

# Tickeron, Inc.

## Firm Brochure - Form ADV Part 2A

*This brochure provides information about the qualifications and business practices of Tickeron, Inc.. If you have any questions about the contents of this brochure, please contact us at (408) 499-7971 or by email at: [ssavastiouk@Tickeron.com](mailto:ssavastiouk@Tickeron.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 Tickeron, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Tickeron, Inc.'s CRD number is: 170121.*

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*Registration as an investment adviser does not imply a certain level of skill or training.*

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## **Item 2: Material Changes**

Tickeron, Inc. has not yet filed an annual updating amendment using the Form ADV Part 2A. Therefore there are no material changes to report.

## Item 3: Table of Contents

Item 1: Cover Page	
Item 2: Material Changes.....	ii
Item 3: Table of Contents.....	iii
Item 4: Advisory Business .....	2
Item 5: Fees and Compensation.....	6
Item 6: Performance-Based Fees and Side-By-Side Management .....	7
Item 7: Types of Clients .....	7
Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss .....	7
Item 9: Disciplinary Information.....	15
Item 10: Other Financial Industry Activities and Affiliations.....	15
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading....	16
Item 12: Brokerage Practices .....	17
Item 13: Review of Accounts.....	17
Item 14: Client Referrals and Other Compensation.....	18
Item 15: Custody .....	19
Item 16: Investment Discretion.....	19
Item 17: Voting Client Securities (Proxy Voting) .....	19
Item 18: Financial Information.....	20

## **Item 4: Advisory Business**

### **A. Description of the Advisory Firm**

Tickeron, Inc. (hereinafter, "Tickeron") is a privately-held Nevada corporation formed in January 2013 by Sergey Savastiouk and John Jacques. Messrs. Savastiouk and Jacques and SAS Worldwide, Inc. are the principal owners of Tickeron.

### **B. Types of Advisory Services**

Tickeron provides investment advisory service through a secure website ("Website") which can be found at [www.Tickeron.com](http://www.Tickeron.com). Specifically, Tickeron provides users with the ability to create and manage one or more hypothetical investment portfolio(s) of comprising stocks, bonds, exchange traded funds ("ETFs"), real estate investment trusts ("REITs"), cryptocurrency, and foreign exchange transactions ("Forex"). Registered users ("Members" or "Clients") undergo a registration process in terms of which said users create a profile and are each assigned a username and password for registered access to the Website.

The class of Members is further divided into Beginner Members, Intermediate Members, Expert Members, and Advisor Members. Each type of Member corresponds to a certain level of proficiency in making investments. Ideally said level of proficiency increases from low to high as follows: Beginner Member, Intermediate Member, Expert Member, Advisor Member. Generally, a Beginner Member has little or no investment experience; an Intermediate Member is someone with moderate investment experience; an Expert Member is someone with substantial investment experience; and an Advisor Member is someone who is registered as an investment adviser with a State or with the SEC. Members are required to self-classify themselves into one of the classes of Members, failing which they are classified as Beginner Members by default. Tickeron does not verify that Beginner, Intermediate, or Expert Members are properly classified into a class based on the Member's level of investment proficiency, but does verify Advisor Members' qualifications and proficiency. Expert Member and Advisor Members are allowed to sell investment advice to other Members as will be described. Elements of the investment advisory service include:

- **Portfolio Diversification Scores:** A portfolio's "Diversification Score" allows a Member to determine whether said member's portfolio is adequately diversified or if it needs additional diversification. The Diversification Score is generated by a proprietary, automated computer algorithm, which analyzes various inputs submitted by a Member, such as the length of investment term, risk tolerance and the Member's existing portfolio.

- **Portfolio Allocation Tools:** The investment advisory service provides tools to generate a “Investment Allocation” and a “Trade Ideas” for a portfolio. The Investment Allocation is recommended for Members that reallocate portfolio holdings infrequently. The Trade Allocation is recommended for Members that reallocate portfolio holdings frequently. A portfolio’s Investment Allocation and/or Trade Allocation are generated by a proprietary, automated computer algorithm, which analyzes various inputs submitted by a Member, such as the length of investment term, risk tolerance and the Member’s existing portfolio. Based on a Diversification Score, Investment Allocation, and Trade Allocation for a portfolio, a Member may determine how or whether to change said portfolio by taking independent action or seeking investment advice from third parties.

