAI Advisors Program (MAP)

In MAP, the account investment management is determined by the client's stated investment objectives. The MIAI representative is responsible for developing and determining the investment strategies that will be used when managing the client's account. This strategy is based on the client's individual financial situation, goals, and objectives. In addition, the MIAI representative, is responsible for monitoring the client's portfolio and, when appropriate, reallocating the portfolio based on changing market conditions, changes in the client's individual circumstances, or other factors.

Fidelity Managed Account XchangeSM Program (FMAX)

In FMAX, multiple investment strategies may be used in the management of the client's account. The MIAI representative is responsible for determining the appropriate management style and will assist the client in placing assets in a model portfolio based on the client's individual financial situation, goals, and objectives. The client's assets are allocated according to the model selected. Reallocations are implemented in discretionary accounts by the Investment Managers associated with FMAX Program Accounts without prior notice to the client.

If the client's individual situation changes, the client should notify their MIAI representative, who will assist the client in revising the current portfolio and/or preparing an updated client profile so that he/she can determine if a different model portfolio would be appropriate to the client's new situation.

Risks

It is important that the client understands the concept and risks inherent in exchanging an investment from one position to another. Some investment decisions result in profit and others in losses. Therefore, MIAI and its representatives cannot guarantee that the objectives of any investment program will be achieved.

Furthermore, it is important that the client understands the exchange of shares of one mutual fund for shares of another mutual fund is treated as a sale for federal income tax purposes and that capital gains or losses may be realized unless the client is eligible for tax deferral under a qualified plan.

Investment portfolios, programs, models, asset allocations, or strategies entail the risk of loss, and values and returns will fluctuate over time. While we seek to limit losses, there have been periods of loss in the past, and there will likely be others in the future. MIAI and MIAI representatives emphasize that investment returns, particularly over shorter time periods, are highly dependent on trends in the various investment markets. Thus, MIAI's investment management services are generally suitable only for long-term investment objectives or strategies rather than for short-term trading purposes. Diversification does not guarantee a profit or guarantee to protect the client against loss, and there is no guarantee that the client's investment objectives will be achieved. These programs, portfolios, models, asset allocations, and strategies are not FDIC insured, and the investments in them may lose value. MIAI's investment approach constantly keeps the risk of loss in mind. The client faces the following risks:

Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

Loss of Capital: The value of an investment may go to zero, thus resulting in a total loss of capital contributed toward the purchase of a stock or other security.

Inflation Risk: The risk that the rate of inflation will exceed the rate of return on an investment. When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.

Currency Risk: Companies domiciled in or operating in foreign jurisdictions are subject to fluctuations in the value of the dollar against the foreign currency. Exchange rate risk may impact the earnings and financial health of a company, thus potentially impacting its stock price.

Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They generally carry a higher risk of profitability than an electric company, which may generate much of its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

Market Risk: The price of a stock or bond may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events that lead to a decrease in stock prices.

Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Financial Risk: Excessive borrowing to finance business operations increases the risk of profitability because the company must meet the terms of its obligations in good times and bad. During periods of

financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Dividend Risk: A company may determine it needs to revise its dividend policy to a higher or lower level. This could not only impact the dividend a client earns but also impact the overall price of a particular stock. For example, a reduction in dividends may result in a decrease in income to the client as well as a decrease in the price of a stock.

The client should understand that there are risks inherent in all financial decisions and transactions and that there is no guarantee that investment objectives will be achieved.

Item 9 Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of MIAI or the integrity of MIAI's management.

In February 2018, the Securities and Exchange Commission ("SEC") announced the creation of a "Share Class Selection Disclosure Initiative" (the "SCSD Initiative"). The SEC believed that the asset management industry was not adequately disclosing or acting consistently with the disclosure regarding conflicts of interest related to mutual fund share class selection practices. The SCSD Initiative applied to investment advisers that selected mutual fund share classes for clients, which paid the adviser or related entities or individuals a fee pursuant to Rule 12b-1 of the Investment Company Act of 1940 ("12b-1" fee) when a lower-cost share class for the same fund was available to clients. A 12b-1 fee is a fee paid by a mutual fund on an ongoing basis from its assets for shareholder services, distribution, and marketing expenses. The SEC's guidance on 12b-1 fee disclosures has evolved over the years, and the SCSD Initiative represented the SEC's attempt to clarify its guidance.

