



Aon Retirement Plan Advisors, LLC

Investment Adviser Firm Disclosure Brochure
For Wealth Management Services (including Investment Supervisory
Services and Furnishing Investment Advice through Consultations)

March 31, 2019

Contact Information:

Aon Retirement Plan Advisors, LLC
3550 Lenox Road NE
Suite 1700
Atlanta, GA 30326

Fort Washington Office:
1100 Virginia Drive, Suite 250
Fort Washington, PA 19034

Phone: (800) 939-1035
Website: None

This brochure provides information about the qualifications and business practices of Aon Retirement Plan Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (800) 939-1035. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Aon Retirement Plan Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

The terms "registered investment adviser" and "registered" are used throughout this document to convey the fact that Aon Retirement Plan Advisors, LLC has submitted certain regulatory filings with the U. S. Securities and Exchange Commission and certain state regulatory authorities, but do not imply a certain level of skill or training.

Item 2 Material Changes

This section describes the material changes to Aon Retirement Plan Advisors, LLC's ("ARPA") Investment Adviser Firm Disclosure Brochure since its last annual amendment dated March 31, 2018. This brochure, dated March 31, 2019, has been prepared according to the U.S. Securities and Exchange Commission's ("SEC") disclosure requirements.

- Mutual funds purchased in the Freedom program's Alternative Completion Portfolio will generally have higher annual expense ratios than those mutual funds purchased in other Freedom Strategies due to investments in funds that utilize various non-traditional investments strategies such as trading techniques to "short" the market, exposure to non-traditional asset classes such as commodity futures and currency forwards or funds that seek to capture the average risk and return of hedge funds through replication strategies. Additional information has been updated in Item 4-B 'Advisory Business'.
- In Freedom program Strategies, RJA, per the fund's prospectus, evaluates the share classes for which the advisory program is eligible, and will select the lowest cost share class that includes a sub-transfer agency fee, which compensates RJA for sub-accounting, recordkeeping, and related services (also known as "Sub-TA Fees") at the individual account level. This means that RJA may not select the lowest cost share class for which the program is eligible (because there may be a less costly share class that does not charge Sub-TA Fees). Additional information has been added to Item 4-B 'Advisory Business'.
- Effective January 7, 2019, Freedom program models that had a minimum investment amount of \$50,000 were reduced to a minimum investment amount of \$25,000. This information has been updated in Item 7 'Types of Clients'.

Item 3 Table of Contents**Table of Contents**

Item 1	Cover	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	9
Item 6	Performance-Based Fees and Side-by-Side Management	16
Item 7	Types of Clients	16
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	16
Item 9	Disciplinary Information	25
Item 10	Other Financial Industry Activities and Affiliations	25
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	26
Item 12	Brokerage Practices	26
Item 13	Review of Accounts	27
Item 14	Client Referrals and Other Compensation	28
Item 15	Custody	28
Item 16	Investment Discretion	28
Item 17	Voting Client Securities	29
Item 18	Financial Information	29
Item 19	Requirements for State-Registered Advisers	29

Item 4 Advisory Business

- A. Aon Retirement Plan Advisors, LLC ("ARPA") was organized in 2005 as a Delaware subsidiary of Aon Consulting, Inc. Aon Consulting, Inc. is a wholly owned subsidiary of Aon Consulting Worldwide, Inc., which is a wholly owned subsidiary of Aon Group, Inc., which is a wholly owned subsidiary of Aon Corporation, a publicly traded corporation.

ARPA has two primary lines of business and files two Firm Brochures under Rule 204-3: 1) Retirement Plan Investment Advisory Services (described in a separate Brochure), and 2) Wealth Management Services (described in this Brochure). A copy of either or both Brochures is available upon request.

Wealth Management Services include advising clients on assets held at the clearing firm.

ARPA advises clients on various types of investments, including but not limited to: mutual funds, variable annuities, variable life insurance, insurance general accounts, collective investment trusts, other trust investments, and partnership investments. ARPA also advises clients on separate accounts and other investment vehicles managed by other advisors.

- B. ARPA's Wealth Management Services include:

Financial Planning and Investment Advisory Consulting Services

For clients seeking financial advice involving analysis of a particular investment, investment portfolio, or overall financial situation, ARPA (through its Investment Adviser Representatives, ("IAR")s, provides financial planning and consulting services designed to meet the client's specific financial needs and objectives. The consulting services typically take the form of a financial plan. These consulting services include review of aspects of an individual's current financial situation, with emphasis on income tax planning, estate tax planning, insurance planning, education planning, retirement planning and capital needs planning. To the extent other services are needed, the IAR will assist the individual in those areas in which the IAR is competent. IARs may also help the client coordinate the implementation of any recommendations made, including referral to other practicing professionals such as an attorney, accountant or insurance agent whose services may be required.

You should also consider the services provided, including fees charged, by other advisers to determine if their services better suit your needs.

Fee-Based Program**Freedom Accounts:**

The Freedom Account is an investment advisory account that allocates client assets through discretionary mutual fund and/or exchange-traded fund ("ETF") management, based upon the investment Strategy chosen by the client. The Freedom program offers clients a broad selection of Strategies and allocation options within a given investment Strategy.

ARPA delegates discretionary authority to Raymond James & Associates, Inc. ("RJA"). Discretionary authority is provided to ARPA and simultaneously delegated to RJA when the client signs the Freedom account agreement. IARs help the client choose an appropriate investment Strategy based on the client's financial circumstances and needs, investment objective, risk tolerance, time horizon, tax objective, liquidity needs, and overall financial situation. Asset Management Services ("AMS"), a division of RJA, selects funds for investments and continuously manages the investments in the selected Strategy chosen by the client on a discretionary basis. AMS invests and reinvests the assets of the Freedom account (in mutual funds and/or ETFs) as it deems in the best interest of the client to achieve the investment objective designated by the client.

Leveraging off the research performed by AMS Manager Research & Due Diligence, the AMS Investment Committee constructs multiple investment Strategies comprised of a combination of Funds and/or ETFs representing a broad array of asset classes and investment styles. The AMS Investment Committee identifies asset classes and investment styles that perform differently under varying market conditions, yet are considered complementary to one another. The composition of a given Strategy may include domestic and international equity and fixed income Funds, as well as real estate investment trusts, commodity and other alternative investment Funds to enhance diversification.

A list of current Strategies is available through your IAR or the ARPA Client Services Department at (800) 939-1035.

The "Hybrid" versions of Freedom include allocations to both mutual funds and ETFs, versus Strategies comprised entirely of mutual funds or ETFs. The Hybrid Strategies typically utilize ETFs in market sectors the AMS Investment Committee considers more efficient (such as the domestic U.S. and international large capitalization core equity and domestic U.S. corporate, government and securitized bond markets). Alternatively, mutual funds are utilized in market sectors where the investment styles are focused on growth or value segments and in less liquid market sectors (such as domestic U.S. and international small-/mid-capitalization and emerging markets equity and alternative strategies such as managed futures). The Hybrid Strategies employ a "core" and "satellite" approach to asset allocation, where the core allocations are invested in ETFs the AMS Investment Committee believes have a lower relative probability of outperforming the market/benchmark, and the satellite allocations are invested in actively managed mutual funds the AMS Investment Committee believes have a higher relative probability of outperforming the market/benchmark.