- **Marketplace:** In addition to providing Members’ portfolio(s) with Diversification Score(s), Investment Idea(s) and/or Trade Idea(s), the Website also allows certain Members to interact with other members. In practical the Website has a virtual “mall” (the “Marketplace”), which allows all Members to subscribe to publications and/or purchase investment-related products from Expert Members and Advisor Members. In addition, Advisor and Expert Members are allowed to offer advisory services to all Members through the Marketplace.

- **Webcasts:** An Expert Member and an Advisor Member are allowed to create a web conference room (“Webcast”) to allow other Members to follow said Expert Member’s or Advisor Member’s trading activity by means of web- based screen sharing. Webcasts are enabled on a pay-per-view basis or free.

- **Investors Clubs:** An Intermediate Member, Expert Member and Advisor Member can each create a virtual group (“Investors Club”) comprising other Members who are invited to join the Investors Club. The creator of an Investors Club is allowed to manage allocations of a Club Portfolio. The Website provides functionality to allow Members of an Investors Club to communicate between themselves using communication tools such as instant messaging. Said Members are each allowed to maintain a version of the Club Portfolio and to suggest their versions of Club Portfolio allocations by re-allocating their versions of the Club Portfolio. Members can make visible their personal portfolios to other Members of an Investor Club. Members of an Investor Club may view AI and Community predictions on securities that are a part of the Club Portfolio.

- **Member Profiles:** The Website allows each Member to maintain a Member Profile which is, in essence, a social media-style profile comprising posts corresponding to the Member’s activities such as publishing an Article in Blogs, creating a Webcast, etc. Members can view the profiles of other Members. A Member can also subscribe to be notified of updates from another Member.

- **Tickeronker Profile Screener:** Akin to Member profiles, Tickeronkers may also have profiles (“Tickeronker Profiles”). A Tickeronker represents a tradable investment such as

a stock, mutual fund, ETF, etc. A Member can browse the Tickeronker Profiles published on the Website. Each Tickeronker profile comprises information such as Tickeronker market information, financial indicators, messages associated with the Tickeronker, blog posts associated with the Tickeronker, tweets about the Tickeronker, AI and Community Trend Predictions for the Tickeronker (see below)

- **Community Trend Predictions and Voting:** The Website provides functionality for Members to make predictions about price movements associated with a Tickeronker or with a portfolio of Tickeronkers. The predictions may be captured through polling of Members to determine a Member's prediction. Said polling may be achieved through a voting feature whereby a Member is allowed to vote on whether the Member thinks that a Tickeronker or portfolio of Tickeronkers is going to go up or down.
- **Academy:** The Website provides Academy wherein Members are able to communicate with each other and view articles about Tickeronkers and portfolios.
- **Patterns:** The Website provides access to a Pattern Search Engine which allows Members to receive Alerts of recognized patterns in their Inboxes and track the bookmarked securities.

Clients of Tickeron may connect their brokerage accounts to Tickeron and trade in their accounts by clicking buy/sell using Tickeron's buttons. Tickeron will not have any custody of any assets.

### ***Robo-Advisory Portfolio Management Services***

Tickeron provides "robo-advisory" portfolio management services through an online interface. This entails the use of algorithm-based portfolio management advice, rather than in-person investment advice. These automated investment solutions are customized to each client and based on individual Characteristics, such as the client's age, risk tolerance, income, and current assets, among others. Tickeron's investment advisory personnel oversee the algorithm but may not monitor each client's account. Clients are encouraged to update their account/questionnaire with any change in their objectives, risk tolerance, or other pertinent information, as that information factors into the portfolio's composition.

### ***Services Limited to Specific Types of Investments***

Tickeron generally limits its investment advice to mutual funds, equities and ETFs. Tickeron may use other securities as well to help diversify a portfolio when applicable.