During the period in question, MIAI included disclosure on its receipt of 12b-1 fees in its Form ADV and investment advisory agreements. MIAI has always strived to be open and transparent with our clients, and we take our fiduciary responsibility seriously. As part of the SCSD Initiative, the SEC asked investment advisory firms to voluntarily review their disclosures dating back to 2014 and refund to investors 12b-1 fees when, in the SEC's view, the firm did not fully disclose conflicts of interest about these fees. Given the SEC's updated guidance on 12b-1 fees, we determined that our disclosure did not match the SEC's position.

Although many in the industry, including MIAI, did not share the SEC's position, MIAI opted to join the SCSD Initiative as a continuance of its culture of compliance and because doing so is in the best interest of its valued clients. MIAI, on January 30, 2019, voluntarily consented to a standard Order Instituting Administrative and Cease-and-Desist Proceedings ("Order") that all participants in the SCSD Initiative had to accept. The Order is publicly available on the SEC's website, www.sec.gov, <https://www.sec.gov/litigation/admin/2019/ia-5162.pdf>. This Order represents favorable settlement terms for investment advisers that self-reported possible inadequate disclosure concerning mutual fund share class selection. Without admitting or denying the SEC's findings, MIAI consented to a censure and cease-and-desist from committing or causing any future violations of Section 206(2) and Section 207 of the Investment Advisers Act of 1940. MIAI agreed to reimburse to its clients \$455,647.25 in 12b-1 fees and pay \$32,932.21 in prejudgment interest. Consistent with the terms of the SCSD Initiative, the SEC agreed not to impose penalties against MIAI.

To address the issues raised in the Order, MIAI has updated its Form ADV disclosures, implemented new policies and procedures relating to mutual fund share class selection, provided additional training to investment adviser representatives on share class selection, and moved existing advisory clients into lower-cost share classes where warranted.

Item 10 Other Financial Industry Activities and Affiliations

MIAI is affiliated with Maplewood Investments, Inc. (MPLW), a broker/dealer registered with the Securities and Exchange Commission (SEC); Financial Industry Regulatory Authority, Inc. (FINRA); and the Municipal Securities Rulemaking Board (MSRB). MPLW primarily engages in the following types of business:

- Broker or dealer retailing corporate equity securities over-the-counter;
- Broker or dealer selling corporate debt securities;
- Underwriter or selling group participant of corporate securities other than mutual funds;
- Mutual fund retailer;
- U.S. government securities broker;
- Municipal securities broker;
- Broker or dealer selling variable life insurance or annuities;
- Put and call broker or dealer or option writer;
- Broker or dealer selling tax shelters or limited partnerships in primary distributions; and
- Trading securities for our own account.

MIAI representatives may also be registered representatives of MPLW. In such a capacity, MPLW representatives may sell securities through MPLW and receive normal and customary commissions as a result of such purchases and sells. A conflict of interest exists when a client purchases or sells product(s) through an MIAI representative in his or her capacity as an MPLW registered representative. In such cases, MPLW and MIAI representatives will receive a portion of any commissions; mutual fund sales loads; Rule 12b-1 distribution fees; surrender charges on previously purchased variable annuities; variable annuity commissions; or other transactional fees on the product(s) sold in addition to the fees charged for investment advice.

MIAI has adopted policies and procedures that are designed to mitigate this particular conflict of interest. As discussed in more detail in Item 11, the firm has adopted a Code of Ethics that all MIAI representatives are obligated to follow in acting in the best interest of clients. In addition, MIAI has adopted supervisory procedures to define further supervision and policies for which MIAI representatives must follow. The firm regularly reviews the accounts and activity of MIAI representatives to ensure such activity is in clients' best interest.

Management of MIAI also serves as management and representatives of MPLW. This creates a conflict of interest as management may need to spend more time on one entity versus another, thus impacting the oversight and management of MIAI and its representatives. Management and representatives of MIAI will devote their time as needed between these functions, but the majority of their time is currently devoted to the broker/dealer activities of MPLW. To address this conflict, MIAI and MPLW have hired a number of persons who serve in a compliance and/or executive management role, which assists in the allocation of resources to conduct various management functions.

MIAI is also a general insurance agency. Representatives of MIAI may be licensed insurance agents for various insurance companies in offering insurance and annuity products. For these activities, MIAI and its representative receive compensation, in the form of commissions, in addition to any management fees

earned from advisory clients. This presents a conflict of interest to the extent that MIAI and its representatives recommend the purchase of an insurance product, which results in a commission being paid to MIAI and the representative. In the case of variable annuities, under the MAP program, MIAI and its representative will also earn management fees on the management of variable annuity sub-accounts in addition to any commissions earned by MPLW from the sale of the variable annuity. This creates an incentive for MIAI and its representatives to recommend its services in the management of variable annuity sub-accounts rather than assisting the client in the selection of a third-party manager offered as part of the variable annuity contract. The third-party manager's fee may be lower than that of MIAI, and the third-party manager's services and strategies may be similar to those of MIAI. Through its affiliate, MPLW, MIAI reviews all variable annuity transactions. MIAI also reviews advisory contracts and client information upon a client, determining to have MIAI and its representatives manage the variable annuity sub-accounts.