Freedom offers Foundation Strategies comprised exclusively of mutual funds which have been developed by the AMS Investment Committee as an investment option available to clients at lower account minimums. While the asset allocation in the Foundation Strategies is similar to the Hybrid Strategies (comprised of U.S. and international equity and fixed income funds), fewer funds are selected due to the lower account minimum, and thus, these Strategies are less diversified across the funds selected than the mutual fund, ETF and Hybrid Strategies.

Freedom also offers Environmental, Social and Governance (“ESG”) Strategies comprised exclusively of mutual funds at lower account minimums for those investors looking to invest in funds comprised of companies the funds’ manager(s) believe act in accordance with ethical and social principles. ESG Strategies are constructed by the AMS Investment Committee utilizing mutual fund managers who integrate environmental, social and governance factors into their investment strategies.

In addition to the diversified Strategies, the Freedom program offers Completion Portfolios Strategies for Fixed Income, Alternative Investments, International Equity, and U.S. Equity allocations. Completion Portfolios are designed to complete a client’s asset allocation plan. For instance, if a client’s current equity allocation consists of U.S. stocks/funds only, a Completion Portfolios account offers clients the opportunity to diversify into an alternative investment, international equity-based and/or fixed income portfolio, if appropriate for their situation.

Clients most appropriate for the mutual fund version of Freedom are those willing to pay more (via higher mutual fund management fee and operating expenses) for the potential to outperform the market or benchmark indices over the long term, but should also be aware the potential to underperform is just as great.

Clients most appropriate for the ETF version of Freedom are those willing to achieve market-/benchmark-like returns, lower management fees and operating expenses (relative to mutual funds), with limited potential for the individual ETFs to outperform the respective market sectors or indices they track.

Clients most appropriate for the Foundation Strategies are those that have smaller investment portfolios, although RJA does not restrict access to these Strategies for clients that would otherwise qualify for a more diversified and higher investment minimum option.

For additional information on the Freedom Strategy offerings, also review RJA’s Wrap Fee Program Brochure and the Freedom account agreement.

RJA, AMS and/or the AMS Investment Committee may develop and offer additional Strategies or discontinue previously offered Strategies in the future, will add or remove Funds, may increase or decrease the minimum investment, and will likely modify the target allocations of the Strategies in the future.

The AMS Investment Committee’s decisions will be based on recommendations provided by AMS Manager Research & Due Diligence, and the Strategies may include “Highly Recommended” Funds from the Raymond James Mutual Fund Research (“MFR”) coverage list. However, the AMS Investment Committee is under no obligation to select Funds exclusively from MFR’s “Highly Recommended” list. For Funds selected by the AMS Investment Committee that are not covered by MFR, it is reasonably likely that MFR will at some point in the future assume research coverage of the Fund(s), and that such Funds may ultimately be rated “Highly Recommended”.

AMS Manager Research & Due Diligence continually monitors the Funds in the Freedom program. If a Fund is downgraded by MFR, the AMS Investment Committee will determine the appropriate course of action, which may include replacing the downgraded Fund in all Strategies, if necessary.

Clients should be aware that ETFs and mutual funds have unique distinguishing characteristics and their cost structures differ significantly. Mutual funds, particularly funds that offer more sophisticated investment strategies and alternative asset classes, typically charge substantially higher management fees and operating expenses than ETFs. These fees and expenses are typically 1% to 1.5% for mutual funds versus .20% to .40% for ETFs, although individual mutual funds and ETFs may have higher or lower annual expense ratios. Higher expense ratios will reduce investment performance. The AMS Investment Committee does consider the annual expense ratio when selecting funds, however, the AMS Investment Committee will not select a Fund or ETF with the lowest expense ratio and instead makes decisions based on other investment-related factors. For specific information on each mutual fund or ETF's expenses, please refer to its prospectus. For additional information, refer to RJA's Wrap Fee Program Brochure. For additional information regarding mutual fund and ETF investing, see <http://www.raymondjames.com/legal-disclosures/packaged-product-disclosures>.

Eligibility for various share classes offered by mutual funds to be used as part of the Freedom program is determined by the mutual fund and disclosed in the fund's prospectus. RJA, per the fund's prospectus, evaluates the share classes for which the advisory program is eligible, and aims to select the lowest cost share class that includes a sub-transfer agency fee, which compensates RJA for sub-accounting, recordkeeping, and related services (also known as "Sub-TA Fees") at the individual account level. This means that RJA may not select the lowest cost share class for which the program is eligible (because there may be a less costly share class that does not charge Sub-TA Fees). Moreover, while RJA seeks to avoid using share classes that charge 12(b)-1 fees as part of its advisory programs, if such share class is the only means by which RJA can collect Sub-TA Fees from the fund, RJA will use that share class and credit the 12(b)-1 fee to the client's account(s). Use of a more costly share class will reduce the performance of a client's account. 12(b)-1 fees will be credited to client accounts bi-monthly, as applicable. Note that IARs do not have an incentive to recommend or select share classes that have higher expense ratios because their compensation is not affected by the share class selected. Additional information is available on RJA's Wrap Fee Program Brochure.

Clients should be aware that only those mutual fund companies with which RJA has a selling agreement with will be available for purchase within the Freedom program and are generally limited to those fund companies that provide RJA with compensation, including but not limited to Education and Marketing Support, Networking and/or Omnibus fees (Sub-Accounting, Sub-Transfer Agency, and Administrative Fees). As a result, not all mutual funds available to the investing public will be available for investment at RJA, and clients should not assume that share classes with the lowest available expense ratio are available. Eligibility for various share classes offered by mutual funds to be used as part of the Freedom program is determined by the mutual fund and disclosed in the fund's prospectus. When determining the reasonability of the firm's compensation, clients should factor in both explicit fees and indirect or implicit compensation received by the

firm on mutual fund share classes in which the client invests. Please refer to RJA's Wrap Fee Program Brochure for additional information.

RJA establishes custodial facilities and provides clients with accounting and other administrative services.

While the Freedom program offers a number of available Strategies, this offering is limited to those Strategies and the management by RJA/AMS. It is important to understand that ARPA does not offer the full spectrum of Managers, SMA Managers, investment strategies, investment disciplines or other managed account programs available throughout the financial services industry. Additionally, while a number of other managed account programs are available through RJA, ARPA only offers the Freedom program. You should also consider the services provided, including fees charged, by other advisers to determine if their services and program(s) better suit your needs.

In addition to reviewing this disclosure brochure, please also review RJA's Wrap Fee Program Brochure and the Freedom account agreement, which contain additional information about the program and services. These documents are available by contacting your IAR or the ARPA Client Services Department at (800) 939-1035.

Additional information is also available in the fund(s') prospectus(es), which is (are) available upon request.

- C. ARPA tailors its investment advisory services to the account type or consulting services agreement. The scope of services provided to each client varies and is identified in the account agreement or consulting services agreement.

For Freedom accounts where discretion is delegated to RJA, clients should be aware that you have the ability to impose reasonable restrictions on the investments made within your managed account(s), or reasonably modify existing restrictions you may have already imposed. Reasonable restrictions may include the designation of particular securities or types of securities that should not be purchased in your account (such as Company XYZ or companies involved in a particular industry, etc.), or should be sold if held in your account. However, since investment discretion has been delegated to RJA, RJA may determine that the implementation of such a restriction may be impractical. If so, you will be notified promptly. When accommodating an investment restriction, RJA may in its sole discretion select an alternative security in lieu of the restricted security, use the funds to invest in additional shares of the non-restricted portfolio holdings, or hold the funds in the client's cash sweep account. RJA cannot accept instructions to prohibit or restrict the purchase of specific securities or types of securities held within mutual funds or ETFs purchased by RJA on the client's behalf.

