

Trademark Capital Management, Inc.

SEC File Number: 801 – 57008

Item 1



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This brochure provides information about the qualifications and business practices of Trademark Capital Management, Inc. (the “Registrant”). If you have any questions about the contents of this brochure, please contact us at (706) 543-2351 or Joe.Ezernack@trademarkcapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Trademark Capital Management, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

This Brochure is prepared in the revised format required by the SEC beginning in 2011. Registered Investment Advisers are required to use this format in order to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The new Brochure requirements include providing a Summary of Material Changes (the “Summary”) reflecting any change to our policies, practices, or conflicts of interest made since our last annual update. This Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on February 8, 2013. Of course the complete Brochure is available to clients at any time upon request.

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General Information

Trademark Capital Management Inc. (the “Registrant”) is a corporation formed in 1995. The Registrant became registered as an Investment Adviser Firm in November 1999. The Registrant is principally owned by Joseph Ezernack and Donald Beasley. Mr. Ezernack is the firm’s CEO and Chief Investment Officer. Donald Beasley is a Principal of the Registrant.

- B. As discussed below, the Registrant offers to its clients (individuals, business entities, pension and profit sharing plans, trusts, estates and charitable organizations, etc.) investment advisory services.

RETIREMENT PLAN ADVISORY SERVICES

The Registrant provides advisory services to ERISA retirement plans through relationship with advisors/brokers. The Registrant shall act as co-fiduciary providing investment advice within the meaning of ERISA § 3(21)(A)(ii) to the Plan Fiduciary when advising the Plan Fiduciary and/or the Retirement Plan or Investment Committee on investment management issues. To the extent that the Service Provider exercises discretionary authority or control over the management or disposition of the Plan assets, the Service Provider is also an investment manager within the meaning of ERISA § 3(38). The fee for this service is an asset based schedule based on the assets in the Plan and the services provided. If engaged to provide this service, the Registrant shall provide some or all of the following services to the Plan Sponsor:

- Plan Consulting
- Plan Oversight
- Plan Benchmarking
- Investment Consulting
- Vendor Search
- Employee Education

INVESTMENT ADVISORY SERVICES

Collective Investment Funds. The Registrant also serves as the investment adviser to various collective investment funds (each reflecting a different investment strategy) sponsored by Hand Benefits & Trust Company (HB&T), a state-chartered trust company regulated by the Texas Department of Banking. Collective funds represent a pooled group of accounts that are combined to create a larger, well-diversified portfolio, typically a fund of grouped assets contributed by pension, profit sharing, retirement, or other trusts that are exempt from federal income tax. These pooled funds are grouped into what is commonly referred to as a master trust account under the control of the fund custodian (here HB&T) which acts as the administrator.

The Registrant provides wealth management services to individual clients and business entities.

General Asset Management Services for Individuals and Institutions

The client can determine to engage the Registrant to provide discretionary and/or non-discretionary investment advisory services on a *fee* basis. The Registrant's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Registrant's management between negotiable and 1.25%. The following tiered fee schedules apply to the total value of the client assets under management. As the client's account value exceeds each tier, the portion of the account in excess of each tier will be billed at the next tier's rate.

<u>Market Value of All Assets Under Management</u>	<u>% of Assets</u>
On the first \$500,000	1.25%
On the next \$4,500,000	1.00%
Above \$5,000,000	0.75%

LandColt Investment Strategy

The client can determine to engage the Registrant to provide discretionary asset management services using the *LandColt Investment Strategy* ("LIS") on a *fee* basis. The Registrant's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Registrant's management.

The investment objective of LIS is to achieve capital appreciation through investments in no-load mutual funds. LIS is based on quantitative and qualitative analysis and invests among six mutual funds within the Oil & Gas, Precious Metals and Real Estate sectors and a neutral "bridge" position in a U.S. Government bond mutual fund. Each sector is represented by two dedicated mutual funds - one which seeks to achieve the inverse performance of the sector's benchmark index and one which employs leverage in an effort to achieve more than one times the benchmark performance.

Portfolio decision making is derived from trading signals based upon the historical quantitative relationships between the Advance/Decline Line of the respective model index versus the Advance/Decline line of the S&P 500. The portfolio is dynamically reallocated based on the trading signals. The LIS component mutual funds are from the same "mutual fund family" and may be exchanged (i.e. swapped) without incurring transaction fees. It should be noted that exchanges are taxed as if the mutual funds were bought or sold individually and the client will be required to pay capital gains taxes if an exchange results in a gain. Such taxes will reduce the client's return.

