



North Shore Private Asset Management

Brochure Part 2A

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March 27, 2024

This Brochure provides information about the qualifications and business practices of North Shore Private Asset Management, LLC ["North Shore" or the "Adviser"]. If you have any questions about the contents of this Brochure, please contact David H. Melsheimer, Chief Compliance Officer at 888.375.4918 or info@nsprivate.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.

North Shore is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information with which you may determine to hire or retain an Adviser.

Additional information about North Shore also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

This Firm Brochure – dated March 27, 2024 - is an updated version of the Firm's June 27, 2023 Brochure. Material changes since our prior brochure include:

- Updated Assets Under Management for December 31, 2023 – Item 4 – Advisory Business
- Updated information regarding Fee Billing and Custodial Fees – Item 5 – Fees and Compensation
- Updated list of Custodians – Item 12 – Brokerage Practices, Item 15 – Custody, and Item 19 – Supplemental Information
- New Client Portal Provider – Item 19 – Supplemental Information

Currently, our Brochure may be requested by contacting David H. Melsheimer, Chief Compliance Officer, at 888.375.4918 or info@nsprivate.com, or by visiting our website www.nsprivateam.com and selecting 'Brochure'. Our Client Relationship Summary can also be found on our website by selecting 'CRS'. Additional information about North Shore is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website also provides information about persons affiliated with Adviser who are registered, or are required to be registered, as investment adviser representatives of North Shore.

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ITEM 4 – ADVISORY BUSINESS

North Shore Private Asset Management, LLC ("North Shore or the "Adviser") is an Illinois limited liability company. North Shore was founded in 2004 by David H. Melsheimer, CFA®*.

North Shore provides discretionary and non-discretionary investment management services on a continuous basis. These services are provided on a personalized basis - through either Custom Portfolio Management, Asset Allocation Accounts, or Institutional Asset Management with investment programs designed to reflect the client's circumstances. North Shore provides portfolio management services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations or other business entities, custodians for individuals (including minors), partnerships, individual retirement accounts, and retirement plans for self-employed persons. Clients may impose restrictions on investing in certain types of securities.

North Shore also provides investment advisory services and consulting to employer sponsored retirement plans and their participants through Retirement Plan Advisory Services and Consulting Services. North Shore provides advisory and educational services to retirement plans per the terms and conditions of a Retirement Plan Advisory Services and Consulting Agreement between North Shore and the plan.

Clients may engage the Adviser by executing either North Shore's Investment Management and Advisory Services Agreement ("Agreement") or North Shore's Retirement Plan Advisory and Consulting Services Agreement ("Retirement Agreement"). Either the client or North Shore may terminate the agreement upon five (5) days written notice to the other party. Such termination is without penalty to either party. At or before the time of engagement, clients are required to sign certain paperwork and forms to satisfy those firms, as applicable, that may serve as independent asset custodians for the accounts and assets of clients (individually, a "Custodian" and collectively "Custodians"). See Item 15 - Custody, for further details. Retirement Plan clients are required to sign certain paperwork and forms to satisfy those firms, as applicable, that may serve as record keepers for the accounts and assets of clients and/or the retirement plan (individually, a "Record Keeper" and collectively "Record Keepers"). Retirement Plan clients are also required to sign certain paperwork and forms to satisfy those firms, as applicable, that may serve as third-party administrators for the accounts and assets of clients and/or the retirement plan (individually, a "TPA" and collectively "TPA's").

Clients may choose to retain North Shore as investment adviser with or without granting investment discretion. See Item 16 - Investment Discretion for further details.

As of December 31, 2023 North Shore managed \$394,746,933 in assets, all on a discretionary basis.

North Shore also offers financial planning analysis and advice to clients. The Adviser guides and assists clients in the collection and analysis of information about their financial and personal circumstances, attitudes, values, goals and objectives with respect to the enjoyment, management

and transfer of wealth; and then describes and illustrates for the client's consideration various techniques and procedures to assist in accomplishing those goals and objectives.

The Adviser is majority owned by David H. Melsheimer, CFA®*. He is the President and Chief Investment Officer and Compliance Officer of North Shore. Additional information regarding Mr. Melsheimer is also available in North Shore's Part 2B of Form ADV - the Brochure Supplement for Mr. Melsheimer.

*To obtain the Chartered Financial Analyst® certification, candidates must meet requirements in the areas of education, examination and professional conduct. The education requirement can be met with one of the following: a bachelor's (or equivalent) degree; four years of qualified, professional work experience; or a combination of college and work experience that totals at least four years. Candidates must complete a graduate-level self-study program that includes curricula in the areas of ethics and professional standards, investment tools, asset classes, portfolio management and wealth planning, and they must successfully pass three course exams. Chartered Financial Analyst® charter holders agree to abide by the CFA Institute Code of Ethics and Standards of Professional Conduct and its Candidate Responsibility Statement.

ITEM 5 – FEES AND COMPENSATION

North Shore's fees for investment management and financial planning are exclusive of brokerage commissions, mutual-fund management fees and expenses, transaction fees, trade-away fees, custodial fees, margin loan expenses, record keeping fees, actuarial fees, accounting and legal fees, TPA fees and other related costs and expenses that shall be incurred by the client. Such charges, fees, expenses and commissions are exclusive of and in addition to North Shore's fee. Clients also incur certain charges imposed by Custodians, broker-dealers other third parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, margin loan expenses and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds ("ETF's") charge internal management fees and expenses, which are disclosed in a fund's or an ETF's prospectus. All such charges, fees, expenses and commissions are exclusive of and in addition to the Adviser's fee.

With respect to any mutual funds, limited partnerships and other pooled investment products (such as, but not limited to, ETF's, Exchange Traded Notes and Closed-End Funds) held in a client's account, fees payable to North Shore are in addition to the expenses, management, distribution and advisory fees borne by such holdings, including, but not limited to, sales charges, management fees and expenses, and transaction fees. Clients should carefully consider whether they could avoid North Shore's fee by directly investing in mutual fund shares, themselves, without assistance from a North Shore Investment Adviser Representative. North Shore's fee could be avoided if the client invested directly in such holdings.

Where a Client directs North Shore to utilize a specific Custodian, the Client is subject to the specific charges, fees, and expenses associated with that particular Custodian. With respect to a Client directed Custodian, North Shore is also subject to the restrictions imposed by the directed Custodian. This may limit North Shore's flexibility to select certain investments on behalf of the Client. When a Client directs North Shore to utilize a specific Custodian, this might also cause the Client to incur certain costs or disadvantages to the Client, because the client may pay higher fees

than might be charged by other Custodians. The Client should carefully consider whether directing North Shore to utilize a particular Custodian might cause the Client to incur certain costs or disadvantages.

Clients will receive this brochure at least 48 hours prior to signing North Shore's Agreement and/or Retirement Agreement, or either may be terminated within five (5) business days of signing the contract without incurring any advisory fees. As this brochure is updated, North Shore will provide a copy of the current version to the client through the client access portal created for the client. See Section 19 – Supplemental Information for a more detailed description of North Shore's client access portals.

In performing its investment advisory and other services, North Shore shall not be required to verify any information received from the client or from the client's other professionals, and it is expressly authorized to rely thereon. Moreover, each client is advised that it remains the client's responsibility to promptly notify the Adviser in writing if there is ever any change in financial situation or investment goals and/or objectives, so that North Shore may review/evaluate/revise previous recommendations or services.

In general, investment management fees are based on assets under management and are negotiable. The market value of all assets and the commensurate management fees will not be reduced due to any margin debit or other loan obligation. See also Item 19 – Supplemental Information. Financial planning fees are charged on a fixed-fee basis or hourly, as described, below. North Shore employs the following fee schedule by service type:

Custom Portfolio Management

For Custom Portfolio Management ("CPM"), the annual fee shall vary between 0-1.25% of client assets under management, depending on the market value of the assets under management and the types of investment management services to be rendered. CPM provides each client or family with an individual investment strategy, based on personal goals and needs.

CPM accounts are typically charged a flat percentage fee that is reflective of the fee descriptions above. However, North Shore reserves the right to negotiate fees on a client-by-client basis.

Fees for the investment advisory services listed above are billed, in arrears, on a monthly basis and are based on market value of the assets under management. The management fee is calculated by applying the annualized fee rate(s) to the weighted average of the market value of the client's account on the last trading day of the each month in the preceding calendar month. In any partial calendar month, the management fee will be prorated based on the number of days that the account was opened during the month. North Shore reserves the right to waive certain fees, at its

discretion. In computing North Shore's management fees, account values are not reduced by any debit, margin/and or loan balance in a client's account or related account.

Fees for CPM are collected in one of two ways, whichever is designated by the client in the Agreement with North Shore:

- The client authorizes the Adviser to deduct from the client's account upon the submission of a bill for the management fee for each calendar month. The client instructs the Custodian to send the client and the Adviser a monthly statement showing all amounts paid from the account, including all management fees paid by the Custodian to the Adviser; OR
- Management fees are billed directly to the client (and not deducted from the client's account), and the client pays the fees within 30 days of receipt of invoice.

Certain clients may elect, by indicating so in North Shore's Investment Management and Advisory Services Agreement, to receive their fee billing statement electronically. In that case, the client is responsible for logging into their client access portal to review their monthly statement of management fees. However, they will continue to receive a monthly paper statement from their asset Custodian, unless they designate to receive it electronically, through their specific asset Custodian, if available. See Item 12 - Brokerage Practices and Item 15- Custody for additional information on third-party fees, such as brokerage, transaction, and other fees. See also Item 19 – Supplemental Information – Client Access Portals for more information regarding electronic fee statements.