### ***Written Acknowledgement of Fiduciary Status***

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the

Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

### **C. Client Tailored Services and Client Imposed Restrictions**

Tickeron provides online “robo-advisory” portfolio management. Client accounts are generally invested into a target allocation depending on the client’s individual profile. This automated approach factors in client financial situation and risk tolerance, although the algorithms used to provide advisory services are designed to be utilized by Tickeron across multiple clients. Tickeron may manage Client-Defined Portfolios which are Investment Profiles customized by the client based on the model portfolios and themed portfolios designed by Tickeron. Client-Defined Portfolios will be managed in accordance with the investment allocation selected by the client through an online interface. Clients may impose restrictions in investing in certain securities or types of securities in accordance.

### **D. Wrap Fee Programs**

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees and transaction costs. Tickeron does not participate in wrap fee programs.

### **E. Assets Under Management**

Tickeron has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	December 2023

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

### **A. Fee Schedule**

Tickeron requires its Members to register with the Website prior to accessing and using the Website's features. Upon registration, Members may access and use the Website free of charge to create and manage (1) portfolios, (2) utilize the Diversification Score and the portfolio allocation tools, and (3) communicate with Other Members, and (4) purchase/sell items in the Marketplace. Tickeron fees are non-negotiable. Tickeron charges members a monthly subscription fee as follows:

Beginner Member – Free

Intermediate Member - \$15 per month in advance

Expert Member - \$250 per month in advance

Advisor Member – \$100 per month in advance

Pattern Search Engine as an additional subscription - \$30 per month in advance

Trend Prediction Engine as an additional subscription - \$30 per month in advance

Screener as an additional subscription - \$30 per month in advance

Buy/Sell Daily Signals as an additional subscription - \$60 per year in advance

Tickeron does not deduct fees from a Member's account or assets. However, a Member's credit card shall be charged a monthly fee, as described above. Tickeron charges a 15% platform fee to Members conducting business using the MALL. The primary purpose of the Marketplace is to enable all Members to seek additional investment-related products, information and/or advice from Expert Members and/or Advisor Members. Members can be charged fees in advance. Except as provided in this Item 5, neither Tickeron, nor any of its officers or managers, accepts compensation for the sale of securities or any investment products.

### ***Robo-Advisory Portfolio Management Services Fees***

Tickeron offers Robo-Advisory Portfolio Management Services for a subscription fee of \$90 or more depending on modules selected, due monthly. This service may be cancelled immediately upon written no notice.

### **B. Payment of Fees**

#### ***Payment of Robo-Advisory Portfolio Management Services Fees***

Subscription fees are paid via wire on a monthly basis in arrears.



### **C. Client Responsibility For Third Party Fees**

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by Tickeron. Please see Item 12 of this brochure regarding broker-dealer/custodian.

### **D. Prepayment of Fees**

Tickeron collects its fees in arrears. It does not collect fees in advance.

### **E. Outside Compensation For the Sale of Securities to Clients**

Neither Tickeron nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

## **Item 6: Performance-Based Fees and Side-By-Side Management**

Tickeron does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

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

Tickeron generally provides advisory services to Individuals.

There is no account minimum for any of Tickeron's services.

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

The Tickeron Website employs a proprietary, automated computer algorithm, which analyzes various inputs submitted by a Member, such as the length of investment term, risk tolerance, and existing portfolio. The algorithm was developed by Tickeron and continues to be refined. Tickeron's investment advice is limited to generating a Diversification Score, Investment Ideas and/or Trade Ideas for a Member's portfolio. Once a Member receives his or her portfolio's Diversification Score, Investment Ideas and/or Trade Ideas, the Member must determine how or whether to change his or her portfolio by taking independent action or seeking investment advice from third parties. The Members do not invest any assets with Tickeron and Tickeron has no discretionary or nondiscretionary investment management authority over the Members' assets.

## *Methods of Analysis*

**Charting analysis** strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

**Fundamental analysis** concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

**Modern portfolio theory** assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion character is Tickerons. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

**Quantitative analysis** Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

**Technical analysis** attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

## *Investment Strategies*

Tickeron's recommendation of short sales generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

**Short sales** entail the possibility of infinite loss. An increase in the applicable securities' prices will result in a loss and, over time, the market has historically trended upward.

**Short term trading** risks include liquidity, economic stability, and inflation, in addition to the long-term trading risks listed above. Frequent trading can affect investment performance particularly through increased brokerage and other transaction costs and taxes.