MISCELLANEOUS ADVISORY SERVICES

Please Note: Liquidation of Securities to Pay Advisory Fees. In the event that the Registrant's advisory fees are due and the client's advisory account does not contain sufficient funds to pay those advisory fees, the Registrant shall have authority to sell/redeem/liquidate securities held in the client's portfolio, in sufficient amounts, to pay the Registrant's then due advisory fees.

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify the Registrant if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Disclosure Statement. A copy of the Registrant's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Asset Management Agreement*. Any client who has not received a copy of Registrant's written Brochure at least 48 hours prior to executing the *Asset Management Agreement* shall have five business days subsequent to executing the agreement to terminate the Registrant's services without penalty.

Tradeaway Fees: When beneficial to the client, individual fixed-income transactions may be effected through broker-dealers other than the account custodian, in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by the account custodian.

- C. The Registrant shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, the Registrant shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at anytime, impose reasonable restrictions, in writing, on the Registrant's services.
- D. The Registrant does not participate in a wrap fee program.
- E. As of December 31, 2012, the Registrant had \$140,000,000 in assets under management on a discretionary basis.

Item 5 - Fees and Compensation

- A. The client can determine to engage the Registrant to provide discretionary and/or non-discretionary investment advisory services on a *fee* basis.

RETIREMENT PLAN ADVISORY SERVICES FEES

The registrant can act as a standalone ERISA § 3(38) Investment Manager for retirement plans through our relationships with advisors/brokers at an annual fee of .10% of the plan assets. This fee is waived if the Trademark Capital Retirement Series is selected by the Plan Sponsor.

Additionally, the Registrant can act as co-fiduciary providing investment advice within the meaning of ERISA § 3(21)(A)(ii) to the Plan Fiduciary through our relationships with advisors/brokers when advising the Plan Fiduciary and/or the Retirement Plan or Investment Committee on investment management issues. To the extent that the Service Provider exercises discretionary authority or control over the management or disposition of the Plan assets, the Service Provider is also an investment manager within the meaning of ERISA § 3(38). The fee for this service is a tiered-asset base schedule based on the asset in the Plan.

Value of Plan Assets under Management	3(21) Annual Fee	3(38) Annual Fee
The first \$3,000,000	0.40%	0.50%
The next \$7,000,000	0.12%	0.15%
The next \$20,000,000	0.10%	0.125%
Above \$30,000,000	Negotiable	Negotiable

The annual minimum fee is \$5,000 for these services.

INVESTMENT ADVISORY SERVICES FEES

Collective Investment Funds.

The Registrant generally receives an investment management fee between 0.35% and 0.60% for services rendered to the collective investment funds, Trademark Capital Retirement Series.

General Asset Management Services for Individuals & Institutions.

The client can determine to engage the Registrant to provide discretionary or non-discretionary investment advisory services on a *fee* basis. The Registrant's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Registrant's total value of the client assets under management. As the client's account value exceeds each tier, the portion of the account in excess of each tier will be billed at the next tier's rate.

<u>Market Value of All Assets Under Management</u>	<u>% of Assets</u>
On the first \$500,000	1.25%
On the next \$4,500,000	1.00%
Above \$5,000,000	0.75%

LandColt Investment Strategy

The client can determine to engage the Registrant to provide discretionary investment advisory services employing the LandColt Investment Strategy on a *fee* basis. The Registrant's annual investment advisory fee is 2.50% and based upon a percentage (%) of the market value of the assets placed under the Registrant's total value of the client assets under management.

Fees paid to the Registrant are separate and distinct from the fees and expenses charged by the strategy's component mutual funds to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials).

- B. Clients may elect to have the Registrant's advisory fees deducted from their custodial account. Both Registrant's *Asset Management Agreement* and the custodial/ clearing agreement may authorize the custodian to debit the account for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the limited event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. The Registrant shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend that Charles Schwab and Co., Inc. ("*Schwab*"), Fidelity Investments ("*Fidelity*"), National Advisors Trust Co. ("*NATC*") and/or TD Ameritrade serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Schwab, Fidelity, NATC, and TD Ameritrade* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).
- D. Registrant's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. The Registrant does not generally require an annual minimum fee or asset level for investment advisory services. The Registrant, in its sole discretion, may charge a lesser investment management fee based upon certain criteria. (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account

composition, negotiations with client, etc.). The initial management fee payment will be prorated for the initial period from the date that the *Asset Management Agreement* was signed. When additional assets are deposited into a client's account, the Registrant's shall charge a pro-rata fee for these additional assets based upon the number of days remaining in the billing quarter.