- D. ARPA's Wealth Management Services does not provide portfolio management services for the Wrap Fee Program it offers.
- E. Client Assets

As of December 31, 2018, ARPA's Wealth Management Services had the following amount of client assets in client accounts:

- \$2,695,996.76 (on a discretionary basis)
- \$0.00 (on a non-discretionary basis)

Item 5 Fees and Compensation

A. ARPA is compensated for advisory services.

Freedom Accounts – For Freedom accounts, RJA pays ARPA a portion of the fee that is deducted by RJA from the client's account(s). The IAR is compensated a portion of the amount that is received by ARPA.

Fees may be negotiated with the IAR and such a decision is at the discretion of the IAR. Factors involved in this negotiation may include the nature and size of the overall client relationship with the IAR and the level and type of advisory or other financial services being or expected to be provided and RJA's or its affiliates' policy with respect to discounts. The client should understand that unless a lower rate has been negotiated, ARPA will charge fees based on the standard advisory fee schedule. While the asset-based fees are negotiable, the fee schedule's asset-level breakpoints and each applicable fee rate may not be modified in any way.

RJA calculates asset-based fees on a retroactive basis instead of on an incremental basis. As the aggregated relationship value reaches each higher asset tier, or "breakpoint", the applicable fee is reduced and assessed retroactively to the first dollar of the assets

RJA aggregates fee-based accounts for billing purposes based primarily on information provided by IARs and clients, however, it is the client's obligation to notify their IAR if there are accounts that the client believes should be included as "related" and RJA reserves the right to determine whether accounts are "related" in its sole discretion. Clients may request that RJA aggregate their related fee-based accounts for billing purposes so that each account will pay a fee under the applicable program fee schedule that is calculated on the basis of the "Relationship Value" (that is, total aggregate Account Values of all related accounts). In general, related accounts are typically combined based on how the client instructs their IAR to link their accounts for the delivery of account statements, trade confirmations and other forms of client communications. For example, the combination of accounts contained in an account statement delivery packet delivered to a unique address will typically form the basis of fee-based account combinations. However, additional accounts may be considered by the IAR even when account statements are being delivered to multiple addresses. Clients should understand that combining related accounts effectively acts as a discount to the standard program fee schedule by allowing the client to achieve a lower breakpoint rate as their Relationship Value increases. As a result, it is important for clients to consult with their IAR, as factors other than the social security number or tax identification number may be considered by the IAR when combining accounts for fee billing purposes. For example, a spouse or domestic partner, their children or other relatives' accounts may be combined based on their collective relationship with their IAR. Please note that RJA may be limited in its ability to combine a client's retirement accounts where a prohibited

transaction under the Employee Retirement Income Security Act of 1974 or the Internal Revenue Code may result.

Clients that negotiate a reduced asset-based fee with their IAR should understand that this discounted rate will be applied until otherwise renegotiated or until the aggregate Relationship Value of their combined fee-based accounts reaches a level that would qualify for the reduced retroactive rate under the applicable program fee schedule. That is, the negotiated discount rate would be applied until the applicable program fee schedule breakpoint would result in a lower fee.

The standard advisory fees for Freedom accounts are as follows:

Fee-Based Relationship Value	Annual Rate
Up to \$1 million	2.25%
\$1 million up to \$2 million	2.00%
\$2 million up to \$5 million	1.75%
\$5 million up to \$10 million	1.50%
\$10 million and up	1.25%

Fees may be higher or lower than comparable services offered elsewhere. A client's total cost of the services provided through this program, if purchased separately, could be more or less than the costs of each respective program. Cost factors may include the client's ability to:

- Obtain the services provided within the programs separately with respect to the selection of portfolio securities,
- Invest and rebalance the selected mutual funds without the payment of a commission or sales charge, and
- Obtain performance reporting comparable to that provided within each program.

You should also consider the services provided, including fees charged, by other advisers to determine if their services better suit your needs.

When making cost comparisons, clients should be aware that the combination of multiple investments, advisory services, custodial and brokerage services available through each program may not be available separately or may require multiple accounts, documentation and fees. If an account within an advisory program is actively traded or the client otherwise does not qualify for reduced commissions or sales charges, the fees may be less expensive than separately paying the commissions and/or sales charges and advisory fees. If an account within an advisory program is not actively traded or the client otherwise would qualify for reduced commissions and/or sales charges, the fees in these programs may be more expensive than if utilized separately.

The client's IAR may have a financial incentive to recommend a fee-based advisory program rather than paying for investment advisory services, brokerage, performance reporting and other services separately. A portion of the annual advisory fee is paid to the

IAR, which may be more than the IAR would receive under an alternative program or if the client paid for these services separately. Therefore, the client's IAR may have a financial incentive to recommend a particular account program over another. To ensure the IAR is making appropriate recommendations, ARPA monitors the suitability of existing Freedom accounts. IARs do not receive a financial incentive to recommend and sell proprietary mutual funds versus nonproprietary funds. However, because compensation structures vary by product type, IARs may receive higher compensation for certain product types.

Clients should bear in mind that asset-based fee arrangements, when compared with the traditional commission option (not available through ARPA), generally result in lower costs during periods when trading activity is heavier, such as the year an account is established. During periods when trading activity is lower, such arrangements may result in a higher annual cost for transactions. Thus, depending on the level of trading activity, or turnover, in an account, a client that chooses an asset-based fee may pay more for transaction services than if they chose a commission alternative. Of course, the reverse is also true. The compensation arrangement will have no effect on the trading activity in the client's account. In other words, portfolio management is conducted independently of how the client pays for brokerage services. Some clients favor the asset-based fee because it fixes their brokerage cost at a predetermined level; whereas other clients may not find such an arrangement suits their needs because they anticipate their accounts will have low turnover. In any event, clients are entitled to know the exact amount of brokerage fee, the services provided for that fee, and anticipated turnover in the account. Clients should explore this subject thoroughly with their IAR in order to be able to determine whether an asset-based fee arrangement is appropriate for their needs.

ARPA believes the charges and fees offered within the Freedom program are competitive with alternative programs available through other firms and/or investment sources, yet makes no guarantee that the aggregate cost of the program is lower than that which may be available elsewhere.

Please also refer to RJA's Wrap Fee Program Brochure and the Freedom account agreement for additional information.

Financial Planning and Investment Advisory Consulting Services – Client shall pay ARPA for the investment advisory consulting services provided in accordance with the Investment Advisory Consulting Services agreement. Fees are negotiable between the ARPA IAR providing the investment advisory consulting services and the client. (The fee includes any state taxes applicable to financial planning services, where appropriate.) ARPA reserves the right to offset or waive fees or a portion thereof.

The fee quoted in the Investment Advisory Consulting Services agreement is based on the good faith representations of both parties. Changes in client circumstances, omission of relevant facts or other information may require the agreement to be modified or updated at additional expense to client. Fees for investment advisory consulting services may be higher or lower than comparable services offered elsewhere.

Investment Advisory Consulting Services agreements may include client reimbursing ARPA for reasonable travel expense costs of the IAR. This is in addition to the fees outlined in the agreement. This would include air travel, rental car, hotel, meals, tolls and other ancillary expenses related to round trip travel to location(s) where investment advisory consulting services are provided. ARPA will submit all appropriate receipts within 30 days after the conclusion of travel.

- B. **Investment Advisory Consulting Services** – Clients are billed directly for services. These fees may be fixed fees, hourly fees, and/or fees calculated as a percentage of assets under advisement.