Asset Allocation Account

With the Asset Allocation Account ("AAA"), the annual fee shall vary between 0-1.25% of client assets under management, depending on the market value of the assets under management and the types of investment management services to be rendered. AAA's are typically invested using a series of Mutual Fund or ETF shares. However, individual securities may also be utilized.

North Shore's fees for the AAA, are exclusive of brokerage commissions, mutual-fund management fees and expenses, transaction fees, trade-away fees, custodial fees and other related costs and expenses that shall be incurred by the client. Such charges, fees, expenses and commissions are exclusive of and in addition to North Shore's fee. Clients may also incur certain charges imposed by Custodians, broker-dealers, and other third parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and ETF's may charge internal management fees and expenses, which are disclosed in a fund's or an ETF's prospectus. All such charges, fees, expenses and commissions are exclusive of and in addition to the Adviser's fee.

With respect to any mutual funds, limited partnerships and other pooled investment products (such as, but not limited to, ETF's, Exchange Traded Notes and Closed-End Funds) held in a client's account, fees payable to North Shore are in addition to the expenses, management, distribution and advisory fees borne by such holdings, including, but not limited to, sales charges, management fees

and expenses, and transaction fees. North Shore's fee could be avoided if the client invested directly in such holdings. Since the AAA is typically invested in mutual funds and/or ETF's, clients should carefully consider whether they could avoid North Shore's fee by directly investing in mutual fund shares and/or ETF's, themselves, without assistance from a North Shore Investment Adviser Representative.

AAA's are typically charged a flat percentage fee that is reflective of the fee descriptions above. However, North Shore reserves the right to negotiate fees on a client-by-client basis.

Fees for the investment advisory services listed above are billed, in arrears, on a monthly basis and are based on market value of the assets under management and/or account base fee. The management fee is calculated by applying the annualized fee rate(s) to the weighted average of the market value of the client's account on the last trading day of the each month in the preceding calendar month. In any partial calendar month, the management fee will be prorated based on the number of days that the account was opened during the month. North Shore reserves the right to waive certain fees, at its discretion. In computing North Shore's management fees, account values are not reduced by any debit, margin/and or loan balance in a client's account or related account.

Fees for AAA are collected in one of two ways, whichever is designated by the client in the Agreement with North Shore:

- The client authorizes the Adviser to deduct from the client's account upon the submission of a bill for the management fee for each calendar month. The client instructs the Custodian to send the client and the Adviser a monthly statement showing all amounts paid from the account, including all management fees paid by the Custodian to the Adviser; OR
- Management fees are billed directly to the client (and not deducted from the client's account), and the client pays the fees within 30 days of receipt of invoice.

Certain clients may elect, by indicating so in North Shore's Investment Management and Advisory Services Agreement, to receive their fee billing statement electronically. In that case, the client is responsible for logging into their client access portal to review their monthly statement of management fees. However, they will continue to receive a monthly paper statement from their asset Custodian, unless they designate to receive it electronically, through their specific asset Custodian, if available. See Item 12 - Brokerage Practices and Item 15- Custody for additional information on third-party fees, such as brokerage, transaction, and other fees. See also Item 19 – Supplemental Information – Client Access Portals for more information regarding electronic fee statements.

Institutional Asset Management

For Institutional Asset Management ("IAM"), the annual fee shall vary between 0-0.75% of client assets under management, depending on the market value of the assets under management and the types of investment management services to be rendered. IAM provides each institutional client with an investment strategy, based on its goals and needs.

IAM accounts are typically charged a flat percentage fee that is reflective of the fee descriptions above. However, North Shore reserves the right to negotiate fees on a client-by-client basis.

Fees for the investment advisory services listed above are billed, in arrears, on a monthly basis and are based on market value of the assets under management. The management fee is calculated by applying the annualized fee rate(s) to the weighted average of the market value of the client's account on the last trading day of the each month in the preceding calendar month. In any partial calendar month, the management fee will be prorated based on the number of days that the account was opened during the month. North Shore reserves the right to waive certain fees, at its discretion. In computing North Shore's management fees, account values are not reduced by any debit, margin/and or loan balance in a client's account or related account.

Fifth Third Bank charges an annualized custodial fee to North Shore's clients of .035% (3.5 basis points) to each clients' account, based on the value of total assets in each client account. Associated Bank charges an annualized custodial fee to North Shore's clients of .08% (8 basis points) to each clients' account, based on the value of total assets in each client account. This custodial fee is collected monthly by Associated Bank. The client should carefully consider whether allowing Fifth Third Bank, Associated Bank or any other Custodian to be used might cause the client to incur certain costs or disadvantages to the client, because the client may pay higher fees than might be charged by other Custodians.

Fees for IAM are collected in one of two ways, whichever is designated by the client in the Agreement with North Shore:

- The client authorizes the Adviser to deduct from the client's account upon the submission of a bill for the management fee for each calendar month. The client instructs the Custodian to send the client and the Adviser a monthly statement showing all amounts paid from the account, including all management fees paid by the Custodian to the Adviser; OR
- Management fees are billed directly to the client (and not deducted from the client's account), and the client pays the fees within 30 days of receipt of invoice.

Certain clients may elect, by indicating so in North Shore's Investment Management and Advisory Services Agreement, to receive their fee billing statement electronically. In that case, the client is responsible for logging into their client access portal to review their monthly statement of management fees. However, they will continue to receive a monthly paper statement from their asset Custodian, unless they designate to receive it electronically, through their specific asset Custodian, if available. See Item 12 - Brokerage Practices and Item 15- Custody for additional information on third-party fees, such as brokerage, transaction, and other fees. See also Item 19 – Supplemental Information – Client Access Portals for more information regarding electronic fee statements.

Retirement Plan Advisory and Consulting Services

With Retirement Plan Advisory and Consulting Services ("RPA"), North Shore's annual fee shall vary between 0-0.50% of client and/or plan assets advised, depending on the market value of the assets

North Shore advises and the types of advice and education to be rendered. North Shore and the retirement plan's plan administrator or sponsor enter into a Retirement Agreement which describes the terms of the investment advisory services offered by North Shore to the retirement plan.

North Shore provides advisory services to employer sponsored retirement plans, including but not limited to 401(k), 403(b), and pension and profit sharing plans. Services include non-discretionary investment advice for an investment advisory fee where North Shore's Investment Adviser Representatives ("IAR") make recommendations to the plan administrator or sponsor and the plan administrator or sponsor retains full discretionary authority and control over its plan's assets. When acting on a non-discretionary basis, North Shore and its Investment Adviser Representatives act as a fiduciary to the plan, as defined under Section 3(21) of the Employee Retirement Income Security Act of 1974 ("ERISA"). Self-directed retirement plans are typically offered services utilizing a series of Mutual Fund or ETF shares. These Mutual Fund and/or ETF shares are offered through the particular Record Keeper or Third-Party Administrator ("TPA") selected by the plan and/or plan trustees with advice from North Shore. North Shore provides advice and education to self-directed retirement plans and their participants. North Shore does not provide any type of actuarial, custodial, record keeping, accounting, TPA, or legal services. However, North Shore recommends firms that provide these services to employer sponsored retirement plans.

North Shore may also serve as investment manager authorized to act on a discretionary basis to an employer sponsored retirement plan, as defined in ERISA under Section 3(38). North Shore and/or its Investment Adviser Representatives when acting as a plan fiduciary under Section 3(38) exercise discretionary authority or control over assets in the retirement plan. North Shore and its IAR's are granted full discretionary authority to select, monitor, remove and replace the investment options offered under the retirement plan subject to any limitations as described in North Shore's Retirement Advisory Services and Consulting Agreement.

RPA services may include, but are not limited to:

Non-Discretionary Investment Management Services (Self-Directed Plans):

- *Recommendations to establish or revise the plan's Investment Policy Statement ("IPS")
- *Recommendations to select and monitor investments
- *Recommendations to select and monitor Qualified Default Investment Alternatives ("QDIA")
- *Recommendations to select and monitor investment managers
- *Recommendations and providing investment advice to individual plan participants

Discretionary Investment Management Services:

- *Selection and monitoring of the retirement plan's investment options and alternatives
- *Creation and maintenance of model asset allocations
- *Managing the investment portfolios for the plan and/or individual participants

ERISA Non-Fiduciary Services:

- *Fiduciary Education and retirement plan governance

- *Assisting plan administrator/sponsor selecting and reviewing service providers
- *Investment education for plan fiduciaries
- *Employee investment education and communication

Retirement Plan Participant Communications and Education

For pension, retirement, profit sharing, and 401(k) clients in self-directed plans, North Shore will provide periodic communications and educational investment meetings to the plan's participants and to the plan's sponsor. Topics to be discussed will be determined in conjunction with the plan sponsor and in accordance with the guidelines established by ERISA under Section 404(c). The meetings are intended to provide education to the plan's participants and sponsor about the plan and the investment options available to the participants, but are not intended to and do not provide plan participants with individual investment advice or asset allocation investment recommendations.