The *Asset Management Agreement* between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Asset Management Agreement*. Upon termination, the Registrant shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter. No fee adjustments shall be made for partial withdrawals during the final quarter of service.

- E. Neither the Registrant, nor its representatives accept compensation from the sale of securities or other investment products.

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

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 - Types of Clients

The Registrant's clients shall generally include individuals, business entities, pension and profit sharing plans, trusts, estates and charitable organizations. The Registrant does not generally require an annual minimum fee or asset level for investment advisory services. The Registrant, in its sole discretion, may charge a lesser investment management fee based upon certain criteria. (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

- A. The Registrant may utilize the following methods of security analysis:
- Charting - (analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices)
 - Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
 - Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any

specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s). The Registrant's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

- B. The Registrant primarily allocates client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, mutual funds and/or exchange traded funds on a discretionary and non-discretionary basis in accordance with the client's designated investment objective(s).

LandColt Investment Strategy ("LIS") Risk Factors

LIS is a high turnover strategy (i.e. frequently traded). When trading results in a capital gain, the investor will be subject to additional taxes which will diminish the investor's return. In addition, LIS employs leveraged and inverse mutual funds which have the following risks:

- *Inverse Correlation Risk:* Inverse funds should lose value as the index or security tracked by such fund's benchmark increases in value; a result that is the opposite from traditional mutual funds. Successful use of inverse funds requires that the adviser correctly predict short term market movements. If a client invests in an inverse fund and markets rise, the client could lose money.

- *Leverage Risk:* Leveraged mutual funds seek to deliver multiples of performance of an index or benchmark. Leverage can potentially assist with generating additional gains, but also increases the chances that returns may be significantly worse than the decline in the value of the underlying benchmark. Such funds often do not allow for intraday transactions and conventional trading methods may not be available to provide protection against losses. In addition, the use of borrowing or other forms of leverage provides the potential for greater gains and losses than those of the underlying index.

Due to the effect of compounding, operating expenses and daily resets, the performance of a leveraged and/or inverse fund can differ significantly over time from the benchmark over long periods of time, particularly in volatile markets.

Item 9 - Disciplinary Information

The Registrant has not been the subject of any disciplinary actions. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

Item 10 - Other Financial Industry Activities and Affiliations

1. **Related Collective Investment Funds/Conflict of Interest.** The Registrant provides investment advisory services to the Trademark Capital Target Retirement funds a series of Collective Investment Trusts through Hand Benefit & Trust. HB&T compensates the Registrant with a management fee of 0.35% to 0.60%. The Registrant may purchase the CIFs for client accounts. If the Registrant is receiving fiduciary advisory compensation, the client will receive a fee offset equal to the management fee received from HB&T for the client's investment in the CIFs. **Any client that wishes to direct the Registrant not to purchase the Fund for his/her/its account is requested to advise the Registrant of such direction, in writing. In the event that any client has questions regarding the Fund and/or any corresponding perceived conflict of interest that the purchase of Fund for a client's account may present, he/she/it is encouraged to speak with the Registrant's Chief Compliance Officer, Joseph G. Ezernack.**

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

- A. **Code of Ethics** The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code

of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

Neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.

- B. The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons". The Registrant's securities transaction policy requires that Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of the their current securities holdings within ten (10) days after becoming an Access Person.
- C. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.
- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11 C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a

standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- E. Neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.
- F. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.
- G. The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons". The Registrant's securities transaction policy requires that Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of the their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.
- H. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11 C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons

Item 12 - Brokerage Practices

- A. In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at *Schwab, Fidelity, National Advisors Trust Company and TD Ameritrade*. Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal *Asset Management Agreement* with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Registrant considers in recommending *Schwab, Fidelity and National Advisors Trust Company* and *TD Ameritrade* (or any other broker-dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee. The Registrant's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Registrant may receive from *Schwab, Fidelity, National Advisors Trust Company and TD Ameritrade* (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the Registrant may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or

software and/or other products used by Registrant in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist the Registrant in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

Registrant's clients do not pay more for investment transactions effected and/or assets maintained at *Schwab, Fidelity, NATC* and *TD Ameritrade* as a result of this arrangement. There is no corresponding commitment made by the Registrant to *Schwab, Fidelity, National Advisors Trust Company* and *TD Ameritrade* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

The Registrant's Chief Compliance Officer, Joseph Ezernack, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

1. The Registrant does not receive referrals from broker-dealers
2. The Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Registrant to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Registrant.