*Risk of Loss.* To the extent a Member seeks investment advice from a third-party Advisor Member, such Member should understand all investing and trading activities risk the loss of capital. No assurance can be given that the investment activities of an account will achieve the investment objectives of such account or avoid losses. Direct and indirect investing in securities involves risk of loss that Members should be prepared to bear on any investments they make based upon information obtained from a third-party Advisor Member. Tickeron does not represent or guarantee that third-party Advisor Members' services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate Members from losses due to market corrections or declines. Third-party Advisor Members cannot offer any guarantees or promises that Members' financial goals and objectives will be met. Past performance is in no way an indication of future performance. It is important that Members understand the risks associated with investing in the types of investments listed above.

Except as may otherwise be provided by law, Tickeron or third-party Advisor Members are not liable to Members for:

- Any loss that Members may suffer by reason of any investment decision made or other action taken or omitted by third-party Advisors in good faith;
- Any loss arising from third-party Advisor's adherence to Member's instructions, or the disregard of third-party Advisor's recommendations made to Members; or
- Any act or failure to act by a third-party Advisor or other third-party to Member accounts.

The information included in this Brochure does not include every potential risk associated with an investment strategy, technique or type of security applicable to a particular Member account. Members are encouraged to ask questions regarding risks applicable to a particular strategy or investment product and read all product-specific risk disclosures. It is a Member's responsibility to give a third-party Advisor complete information and to notify such third-party Advisor of any changes in financial circumstances or goals.

**A.I.DVISOR.** Tickeron offers non-discretionary investment advisory services to individuals through its proprietary service, known as A.I.DVISOR - (the "Advisor Service"). Clients subscribe to the Advisor Service by accessing Tickeron's website, registering for an account by supplying a username and password, agreeing to the terms of the Investment Services Agreement, Terms of Service, and User License, and paying the applicable fee. Under the terms of the Investment Services Agreement, Tickeron's investment advisory relationship with client lasts for the period client is using the Advisor Service.

Members may receive the following services:

- Investment or Trade recommendations;
- Pattern Search Engine;
- Trend Prediction Engine;
- AI Screener;
- AI Robots;
- Buy/Sell Daily Signals;
- Community Trend Predictions;
- Marketplace;
- Academy;

- Community; and
- Advisor – Client.

Access to the services is based on membership, which is sold on a subscription basis as described above in Item 5 – Fees and Compensation. The level of membership associated with a Client is intended to be correlated with the level of investment sophistication/experience of the Client, with Beginner representing the least sophisticated investor and Advisor representing the most sophisticated investor. Tickeron Website access to investment advisory services and the features of our Advisor Service are based on the level of membership. Members are required to select the level of membership most appropriate to them. Tickeron does not determine if the level of membership chosen by a Member is appropriate for the Member. Members who apply for Advisor membership are required to be Registered Investment Advisers. Tickeron will verify that a Member who chooses the Advisor Member membership level is a registered investment adviser by performing a broker check at FINRA and conducting additional due diligence as appropriate. Registration as an investment adviser does not imply a certain level of skill or training.

Investment recommendations. Members may use the Advisor Service to receive specific buy and sell recommendations to allocate the Member's assets among a limited universe of investment alternatives (mutual funds and other investments) available for investment to the Member. The Member's assets include cash, and one or more investment accounts for holding various asset classes. Members are required to specify the assets for which investment advice is required. Tickeron uses proprietary software in its investment advisory service platform, including software for which patents are pending, to analyze the Member's current holdings and the choices available for investment within the Member's account, including exposure to various asset classes, expenses, manager performance, risk, and tax-efficiency of each investment alternative. Due to the statistical nature of Tickeron's process, several potential portfolios will satisfy our criteria for an appropriate investment strategy. Tickeron may select the investment alternatives that populate the universe of available alternatives for the Member's account. Our investment advisory service platform uses proprietary artificial intelligence to generate investment advice and recommendations based on the following:

- DivScore: At the heart of the technology is the DivScore (Diversification Score), which is a number range of 400 to 850 that measures the risk/reward characteristics of a portfolio's equity allocation. Through the Advisor Service, Members may view the DivScore for their portfolio, and compare it to DivScore associated with various professional and computergenerated portfolios. The DivScore may be used to gauge the quality of a portfolio's equity selections and the quality of a portfolio's allocation.
- Asset Allocator: Asset Allocator is a feature which allows Members to implement sector rotations in a timely manner. Additionally, Members can set up an easy to use yet sophisticated alert system that will notify them when and how to rebalance their portfolios.
- Wizards for Beginners: A.I Wizards use artificial intelligence to provide automated investment tools. A.I. Wizards may be used to calculate the DivScore for an investment account, generate investment ideas, and allocation ideas.