Freedom Accounts – Freedom account(s) have fees deducted from the client account(s).

For purposes of calculating and assessing asset-based fees, RJA, as Custodian, uses the term “Account Value”, which may be different than the asset value as reported on account statements provided by RJA to clients. Pursuant to the advisory agreement, Account Value is defined as the total absolute value of the securities in the account, long or short, plus all credit balances, with no offset for any margin or debit balances.

The annual asset-based fee is paid quarterly in advance. When the account is opened, the asset-based fee is billed for the remainder of the current billing period and is based on the initial contribution. Thereafter, the quarterly asset-based fee is paid in advance, is based on the Account Value as of the last business day of the previous calendar quarter, and becomes due the following business day. RJA may make accommodations to its billing procedures based on a client's specific request, from time to time under limited circumstances, subject to RJA's sole discretion.

If cash or securities, or a combination thereof, amounting to at least \$100,000 are deposited to or withdrawn from a client's account on an individual business day in the first two months of the quarter, RJA will: (i) assess asset-based fees based on the value of the assets on the date of deposit for the pro rata number of days remaining in the quarter, or (ii) refund prepaid asset-based fees based on the value of the assets on the date of withdrawal for the pro rata number of days remaining in the quarter. No additional asset-based fees or adjustments to previously assessed asset-based fees will be made in connection with deposits or withdrawals that occur during the last month of the quarter unless requested by the client.

The client authorizes and directs RJA, as Custodian, to deduct asset-based fees from their account. Clients will be provided account statements, at least quarterly, showing all amounts disbursed from their account, including the amount of the asset-based fee, the Account Value on which the fee was based, and the manner in which the fee was calculated.

RJA assesses advisory fees on cash sweep balances (“cash”) held in Freedom accounts. Cash balances are generally expected to be a small percentage of the overall account

value in Freedom accounts and therefore these accounts are not subject to RJA's ("Cash Rule"), Refer to RJA's Wrap Fee Program Brochure for additional information

Account Statement and Performance/Billing valuation differences for Freedom accounts:

The Account Value on which the asset-based fee is based may be different than the asset value reported on the account statement, provided by RJA. There are several reasons for why these values may differ:

1. Trade Date versus Settlement Date – The account statement values all securities and cash balances based upon trades not being completed until settlement date (when the money is due), while the value used for billing is derived from the performance system, which values all securities and cash balances based upon the trade date (initiation of cost basis for performance and tax reporting purposes). For example, if a recent buy in an account has executed, but not yet settled at quarter end, the trade will still show as a cash position on the account statement. In contrast, the purchased security, and value, will be used for performance and billing calculations as of the trade date. Since the IAR's fee-based compensation is associated with the performance of the account, performance-related values are used for billing instead of the account statement value.

2. Margin Balances and Short Sells – Because the account statement reads like a balance sheet, short sells and margin purchases are reflected as liabilities. For example, if a client buys a security on margin (or sells it short), they will have to pay for that security eventually, so the margin balance is shown as a liability (negative value) on the account statement. The performance-related value does not view shorts and margins in this manner. Rather, clients that employ margin are in fact utilizing the advisory services of their IAR, who in turn is compensated for it.

For comparison, a client with a retail commission-based account (commission-based accounts are not offered by ARPA) would be charged a commission on each margin trade /short sale because in essence a security position that did not exist before has now been created. While considered a liability on the account statement for valuation reporting purposes, these "new" positions are relevant from a performance and billing perspective and are therefore included for performance and billing purposes. As a result, the use of margin or short sells generally results in the largest discrepancy in terms of value between the account statement and performance/billing values. This can be seen in the fact that a client's account statement "net" liquidation value is reduced by liabilities, while their performance/billing value is increased.

3. Cash Balances – Clients that hold cash balances as part of a dollar cost average or periodic investment plan are excluded from the Account Value used to calculate advisory fees. For example, a client that has instructed RJA to invest \$25,000 in monthly increments over the course of the next six months will have this cash balance reflected on their account statement, but this balance will be excluded from the Account Value until invested, and therefore not assessed an advisory fee.

Please refer to the RJA Wrap Fee Program Brochure and the Freedom account agreement for additional information.

Financial Planning and Investment Advisory Consulting Services – Fixed fees for investment advisory consulting services are payable upon receiving an invoice for service. Hourly fees for investment advisory consulting services are payable upon receiving an invoice for service.

Annual fee based on percentage of assets for ongoing or periodic investment advisory consulting services is payable quarterly in arrears, and will be based upon the market value of assets on the last business day of each calendar quarter. Upon termination of the agreement ARPA will only be due the applicable fee based on a pro rata basis for the number of days during the quarter which the client received investment advisory consulting services.

Annual fixed fees for ongoing or periodic investment advisory consulting services are payable in advance. Upon termination of the agreement ARPA will be due the applicable fee based on a pro rata basis for the number of days.

- C. **Freedom Accounts** – Clients may also incur charges for other account services provided by RJA not directly related to the advisory, execution and clearing services provided including, but not limited to, IRA custodial fees, safekeeping fees, charges/interest for maintenance of margin and/or short positions, and fees for legal or courtesy transfers of securities. For a complete list of account service charges, please contact your IAR or visit RJA's public website: (Client Account Fees and Charges) http://www.raymondjames.com/services_and_charges.htm. Please also refer to RJA's Wrap Fee Program Brochure.

The asset-based fees include all execution and clearing charges except: (1) certain dealer-markups and odd lot differentials, taxes (including unrelated business taxable income in retirement accounts), exchange fees charged to clients to offset fees RJA pays to exchanges and/or regulatory agencies on certain transactions and any other charges imposed by law with regard to any transactions in the account; and (2) offering concessions and related fees for purchases of public offerings of securities as more fully disclosed in the prospectus.

In certain circumstances (such as when open-end mutual fund shares are initially transferred to RJA from another firm), the mutual fund share classes that RJA makes available to clients on its platform may, in addition to assessing management fees, charge a distribution fee pursuant to Rule 12(b)-1 under the Investment Company Act of 1940, also known as trails. 12(b)-1 fees are included in the calculation of the annual operating expenses of a mutual fund and are disclosed in the fund prospectus. If received by RJA on advisory accounts, 12(b)-1 fees will be credited bi-monthly to the client's account(s) as applicable.

Clients should understand that the annual advisory fees charged are in addition to the management fees and operating expenses charged by open-end, closed-end and

exchange-traded funds ("ETF"s). To the extent that a client intends to hold fund shares for an extended period of time, it may be more economical for the client to purchase fund shares outside of these programs. Clients may be able to purchase mutual funds directly from their respective fund families without incurring the advisory fee. When purchasing directly from fund families, clients may incur a front- or back-end sales charge.

Clients should also understand that the shares of certain mutual funds offered in these fee-based accounts may impose short-term trading charges for redemptions (typically 1%-2% of the amount redeemed) made within short periods of time. These short-term charges are imposed by the funds (and not RJA or ARPA) to deter "market timers" who trade actively in fund shares. Clients should consider these short-term trading charges when selecting the program and/or mutual funds in which they invest. These charges, as well as operating expenses and management fees, may increase the overall cost to the client by 1-2% (or more), and are available in each fund's prospectus, which is available upon request.

Clients should be aware that ETFs incur a separate management fee, typically 0.20%-0.40% of the fund's assets annually (although individual ETFs may have higher or lower expense ratios), which is assessed by the fund directly and not by RJA. This management fee is in addition to the ongoing advisory fee assessed by RJA, and will generally result in clients which utilize an Investment Strategy (Freedom program) that invests in ETFs paying more than clients utilizing one that invests in individual securities, without taking into effect negotiated asset-based fee discounts, if any.