Additional Fees Borne By the Retirement Plan and/or Participants

North Shore's fees for the RPA, are exclusive of plan sponsor/administrator fees, TPA fees, actuarial fees, record keeping fees, accounting and legal fees, brokerage commissions, mutual-fund management fees and expenses, transaction fees, trade-away fees, custodial fees and other related costs and expenses that shall be incurred by the plan and/or the plan participant. Such charges, fees, expenses and commissions are exclusive of and in addition to North Shore's advisory fee. Clients may also incur certain charges imposed by Record Keepers, TPA's, Custodians, broker-dealers, and other third parties, such as record keeping fees, fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and ETF's charge internal management fees and expenses, which are disclosed in a Mutual Fund's or an ETF's prospectus. All such charges, fees, expenses and commissions are exclusive of and in addition to the Adviser's fee.

With respect to any mutual funds, limited partnerships and other pooled investment products (such as, but not limited to, ETF's, Exchange Traded Notes and Closed-End Funds) held in the plan and/or participant's account, fees payable to North Shore are in addition to the expenses, management, distribution and advisory fees borne by such holdings, including, but not limited to, sales charges, management fees and expenses, and transaction fees. North Shore's fee could be avoided if the plan served as its own advisor and invested directly in such holdings. Where the RPA is invested in mutual funds and/or ETF's, clients should carefully consider whether they could avoid North Shore's fee by directly investing in mutual fund shares and/or ETF's, themselves, or through a Record Keeper, without assistance or advice from a North Shore Investment Adviser Representative.

RPA's are typically charged a flat percentage fee that is reflective of the fee descriptions above. However, North Shore reserves the right to negotiate fees on a client-by-client basis.

North Shore's fees for RPAs are billed, in arrears, on a quarterly basis and are based on market value of the advised assets in the plan. The management fee is calculated by applying the annualized fee rate(s) to the weighted average of the market value of the plans' account on the last trading day of the each calendar quarter. In any partial calendar quarter, the advisory fee will be prorated based on the number of days that the account was opened during the quarter. North Shore reserves the right to waive certain fees, at its discretion. In computing North Shore's advisory fees, account values are reduced by any loan balance in the plan or a participant's account or related account.

North Shore recommends the Record Keeping and/or TPA and services of Retirement Plan Consultants ("RPC") and Milliman. The client should carefully consider whether allowing North Shore to select a Record Keeper and/or TPA might cause the client to incur certain costs or disadvantages to the client, because the client may pay higher fees than might be charged by other Record Keepers and/or TPA's. Also, the client should carefully consider whether allowing a Record Keeper and/or TPA to select a Custodian might cause the client to incur certain costs or disadvantages to the client, because the client may pay higher fees than might be charged by other Custodians.

Retirement Plan Advisory Fee Submission

Fees for RPA are collected as designated by the client in the Retirement Agreement with North Shore. The client authorizes the Record Keeper, TPA or Custodian to deduct from the client's account upon the submission of a bill for the management fee for each calendar quarter. The client instructs Record Keeper, TPA, and/or the Custodian to have the Custodian send the client and the Adviser a quarterly statement showing all amounts paid from the account, including all management fees paid through the Record Keeper, TPA, and/or the Custodian to the Adviser. However, the client will continue to receive a Quarterly statement from their TPA, Record Keeper or Custodian. See Item 12 - Brokerage Practices and Item 15- Custody for additional information on third-party fees, such as brokerage, transaction, and other fees.

Financial Planning

Fees for financial planning services will be based on the level of service provided. Financial planning clients typically provide North Shore with pertinent financial information regarding their personal financial situation. The Adviser then uses some or all of the information provided by the client to create a financial plan. The Adviser may use third-party software to prepare its financial plans.

North Shore has two levels of financial planning service:

-Basic Plan

The first level of service is the Basic Plan. The Adviser charges an annual fee for a Basic Plan of \$750 per year. The Basic Plan service provides each client/family one Basic Financial Plan, per year. The Adviser reserves the right to negotiate client fees for the Basic Plan. The Basic Plan provides access to basic financial planning reports to aid individuals in making more informed financial decisions.

-Advanced Plan

In addition, North Shore offers an Advanced Plan. The fee for an Advanced Plan is typically negotiated between the client and the Adviser. The hourly fee for the Advanced Plan is \$200 per hour, but the Adviser reserves the right to negotiate client fees for the Advanced Plan. The Advanced Plan provides access to a large number of advanced financial planning reports to aid individuals in making more informed financial decisions.

Typically, the Adviser guides and assists clients in the collection and analysis of information about their financial and personal circumstances, attitudes, values, goals and objectives with respect to the enjoyment, management and transfer of wealth; and then describes and illustrates for the client's consideration various techniques and procedures to accomplish those objectives. With respect to both the Basic Plan and the Advanced Plan, the Adviser may offer planning services that analyze and/or evaluate retirement issues, personal finance, savings, stock options, insurance and risk management, employee benefits, investment planning and estate issues.

North Shore does require that each client enter into a written and signed Financial Planning Agreement with the Adviser. North Shore reserves the right to decline any new account, or to resign its role in financial planning to any client after the initiation of the financial planning relationship.

In performing its financial planning and other services, North Shore shall not be required to verify any information received from the client or from the client's other professionals, and it is expressly authorized to rely thereon. Moreover, each client is advised that it remains the client's responsibility to promptly notify the Adviser in writing if there is ever any change in financial situation or investment goals and/or objectives, so that North Shore may review/evaluate/revise previous recommendations or services

Fees for financial planning are collected in one of two ways, whichever is designated by the client in the Financial Planning Agreement with North Shore:

- Annual financial planning fees are billed to the client after services have been provided. The client will select the method of payment by designation in the Financial Planning Agreement with North Shore. Annual financial planning fees billed to the client are payable within 30 days of receipt of invoice.
- Hourly financial planning fees are billed to the client, monthly, after services have been provided. The client will select the method of payment by designation in the Financial Planning Agreement with North Shore. Hourly Financial Planning fees billed to the client are payable within 30 days of receipt of invoice.

Mark F. Saran is an Executive Vice President of the Adviser. Mark is also registered with Level Four Financial, LLC ("Level Four"), an unaffiliated securities broker-dealer of the Adviser, as a general securities representative. Mr. Saran may refer clients to Level Four and, likewise, may refer clients of Level Four to North Shore. Due to Mr. Saran's affiliation with Level Four, Mr. Saran may be more

likely to use Level Four (accounts carried by Raymond James) as Custodian and for execution of transactions for advisory client accounts. The client should carefully consider whether selecting to open a fee-based account with North Shore versus a commission-based account with Level Four might cause the client to incur certain costs or disadvantages to the client because the client may pay higher management expenses and fees, financial planning fees, custodial and/or other fees and/or commissions than may be charged by Level Four or Level Four's investment adviser.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Adviser does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

ITEM 7 – TYPES OF CLIENTS

North Shore provides investment management services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations or other business entities, custodians for individuals (including minors), partnerships, individual retirement accounts, and retirement plans for self-employed persons. North Shore also provides advice and education to defined-contribution retirement plans.

Except as described below, North Shore generally does not impose specific limitations on establishment and maintenance of client accounts.

For *Custom Portfolio Management*, the Adviser requires a minimum account size of \$1,000,000, but it reserves the right to waive minimum requirements under certain conditions. North Shore does require that each client enter into a written and signed Agreement with the Adviser. North Shore reserves the right to decline any new account, or to resign as adviser to any account after the initiation of the investment advisory relationship. Clients are required to appoint an outside Custodian or Custodians that provide online services and other support to the Adviser, and also to designate such a permitted broker-dealer. Currently, CPM clients are encouraged to appoint Charles Schwab, and/or Level Four Financial (accounts carried by Raymond James), as Custodian(s) and/or broker-dealer(s).

For *Asset Allocation Accounts*, the Adviser generally does not require a minimum account size, but reserves the right to impose minimum requirements under certain conditions. North Shore does require that each client enter into a written and signed Agreement with the Adviser. North Shore reserves the right to decline any new account, or to resign as adviser to any account after the initiation of the investment advisory relationship. Clients are required to appoint an outside Custodian or Custodians that provide online services and other support to the Adviser, and also to designate such a permitted broker/dealer. Currently, clients are encouraged to appoint Charles

Schwab, and/or Level Four Financial (accounts carried by Raymond James), as Custodian(s) and/or broker-dealer(s). Clients that utilize North Shore's Asset Allocation Accounts, but that do not meet the SEC's requirement for "accredited investors", will be required to sign a "Non-Accredited Investor Disclosure Form" prepared by North Shore. If investors have a question as to whether they qualify as an accredited investor, they can refer to the web-link below from the SEC's website.

<http://www.sec.gov/answers/accred.htm>

For *Institutional Asset Management*, the Adviser requires a minimum account size of \$5,000,000, but it reserves the right to waive minimum requirements under certain conditions. North Shore does require that each client enter into a written and signed Agreement with the Adviser. North Shore reserves the right to decline any new account, or to resign as adviser to any account after the initiation of the investment advisory relationship. Clients are required to appoint an outside Custodian or Custodians that provide online services and other support to the Adviser, and also to designate such a permitted broker-dealer. Currently, IAM clients are encouraged to appoint Charles Schwab, Level Four Financial (accounts carried by Raymond James), Fifth Third Bank, and/or Associated Bank as Custodian(s) and/or broker-dealer(s).

