



**First Heartland® Consultants, Inc.,**

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**Supplement to Form ADV Part 2A - Retirement Plan Services**

Date of Retirement Plan Services Disclosure Brochure: March 2014

This disclosure brochure provides information about the qualifications and business practices of First Heartland® Consultants, Inc. (also referred to as we, us, firm, FHC and First Heartland® Consultants throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Zeonia Christy at (636) 625-0900. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about First Heartland® Consultants is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view our firm's information on this website by searching for First Heartland® Consultants, Inc. or our firm's CRD number 110377.

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

## ITEM 2 - MATERIAL CHANGES

The following is a summary of certain changes made to this Brochure from the time of the annual update of the Brochure dated March 18, 2013.

This Brochure is new and provides information regarding the Firm's activities and services for employer-sponsored retirement plans. All sections were updated to provide a more concise and clear picture of how the firm operates, its policies and procedures. Please read carefully.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure Brochures within 120 days after our firm's fiscal year ends. Our firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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## ITEM 4 - ADVISORY BUSINESS

### INTRODUCTION

First Heartland® Consultants is an investment advisor registered with the United States Securities and Exchange Commission ("SEC") pursuant to the Investment Advisers Act of 1940. First Heartland® Consultants has provided advisory services as a registered investment advisor since 1993. David M. Hoff is the President of First Heartland® Consultants and owns 100% of First Heartland® Consultants.

The investment advisory services of First Heartland® Consultants are provided to you through an appropriately licensed and qualified individual who is an investment adviser representative of First Heartland® Consultants (referred to as IAR throughout this Brochure). Your IAR typically is not an employee of First Heartland® Consultants; rather, your IAR typically is an independent contractor of First Heartland® Consultants. For more information about your IAR, you should refer to the Brochure Supplement for your IAR (also known as the Form ADV Part 2B). The Brochure Supplement is a separate document that is provided by your IAR along with this Brochure before or at the time the client engages the IAR. If the client did not receive a Brochure Supplement for the IAR, the client should contact the IAR or First Heartland® Consultants at 636-625-0900. Your IAR is limited to providing the services and charging investment advisory fees in accordance with the descriptions detailed in this brochure. However, the exact services you receive and the fees you will be charged will be specified in your Retirement Plan Services Agreement.

### TYPES OF ADVISORY SERVICES

The following are descriptions of the primary advisory services of First Heartland® Consultants. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and First Heartland® Consultants before we can provide you the services described below.

First Heartland® Consultants offers various types of advisory services and programs, including two wrap programs, mutual fund/ETF asset allocation programs, advisory programs offered by third-party investment advisory firms, financial planning services, and other personalized advisory services. This Brochure provides information about First Heartland® Consultants and its employersponsored retirement plan services. First Heartland® Consultants provides information in separate disclosure brochures for its other advisory services and programs. If clients would like more information on such programs, a client should contact his or her IAR for a copy of the program brochure that describes such services or programs or contact First Heartland® Consultants at 636-625-0900.

### ***Employee-Sponsored Retirement Plan Services***

Under First Heartland® Consultants employer-sponsored retirement plan services, IARs assist clients that are trustees or other fiduciaries to employer-sponsored retirement plans ("Plans") by providing fee-based consulting and/or advisory services. IARs perform one or more of the following services, as selected by the client in the client agreement:

- Assistance in the preparation or review of an investment policy statement ("IPS") for the Plan based upon consultation with client to ascertain Plan's investment objectives and constraints.
- Acting as a liaison between the Plan and service providers, product sponsors or vendors.
- Ongoing monitoring of investment manager(s) or investments in relation to the criteria specified in the Plan's IPS or other written guideline provided by the client to IAR.
- Preparation of reports describing the performance of Plan investment manager(s) or investments, as well as comparing the performance to benchmarks.
- Ongoing recommendations for consideration and selection by client, about specific investments to be held by the Plan or, in the case of a participant-directed plan, to be made available as investment options under the Plan.
- Education or training for the members of the Plan investment committee with regard to various matters, including plan features, retirement readiness matters, service on the committee, and fiduciary responsibilities.
- Assistance in enrolling Plan participants in the Plan, including conducting an agreed upon number of enrollment meetings. As part of such meetings, IARs may provide participants with information about the Plan, which may include information on the benefits of Plan participation, the benefits of increasing Plan contributions, the impact of pre-retirement withdrawals on retirement income, the terms of the Plan and the operation of the Plan.
- Assistance with investment education seminars and meetings for Plan participants. Such meetings may be on a group or individual basis, and may include information about the investment options under the Plan (e.g., investment objectives, risk/return characteristics, and historical performance), investment concepts (e.g., diversification, asset classes, and risk and return), and how to determine investment time horizons and assess risk tolerance. Such meetings do not include specific investment advice about investment options under the Plan as being appropriate for a particular participant.
- Recommendations, for consideration and selection by client, regarding custom target-date or risk based model portfolios based upon criteria stated in the Plan's IPS.
- As part of the ongoing investment recommendation service set out above, assistance in identifying an investment fund product or model portfolio in connection with the definition of a "Qualified Default Investment Alternative" ("QDIA") under ERISA.
- Assistance with the preparation, distribution and evaluation of Request for Proposals, finalist interviews, and conversion support in connection with vendor analysis and service provider support.
- Preparation of comparisons of Plan data (e.g., regarding fees and services and participant enrollment and contributions) to data from the Plan's prior years and/or a benchmark group of similar plans.
- Assistance in identifying the fees and other costs borne by the Plan for, as specified by the client, investment management, recordkeeping, participant education, participant communication and/or other services provided with respect to the Plan.