The Registrant's Chief Compliance Officer, Joseph Ezernack, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that the Registrant provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless the Registrant decides to purchase or sell the same securities for several clients at approximately the same time. The Registrant may (but is not obligated to) combine or “bunch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Registrant’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Registrant shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 - Review of Accounts

For those clients to whom Registrant provides investment supervisory services, account reviews are conducted on an ongoing basis by the Registrant's Principals and/or representatives. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review their investment objectives and account performance with the Registrant on an annual basis.

The Registrant may conduct account reviews on a periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

Please Note: To the extent that the Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Registrant with the account statements received from the account custodian. Please Also Note: The account custodian does not verify the accuracy of the Registrant’s advisory fee calculation.

Item 14 - Client Referrals and Other Compensation

As referenced in Item 12.A.1 above, the Registrant may receive an indirect economic benefit from *Schwab, Fidelity, National Advisors Trust Company and TD Ameritrade*. The Registrant, without cost (and/or at a discount), may receive support services and/or products from *Schwab, Fidelity and National Advisors Trust Company and TD Ameritrade*.

Registrant’s clients do not pay more for investment transactions effected and/or assets maintained at *Schwab, Fidelity, National Advisors Trust Company and TD Ameritrade* as

a result of this arrangement. There is no corresponding commitment made by the Registrant to *Schwab, Fidelity, National Advisors Trust Company and TD Ameritrade* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

If a client is introduced to the Registrant by either an unaffiliated or an affiliated solicitor, Registrant *may* pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from the Registrant's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to the Registrant by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of the Registrant's written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between the Registrant and the solicitor, including the compensation to be received by the solicitor from the Registrant.

The Registrant shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

Item 15 – Custody

It is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify the Registrant of any questions or concerns. Clients are also asked to promptly notify the Registrant if the custodian fails to provide statements on each account held.

From time to time and in accordance with the Registrant's agreement with clients, the Registrant will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Item 16 - Investment Discretion

The client can determine to engage the Registrant to provide investment advisory services on a discretionary basis. Prior to the Registrant assuming discretionary authority over a client's account, client shall be required to execute an *Asset Management Agreement*, naming the Registrant as client's attorney and agent in fact, granting the Registrant full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

For *non-discretionary* accounts, the client also generally executes a limited-power-of-attorney (“LPOA”), which allows the Registrant to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between the Registrant and the client, The Registrant does not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. As with discretionary accounts, clients may limit the terms of the LPOA, subject to the Registrant’s agreement with the client and the requirements of the client’s custodian.

Clients who engage the Registrant on a discretionary basis may, at any time, impose restrictions, **in writing**, on the Registrant’s discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Registrant’s use of margin, etc.).

Item 17 - Voting Client Securities

The Registrant does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client’s investment assets. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact the Registrant to discuss any questions they may have with a particular solicitation.

Item 18 – Financial Information

The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts. The Registrant has not been the subject of a bankruptcy petition.

Item 19 - Miscellaneous

Please Note: Inverse/Enhanced Market Strategies. The Registrant may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be **no assurance** that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct the Registrant, in writing, not to employ any or all such strategies for his/her/their/its accounts.

Please Note: Cash Positions. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), the Registrant *may* maintain cash positions for defensive purposes. All cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating the Registrant's advisory fee. **The Registrant's Chief Compliance Officer, Joseph Ezernack, remains available to address any questions that a client or prospective may have regarding the above fee billing practice.**

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Registrant) will be profitable or equal any specific performance level(s).

Part 2B of Form ADV: Brochure Supplement *for*

Donald Lawrence Beasley



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www.TrademarkCapital.com

Dated June 27, 2013

This Brochure Supplement provides information about Donald Lawrence Beasley that supplements the Trademark Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact Joseph G. Ezernack, Chief Compliance Officer, if you did *not* receive Trademark Capital Management, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Donald Lawrence Beasley is available on the SEC's website at **www.adviserinfo.sec.gov**.