For *Retirement Plan Advisory*, the Adviser requires a minimum account size of \$5,000,000, but it reserves the right to waive minimum requirements under certain conditions. North Shore does require that each client enter into a written and signed Agreement with the Adviser. North Shore reserves the right to decline any new account, or to resign as adviser to any account after the initiation of the advisory relationship. Clients are required to appoint an outside Record Keeper and Custodian or Custodians that provide online services and other support to the Adviser, and also to designate such Custodians a permitted broker-dealer. Currently, RPA clients are encouraged to appoint Retirement Plan Consultants ("RPC") or Milliman as Record Keepers. RPC utilizes TD Ameritrade as a Custodian and/or broker-dealer(s). Milliman uses Broadridge as their Custodian and/or broker-dealer(s).

For *financial planning*, North Shore generally does not require a minimum net-worth size for financial planning, but it reserves the right to impose minimum requirements under certain conditions. North Shore does require that each client enter into a written and signed Financial Planning Agreement with the Adviser. North Shore reserves the right to decline any new account, or to resign its role in financial planning to any client after the initiation of the financial planning relationship.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investment Management

North Shore uses methods of analysis such as fundamental, technical, charting and cyclical. The information comes from a variety of sources including online services, financial publications, third-party research materials, corporate rating services, timing services, annual reports and prospectuses, and company press releases.

The Adviser's investment strategies employ methods such as long-term purchases (securities held at least one year), short-term purchases (securities held less than one year), trading (securities sold within 30 days), short sales (selling securities not owned using margin), margin transactions and options trading including covered options, uncovered options or spreading strategies.

The Adviser may offer advice on exchange-listed securities, securities traded over-the-counter, securities issued by foreign entities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, variable life insurance, variable annuities, mutual fund shares, United States government securities, option contracts on securities and commodities, futures contracts on tangibles and intangibles, interests in partnerships investing in real estate and oil and gas interests, real estate investment trusts, other pooled investment funds, exchange-traded funds and exchange-traded notes.

The Adviser from time to time may use limited partnerships or limited liability companies that invest in commodities, private placements, or other securities. These vehicles would only be used as part of an overall investment plan.

The supplemental list in Item 19 provides a general guide to investment risks by investment type. This listing is not exhaustive and should be considered only a guide. North Shore encourages all its clients to familiarize themselves with investment risks. More information about securities investing may be found on the SEC website at www.sec.gov/investor/pubs.shtml

Investing in securities involves risk of loss that clients should be prepared to bear.

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 your evaluation of the Adviser or the integrity of the Adviser's management. The Adviser has not been the subject of any material disciplinary event, action or proceeding.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

David H. Melsheimer, is also the owner of an affiliated business offering data aggregation and reporting services, North Shore Private Data Services ("NSPDS"), an Illinois limited liability company. The Adviser and its employees may recommend use of these services. Investment adviser representatives and other employees of North Shore may actively solicit clients and non-clients of North Shore to engage in business with NSPDS. Employees of the Adviser may receive specific compensation for these solicitations. Employees of the Adviser may also be employees of NSPDS, concurrently. Clients of NSPDS may also be actively solicited by investment adviser

representatives of North Shore to provide investment advisory or financial planning services. NSPDS does not act as an investment adviser or broker-dealer.

Mark F. Saran is an Executive Vice President of the Adviser. Mark is also registered with Level Four Financial, LLC ("Level Four"), an unaffiliated securities broker-dealer of the Adviser, as a general securities representative. Mr. Saran may refer clients to Level Four and, likewise, may refer clients of Level Four to North Shore. Due to Mr. Saran's affiliation with Level Four, Mr. Saran may be more likely to use Level Four (accounts carried by Raymond James) as Custodian and for execution of transactions for advisory client accounts. The client should carefully consider whether selecting to open a fee-based account with North Shore versus a commission-based account with Level Four might cause the client to incur certain costs or disadvantages to the client because the client may pay higher management expenses and fees, financial planning fees, custodial and/or other fees and/or commissions than may be charged by Level Four or Level Four's investment adviser.

ITEM 11 – CODE OF ETHICS

The Adviser has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and its fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of extraordinary or extravagant gifts, and personal securities trading procedures, among other things. All supervised persons of the Adviser must acknowledge the terms of the Code of Ethics.

The Adviser's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting David H. Melsheimer, Chief Compliance Officer. A summary of the Code is provided below.

Underlying Principles

- We must at all times place the interests of our clients first;
- We must make sure that all personal securities transactions are conducted in a manner consistent with the Code and in a manner so as to avoid conflicts of interest;
- Personnel should not take inappropriate advantage of their positions through receipt of investment opportunities, perquisites or gifts.

General Policies

- Personnel shall not engage in any activity that would negatively impact client holdings;
- Personnel are restricted in personal securities transactions as they relate to investments in securities held by clients (with the exception of exempted securities);
- Personnel must report, at least quarterly, any transactions or holdings that may represent a conflict of interest;
- Personnel are prohibited from serving on the board of directors of any for-profit organization without prior approval from the North Shore Compliance Officer;

- The receipt of extraordinary or extravagant gifts is prohibited;
- Personnel may not be concurrently employed with any investment, banking or financially-related entity without prior written consent from North Shore Compliance Officer.

Privacy

- During and after employment, personnel shall not divulge or appropriate confidential knowledge or information pertaining to the business of North Shore or its clients;
- With the exception of appropriate disclosure to Custodians, other third-party service providers, and government agencies, personnel may not disclose any customer information at any time during the term of employment.

ITEM 12 – BROKERAGE PRACTICES

The Adviser does not receive any direct commissions from the broker-dealers that execute transactions for client accounts. In its investment management process, North Shore transacts with a variety of different broker-dealers to execute transactions on behalf of its clients. Such broker-dealer firms charge commissions to client accounts for executing trades initiated by North Shore. These commissions are borne by the client and are in addition to and exclusive of North Shore's fees for investment management. The purchase of equities, fixed-income, exchange traded funds, exchange traded notes, closed end funds, equity options and other securities traded on public exchanges or between a broker-dealer and North Shore's clients are subject to commission charges. The client should consider whether allowing the Adviser to select the broker-dealer to be used might cause the client to incur certain costs or disadvantages to the client, because the client may pay either higher commissions and fees than might be charged by other broker-dealers, or receive less-favorable prices and executions of some transactions, or both.

In addition, certain broker-dealers that also act as qualified Custodians may charge specific fees for transacting in mutual fund shares. Currently, Charles Schwab charges from \$0-25 per transaction to purchase or sell mutual funds in client accounts. Level Four Financial (accounts carried by Raymond James) charges \$5.95-\$40 to purchase or sell mutual funds in client accounts.

Clients should carefully consider whether they could avoid the transaction fee by directly investing in mutual fund shares, themselves, without assistance from a North Shore Investment Adviser Representative. The mutual fund transaction fee charged by Charles Schwab and/or Level Four Financial (accounts carried by Raymond James) could be avoided if the client invested directly in such holdings. These fees are borne by the client and are in addition to and exclusive of North Shore's fees for investment management. In addition, mutual fund shares may only be executed on the platforms offered by the clients' Custodian. When North Shore transacts in mutual fund shares on behalf of its clients, North Shore is subject to the limitations imposed by the specific asset Custodian. In some cases, the lowest cost share class of certain mutual funds is not available for North Shore to purchase for its clients. In other instances, the lowest cost share class of certain mutual funds is not available to North Shore due to minimum purchase size restrictions and

requirements. Furthermore, some Custodians limit the ability of North Shore to select money market mutual funds on behalf of the Client. As well, certain Custodians prohibit North Shore clients from participating in higher-yielding money market sweep vehicles. The client should carefully consider whether allowing a particular Custodian to be used might cause the client to incur certain costs or disadvantages to the client, because the client may pay higher fees than might be charged by other Custodians.

As well, certain broker-dealers that also act as qualified Custodians may charge specific fees when North Shore “trades away” from that particular Custodian that holds the client’s assets. Currently, Charles Schwab charges \$10 per transaction per account to process and settle trades not executed directly with Charles Schwab. Level Four Financial (accounts carried by Raymond James) currently charges \$25 per transaction to process and settle trades not executed directly with Harbor. Merrill Lynch does not currently charge client accounts to trade away in client accounts. Instead, Merrill Lynch charges an annualized custodial fee to North Shore’s clients of .05% (5 basis points) to each clients’ account, based on the value of total assets in each client account. This custodial fee is collected monthly by Merrill Lynch. Fifth Third Bank does not currently charge client accounts to trade away in client accounts. Instead, Fifth Third Bank charges an annualized custodial fee to North Shore’s clients of .035% (3.5 basis points) to each clients’ account, based on the value of total assets in each client account. This custodial fee is collected monthly by Fifth Third. Associated Bank does not currently charge client accounts to trade away in client accounts. Instead, Associated Bank charges an annualized custodial fee to North Shore’s clients of .08% (8 basis points) to each clients’ account, based on the value of total assets in each client account. This custodial fee is collected monthly by Associated Bank. These trade away fees and custodial fees are borne by the client and are in addition to and exclusive of North Shore’s fees for investment management. The client should carefully consider whether allowing a particular Custodian to be used might cause the client to incur certain costs or disadvantages to the client, because the client may pay higher fees than might be charged by other Custodians.

Generally, North Shore buys and sells securities for its clients’ accounts on a fully discretionary basis, including through its choice of broker-dealers and the commission rates for such securities’ transactions. When selecting a broker-dealer, North Shore uses its best judgment to secure the most favorable terms available, considering all relevant factors. These factors may include, but are not limited to:

- Breadth of market for the particular security
- Price of the security
- Size of the transaction
- Activity existing and expected in the market for a particular security
- Execution/clearing/settlement capabilities of the broker or dealer
- Reasonableness of commission of the broker or dealer

The Adviser determines (unless specifically directed otherwise by the client in the Agreement) which broker-dealer will be used. The client should consider whether allowing the Adviser to select

the broker-dealer to be used might cause the client to incur certain costs or disadvantages to the client, because the client may pay either higher fees than might be charged by other broker-dealers, or receive less-favorable prices and executions of some transactions, or both.