Pattern Search Engine. Tickeron has created algorithms that identify patterns of most known types, and it notifies users according to their preferences. These detailed notifications will also provide client supporting information, such as pattern confidence levels and historical statistics.

This allows client to monitor the pattern's evolution, bookmark favorites, and to take action in trading/brokerage accounts to benefit from the forecasted price movements. Trend Search Engine. Trend trading is an investment strategy based on the technical analysis of changing market prices, as opposed to using fundamental company analysis. Investors who use a trend-tracking strategy attempt to capitalize on shifting market trends by observing the current direction of a stock or an index, and using this to make buy or sell decisions. The trend-trader enters into a long position when a stock is trending upward, and conversely uses a short position when a stock is trending downward. Traders who apply this strategy rarely aim to forecast a specific price target - they simply 'ride' the trend until the pattern shifts or they've made sufficient profit. In the Tickeron System, users can subscribe to either the 'Community Trend Predictions' for Free or 'A.I. Trend Predictions,' depending on preferences. Our system also provides supporting information such as historical statistics and 'Prediction Confidence Levels,' which measure the level of conviction behind a pattern. Our system also allows the user to monitor price evolution, bookmark their favorites, and if so desired, take action on their trading platform to benefit from the predicted price movements.

Marketplace. Provides a place for buying and selling investment or trade ideas. The Marketplace includes the following products:

#### Member Products

- Passive Portfolios
- Active Portfolios
- AI Robots
- Newsletters
- Reports
- Community Predictions

#### A.I. Products

Comprise patterns and trends with associated confidence levels generated using Tickeron's proprietary artificial intelligence software:

- Pattern Search Engine
- Trend Prediction Engine
- AI Robots

*Academy.* Provides informational articles and training resources relating to investments:

- Videos
- Articles
- Blog
- Webcasts

*Marketplace.* Provides tools and features for members to interact with each other. The tool and features include:

- Trend Predictions
- Friends
- Tickers
- Investors Clubs
- Trader Clubs

- Paper Trade Exchange

There are certain additional risks associated when investing in securities that Members may face; including, but not limited to:

: • Market Risk: Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

- Legal and Regulatory Risks: The regulation of the U.S. and non-U.S. securities and futures markets investment funds has undergone substantial change in recent years and such change may continue. In particular, in light of the recent market turmoil there have been numerous proposals, including bills that have been introduced in the U.S. Congress, for substantial revisions to the regulation of financial institutions generally. Some of the additional regulation includes requirements that private fund managers register as investment advisers under the Advisers Act and disclose various information to regulators about the positions, counterparties and other exposures of the private funds managed by such managers. Further, the practice of short selling has been the subject of numerous temporary restrictions, and similar restrictions may be promulgated at any time. Such restrictions may adversely affect the returns of Underlying Investment Funds that utilize short selling. The effect of such regulatory change on the accounts and/or the underlying investment funds, while impossible to predict, could be substantial and adverse.
- Equity (stock) market risk: Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If a Member held common stock, or common stock equivalents, of any given issuer, Members would generally be exposed to greater risk than if Members held preferred stocks and debt obligations of the issuer.

- Company Risk: When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

- Risks Associated with Fixed Income: When investing in fixed income instruments such as bonds or notes, the issuer may default on the bond and be unable to make payments. Further interest rates may increase and the principal value of your investment may decrease. Individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power.

- ETF and Mutual Fund Risk: When investing in an ETF or mutual fund, a Member will bear additional expenses based on the Member's pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds.

- Options Risk: Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.