Item 2 Education Background and Business Experience

Donald Lawrence Beasley was born in 1942. Mr. Beasley graduated from Northwestern State University with a Bachelor's degree in Mathematics and Physical Education in 1965 and a Master's degree in Administration in 1966.

Mr. Beasley joined Trademark Capital Management, Inc. ("Trademark Capital" in January 2011. He is a Principal and an Advisory Representative of Trademark Capital. Mr. Beasley was the Principal of Athens Capital Management, LLC from July 2007 to January 2011. Mr. Beasley was Co-Founder and President of Personal Mutual Fund Management (Stadion Money) from June 1992 to May 2006. He holds a Series 65 Uniform Investment Advisors license.

Item 3 Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Mr. Beasley has no such disciplinary information to report.

Item 4 Other Business Activities

Mr. Beasley is not engaged in any other business activities.

Item 5 Additional Compensation

Mr. Beasley has no other income or compensation to disclose.

Item 6 Supervision

Trademark Capital provides investment advisory and supervisory services in accordance with its policies and procedures manual. The primary purpose of Trademark Capital's Rule 206(4)-7 policies and procedures is to comply with the requirements of supervision requirements of Section 203(e)(6) of the Investment Adviser's Act ("*Act*"). Trademark Capital's Chief Compliance Officer, Joseph G. Ezernack, is primarily responsible for the implementation of Trademark Capital's policies and procedures and overseeing the activities of Trademark Capital's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of Trademark Capital have any questions regarding the applicability/relevance of the *Act*, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a client have any questions regarding Trademark Capital's supervision or compliance practices, please contact Mr. Ezernack at (706) 534-2351.

Part 2B of Form ADV: Brochure Supplement *for*

Joseph Gerald Ezernack, II



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Dated June 27, 2013

This Brochure Supplement provides information about Joseph G. Ezernack that supplements the Trademark Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact Joseph G. Ezernack, Chief Compliance Officer, if you did *not* receive Trademark Capital Management, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Joseph Gerald Ezernack, II is available on the SEC's website at **www.adviserinfo.sec.gov**.

Item 2 Education Background and Business Experience

Joseph Gerald Ezernack, II was born in 1970. Mr. Ezernack graduated from Northwestern State University with a Bachelor's degree in Business Administration. He also earned a Master's degree in Business Administration (MBA) from the University of Georgia, Terry College of Business.

Mr. Ezernack joined Trademark Capital Management, Inc. ("Trademark Capital") in January 2011. He serves as the firm's Chief Executive Officer and Chief Investment Officer. Mr. Ezernack was Chief Executive Officer of Athens Capital Management, LLC from September 2006 to January 2011. He was the Senior Portfolio Manager of Personal Mutual Fund Management (Stadion Money) from 1997 to 2006.

Item 3 Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Mr. Ezernack has no such disciplinary information to report.

Item 4 Other Business Activities – see attached

Mr. Ezernack is not engaged in any other business occupations.

Item 5 Additional Compensation

Mr. Ezernack has no other income or compensation to disclose.

Item 6 Supervision

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Part 2B of Form ADV: Brochure Supplement *for*
Brochure Supplement – Joseph Glenn Maxey



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Dated June 27, 2013

This Brochure Supplement provides information about Joseph Glenn Maxey that supplements the Trademark Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact Joseph G. Ezernack, Chief Compliance Officer, if you did *not* receive Trademark Capital Management, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Joseph Glenn Maxey is available on the SEC's website at
www.adviserinfo.sec.gov.

Item 2 Education Background and Business Experience

Joseph Glenn Maxey was born in 1982. Mr. Maxey graduated from Piedmont College in 2006, with a Bachelor's degree in General Business.

Mr. Maxey joined Trademark Capital Management, Inc. in 2011 where he is an Investment Adviser Representative. Mr. Maxey was a Commercial Real Estate Broker at Coldwell Banker Commercial Upchurch Realty from 2007 to 2010. Mr. Maxey was a Trader at Personal Mutual Fund Management (Stadion Money) from 2004 to 2006. He holds a Series 65 Uniform Investment Advisors license.

Item 3 Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Mr. Maxey has no such disciplinary information to report.

Item 4 Other Business Activities

Mr. Maxey is not engaged in any other business activities.

Item 5 Additional Compensation

Mr. Maxey has no other income or compensation to disclose.