Broker-Dealer Selection

The Adviser uses its knowledge of negotiated commission rates currently available, as well as the nature of the security being purchased or sold, the size of the transaction, the activity existing and expected in the market for a particular security, confidentiality, and the execution/clearing/settlement capabilities of the broker-dealer selected, to assess brokerage commissions charged by transacting broker-dealers.

Recognizing the value of these factors, the Adviser may cause a client to pay a brokerage commission in excess of that which another broker-dealer might have charged for effecting the same transaction. Where more than one broker-dealer is believed to be capable of providing a combination of best price and execution with respect to a particular portfolio transaction, the Adviser may select the broker-dealer that provides a higher level of online services and other support to the Adviser. The online services and other support provided by the broker-dealers may be used by the Adviser in servicing any or all of the clients of the Adviser to different degrees and levels.

North Shore currently uses a number of different broker-dealers to execute transactions on behalf of its clients including, but not limited to: Piper Sandler, Raymond James, Stifel Nicholas, First Tennessee, RBC, Inspecex, Arbor Trading, Stephens & Company, Zion's Bank, J.P. Morgan, Vining Sparks, Multi-Bank Securities, Merrill Lynch, Charles Schwab (also acts as a Custodian), Level Four Financial (also acts as a Custodian - accounts carried by Raymond James and/or TD Ameritrade (also acts as a Custodian).

By agreement and direction from the client, transactions may be placed through a designated broker-dealer that the client selects (which also may have been appointed as the client's Custodian) and that provides online services, research and/or other support to North Shore. North Shore, in turn, may receive substantial benefit from these brokers or dealers in that the online and other support provided by such broker-dealers relieves the Adviser of having to maintain certain computer software and other back-office and record keeping systems. By directing transactions to certain broker-dealers, the client should consider whether such a designation may result in certain costs or disadvantages to the client, because the client may either pay higher commissions or transaction fees than may be charged by other broker-dealers, or receive less favorable prices and executions on some transactions, or both.

When a client has designated relationships with more than one broker-dealer, subject only to a client's direction to use a particular broker-dealer for the execution of transactions or certain transactions for that client's account, the Adviser's overriding objective in selecting broker-dealers to effect client transactions is to achieve the best combination of price and execution. The best price, taking into account brokerage commissions, if any, is an important factor in this decision; however, a number of other judgmental factors also may enter into the decision. These factors include the Adviser's knowledge of negotiated commission rates currently available and other

transaction costs; the nature of the security being purchased or sold; the size of the transaction; the desired timing of the transaction; the activity existing and expected in the market for the particular security; confidentiality; the execution, clearing and settlement capabilities of the broker-dealer selected; the Adviser's knowledge of the financial condition of the broker-dealer selected; and the Adviser's knowledge of actual or apparent operational problems of any broker-dealer.

Research and Soft-Dollar Benefits

The Adviser receives some research and soft-dollar benefits from the broker-dealers that execute transactions on behalf of the Adviser's clients. The Adviser also receives online services, research, and/or other support from the Custodians, who may also act as transacting broker-dealers for the Adviser's clients. This research and other services or support may include, but is not limited to, any of the following:

- Analytical reports on specific companies or industries
- Current and historical statistical information on companies, industries or economic conditions
- Information on federal or state legislative developments
- Information on accounting practices
- Meetings, either in person or electronically, with corporate management, industry experts, economists and other experts
- Meetings, either in person or electronically, with research analysts having expertise in specific companies or industries
- General investment information useful in identifying opportunities and developing investment strategies
- Statistical information useful in evaluating comparative investment performance
- Technical measurement services
- Direct Adviser expenses paid by transacting broker-dealer and/or Custodian

The research and other services and support may be paid for indirectly through commissions generated by client trades. This is a long-standing industry practice. The Securities Exchange Act of 1934 established criteria for 'qualified' brokerage and research services.

North Shore has no formal "soft dollar" arrangements with transacting broker-dealers or Custodians that direct a specific amount of trading revenue to pay for specific services provided by transacting brokers or others. North Shore in the past has received a specific amount of "client benefit expense" from Charles Schwab, one of the broker-dealers used by North Shore. This client benefit expense was not targeted at a specific level of brokerage transactions; rather, it was provided as payment of certain direct Adviser expenses incurred during and after the transition to and implementation of Schwab's custodial services platform. The expenses are paid directly to the provider of services, not to the Adviser. No cash or other payments are/were made directly to the Adviser by Charles Schwab or any other broker-dealer.

Also, as noted previously, Mr. Saran is a general securities representative of Level Four. Typically, Level Four charges its registered persons who are associated with an unaffiliated investment adviser, such as North Shore, an oversight fee, but is not doing so with respect to Mr. Saran.

Aggregating Transactions

When appropriate, the purchase or sale of securities is done in aggregate (block trade) for various client accounts. This is done when the Adviser determines that a certain security should be bought or sold for multiple accounts. These transactions are then allocated to the appropriate account(s) and given an average price across all accounts. In certain circumstances, a trade order might take more than one trading day to fill. In that case, allocations are done on a pro-rata basis, as executed. Due to the fact that North Shore utilizes multiple custodians as well as other operational factors, North Shore mainly executes its aggregated equity trades with Piper Sandler, especially in Custom Portfolio Management. The client should consider whether allowing the Adviser to select a broker-dealer to be used that is not the client's Custodian might cause the client to incur certain costs (such as trade-away fees) or disadvantages to the client, because the client may pay either higher commissions and/or fees than might be charged by their own Custodian and/or other broker-dealers, or receive less-favorable prices and executions of some transactions, or both.

Large share or dollar-amount transactions have the potential for greater market impact and may require enhanced trading expertise. This may involve a trade-off between higher commission and settlement charges and a higher market impact.

The market for fixed-income securities, such as bonds, is inherently less liquid than that for equities. "Odd lot" (smaller) bond positions may be extremely difficult to buy or sell quickly and/or at levels close to larger lot prices. Bond trading may not be done in aggregate, as these trades are dependent on a variety of factors, including (but not limited to): characteristics of the client bond portfolio, annuity structure, limitations or operational impediments associated with the client's custodian, client specific restrictions, and/or client liquidity and size of purchase, as mentioned above. As well, because of the nature of fixed-income markets, only limited amounts of certain securities may be available for purchase from the broker-dealers that deal in fixed-income securities and/or those who trade with North Shore. Also, in this case, aggregation is not always possible. By not aggregating bond purchases, the client may incur higher commission and settlement charges, and/or receive less favorable execution prices. The client should consider whether allowing the Adviser to select a broker-dealer to be used that is not the client's Custodian might cause the client to incur certain costs (such as trade-away fees) or disadvantages to the client, because the client may pay either higher commissions and/or fees than might be charged by their own Custodian and/or other broker-dealers, or receive less-favorable prices and executions of some transactions, or both.

North Shore has limited flexibility to select broker-dealers to execute options transactions for its clients. Some Custodians require that options purchases be done with their own broker-dealer. The client (and the Adviser) is subject to the rules, capabilities, and policies and procedures of either/both the executing broker-dealer and the Custodian. In general, stock option transactions can be difficult to aggregate and certain Custodians and/or broker-dealers do not allow option transactions to be aggregated and later allocated to various client accounts. In addition, some

broker-dealers do not allow option orders to be delivered to another outside broker-dealer and/or Custodian. This may cause the client to incur higher commission and settlement charges, and/or less favorable execution prices. These restrictions may preclude the Adviser from obtaining the most favorable price on options transactions for all its clients due to execution timing, execution system differences, and other firm-specific rules put in place by executing broker-dealers and/or Custodians.

When a client opens a new account or an existing client invests new money with North Shore, it may not be possible to aggregate trades. Also, when a client closes an account and requests liquidation of positions or withdraws funds that require sale of securities, it may not be possible to aggregate trades. In these cases, some or all purchases may be transacted, individually. This may cause the client to incur higher commission and settlement charges, and/or less favorable execution prices.

Mark F. Saran is an Executive Vice President of the Adviser. Mark is also registered with Level Four Financial, LLC ("Level Four"), an unaffiliated securities broker-dealer of the Adviser, as a general securities representative. Mr. Saran may refer clients to Level Four and, likewise, may refer clients of Level Four to North Shore. Due to Mr. Saran's affiliation with Level Four, Mr. Saran may be more likely to use Level Four (accounts carried by Raymond James) as Custodian and for execution of transactions for advisory client accounts. The client should carefully consider whether selecting to open a fee-based account with North Shore versus a commission-based account with Level Four might cause the client to incur certain costs or disadvantages to the client because the client may pay higher management expenses and fees, financial planning fees, custodial and/or other fees and/or commissions than may be charged by Level Four or Level Four's investment adviser.

ITEM 13 – REVIEW OF ACCOUNTS

The accounts of each client will be reviewed on no less than a quarterly basis. More frequent reviews will be conducted on all new accounts, or if there is a material change in the amount of assets to be managed, or a significant change in client risk tolerance or objectives. Accounts will be reviewed for appropriateness, taking into account client circumstances, risk tolerance, goals, objectives, and accuracy of execution of transactions. The client is responsible for submitting any information regarding any and/or all changes to his, her or its financial situation to the Adviser, in writing. Responsibility for account review will reside with the Investment Adviser Representative responsible for the management of said account(s) who is supervised by their appointed supervisor or the Adviser's Chief Investment Officer.