- **Liquidity Risk:** Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, Members may experience the risk that their investment or assets within their investment may not be able to be liquidated quickly, thus, extending the period of time by which Members may receive the proceeds from their investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

- **Management Risk:** Members investments will vary with the success and failure of their thirdparty Advisor's investment strategies, research, analysis and determination of portfolio securities. If a member implements their third-party Advisor's financial planning recommendations and their third-party Advisor's investment strategies do not produce the expected results, Members may not achieve their objectives.

- **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 bonds.

- **Call Risk:** Bonds that are callable carry an additional risk because they may be called prior to maturity depending on current interest rates thereby increasing the likelihood that reinvestment risk may be realized.

- **Credit Risk:** The price of a bond depends on the issuer's credit rating, or perceived ability to pay its debt obligations. Consequently, increases in an issuer's credit risk, may negatively impact the value of a bond investment.

- **Inflation Risk:** When inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

- **Speculation Risk:** The commodities markets are populated by traders whose primary interest is in making short-term profits by speculating whether the price of a security will go up or go down. The speculative actions of these traders may increase market volatility that could drive down the prices of commodities.

- **Geopolitical Risk:** The world's natural resources are located in various continents and the jurisdiction over those commodities lies with sovereign governments, international companies, and many other entities. Disagreements over licensing agreements, tax structures, environmental concerns, employment of indigenous workers, and access to technology could negatively impact the price of commodities. Additionally, international disagreements over the control of natural resources could negatively impact the price of commodities.

- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Foreign Market Risk:** The securities markets of many foreign countries, including emerging countries, have substantially less trading volume than the securities markets of the United States, and securities of some foreign companies are less liquid and more volatile than securities of comparable United States companies. As a result, foreign securities markets may be subject to greater influence by adverse events generally affecting the market, by large investors' trading significant blocks of securities, or by large dispositions of securities, than as it is in the United States. The limited liquidity of some foreign markets may affect our ability to acquire or dispose of securities at a price and time it believes is advisable. Further, many foreign governments are less stable than that of the United States. There can be no assurance that any significant, sustained instability would not increase the risks of investing in the securities markets of certain countries.

- **Counterparty and Broker Credit Risk:** Certain assets will be exposed to the credit risk of the counterparties when engaging in exchange-traded or off-exchange transactions. There may be a

risk of loss of assets on deposit with or in the custody of a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions, or the bankruptcy of an exchange clearinghouse.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

Tickeron's recommendation of short sales generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

**Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

**Equity** investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

**Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Risks in investing in ETFs include trading risks, liquidity and shutdown risks, risks associated with a change in authorized participants and non-participation of authorized participants, risks that trading price differs from indicative net asset value (iNAV), or price fluctuation and disassociation from the index being tracked. With regard to trading risks, regular trading adds cost to your portfolio thus counteracting the low fees that one of the typical benefits of ETFs. Additionally, regular trading to beneficially "time the market" is difficult to achieve. Even paid fund managers struggle to do this every year, with the majority failing to beat the relevant indexes. With regard to liquidity and shutdown risks, not all ETFs have the same level of liquidity. Since ETFs are at least as liquid as their underlying assets, trading conditions are more accurately reflected in implied liquidity rather than the average daily volume of the ETF itself. Implied liquidity is a measure of what can potentially be traded in ETFs based on its underlying assets. ETFs are subject to market volatility and the risks of their underlying securities, which may include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments (as applicable). Foreign securities in particular are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets. ETFs that target a small universe of securities, such as a specific region or market sector, are generally subject to greater market volatility, as well as to the specific risks associated with that sector, region, or other focus. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. The return of an index ETF is usually different from that of the index it tracks because of fees, expenses, and tracking error. An ETF may trade at a premium or discount to its net asset value (NAV) (or indicative value in the case of exchange-traded notes). The degree of liquidity can vary significantly from one ETF to another and losses may be magnified if no liquid market exists for the ETF's shares when



attempting to sell them. Each ETF has a unique risk profile, detailed in its prospectus, offering circular, or similar material, which should be considered carefully when making investment decisions.

**Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **Item 9: Disciplinary Information**

### **A. Criminal or Civil Actions**

There are no criminal or civil actions to report.

### **B. Administrative Proceedings**

There are no administrative proceedings to report.

### **C. Self-regulatory Organization (SRO) Proceedings**

There are no self-regulatory organization proceedings to report.