Certain ETFs may be classified as partnerships for U.S. federal income tax purposes, which may result in unique tax treatment, including Schedule K-1 reporting. Prospective or existing clients should consult their tax adviser for additional information regarding the tax consequences associated with the purchase, ownership and disposition of such investments. Additional information is also available in the ETF prospectus, which is available upon request.

Please also refer to RJA's Wrap Fee Program Brochure.

Please see Item 12 for additional information about Brokerage fees.

Investment Advisory Consulting Services – Agreements may include client reimbursing ARPA for reasonable travel expense costs of the IAR. This is in addition to the fees outlined in the agreement. This would include air travel, rental car, hotel, meals, tolls and other ancillary expenses related to round trip travel to location(s) where investment advisory consulting services are provided. ARPA will submit all appropriate receipts within 30 days after the conclusion of travel.

- D. **Freedom Accounts** – Fees for Freedom accounts must be paid quarterly in advance. If the Freedom contract is terminated sometime in the middle of the quarter where the prepaid quarterly asset-based fee has already been deducted from the client's account, the client will receive a refund of the unearned portion of the prepaid asset-based fee.

Investment Advisory Consulting Services – Annual fixed fees for Investment Advisory Consulting Services are payable in advance. Upon termination of the agreement, ARPA will only be due the applicable fee based on a pro rata basis for the number of days during the year which the client received investment advisory consulting services. A refund will be made to the client on a pro-rated basis based on the number of days from termination to the end of the billing period.

- E. ARPA does not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Neither ARPA nor its supervised persons accept performance based fees—fees based on the performance of client accounts.

Item 7 Types of Clients

ARPA serves the following types of clients:

- Individuals (including some individuals that are considered “high net worth”)
- Trusts or Charitable organizations; and
- Corporations.

Freedom Account Minimums:

Foundation Strategies and Environmental, Social and Governance (ESG) Strategies in the Freedom account program have a minimum investment of \$5,000.

All other Freedom Strategies in the Freedom account program have a minimum investment of \$25,000.

Smaller accounts may be accepted based on the specific circumstances of the account.

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

- A. ARPA uses outside sources for research materials prepared by other firms, including Morningstar, periodicals, magazines, company reports, prospectuses, SEC filings, on-line services, paid subscriptions, press releases, review of financial newspapers, investment newsletters and other data available over the internet, and from our Clearing Firm, Raymond James & Associates, Inc. (“RJA”).

The investment programs and investment Strategies recommended to clients and investment recommendations are made based upon an individual basis upon the client’s financial circumstances and needs, investment objective, risk tolerance, time horizon, tax objective, liquidity needs, and overall financial situation, as identified during consultations with the IAR. It is important for an investor to review investment objectives, risk tolerance,

time horizon, tax objectives and liquidity needs with their IAR prior to selecting an investment product, program, or Strategy.

Currently, ARPA uses only the Asset Management Services ("AMS") platform through RJA, our Clearing Firm. AMS, a division of RJA, has proprietary fee-based programs, of which ARPA only offers the Freedom account program.

No matter how stringent the screening methods, due to the effect adverse conditions can have on the markets, the economy, an industry or an individual company, loss will inevitably follow from time to time. Accordingly, the projected rate of return for a portfolio will vary depending on market conditions.

All investments carry a certain degree of risk and no one particular security, investment product, investment style or portfolio Manager is suitable for all types of investors.

ARPA may recommend investments that are not guaranteed by the FDIC or any other government agency and are subject to the risk of loss including the loss of principal.

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

All investment programs have certain risks that are borne by the investor. Among others, investors face the following investment risks:

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

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

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

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

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

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

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

Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profit loss, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Correlation Risk: This is the risk that the actual correlation (a statistical measure of how two or more variables move in relation to each other) between two assets (or variables) will be different than the correlation that was assumed or expected. Differences between the actual and expected correlation may result in a portfolio being riskier than was anticipated.

Counterparty/Default Risk: This is the risk that a party to a contract will not live up to (or default on) its contractual obligations to the other party to the contract.

Valuation Risk: This is the risk that an asset is improperly valued in relation to what would be received upon its being sold or redeemed at maturity.

Tax Risk: This is the risk that tax laws may change and impact the underlying investment premise or profitability of an investment.

Cybersecurity Risk: Intentional cybersecurity breaches include unauthorized access to systems, networks, or devices (such as through "hacking" activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. In addition, unintentional incidents can occur, such as the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws). A cybersecurity breach could result in the loss or theft of customer data or funds, the inability to access electronic systems ("denial of services"), loss or theft of proprietary information or corporate data, physical damage to a computer or network system, or costs associated with system repairs. Such incidents could cause an investment fund, the advisor, a manager, or other service providers to incur regulatory penalties, reputational damage, additional compliance costs, or financial loss.

Technology Risk: ARPA and Raymond James must rely in part on digital and network technologies to conduct its business and to maintain substantial computerized data relating to client account activities. These technologies include those owned or managed by ARPA and Raymond James as well as those owned or managed by others, such as financial intermediaries, pricing vendors, transfer agents, and other parties used by ARPA and Raymond James to provide services and maintain its business operations. These technology systems may fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond ARPA's, Raymond James', or service providers' control. Technology failures, whether deliberate or not, including those arising from use of third-party service providers or client usage of systems to access accounts,

could have a material adverse effect on our business or our clients and could result in, among other things, financial loss, reputational damage, regulatory penalties or the inability to conduct business.

Risk Considerations for Managed Accounts, including the Freedom Program

Note: While the Freedom program offers a number of available Strategies, this offering is limited to those Strategies and the management by RJA/AMS. It is important to understand that ARPA does not offer the full spectrum of Managers, Separately Managed Accounts ("SMA") which are managed by SMA Managers, investment strategies, investment disciplines or other managed account programs available throughout the financial services industry. Although some of the investment types discussed in this section are not available in the Freedom program, some general risk consideration information is included to help provide a better understanding for clients' overall knowledge. Additionally, while a number of other managed account programs are available through RJA, ARPA only offers the Freedom program. You should also consider the services provided, including fees charged, by other advisers to determine if their services and program(s) better suit your needs.

Investors considering any equity or equity-weighted objective within a managed account program should recognize that equity strategies/disciplines are managed primarily to achieve capital appreciation and are managed more aggressively than strategies/disciplines managed to achieve income. Thus, equity investors should be willing to tolerate short-term volatility and the greater possibility of the loss of capital than strategies/disciplines seeking current income. An equity investor's time horizon should generally be long-term, but not less than 3 years.

Investors considering a fixed income manager or discipline generally seek consistent returns with low risk, and their tolerance for risk/volatility will accept only infrequent, minimal losses. There is an inverse relationship between interest rate movements and fixed income prices. Generally, when interest rates rise, fixed income prices fall and when interest rates fall, fixed income prices generally rise. Because of the less volatile nature of the disciplines, a fixed income investor may have a shorter investment time horizon than equity and balanced investors, although the objective can accommodate investors with longer time horizons as well. Fixed income and bond fund investors should carefully consider risks such as interest rate risk, credit risk, liquidity risk, and inflation risk.

Investors considering managed account programs should recognize that managers/strategies/disciplines which invest a portion or all of client assets with a sector emphasis may lead to increased volatility and a long-term time horizon (5+ years) is recommended. Investors should also be aware that concentrated accounts, also known as non-diversified or focused accounts, generally have less than 15 stocks. Therefore, accounts may have over-weighted sector & issuer positions, and may result in greater volatility and risk.