All accounts have their assets in the custody of institutions that provide regular (at least quarterly) reports on all transactions and portfolio valuations. North Shore regularly reports to the clients

ITEM 14 – *CLIENT* REFERRALS AND OTHER COMPENSATION

orally and in writing about the investment activity in their accounts, and it provides quarterly or more frequent valuations of portfolios to clients through Custodians such as Merrill Lynch, Charles Schwab, Level Four Financial (accounts carried by Raymond James), Fifth Third Bank, and/or Associated Bank. These valuations list each portfolio security and include current market value.

North Shore may compensate persons or firms for client referrals, in compliance with the Investment Advisors Act of 1940, as amended and any applicable state securities laws. The fees paid to referral sources do not affect the fees clients pay to North Shore. In each instance, a written agreement will exist between the Adviser and the referral source. At the time of the referral, prospective advisory clients will receive a copy of this document (Part 2A of Form ADV) and a Solicitor's Disclosure Document.

ITEM 15 – CUSTODY

The Client will be responsible for the establishment and maintenance of proper arrangements regarding the custody of the securities and other assets in the client's account and the delivery and receipt of such securities and other assets with a qualified Custodian. The Custodian may charge additional fees for its services, which are in addition to the fees paid to the Adviser for investment management and advisory, or financial planning services. The Adviser does not offset its fees against fees incurred for custodial services or securities transactions executed through a Custodian or other broker-dealer.

North Shore does not take physical custody of your funds or securities. However, the Firm deducts advisory fees directly from client accounts as described in Item 5 – Fees and Compensation, above.

North Shore may suggest Custodians to the client. Currently Charles Schwab, Level Four Financial (accounts carried by Raymond James), Fifth Third Bank, and/or Associated Bank are suggested to clients of the Adviser. All these Custodians impose additional fees and service charges for providing custodial and/or other services. All charges and fees are borne by the client. Custodians may also act as broker-dealers on behalf of clients of North Shore. Currently, Fifth Third Bank charges an annualized custodial fee to North Shore's clients of .035% (3.5 basis points) to each clients' account, based on the value of total assets in each client account. This custodial fee is collected monthly by Fifth Third. Associated Bank charges an annualized custodial fee to North Shore's clients of .08% (8 basis points) to each clients' account, based on the value of total assets in each client account. This custodial fee is collected monthly by Associated Bank. The client should consider whether allowing the Adviser to select a particular Custodian might cause the client to incur certain costs or

disadvantages to the client because the client may pay higher custodial and/or other fees and/or commissions than may be charged by other Custodians or broker-dealers.

When North Shore transacts in mutual fund shares on behalf of its clients, North Shore is subject to the limitations imposed by the specific asset Custodian. In some cases, the lowest cost share class of certain mutual funds is not available for North Shore to purchase for its clients. In other instances, the lowest cost share class of certain mutual funds is not available to North Shore due to minimum purchase size restrictions and requirements. Furthermore, some Custodians limit the ability of North Shore to select money market mutual funds on behalf of the Client. As well, certain Custodians prohibit North Shore clients from participating in higher-yielding money market sweep vehicles. The client should carefully consider whether allowing a particular Custodian to be used might cause the client to incur certain costs or disadvantages to the client, because the client may pay higher fees than might be charged by other Custodians.

For RPA accounts, clients are required to appoint an outside Record Keeper and a Custodian or Custodians that provide online services and other support to the Adviser, and also to designate such Custodians a permitted broker-dealer. North Shore may also recommend a TPA that provides online services and other support to the Adviser. Currently, RPA clients are encouraged to appoint Retirement Plan Consultants ("RPC") or Milliman as Record Keepers and/or TPA. RPC utilizes TD Ameritrade as a Custodian and/or broker-dealer(s). Milliman uses Broadridge as their Custodian and/or broker-dealer(s).

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified Custodian that holds and maintains clients' investment assets. The Adviser urges you to carefully review such statements and to compare such official custodial records to information that we may provide to you. Our information may vary from the custodial statements based on accounting procedures, reporting dates, valuation methodologies or tax reporting methods of certain securities.

Mark F. Saran is an Executive Vice President of the Adviser. Mark is also registered with Level Four Financial, LLC ("Level Four"), an unaffiliated securities broker-dealer of the Adviser, as a general securities representative. Mr. Saran may refer clients to Level Four and, likewise, may refer clients of Level Four to North Shore. Due to Mr. Saran's affiliation with Level Four, Mr. Saran may be more likely to use Level Four (accounts carried by Raymond James) as Custodian and for execution of transactions for advisory client accounts. The client should carefully consider whether selecting to open a fee-based account with North Shore versus a commission-based account with Level Four might cause the client to incur certain costs or disadvantages to the client because the client may pay higher management expenses and fees, financial planning fees, custodial and/or other fees and/or commissions than may be charged by Level Four or Level Four's investment adviser.

North Shore accepts full discretionary authority to manage securities on behalf of clients, pursuant to a signed investment management agreement. North Shore's authority to perform actions may be subject to conditions imposed by a statute, a fund offering document, or client investment guidelines.

When selecting securities and determining amounts, the Adviser observes the particular circumstances, risk tolerance, limitations and restrictions of the clients for which it advises. As discussed in Item 20 - Supplemental Information under the Discretionary Authority section, any specific investment guidelines and restrictions must be provided to Adviser in writing and, as discussed in Item 13 - Review of Accounts, the client is responsible for submitting any information regarding any and/or all changes to his, her or its financial situation to the Adviser, in writing.

Where a client does not choose to grant investment discretion to North Shore, the Adviser makes investment recommendations to the clients as to which securities are to be purchased or sold, and the amounts to be purchased or sold. Upon approving the recommended transactions, the client may request that the Adviser direct the execution of purchase or sale orders to implement the recommended transactions for the client's account. The Adviser may then have authority to determine the broker-dealers (or those designated by the client) through which the transactions will be executed, and the commission rates or transaction fees, if any, paid to effect the transactions. As described above with respect to the discretionary accounts, the client may direct that certain transactions be effected with specific broker-dealers.

For RPA accounts, the plan participants may self-direct all investments. In that case, North Shore provides advice and education to the plan and its participants. North Shore may assist the Plan sponsor to select an Record Keeper, TPA, and/or investment platform from which plan participants shall make their respective investment choices, and may also provide corresponding education to assist the participants with their decision making process.

ITEM 17 - VOTING *CLIENT* SECURITIES

The Adviser will not vote, or give any advice about how to vote, proxies for securities held in the account. If the account is for a pension or other employee benefit plan governed by ERISA, the client shall direct the Adviser not to vote proxies for securities held in the account(s) because the right to vote such proxies has been expressly reserved to a third party of the client's choosing. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive proxy voting materials directly from their Custodian, where appropriate.

ITEM 18 – FINANCIAL INFORMATION

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Adviser's financial condition. The Adviser has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and it has not been the subject of a bankruptcy proceeding. Under current regulations, we are not required to provide detailed financial statement information. Additionally, North Shore does not have discretionary authority or custody of client funds or securities, nor does it require prepayment of fees of more than \$1,200 per client, six months or more in advance.

ITEM 19 – SUPPLEMENTAL INFORMATION

Trade Error Policy

North Shore shall reimburse accounts for losses resulting from the Adviser's trade errors, but it shall not credit accounts for errors resulting in market gains. The gains and losses are reconciled within North Shore's accounts at the appropriate custodial firm.

Client Obligations

In performing its investment advisory and other services, North Shore shall not be required to verify any information received from the client or from the client's other professionals, and it is expressly authorized to rely thereon. Moreover, each client is advised that it remains the client's responsibility to promptly notify the Adviser in writing if there is ever any change in financial situation or investment goals and/or objectives, so that North Shore may review/evaluate/revise previous recommendations or services

Privacy / Client Data

Client confidentiality is very important to North Shore. Some confidential client data is supplied to third-party vendors who assist the Adviser with investment management software, portfolio analysis, data aggregation, portfolio management systems, financial planning software, performance measurement and other services. This information is required to be kept confidential by all North Shore's third-party vendors. The Adviser enters into specific agreements with various third-party service providers. As such, client information is protected differently by each service vendor. Copies of the third-party service providers' updated confidentiality and privacy policies as well as North Shore's privacy policy is available upon written request from North Shore's Chief Compliance Officer.

Website/Social Media

The Adviser does maintain a website that contains information about our employees and our Firm. The web address is: www.nsprivateam.com. Our Form ADV Brochures and Customer Relationship Summary can also be accessed from our website. The Firm also has a LinkedIn page that contains basic information about our Firm. The address is: www.linkedin.com/company/north-shore-private-asset-management.