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

### **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

Neither Tickeron nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

### **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither Tickeron nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

### **C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

Neither Tickeron nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

#### **D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**

Tickeron does not utilize nor select third-party investment advisers.

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

#### **A. Code of Ethics**

Tickeron has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Tickeron's Code of Ethics is available free upon request to any client or prospective client.

#### **B. Recommendations Involving Material Financial Interests**

Tickeron does not recommend that clients buy or sell any security in which a related person to Tickeron or Tickeron has a material financial interest.

#### **C. Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of Tickeron may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Tickeron to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. Tickeron will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

#### **D. Trading Securities At/Around the Same Time as Clients' Securities**

From time to time, representatives of Tickeron may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Tickeron to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients.

Such transactions may create a conflict of interest; however, Tickeron will never engage in trading that operates to the client's disadvantage if representatives of Tickeron buy or sell securities at or around the same time as clients.

## **Item 12: Brokerage Practices**

### **A. Factors Used to Select Custodians and/or Broker/Dealers**

Custodians/broker-dealers will be recommended based on Tickeron's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent.

Tickeron will require clients to use TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC.

#### ***1. Research and Other Soft-Dollar Benefits***

Tickeron does not trade client's accounts and therefore receives no research, product, or services from a broker-dealer ("soft dollar benefits").

#### ***2. Brokerage for Client Referrals***

Tickeron receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

#### ***3. Clients Directing Which Broker/Dealer/Custodian to Use***

Tickeron does not trade client's accounts.

### **B. Aggregating (Block) Trading for Multiple Client Accounts**

Tickeron does not trade clients' accounts and therefore does not have the ability to block trade purchases across accounts.

## **Item 13: Review of Accounts**

### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

Robo-advisory portfolio management accounts are not reviewed by Tickeron, save for automated allocation revisions. Clients are encouraged to update their account with any

change in their objectives, risk tolerance, or other pertinent information, as that information factors into the portfolio's composition.

#### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Robo-advisory portfolio management accounts do not undergo non-periodic review by Tickeron, although allocations may change based on material market, economic, or political events and/or changes to the client's profile in accordance with Tickeron's automated portfolio management.

#### **C. Content and Frequency of Regular Reports Provided to Clients**

Robo-advisory portfolio management clients will receive at least quarterly a written report that details the client's account including assets held and asset value, which report will come from the custodian.

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

#### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

Tickeron participates in the institutional advisor program (the "Program") offered by TD Ameritrade. TD Ameritrade offers to independent investment advisor services which include custody of securities, trade execution, clearance and settlement of transactions. Tickeron receives some benefits from TD Ameritrade through its participation in the Program.

As disclosed above, Tickeron participates in TD Ameritrade's institutional advisor program and Tickeron may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between Tickeron's participation in the Program and the investment advice it gives to its clients, although Tickeron receives economic benefits through its participation in the Program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Tickeron participant's; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have Tickeron's fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Tickeron by third party vendors. TD Ameritrade may also pay for business consulting and professional services received

by Tickeron's related persons. Some of the products and services made available by TD Ameritrade through the Program may benefit Tickeron but may not benefit its client accounts. These products or services may assist Tickeron in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Tickeron manage and further develop its business enterprise. The benefits received by Tickeron or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Tickeron endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Tickeron or its related persons in and of itself creates a conflict of interest and may indirectly influence the Tickeron's choice of TD Ameritrade for custody and brokerage services.

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

Tickeron does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

### **Item 15: Custody**

Tickeron does not take custody of client accounts at any time. Custody of client's accounts is held primarily at the client's custodian. Clients will receive account statements from the custodian and should carefully review those statements for accuracy.

### **Item 16: Investment Discretion**

Tickeron does not have discretion over client accounts at any time.

### **Item 17: Voting Client Securities (Proxy Voting)**

Tickeron will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

## **Item 18: Financial Information**

### **A. Balance Sheet**

Tickeron neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

### **B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither Tickeron nor its management has any financial condition that is likely to reasonably impair Tickeron's ability to meet contractual commitments to clients.

### **C. Bankruptcy Petitions in Previous Ten Years**

Tickeron has not been the subject of a bankruptcy petition in the last ten years.