SMA Managers or disciplines which invest a portion or all of a portfolio in the technology or biotechnology sectors may be more volatile than those investing in other sectors. The

technology and biotechnology sectors have historically demonstrated higher volatility than many other sectors of the equity market. As a result, the securities selected within these portfolios will typically be more speculative in nature and thus have a greater potential for the loss of capital.

Investors considering small-cap managers or disciplines in which a portion or all of a client's assets are invested in these disciplines should recognize that the issuers of these securities may not have the business experience or may have businesses that are still in the early stages of the business life cycle, may be less liquid, have lower trading volume and greater spreads between the purchase and sale price of the securities, and may experience greater volatility than securities with larger market capitalizations. The securities selected for these disciplines will typically be more speculative in nature and thus have greater potential for the loss of principal.

Investors considering an international/global manager or discipline in which a portion or all of a client's assets are invested in international securities should recognize that investing in international securities markets involves additional risks not typically associated with domestic securities. Exchange rate fluctuations, currency controls, political and economic instability, and greater volatility are risks commonly associated with international investing. Exchange rate risk between the U.S. dollar and foreign currencies may cause the value of investments to decline. Investing in emerging markets can be riskier than investing in well-established foreign markets. Prospective investors should carefully review their asset allocation objectives and risk tolerance before selecting a manager or discipline that invests internationally.

Certain SMA Managers may invest in Master Limited Partnership ("MLP") units, which may result in unique tax treatment, MLPs may not be appropriate for tax-qualified retirement accounts.

Investors considering an investment strategy utilizing alternative investments should understand that alternative investments are generally considered speculative in nature and may involve a high degree of risk, particularly if concentrating investments in one or few alternative investments. These risks are potentially greater and substantially different than those associated with traditional equity or fixed income investments.

The use of derivatives such as swaps, commodity-linked structured notes and futures entails substantial risks, including risk of loss of a significant portion of their principal value, lack of a secondary market, increased volatility, correlation risk, counterparty risk, liquidity risk, interest-rate risk, market risk, credit risk, valuation risk and tax risk. Derivatives, primarily futures and forward contracts, generally have implied leverage (a small amount of money to make an investment of greater value). Because of this, extensive use of derivatives may magnify any gains or losses on those investments as well as the risk of any fund using derivatives.

The Freedom Completion Portfolios Alternative Investments Strategy invests in funds which utilize various non-traditional investments strategies, including those that employ trading techniques to "short" the market, those that include exposure to non-traditional

asset classes such as commodity futures and currency forwards, or those that seek to capture the average risk and return of hedge funds through replication strategies. The goal of these alternative fund strategies is diversification through lower correlation to traditional securities, along with the added benefits of daily liquidity, transparency, and lower cost structure inherent in mutual funds. Due to the relative complexity of alternative strategies, allocations to the Alternative Investments Completion Portfolio should generally comprise no more than 20% of an investor's total investment portfolio. Further, certain Freedom Strategies may employ the use of alternative investment mutual funds. Clients should consider their overall allocation to alternative investments when determining the appropriateness of such a Strategy.

Arbitrage strategies traditionally involve no net investment (although there is some margin or collateral that must be posted) by shorting a position and using the funds to purchase the same or similar position in another market. Common applications of arbitrage include convertible arbitrage, where a manager will buy the convertible bond and sell the stock or vice versa because of perceived mispricing. Another arbitrage strategy is merger arbitrage, where managers buy the new company and sell the acquirer.

Global macro strategies invest in financial derivatives and other securities, on the basis of movements in global financial markets. The strategies are typically based on forecasts and analysis about interest rate trends, movements in the general flow of funds, political changes, government policies, inter-government relations, and other broad systemic factors.

Hedge fund replication strategies attempt to replicate the beta (market risk) of the hedge fund market. These "alternative beta" funds employ sophisticated quantitative engines that use algorithms to determine which investments best explain the movement of the hedge fund index to produce a number of factors they feel drive the beta of the hedge fund universe. These funds typically have higher traditional market correlations but still maintain lower betas over volatile periods.

Long Short: Long/short is a strategy in which investment managers can go long (buy) and short (sell) stocks or bonds, but are traditionally focused on equity securities. Long/short funds offer the potential for upside participation with the ability to protect assets in difficult market environments and they exhibit varying levels of correlation to traditional markets.

Managed futures strategies utilize the global futures markets to implement their systems and take positions based on expected profit potential in a variety of futures including: currencies, commodities, interest rates and others. These strategies have been shown to produce very low correlations to the equity and fixed markets over time.

Markets for precious metals and other commodities have historically been volatile. There may be sharp price fluctuations even during periods when prices overall are rising, creating the potential for losses regardless of the length of time the shares are held, and therefore should only comprise a small part of a diversified portfolio. Among the factors

that may affect the value of commodity investments are cyclical economic conditions, sudden political events, and adverse international monetary policies.

Investors considering managers/objectives that primarily invest in high-yield fixed income, collateralized mortgage obligations ("CMOs"), asset-backed and/or convertible securities should be aware that additional risks exist with these types of investments. These securities may be rated below investment grade or not rated, which reflects the greater possibility that the financial condition of the issuer, or adverse changes in general economic conditions, may impair the ability of the issuer to pay income and principal. To the extent that no established secondary market exists, there may be thin trading of high-yield bonds, which increases the potential for volatility. Periods of rising interest rates or economic downturns may cause highly leveraged issuers to experience financial stress, and thus markets for their securities may become more volatile.

AAA-implied rated CMOs will have more volatility than AAA-rated Treasuries or corporate bonds during periods of rising interest rates because of negative convexity -- slowing prepayments causing increased duration, or "extension risk". CMOs may not be appropriate for some investors, especially if timing of return of principal is a primary concern. The yield and average life of a CMO will fluctuate, depending on the actual prepayment experience and changes in current interest rates. For example, a rise in interest rates may cause the duration and average life to greatly increase and cause a loss of value. Convertible securities combine the fixed characteristics of bonds and preferred stock with the potential for capital appreciation and may be subject to greater volatility than pure fixed-income instruments. The aforementioned securities may be illiquid when selling small positions and withdrawals may take several weeks.

Investors considering an investment strategy utilizing alternative investments should understand that alternative investments are generally considered speculative in nature and may involve a high degree of risk, particularly if concentrating investments in one or few alternative investments. These risks are potentially greater and substantially different than those associated with traditional equity or fixed income investments.

The use of derivatives such as swaps, commodity-linked structured notes and futures entails substantial risks, including risk of loss of significant portion of their principal value, lack of a secondary market, increased volatility, correlation risk, counterparty risk, liquidity risk, interest-rate risk, market risk, credit risk, valuation risk and tax risk. Derivatives, primarily futures and forward contracts, generally have implied leverage (a small amount of money to make an investment of greater value). Because of this, extensive use of derivatives may magnify any gains or losses on those investments as well as the risk of any fund using derivatives.

Investment Considerations for Managed Accounts, including the Freedom Program

It is important to review financial circumstances and needs, investment objectives, risk tolerance, tax objectives and liquidity needs before selecting a managed program or investment strategy. In general, the following guidelines should be applied:

- (1) The amount allocated to any one objective should be reasonable in light of overall asset allocation and the investor's overall investment goals.