Discretionary Authority

The Adviser usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity, type and amount of securities to be bought or sold. In this case, the client would engage the Adviser by signing and executing North Shore's Agreement. Under the terms of the Agreement, the client authorizes North Shore during the term of the Agreement to provide services on a discretionary basis. North Shore would then supervise and direct the investment of and for the account without prior consultation with Client, subject, however, to such limitations and restrictions as client may have imposed, or may hereafter impose, by notice in writing to North Shore. This discretionary authority makes North Shore agent with full power and authority on behalf of the account (a) to buy, sell (including short sales), exchange, convert and otherwise trade in any and all stocks, bonds, options, mutual funds and other securities and financial instruments as North Shore may select; and (b) to establish and deal through accounts with one or more securities broker-dealers as North Shore may select from those designated by client pursuant to the Agreement. This discretionary authority shall remain in full force and effect until North Shore receives written notice from the Client of its termination or until the Adviser receives actual notice of client's death or adjudged incompetency. In all cases, however, such discretion is to be exercised in a manner consistent with the client's circumstances, risk tolerance, goals, and objectives.

Where a client chooses to grant investment discretion to North Shore, the Adviser will have the authority to supervise and direct the investments of and for the client's account, without prior consultation with the client. Pursuant to this discretionary authority, the Adviser will normally determine which securities are bought and sold for the account, the total amount of purchases and sales, the broker-dealers (or those designated by the client) through which all transactions will be effected, and the commission rates or transaction fees, if any, paid to effect the transactions. The Adviser's authority may be subject to conditions imposed in writing by the client (e.g., where the client restricts or prohibits purchases of certain types of securities, or directs that certain transactions be effected through specific broker-dealers).

Principal Executive Officer

David H. Melsheimer, CFA®, serves as President, Chief Investment Officer and Compliance Officer of North Shore Private Asset Management. Mr. Melsheimer, 56, is a Chartered Financial Analyst ("CFA®") and a member of the CFA® Institute and the CFA® Society of Chicago. Prior to joining the Adviser, he was employed as the President and Chief Investment Officer of North Star Investment Advisors, LLC from August 2001 to December 2003. Prior to that he was employed as Portfolio Manager for the Northern Trust Company from August 1994 to August 2001, in each case managing individual portfolios for high-net-worth clients and institutional clients. Mr. Melsheimer also worked as a Portfolio Manager for First Chicago Bank and in various other capacities from May 1991 to August 1994. Mr. Melsheimer received a Bachelor of Arts degree in Economics from the University of Hawaii.

Related Businesses

Mr. Melsheimer has related businesses, which are described in Item 10. Clients of the Adviser may be solicited by these businesses. Please see Item 10 - Other Financial Industry Activities and Affiliations in this brochure and Item 4 - Other Business Activities in the Brochure Supplement for Mr. Melsheimer, for additional information regarding Mr. Melsheimer's ownership and/or participation in other businesses and/or businesses related to North Shore.

Performance-Based Fees

As described in Item 6 - Performance-Based Fees and Side-by-Side Management, North Shore does not charge performance-based fees.

Relationships with Issuers of Securities

Certain investment advisers are required to describe any relationship or arrangement between North Shore employees and any issuer of securities. No North Shore officer or employee has any direct relationship or arrangement with any issuer of securities. However, some officers or employees of North Shore or their family members may have personal financial/brokerage accounts with issuers of securities such as Merrill Lynch and other well-known firms. Also, North Shore makes the services of Merrill Lynch, Charles Schwab, Raymond James, Level Four Financial, TD Ameritrade, Fifth Third Bank, Associated Bank, Inspirex, Arbor Trading, Zion's Bank, Stifel Nicholas, First Tennessee and RBC available to its clients as Custodians and/or broker-dealers. North Shore has specific agreements with these firms regarding custodial and/or brokerage services. North Shore also transacts in securities, on behalf of its clients through some or all of the firms listed above. All of these firms may be issuers of various securities. The Adviser has no other relationship with the above listed firms outside of what is mentioned above and in other sections of this Brochure. See Item 12 - Brokerage Practices and Item 15 - Custody for more information regarding North Shore's relationships with these firms.

Fee Calculations Regarding Margin Debits and Other Related Obligations

CPM, AAA and/or IAM Clients

North Shore does not reduce or offset the value of client assets due to any type of margin debit or loan balance when calculating its management fees (except RMA clients – see below). Some North Shore clients may have certain margin debits against some or all of their accounts held through our qualified custodians: Charles Schwab, Level Four Financial (accounts carried by Raymond James) or TD Ameritrade. Some margin debits are held in the same account as the assets under management. Additionally, certain clients may have "Aggregate Margin" accounts at Charles Schwab where a certain margin debit(s) is/are maintained in account(s) separate from the invested assets. As well, other clients may have "Loan Management Accounts" (LMA) through Merrill Lynch, where the portfolio assets are held as collateral for loan obligations of the client. In addition, certain clients may have a "Securities Based Line of Credit" through Raymond James Financial. Additionally, certain clients may have margin accounts or margin debits against their assets at TD Ameritrade. As well, some clients may use their securities portfolio as collateral for borrowings with other institutions not otherwise used by North Shore as qualified custodians. For fee

calculation purposes, the market value of assets under management shall not be reduced due to any margin debit or balance, Aggregate Margin debit or balance, Loan Management Account debit/balance, Securities Based Line of Credit debit/balance or any other type of debit (whether held inside or outside the client account) related to any account managed by North Shore. North Shore's fees will not be reduced regardless of whether the margin debit, other loan or obligation is of a shorter-term or longer-term nature. Also, see Item 5 – Fees and Compensation.

RMA Clients

In RMA, certain plan sponsors allow for plan participants to borrow against their retirement assets. In this case, North Shore's fees for RMA accounts are charged on the total assets in the plan less the participant borrowings.

Client Access Portals

Client Access Portals provide clients of North Shore access to a secure web portal to easily communicate in real time. North Shore utilizes client access portals, provided through Advyzon, to communicate certain information with our clients. Information is shared between North Shore and the client using an online private site created specifically for the client. Where the client has indicated in their Investment Management Advisory and Services Agreement with North Shore, monthly client fee statements are uploaded into the client access portal. Also, in the Investment Management and Advisory Services Agreement where a client elects to receive their monthly management fee statement electronically, the client indicates and acknowledges their responsibility for logging into their client access portal to review monthly statement of management fees. Clients who utilize North Shore's client access portals to receive monthly fee statements or other information will continue to receive a monthly paper or electronic statement from their asset Custodian. As this brochure is updated, a current copy is delivered into each client access portal.

IRA, 401(K) and other Retirement Roll-overs

A client that participates or has participated in a company retirement plan may terminate their employment. In this case, the former employee has multiple choices:

1. Leave the funds in his former employer's plan, if permissible.
2. Roll over the assets to their new employer's plan, if one is available and rollovers are permitted.
3. Rollover to an IRA.
4. Redeem the investments and take either part or the entire fund as a cash distribution.

Inherent Conflict of Interest: North Shore may recommend an investor roll over plan assets to an Individual Retirement Account (IRA) managed by the Firm. As a result North Shore would earn a management fee on said account assets. A recommendation that a client or prospective client leave funds in a former employer's plan or roll-over the assets to a plan sponsored by a new employer will result in no compensation for North Shore. In turn, the Firm has an incentive to encourage an investor to roll plan assets into an IRA managed by North Shore. No client or potential client is under any obligation to roll-over retirement plan assets to an IRA managed by North Shore.

Business Continuity Plan

North Shore has developed a business continuity plan designed to ensure that the Adviser is prepared to provide service to clients in the event of a significant business disruption. The plan addresses various business disruptions and is reasonably designed to enable North Shore to resume doing business during multiple potential situations. However, in the event a business disruption results in catastrophic regional or national consequences or severe loss of life, business recovery times may be significantly increased. It is impossible to anticipate every scenario. Therefore, it may be possible that a significant business disruption could impair North Shore's ability to continue its operations. In this case, alternate planning is necessary to ensure client access to cash and securities.

ITEM 19 – SUPPLEMENTAL INFORMATION (CONTINUED)



North Shore Private Asset Management

Privacy Statement & Customer Identification Program

222 East Wisconsin Avenue, Suite 102
Lake Forest, IL 60045
888.375.4918

Privacy Statement

Your privacy is our priority.

We are committed to protecting our customers' personal and financial information. In the course of providing you with financial products and services, we need to collect and maintain certain nonpublic personal information about you. This Privacy Statement answers some questions about what nonpublic personal information we collect, what we do with it, and how we protect it.

What types of nonpublic personal information about me do you collect?

When you open and maintain an account with us, we collect the following types of information:

- Information provided by you on applications or other forms, such as your name, mailing address, Social Security number, and date of birth, employment information, investment needs, and risk tolerance.
- Information about your transactions with us, such as your account balance and trading activity.

What types of nonpublic personal information about me do you disclose?

We may disclose nonpublic personal information about you that we collect, primarily to make available to you services that we provide. We do not disclose nonpublic personal information about former customers, except as permitted by law or required by securities regulations.

To what types of entities (other than those companies used to process or service transactions) do you disclose my nonpublic personal information?

We may disclose certain information about you to our affiliated companies and to other financial services providers with which we have joint marketing agreements or that offer financial products and services with us or on our behalf. By sharing information about you and your accounts, transactions, and other customer relationships with our affiliated companies and other financial services providers, we can provide you with a broader range of services, improve your experience with us, and better serve your financial needs.

We require that all entities, with which we share your nonpublic personal information, including companies that process or service transactions for us, agree to keep your information confidential. We also prohibit them from using or disclosing your information except for the limited purposes and to the persons for whom disclosure was intended, or as otherwise permitted by law.

We do not sell your personal information to third-party marketers or any other entity for any purpose.

To what other types of entities might you disclose my nonpublic personal information?