In addition, MIAI representatives are permitted to engage in certain approved business activities other than brokerage services through MPLW and advisory services through MIAI. In some instances, an MIAI representative could receive greater compensation through the outside business. For example, MIAI representatives may also be investment advisor representatives (IARs) of unaffiliated investment advisory firms. In such a capacity, MIAI representatives could provide investment management, financial planning, and retirement plan consulting services and receive management fees resulting from such services. Therefore, a conflict of interest exists when a client purchases or sells product(s) through an MIAI representative in their capacity as an IAR of an unaffiliated investment advisory firm. MIAI has adopted policies and procedures to mitigate this particular conflict of interest. The firm regularly reviews the accounts and activity of MIAI representatives to ensure such activity is in clients' best interest.

MIAI and MIAI representatives may recommend the services of a third-party money manager with whom MIAI has executed an Advisory Services Agreement and will receive compensation from that manager. A conflict of interest exists as MIAI has an incentive to recommend a third-party manager in order to collect management fees. No client is obligated to use these third-party money managers to provide advisory services. Upon entering into an agreement with a third-party manager, MIAI reviews all client paperwork. More so, MIAI establishes the fee schedule for which it will be paid upon eliminating the possibility of choosing one manager over another due to the amount of fees collected by MIAI and its representatives.

In most cases, MIAI and MIAI representatives associated with MPLW have conflicts of interest, which could be reasonably expected to impair the rendering of unbiased and objective advice. As mentioned above, MIAI has adopted a Code of Ethics that contains provisions to deter misconduct and mitigate conflicts of interest. Please refer to the section titled "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading."

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

Our Fiduciary Duty

As a fiduciary, MIAI and MIAI representatives have a duty of utmost good faith to act solely in the best interest of our clients. Our clients entrust us with their funds, which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels all employees to act with the utmost integrity in all of our dealings. This fiduciary duty underlies our Code of Ethics and Personal Trading Policy and represents the expected basis of all our dealings with our clients.

Core Principles

This Code of Ethics consists of the following core principles:

- The interests of clients will be placed ahead of the firm's or any employee's own investment interests.
- Employees are expected to conduct their personal securities transactions in accordance with the Personal Trading Policy and will strive to avoid any actual or perceived conflict of interest with the client. Employees with questions regarding the appearance of a conflict with a client should consult with the Chief Compliance Officer before taking action that may result in an actual conflict.
- Employees will not take inappropriate advantage of their position with the firm.
- Employees are expected to act in the best interest of each of our clients.
- Employees are expected to comply with federal securities laws.

Employees are expected to exercise diligence and care in maintaining and protecting our client's nonpublic, confidential information. Employees are also expected to not divulge information regarding MIAI's securities recommendations or client securities holdings to any individual outside of the firm, except as necessary or permitted by law.

Areas of Coverage within the Code of Ethics

The Code of Ethics addresses, among other things:

- Prohibited Activities;
- Gifts and Entertainment;
- Business Activities of Employees Away from MIAI;
- Political Contributions;
- Certification of and Delivery of the Code of Ethics.
- Compliance with Laws and Regulations
- Personal Securities Transactions, Reporting, and Review;
- Reporting of Violations of the Code of Ethics; and
- Training and Education.

Client Transactions and Personal Trading

MIAI permits employees of the firm to purchase or sell securities for personal accounts in which they recommend to clients. This creates an inherent conflict in that an employee could attempt to obtain a better execution price than that afforded to a client.

Employees are expected to purchase or sell a security for their personal accounts only after trading of that same security has been completed in client accounts. Personal accounts of the employee include all accounts for family members living within the employee's household and accounts over which the employee has authority even though the account owner does not live within the same household as the employee.

Employees are required to report securities transactions and holdings for all accounts in which the employee has a direct or indirect beneficial ownership interest. This includes personal securities information of any family member living within the same household as the employee.

MAIAI and its representatives do not recommend any securities that MAIAI, any of its representatives, or employees have a material financial interest.