Item 6 Supervision

Trademark Capital provides investment advisory and supervisory services in accordance with its policies and procedures manual. The primary purpose of Trademark Capital's Rule 206(4)-7 policies and procedures is to comply with the requirements of supervision requirements of Section 203(e)(6) of the Investment Adviser's Act ("*Act*"). Trademark Capital's Chief Compliance Officer, Joseph G. Ezernack, is primarily responsible for the implementation of Trademark Capital's policies and procedures and overseeing the activities of Trademark Capital's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of Trademark Capital have any questions regarding the applicability/relevance of the *Act*, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a client have any questions regarding Trademark Capital's supervision or compliance practices, please contact Mr. Ezernack at (706) 534-2351.

Part 2B of Form ADV: Brochure Supplement *for*

Mary Lynn Patch



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Dated June 27, 2013

This Brochure Supplement provides information about Mary Lynn Patch that supplements the Trademark Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact Joseph G. Ezernack, Chief Compliance Officer, if you did *not* receive Trademark Capital Management, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Mary Lynn Patch is available on the SEC's website at **www.adviserinfo.sec.gov**.

Item 2 Education Background and Business Experience

Mary Lynn Patch was born in 1966. Ms. Patch graduated from Loras College in 1989, with a Bachelor's degree in History.

Ms. Patch joined Trademark Capital Management, Inc. in 2012 where she is the Director of Retirement Plan Services. Ms. Patch was the Director of Business Development at Steele Capital Management, Inc. from 2000 to 2012. She holds a Series 65 Uniform Investment Advisors license

Ms. Patch holds the designation of the Qualified 401(k) Administrator (QKA) since 2003 which is offered through American Society of Pension Professional & Actuaries (ASPPA). The QKA designation certifies that the recipient has specialized knowledge in retirement planning and specifically 401k planning. To receive the QKA designation, individuals must complete a training program and successfully pass comprehensive, closed-book examinations.

Ms. Patch also holds the designation of Qualified Plan Financial Consultant (QPFC) since 2007. The American Society of Pension Professional & Actuaries (ASPPA) awards the QPFC designation to professionals who complete a training program and successfully pass closed-book examinations. The QPFC designation identifies professionals who have knowledge of plan administration, compliance, investment, fiduciary, and ethics issues. The material covered in this course:

- Focuses on the administrative and consulting issues commonly encountered by financial consultants who service the retirement plans market.
- Covers all types of defined contribution and defined benefit plans including nonqualified SERPs, cash balance plans, ESOPs and also the Roth 401(k).
- Discusses plan design issues such as eligibility, vesting, nondiscrimination testing, plan documents, top-heavy and the deductibility of contributions.
- Examines the role played by the type of business sponsoring the plan, controlled group issues and the impact that leased employees, independent contractors and Professional Employer Organizations (PEOs) have on qualified plans.
- Addresses the ethical responsibilities of the financial consultant.
- Concentrates on fiduciary issues, investments, fees and vendor platforms.
- Explores important topics relevant to plan investments. This includes the types of asset classes and investment vehicles that are appropriate for use inside retirement plans.
- Covers the historical decision made by the DOL in the most recent PPA legislation regarding Qualified Default Investment Alternatives (QDIAs) and their use in retirement plans.
- Discusses the basics of participant education as well as participant attitudes toward investing.
- Emphasizes plan and investment level fees including their discovery, analysis, and disclosure to plan participants and plan fiduciaries.
- Compares the advantages and disadvantages of different vendor platforms.
- Addresses the ethical responsibilities of the financial consultant and ASPPA Code of Professional Conduct

Item 3 Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Ms. Patch has no such disciplinary information to report.

Item 4 Other Business Activities

Ms. Patch is not engaged in any other business activities.

Item 5 Additional Compensation

Ms. Patch has no other income or compensation to disclose.

Item 6 Supervision

Trademark Capital provides investment advisory and supervisory services in accordance with its policies and procedures manual. The primary purpose of Trademark Capital's Rule 206(4)-7 policies and procedures is to comply with the requirements of supervision requirements of Section 203(e)(6) of the Investment Adviser's Act ("*Act*"). Trademark Capital's Chief Compliance Officer, Joseph G. Ezernack, is primarily responsible for the implementation of Trademark Capital's policies and procedures and overseeing the activities of Trademark Capital's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of Trademark Capital have any questions regarding the applicability/relevance of the *Act*, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a client have any questions regarding Trademark Capital's supervision or compliance practices, please contact Mr. Ezernack at (706) 534-2351.