We also may disclose information about you to companies that service, maintain or process for us your transactions and accounts. For example, we provide information to companies that prepare and mail account statements and transaction confirmations, and provide portfolio management software for our firm.

In addition, we disclose nonpublic personal information to nonaffiliated third parties as permitted or required by law. These parties include government/regulatory organizations such as the Federal Bureau of Investigation (FBI), Internal Revenue Service (IRS), and the Securities and Exchange Commission (SEC), and to parties under court order or subpoena that request this information. Disclosures for which you have provided your consent or you have directed us to make are also permitted.

What are my rights to opt out of disclosure and how can I exercise them?

The law allows you to "opt out" of our sharing nonpublic personal information about you in certain circumstances with affiliated and/or nonaffiliated companies; that is, you may direct us to not make such disclosures. Some confidential client data is supplied to third-party vendors who assist the Adviser with investment management software, portfolio analysis, data aggregation, portfolio management systems, financial planning software, performance measurement and other services. This information is required to be kept confidential by all North Shore's third-party vendors. The Adviser enters into specific agreements with various third-party service providers. As such, client information is protected differently by each service vendor. Updated copies of the third-party

service providers' confidentiality and privacy policies as well as North Shore's privacy policy is available upon written request from North Shore's Chief Compliance Officer.

How do you protect the confidentiality and security of my nonpublic personal information?

We maintain physical and electronic safeguards to guard your nonpublic personal information. Our employees (for example, customer service and compliance personnel) and third party service providers have access to your nonpublic personal information only on a "need to know" basis.

How can I access and update the nonpublic personal information that North Shore collects about me?

We take measures to ensure that your nonpublic personal information is accurate and up-to-date. You can also update certain nonpublic personal information that we collect about you by contacting North Shore at 888-375-4918.

Customer Identification Program Notice

To help government fight the funding of terrorism and money laundering activities, federal law requires certain financial institutions to obtain, verify and record information that identifies each person who opens an account with our custodial firms who are members of FINRA (Financial Industry Regulatory Authority). This notice provides disclosure regarding the information that is to be collected by our asset custodians.

To open an account, our custodians are required to collect the following information:

-Name

-Date of Birth

-Address

-Identification Number

*US Citizen: Taxpayer Identification Number

*Non-US Citizen: Taxpayer Identification Number; Passport Number and country of issuance; Alien Identification Card Number; or Government-Issued Identification showing nationality, residence and a photograph of you.

You may also need to show your driver's license or other identifying documents.

A corporation, partnership, trust or other legal entity may need to provide other information, such as its principal place of business, local office, employer identification number, certified articles of incorporation, government-issued business license, a partnership/LLC operating agreement or a trust agreement.

These rules may also require you to provide additional information, such as your net worth, annual income, occupation, employment information, investment experience and objectives and risk tolerance.

If your identity cannot be verified, our custodians may not be able to open an account or carry out investment management custody or clearing services for you. If you have already opened an account with one of our custodians, they may have to close it.

Investment Risks

The list below represents the typical risks involved with the various types of investments. It is not exhaustive and should be considered only a guide. North Shore encourages all its clients to familiarize themselves with investment risks. More information on securities investing may be found on the SEC website: www.sec.gov/investor/pubs.shtml

Investment Type	Risk
<i>Short-Term Bonds / Exchange-Traded Bond Funds (ETFs) / Short-Intermediate Term Bond Mutual Funds / Certificates of Deposit / Demand Notes / Short-Term Notes / Commercial Paper</i>	<ul style="list-style-type: none"> • Chance that bond prices will decrease because of rising interest rates (Interest rate risk) • Chance that income will decline due to falling interest rates (Income risk) • Chance that bond issuer will fail to pay interest and/or principal in a timely manner (Credit/Default risk) • Chance that during periods of falling interest rates, issuer of callable bonds may repay before maturity date (Call risk) • Chance that the purchasing power of savings will decrease due to rising prices (Inflation risk) • Chance that bonds are not able to be sold in a timely fashion (Liquidity risk)
<i>Long-Term Bonds / Exchange-Traded Bond Funds (ETFs) / Intermediate-Long Term Bond Mutual Funds / Convertible Bonds / Preferred Stocks</i>	<ul style="list-style-type: none"> • Chance that bond prices will decrease because of rising interest rates (Interest rate risk) • Chance that income will decline due to falling interest rates (Income risk) • Chance that during periods of falling interest rates, issuer of callable bonds may repay before maturity date (Call risk) • Chance that issuer will fail to pay interest and/or principal in a timely manner (Credit/Default risk) • Chance that the value of your investments will fluctuate <u>significantly</u> (Volatility risk) • Chance that the purchasing power of savings will decrease due to rising prices (Inflation risk) • Chance that bonds are not able to be sold or purchased in a timely fashion (Liquidity risk)

Investment Type	Risk
<i>Money Market Funds</i>	<ul style="list-style-type: none"> • Chance that your investments' value will decrease after purchase (Market risk) • Chance that income will decline due to falling interest rates (Income risk) • Chance that the purchasing power of savings will decrease due to rising prices (Inflation risk) • Chance that bond issuer will fail to pay interest and/or principal in a timely manner (Credit/Default risk)
<i>Common Stock / Exchange-Traded Stock Funds (ETFs)/ Equity Mutual Funds</i>	<ul style="list-style-type: none"> • Chance that your investments' value will decrease <u>substantially</u> after purchase (Market risk) • Chance that the value of your investments will fluctuate <u>significantly</u> (Volatility risk) • Chance that the purchasing power of savings will decrease due to rising prices (Inflation risk) • Chance that dividend payments will decline and reduce investment income (Income risk) • Chance that stocks / Exchange-Traded Funds / Equity Mutual Funds are not able to be sold or purchased in a timely fashion (Liquidity risk)
<i>Margin Transactions</i>	<ul style="list-style-type: none"> • Client can lose more funds than were deposited in the margin account. A decline in the value of securities that are purchased on margin may require additional funds to avoid the forced sale of those securities or other securities in the account(s). • Sale of securities in the account(s) may be forced if the equity in the account falls below the maintenance margin requirements. • Chance securities will be sold without contacting client, in the event of a margin call. Even if client has been contacted and provided a specific date by which to meet a margin call, immediate sale of the securities can take place without notice to client. • Client is <u>not entitled</u> to choose which securities in the account(s) are liquidated or sold to meet a margin call • Client is <u>not entitled</u> to an extension of time on a margin call.
<i>Option Purchase</i>	<ul style="list-style-type: none"> • Option holder runs the risk of losing the <u>entire amount</u> paid for the option or more within a relatively short period of time • The more an option is out of the money and the shorter the remaining time to expiration, the greater the risk that the option holder will lose all or part of the investment • The exercise provisions of an option may create certain risks for the option holders • The courts, the SEC, the OCC, another regulatory agency, or the options markets may impose exercise restrictions

Investment Type	Risk
<i>Option Writing</i>	<ul style="list-style-type: none"> • An option writer may be assigned an exercise at any time during the period that the option is exercisable • The writer of a covered call forgoes the opportunity to benefit from an increase in the value of the underlying interest above the option price, but still bears the risk of a decline in the value of the underlying interest • The writer of an uncovered call is in an extremely risky position and may incur large losses if the value of the underlying interest increases above the exercise price • As with writing uncovered calls, the risk of writing put options is substantial. The writer of a put option bears a risk of loss if the value of the underlying interest declines below the exercise price, and such loss could be substantial if the decline is significant • Risk as an option writer may be reduced with the purchase of other options on the same underlying interest (spread position) or by acquiring other types of hedging positions in the options or other markets • The obligation of a writer of an uncovered call or of a put that is not cash-secured to meet applicable margin requirements creates additional risks, such as significant additional margin payments or liquidation of securities with little or no notice • Since the leverage inherent in an option can cause price changes in the underlying interest to magnify the impact on the price of the option, a writer of an uncovered and unhedged option may have a significantly greater risk than a short seller of the underlying interest • The fact that an option writer may not receive immediate notification of an assignment creates a special risk for uncovered writers of physical delivery call stock options that are exercisable when the underlying security is the subject of a tender offer, exchange offer or similar event • There is a risk that an option writer will be assigned an exercise that is made based on news that is published after the established exercise cut-off time, and that the writer may not have an effective remedy to compensate for the violation of the options market's rules • If a trading market in an options should become unavailable, or if the writers of the option are otherwise unable to engage in closing transactions, the writers of that option would remain obligated until expiration of assignment • A sudden development may cause a sharp upward or downward spike in the value of the interest underlying a capped option

Investment Type	Risk
<i>Other Options Risks</i>	<ul style="list-style-type: none"> • Transactions that involve buying and writing multiple options in combination, or buying or writing options in combination with buying and selling short the underlying interests, present additional risks to investors • If a trading market in particular options were to become unavailable, investors in those options could no longer engage in closing transactions. Even if the market were to remain available, there may be times when options prices will not maintain their customary or anticipated relationships to the prices of the underlying interests and related interests • Disruptions in the markets for underlying interests could result in losses for options investors • All cash-settled options have certain special risks, including foreign currency fluctuation • Holders and writers of capped options bear the risk that an automatic exercise value will be reported erroneously by the official reporting source • The insolvency of a brokerage firm could present risks for that firm's customers, whether they are investors in options or in other securities • Special risks are presented by internationally-traded options, such as time differences and currency fluctuations • There is a risk that the Options Clearing Corporation and its backup system will fail

Investing in securities involves risk of loss that clients should be prepared to bear.