- (2) The investor's age, net worth and annual income should be compatible with their objective and primary goals.
- (3) The investor's tolerance for risk and volatility should be reasonable in light of their objective and primary goals.
- (4) The investor's time horizon should be consistent with his or her objective and goals.

Buying Securities on Margin and Margin Interest

When clients purchase securities they may either pay for the securities in full or borrow part of the purchase price from RJA. Clients that choose to borrow funds for purchases must open a margin account with RJA, upon approval based on the firm's analysis of, among others things, the client's creditworthiness and the suitability of margin use by the client. The securities purchased on margin are RJA's collateral for the margin loan. If the securities in the client's account decline in value, so does the value of the collateral supporting the margin loan, and as a result, RJA may take action, such as issue a margin call and/or sell securities in the account, in order to maintain the required equity.

It is important that clients fully understand the risks involved in trading securities on margin (including selling short). Upon approval, where applicable, clients will receive a Truth In Lending Statement from RJA disclosing such risks, as well as explaining the details and conditions under which interest will be charged, the method of computing interest and the conditions under which additional collateral may be required. Clients should understand that the extension of credit by RJA to clients will appear as a debit balance on the monthly account statement.

As a result of the foregoing, the ARPA IAR and RJA may have a financial incentive to recommend the acquisition of securities on margin or otherwise have margin credit extended (including selling short). In the event of such margin credit extension, the costs incurred by the client, as well as the compensation received by the client's ARPA IAR and RJA, will generally increase as the size of the outstanding margin balance increases.

Clients that purchase securities on margin should understand: 1) the use of borrowed money will result in greater gains or losses than otherwise would be the case without the use of margin, and 2) there will be no benefit from using margin if the performance of their account does not exceed the interest expense being charged on the margin balance plus the additional advisory fees assessed on the securities purchased using margin.

Use of Assets as Collateral

Securities-Based Lending

In certain circumstances, the client may wish to enter into a loan agreement with Raymond James Bank N.A. ("RJ Bank"), a wholly-owned subsidiary of Raymond James Financial and an affiliate of Raymond James & Associates, Inc. ("RJA"), and utilize the assets in the client's account(s) as collateral for the loan (also known as "pledging"). In these situations, the loan cannot be used to acquire additional securities. The client is responsible for independently evaluating whether: (i) the loan is appropriate for their needs; (ii) the terms on which RJ Bank is willing to lend are acceptable; and (iii) the loan will have adverse tax, investment, accounting or other implications for the client and the account.

At the client's election and RJ Bank's acceptance, securities in the client's custodial account may be used as collateral for these loans. RJ Bank may use valuations different than those reflected on the statement or other performance statements or for other purposes. As a result, collateral values that RJ Bank provides may be materially different than the fair value of or other pricing provided by RJA or ARPA on these securities. Unless otherwise specified, products purchased from or held at RJA are not insured by the FDIC, are not deposits or other obligations of RJ Bank, are not guaranteed by RJ Bank and are subject to investment risks, including possible loss of the principal invested.

The fees related to a securities-based loan, are separate from the advisory fees charged to a client's account(s). Additionally, RJ Bank compensates RJA for the IAR's referral and for other services performed by RJA's margin department such as, but not limited to, the monitoring of margin levels, calls, and liquidations as needed. The additional compensation received by RJA is not shared with ARPA or ARPA's IARs.

Risks and Conflicts Related to Pledging Assets

There are certain risks and conflicts of interest that arise when RJ Bank lends to a client against a pledge of the client's advisory assets, including: (i) fees and interest received from the client in connection with the loan (which fees and interest may be substantially higher than those charged by other lenders), (ii) a situation could arise where the value of the account is zero and the client still owes money on the loan, (iii) the client will no longer have the benefit of segregation rights for its pledged assets but, instead, will grant RJA full rights to re-hypothecate the pledged assets and use them in RJA's own business, thereby increasing the client's credit exposure upon an insolvency of RJA or RJ Bank to the extent that the value of the pledged assets are greater than the value of the loan, (iv) RJ Bank may force the sale of assets in the client's account(s) if the value of those assets falls below certain levels, (v) RJ Bank, RJA, and ARPA are not obligated to contact the client before selling assets to enforce RJ Bank's rights under the loan and may sell the assets in any manner RJA may choose in its sole discretion, including for prices that are less than the value that the client believes the assets are worth or are not the best available, (vi) the client is not entitled to select which assets are liquidated to meet a margin call or satisfy a repayment requirement under the terms of the loan and assets may be selected for liquidation that the client wishes to retain, or that may be difficult for the client to replace, or that have a low tax basis and, thus, through the liquidation, create an adverse taxable event for the client, (vii) RJ Bank is entitled to require the client to provide collateral substantially in excess of statutorily required margin levels and to increase the amount of required margin in the client's account(s) at any time (including intra-day) without prior notice to the client, (viii) the client is not entitled to an extension of time on a margin call, (ix) the timing and size of securities sales in connection with enforcement of RJ Bank's rights pursuant to the loan might be different than if those securities were not used as collateral in connection with the loan, (x) the loan itself as well as the selling of collateral in the accounts pursuant to the terms of the loan may negatively impact the performance of the account and, in the event of quick liquidations of securities pledged as collateral, may adversely affect the price of the underlying securities and, thus, the value of other accounts of the client, (xi) with respect to the loan and collateral, RJ Bank will act in the capacity of a lender and may take the actions described above, which may be in conflict with the client's best interest and with RJA's role as an investment adviser to the client's applicable advisory account(s) including, without limitation, selling the loan to a third party that has no relationship with

the client, (xii) since RJA has not developed customer statements or performance reports that reflect the impact of the loans reflected in a client's account(s), which are generally reflected as a debit or negative value, clients must review the different types of reports generated for their margin loan, their advisory account and any account in which the loan proceeds are reinvested to determine the impact of the loan or margin on their investment performance, including material adverse trends, (xiii) RJ Bank may call the loan at any time, even if at such time it is unfavorable to the client or the client does not, to RJ Bank's knowledge have sufficient funds to repay the loan at such time, and (xiv) RJA does not act as an investment adviser to the client with respect to any assets (including securities) which the client may acquire with the proceeds of the loan.

In authorizing the use of margin and/or entering into a loan arrangement with RJ Bank, the client will be: (i) deemed to consent to incurring the risks described above, (ii) deemed to consent to the conflicts of interest on the part of RJ Bank, RJA and its affiliates, including, without limitation, conflicts arising due to RJ Banks' role as lender and RJA's as the investment adviser to the client, where applicable, and (iii) required to provide written representations, agreements and consents to RJ Bank, upon which RJ Bank will rely in extending a loan, concerning a number of risks and conflicts, including those described herein, as well as representations regarding the client's sophistication, understanding of the role of margin, including that the use of margin increases the risk of loss to the client, and non-reliance on RJA and its affiliates for advice regarding the loan.

- B. ARPA does not have a specific "significant" investment Strategy or "method of analysis". ARPA takes a holistic approach with its clients in determining an appropriate financial investment plan suitable to the client's needs. The investment Strategies, method of analysis and material risks involved are stated previously in this brochure.
- C. ARPA does not primarily recommend a particular type of security.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

ARPA has arrangements with the following related persons, which may be material to ARPA's advisory business clients:

1. Aon Securities LLC – the broker-dealer through which securities' brokerage services are provided;
2. Aon Financial & Insurance Solutions, Inc. – financial planning and insurance-related services are provided through this business unit.