Part 2B of Form ADV: Brochure Supplement *for*

Michael F. McClelland



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Dated June 27, 2013

This Brochure Supplement provides information about Michael McClelland that supplements the Trademark Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact Joseph G. Ezernack, Chief Compliance Officer, if you did *not* receive Trademark Capital Management, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Michael McClelland is available on the SEC's website at **www.adviserinfo.sec.gov**.

Item 2 Education Background and Business Experience

Michael McClelland (year of birth 1956) joined Trademark Capital Management, Inc., in 2013 as the Regional Sales Director of the Midwest. He is responsible for building the Trademark Capital Management brand by promoting and delivering the firm's actively managed Target-Date fund solutions throughout Illinois, Indiana, Michigan and Missouri. Mr. McClelland has consulted on all types and sizes of corporate retirement plans for more than 25 years. Based in Chicago, much of Mr. McClelland's experience was spent as a Midwest Regional Pension Manager for two leading 401(k) providers.

Prior to joining Trademark, Mr. McClelland was the Director of Business Development for Cullen Financial from 2011 to 2012. He served as a Pension Consultant with Stancorp Equities, Inc. from 2005 to 2009 and was an investment adviser representative with Stancorp Investment Advisers from 2000 to 2009.

Mr. McClelland graduated from Drake University with a bachelor's degree in business administration.

Item 3 Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Mr. McClelland has no such disciplinary information to report.

Item 4 Other Business Activities

Mr. McClelland is not engaged in any other business activities.

Item 5 Additional Compensation

Mr. McClelland has no other income or compensation to disclose.

Item 6 Supervision

Trademark Capital provides investment advisory and supervisory services in accordance with its policies and procedures manual. The primary purpose of Trademark Capital's Rule 206(4)-7 policies and procedures is to comply with the requirements of supervision requirements of Section 203(e)(6) of the Investment Adviser's Act ("*Act*"). Trademark Capital's Chief Compliance Officer, Joseph G. Ezernack, is primarily responsible for the implementation of Trademark Capital's policies and procedures and overseeing the activities of Trademark Capital's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of Trademark Capital have any questions regarding the applicability/relevance of the *Act*, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a client have any questions regarding Trademark Capital's supervision or compliance practices, please contact Mr. Ezernack at (706) 534-2351.

Part 2B of Form ADV: Brochure Supplement *for*

Clint D. Wyckoff



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Dated June 27, 2013

This Brochure Supplement provides information about Clint D. Wyckoff that supplements the Trademark Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact Joseph G. Ezernack, Chief Compliance Officer, if you did *not* receive Trademark Capital Management, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Clint D. Wyckoff is available on the SEC's website at **www.adviserinfo.sec.gov**.

Item 2 Education Background and Business Experience

Clint D. Wyckoff (year of birth 1965) joined Trademark Capital Management, Inc., in 2013 as the Vice President of Sales. Prior to joining Trademark, he was an independent consultant to insurance company investment committees from 2011 to 2012. Mr. Wyckoff's prior experience includes various roles in the financial industry including serving as Senior Vice President of Sales for CMB Capital Management Group in 2008 and serving as a registered representative with Investors Security Company in 2007. He was the Executive Vice President of Sales of Strategis Financial Group from 1990 through 2007 where he held an ownership role from 1992 through 2011.

Mr. Wyckoff graduated from Utah Valley University with Bachelor of Business Administration.

Item 3 Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Mr. Wyckoff has no such disciplinary information to report.

Item 4 Other Business Activities

Mr. Wyckoff provides general investment consulting services to an insurance company's investment committee for an hourly fee.

Item 5 Additional Compensation

Other than stated above, Mr. Wyckoff has no other income or compensation to disclose.

Item 6 Supervision

Trademark Capital provides investment advisory and supervisory services in accordance with its policies and procedures manual. The primary purpose of Trademark Capital's Rule 206(4)-7 policies and procedures is to comply with the requirements of supervision requirements of Section 203(e)(6) of the Investment Adviser's Act ("*Act*"). Trademark Capital's Chief Compliance Officer, Joseph G. Ezernack, is primarily responsible for the implementation of Trademark Capital's policies and procedures and overseeing the activities of Trademark Capital's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of Trademark Capital have any questions regarding the applicability/relevance of the *Act*, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a client have any questions regarding Trademark Capital's supervision or compliance practices, please contact Mr. Ezernack at (706) 534-2351.