Oversight of the Code Ethics

The responsibilities of MAIAI's Chief Compliance Officer include overseeing the regular monitoring and verification of compliance of covered persons with the requirements of the Code of Ethics and reporting material violations to MAIAI's senior management. Covered transactions of the Chief Compliance Officer will be approved by another officer of MAIAI. In addition to reporting and recordkeeping requirements, the Code of Ethics imposes various substantive and procedural restrictions on reportable securities transactions. The Chief Compliance Officer may recommend to management the imposition of more severe sanctions, including the suspension of personal investing privileges, or termination of employment, in the case of certain types of violations.

Clients Desiring to Obtain the Code of Ethics

A copy of MAIAI's Code of Ethics can be obtained by contacting the following individual at MAIAI:

Daniel C. Dooley
Chairman of the Board
12222 Merit Drive, Suite 1390
Dallas, TX 75251
(214) 739-5677

Item 12 Brokerage Practices

Research and Soft Dollar Benefits

Neither MAIAI nor any MAIAI representatives accept research or other soft dollar benefits other than clearing and execution from a broker/dealer or a third party in connection with client securities transactions.

Brokerage

With the MAIAI Advisors Program (MAP), all brokerage services are offered through our affiliate, MPLW, and cleared by National Financial Services (NFS). MAIAI and MPLW have an agreement with the NFS to introduce customer accounts to the clearing firm on a fully disclosed basis. In exchange, NFS provides clearing and execution services for transactions that are executed for our customers. On MAIAI's behalf, MPLW approves and opens accounts and accepts securities order instructions with respect to the accounts. NFS is not affiliated with MAIAI or MPLW.

- The use of our affiliated broker-dealer, MPLW, creates a material conflict of interest in that MAIAI representatives may also be registered representatives of MPLW. In such a capacity, MPLW representatives may sell securities through MPLW and receive normal and customary transaction based-compensation as a result of such purchases or sells. In such cases, MPLW and MAIAI representatives will receive a portion of any transaction based-compensation including but not limited to: commissions; mutual fund sales loads; Rule 12b-1 distribution fees; surrender charges on previously purchased variable annuities; variable annuity commissions; or other transactional fees on the product(s) sold in addition to the fees charged for investment advice...

Such payments create a conflict of interest by giving the MAIAI representative an incentive to

recommend one investment company, product, or share class over another. MIAI employs policies and procedures to minimize this conflict of interest, including providing its MIAI representatives with training and guidance, as well as conducting periodic reviews of client holdings. Included is the review of mutual fund investments to ensure the appropriateness of mutual fund share class selections and whether alternative mutual fund share class selections are available that might be more appropriate given the client's investment goals and other considerations relevant to mutual fund share class selection. Mutual funds generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to retail share classes (typically referred to as class A, class B, and class C shares), mutual funds may also offer institutional share classes or other share classes that are specifically designed for purchase by investors who meet certain minimum dollar amount thresholds or is enrolled in an eligible fee-based investment advisory program. Institutional share classes usually have a lower expense ratio than other share classes.

The appropriateness of a particular mutual fund share class selection is dependent on a range of different considerations, including but not limited to; the asset-based advisory fee that is charged, whether transaction charges are applied to the purchase or sale of mutual funds, the overall cost structure of the advisory program, operation considerations associated with accessing or offering particular share classes (including the presence of selling agreements with the mutual fund sponsors and MIAI's ability to access particular share classes through the Custodian), and distribution fees, shareholder servicing fees or other compensation associated with offering a particular class of shares. Further information regarding fees and charges assessed by a mutual fund is available in the applicable mutual fund prospectus. MIAI clients should not assume that they will be invested in the share class with the lowest possible expense ratio.

Other investment advisory firms may not require a client to use a specified broker-dealer. As a result, in MIAI directing transactions through MPLW and NFS, we may not be able to achieve the most favorable execution of client transactions, and the practice may cost clients more money. Should the client and MIAI agree to utilize another broker/dealer outside of MPLW or NFS, the client should be aware that the best execution of transactions cannot be assured and that the lack of best execution may cost clients more money. However, MIAI will take reasonable steps to promote favorable execution for all clients participating in the MAP program. These steps include a review of the back-office services, technology provided, and pricing of services provided by these firms.

MIAI has also entered into agreements with various insurance companies that allow for the management and valuation of the client's variable annuity accounts within our programs. The insurance company custodians maintain custody of all variable annuity accounts. MIAI and MPLW do not act as Custodian for any account.

Order Aggregation

MIAI may aggregate client transactions or allocate orders when possible. The types and volumes of securities traded for client accounts do not lend themselves to aggregate or for blocking of trades when mutual funds are traded. To the extent other securities are purchased that lend themselves to aggregation or block trading, MIAI may aggregate client transactions or allocate orders whenever possible. MIAI will allocate trades to advisory clients in a fair and equitable manner that will be applied consistently to all clients. Personal accounts of representatives, associated persons, and family members will not be treated more favorably than any other client account. The client should be aware that if an order is not aggregated, the client may or may not pay higher brokerage costs.