ARPA IARs that also serve as Registered Representatives for Aon Securities could have a conflict of interest where recommending brokerage services to clients results in greater compensation to the firm than the compensation resulting from investment advisory services

(or vice versa). In order to address this potential conflict of interest, ARPA has instituted procedures for monitoring accounts on a regular basis to determine how a client is better served (by a brokerage account or an advisory account). These procedures undergo compliance review.

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

Description of Code of Ethics

ARPA's Code of Ethics consists of a statement of missions and values and statements dealing with conflicts of interest, gifts and third party benefits, personal trading, insider trading, and outside business activities. The Codes of Ethics is designed to ensure that ARPA provides objective and independent consulting services to its clients, with no actual or perceived conflicts of interest, except to the extent such conflicts of interest have been disclosed to clients in writing. A copy of the Code of Ethics is available to any client or prospective client upon request.

Other Important Information

ARPA does not recommend and has no knowledge of a related person recommending securities to clients where it or a *related person* has a material financial interest. ARPA representatives may from time to time purchase the same or similar securities that it recommends to clients; however, it is important to note that these representatives do not have control over the timing of client investments, which minimizes any potential conflict of interest.

ARPA has related SEC-registered investment advisers that manage limited partnerships or limited liability companies. Complete and accurate information about those limited partnerships or limited liability companies is available in Form ADV Part I of these related SEC-registered advisers. ARPA clients are not solicited to invest in any of those limited partnerships or limited liability companies.

Item 12 Brokerage Practices

A. Factors considered in selecting or recommending broker-dealers

ARPA performs due diligence on broker-dealers who are selected or recommended for client transactions based on a variety of criteria, which may include, but is not limited to: on-site visit of broker-dealer meeting with key members; investigating whether the broker-dealer appears to be in good standing with securities regulators; conducting a thorough review of the broker-dealer's qualifications, expertise, and fees; determining if fees are reasonable in view of the potential value brought to the client's account; determining if fees are reasonable compared to other broker-dealers offering similar programs; make certain that there are controls in place governing the broker-dealer's cash movement and accounting practices; review controls designed to ensure the accuracy of the broker-dealer's pricing and valuations, as well as trading policies and procedures; examine broker-dealer's internal or external compliance audit reports for recent years – if those reports indicate that compliance policies and procedures are weak or deficiencies have not been corrected, ARPA will consider

another broker-dealer; request documentation of any relevant litigation, including client complaints; review sample account statements and portfolios summaries to ensure they are clear, concise and thorough; if there are unanswered questions, ARPA will meet with the broker-dealer's compliance personnel, either in person or by phone.

Research and Other Soft-Dollar Benefits

ARPA, as a matter of policy and practice, does not utilize research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis.

Brokerage for Client Referrals

ARPA and related persons do not receive client referrals from broker-dealers or third parties.

Directed Brokerage

ARPA provides investment supervisory services and has a clearing agreement with Raymond James & Associates, Inc. ("RJA"). As currently structured, all client trades are processed through RJA. Not all advisers require their clients to direct brokerage. Although ARPA has established procedures to monitor the best execution for trades, clients may forgo any benefit of lower execution and transaction costs that might be obtained through another broker. By directing brokerage, you may be unable to achieve most favorable execution of transactions, which may result in additional cost. Clients may also forgo the services and benefits of other advisory programs offered through other advisers as a result of this directed brokerage arrangement. ARPA receives compensation for accounts that are opened at RJA, as disclosed herein.

- B. ARPA does not currently aggregate the purchase or sale of securities for various client accounts due to the volume of equity trades typically executed. ARPA does not anticipate having the volume needed to do this.

Item 13 Review of Accounts

A. Periodic Reviews of Accounts

ARPA IARs will strive to conduct a formal review of each account every quarter (and not less frequently than every 6 months) to identify situations that may warrant specific actions be taken on behalf of a client's investments or their overall portfolio. Reviews include items such as, historical investment performance (net of all fees and expenses), adherence to investment Strategy (asset allocation that was chosen), adherence to stated objective, performance/trading activity relative to risk tolerance, subjective (personal) review, performance of RJA as wrap account provider, whether clients would be better served in a commission-based account or with another wrap account provider, suitability, performance, asset allocation, change in investment objectives and risk tolerance, concentrations and prohibited products. In addition, the IAR providing regular investment advice or investment supervisory services, reviews client portfolios and communicates with clients at least annually (or as often as necessary) for conformity with the respective

portfolio objectives, investment objectives, changes in a client's financial situation, account performance and any reasonable restrictions to be imposed as to the specific assets or types of securities to be included or excluded from client portfolios.

B. Other than Periodic Account Review

A special review may be triggered if client notifies IAR of a material change in their situation or objectives, if client requests a review, or if a client complaint is received.

C. Content and frequency of regular reports

At least quarterly, clients receive a brokerage statement from the firm's Custodian, RJA. The brokerage statement contains the cash balance, type, name and amount of each security, the current market value of each security, account activity for the period, and when available, the unrealized gain or loss of each security. The client also receives a confirmation of each transaction from RJA, or if available and elected by the client, a monthly or quarterly trade confirmation report. Fees charged to the accounts are disclosed on the statements.

Item 14 Client Referrals and Other Compensation

In cases where an HEK client is referred to HEK by certain affiliates of Aon, such as certain groups within Aon Consulting, or Aon Risk Services, HEK may compensate the affiliated party for the referral. Such compensation is in the form of internal credits to the affiliated party. The amount of the internal credits that may be generated by a referral varies depending on the agreement between the parties, but is typically in the range of 10% to 25% of the fees paid by the referred client during the first year after the referral, with an ongoing credit in certain cases. Aon Consulting may allocate CRS's net profits between Aon Consulting and Aon Risk Services. The allocation is based on set percentages and is not dependent upon the genesis of the client generating the revenue. This is not a payment for referrals but a corporate profit allocation.

Item 15 Custody

ARPA does not custody client assets or securities. ARPA's clearing firm, RJA, as Custodian, has custody of client assets or securities. Clients receive account statements, at least quarterly, directly from RJA, and clients should carefully review those statements.

Item 16 Investment Discretion

Freedom Accounts – The Freedom Account is an investment advisory account that allocates client assets (through discretionary mutual fund and/or ETF management), based upon the investment Strategy chosen by the client. ARPA delegates discretionary authority to RJA. ARPA does not trade for the account. Discretionary authority is provided to ARPA and simultaneously delegated to RJA when the client signs the Freedom account agreement. Asset Management Services, a division of RJA, selects funds for investments and continuously manages the investments in the selected Strategy chosen by the client on a

discretionary basis without soliciting the client's consent prior to engaging in portfolio transactions. For information on client's ability to impose reasonable restrictions on the investments made in their Freedom account(s), refer to Item 4-C 'Advisory Business'.

Item 17 Voting Client Securities

ARPA does not have authority to vote securities.

Freedom Accounts – If the security or property held in an account is accompanied by voting rights, the client has the right to retain the authority to exercise or delegate such voting rights to a third party, as they may choose. Unless otherwise indicated by the client, the Asset Management Services division of Raymond James & Associates, Inc. shall exercise such voting rights in the manner it deems to be in the client's best interest or abstain from voting when submitting a vote would be impractical. Asset Management Services shall have no responsibility to exercise such voting rights with respect to securities for which the proxy materials are not available. For additional information please refer to RJA's Wrap Fee Program Brochure and the Freedom account agreement.

Item 18 Financial Information

Not Applicable (ARPA does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.)

Item 19 Requirements for State-Registered Advisers

ARPA is an SEC-registered investment adviser and is not a state-registered adviser.