Handling Trade Errors made by MIAI or an MIAI representative

If MIAI makes a trade error in a client's account, the error will be corrected, and the client account will be restored to where it would have been had the trading error not occurred. Our firm will maintain any profit or loss from the trade correction.

Item 13 Review of Accounts

The day-to-day supervision of advisory accounts is the responsibility of MIAI representatives. However, the Chief Compliance Officer, will periodically review advisory accounts as needed, as required, and as appropriate. Factors triggering an account review may include material market, economic or political events, and changes in the client's financial or personal situation or performance of the account in general.

The client will receive monthly statements from the account custodian or clearing firm if the client's account(s) has activity during the month. If the account does not have monthly activity, an account statement is provided by the Custodian or clearing firm at least quarterly. Such statements will show any activity in the account and the period ending position balances. The client will also receive a confirmation from the custodian or clearing firm of each purchase or sale transaction that occurs.

To the extent the client receives performance reports from an MIAI representative, we urge the client to compare performance reports received with account statements received from the Custodian. Inquiries or concerns regarding the account, including performance reports, should be directed to the investment advisor firm at the phone number listed on the account statement. Performance information is believed to be accurate but cannot be guaranteed.

Item 14 Client Referrals and Other Compensation

MIAI and its representatives do not compensate any individual or entity for the referral of clients to the firm. However, MIAI and its representatives may receive compensation in the form of a portion of management fees collected as part of FMAX. While MIAI does not directly compensate Investment Managers utilized in the management of client assets, MIAI and the Investment Manager does receive a portion of the management fee in FMAX. The firm addresses this conflict of interest by selecting models and Investment Managers that are consistent with the client's objectives and needs rather than the amount of fee earned. At all times, MIAI and its representatives have a fiduciary duty to their clients.

Item 15 Custody

Custody

MIAI does not maintain custody of client funds or securities other than the direct deduction of management fees from a client's accounts within the programs. For more details about fees and deduction of fees, see "Advisory Business."

Account Statements and Performance Reports

The client will receive monthly statements from the account custodian or clearing firm if the client's account(s) has activity during the month. If the account does not have monthly activity, an account statement is provided by the Custodian or clearing firm at least quarterly. Such statements will show any activity in the account, as well as period ending position balances. The client will also receive a

confirmation from the custodian or clearing firm of each purchase or sale transaction that occurs.

To the extent the client receives performance reports from an MIAI representative, we urge the client to compare performance reports received with account statements received from the Custodian. Inquiries or concerns regarding the account, including performance reports, should be directed to the investment advisor firm at the phone number listed on the account statement. Performance information is believed to be accurate but cannot be guaranteed.

Item 16 Investment Discretion

For clients participating in MAP, client assets are managed on a discretionary basis. This permits MIAI to assume all investment duties with respect to the assets under management and to take all necessary action to buy, sell, or otherwise trade any securities and other assets in a manner consistent with the client's investment policy statement (IPS) without prior discussion of any or all transactions with the client. In limited circumstances, MIAI may agree to manage the client's assets on a non-discretionary basis, in which case, MIAI is required to discuss and obtain client approval prior to any buy, sell, or other action to trade or reinvest securities of the clients. MIAI, under no circumstances, will assume title to any of the client's funds, securities, or other assets nor withdraw any monies from client's accounts, excluding the withdrawal of fees for services as permitted under the MAP Client Agreement and discussed within this brochure. Discretion is granted by way of the client executing a Limited Discretionary Trading Authority.

For clients participating in FMAX programs, discretionary authority is provided to MIAI in the selection of Investment Managers and Model Portfolios. In addition, Implementation Managers and/or Investment Managers have discretionary authority in the selection of securities for purchase or sale. Discretion is granted through the execution of the FMAX Program Client Services Agreement.

Item 17 Voting Client Securities

MIAI does not vote proxies on behalf of the client. The client hereby expressly retains the right and obligation to vote proxies relating to the securities held in their account. All proxies or other solicitations for proxy voting come directly from the custodian or transfer agent and not from MIAI. Clients having questions about such solicitations may contact MIAI at the main phone number provided on the first page of this brochure.

Item 18 Financial Information

MIAI does not have any financial impairment that will preclude us from meeting our contractual commitments to a client and has not been the subject of any bankruptcy proceeding. We do not serve as a custodian for clients' funds or securities. At no time will fees of more than \$1,200 be charged six or more months in advance by MIAI or an MIAI representative.