If this Plan makes available publicly traded employer stock ("company stock") as an investment options under the Plan, IARs do not provide investment advice regarding company stock and are not responsible for the decision to offer company stock as an investment option. In addition, if participants in the Plan may invest the assets in their accounts through individual brokerage accounts, a mutual fund window, or other similar arrangement, or may obtain participant loans, IARs do not provide individualized advice or recommendations to the participants regarding these decisions. Furthermore, IARs do not provide individualized investment advice to Plan participants regarding their Plan assets. Clients may select a third party investment advisory firm, in lieu of an IAR, to provide the advisory services described in this brochure.

First Heartland® Consultants provides services under this program as an investment advisor under the Investment Advisers Act of 1940 ("Act"), and is a fiduciary under the Act with respect to such services. In addition, if client elects to engage First Heartland® Consultants and IAR to perform ongoing investment monitoring and ongoing investment recommendation services to a Plan subject to ERISA in the client agreement, such services will constitute "investment advice" under Section 3(21) of ERISA. Therefore, First Heartland® Consultants and IAR will be deemed a "fiduciary" as such term is defined under Section 3(21) of ERISA in connection

with those services. Clients should understand that to the extent First Heartland® Consultants and IAR are engaged to perform services other than ongoing investment monitoring and recommendations, those services are not “investment advice” under ERISA and therefore, First Heartland® Consultants and IAR will not be a “fiduciary” under ERISA with respect to those other services.

From time to time First Heartland® Consultants and/or IAR may make the Plan or Plan participants aware of and may offer services available from First Heartland® Consultants, First Heartland® Capital, Inc., its affiliated broker-dealer, and/or IAR that are separate and apart from the services provided under this program. Such other services may be services to the Plan, to a client with respect to client’s responsibilities to the Plan, and/or to one or more Plan participants. In offering any such services, neither First Heartland® Consultants nor IAR is providing the services under this program or acting as a fiduciary under ERISA with respect to such offering of services. If any such separate services are offered to a client, the client will make an independent assessment of such services without reliance on the advice or judgment of First Heartland® Consultants or the IAR.

## ITEM 5 - FEES AND COMPENSATION

For retirement plan services, clients pay First Heartland® Consultants an advisory fee. We share between 70% and 95% of the advisory fee with the IAR based on the agreement between First Heartland® Consultants and the IAR. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and First Heartland® Consultants.

The advisory fee may be based on a percentage of the assets held in the Plan (up to 2.5% annually), or on a flat rate basis, as negotiated between the Plan and the IAR. As a result, your IAR may charge more or less for the same service than another IAR of First Heartland® Consultants. The advisory fee will be payable to First Heartland® Consultants quarterly, in advance, unless otherwise specified in the client agreement.

The IAR is responsible for determining the fee to charge each client based upon factors such as total amount of assets involved in the relationship, the complexity of the planning services, and the number and range of other advisory and client-related services to be provided. Clients should consider the level and complexity of the planning services to be provided when negotiating the fee with the IAR.

You may pay the advisory fee owed by submitting a check made payable to First Heartland® Consultants (not your IAR or an entity controlled by your IAR) or by instructing the Plan’s service provider or custodian to debit the fee from the Plan’s account(s) at the custodian and pay such fee to First Heartland® Consultants.

Clients incur fees and charges imposed by third parties other than First Heartland® Consultants and IAR in connection with these services. These third party fees can include fund or annuity subaccount management fees, 12b-1 fees and administrative servicing fees, plan recordkeeping and other service provider fees. Further information regarding charges and fees assessed by a fund or annuity are available in the appropriate prospectus.

If a client engages First Heartland® Consultants and IAR to provide ongoing investment recommendations to the Plan regarding investment options to be made available to Plan participants, clients should understand that there generally will be two layers of fees with respect to such assets. The Plan will pay an advisory fee to the fund manager and other expenses as a shareholder of the fund. The client also will pay First Heartland® Consultants for the investment recommendation services. Therefore, clients could generally avoid the second layer of fees by not using the advisory services of First Heartland® Consultants and IAR and by making their own decisions regarding the investment.

As part of these services for ERISA plans, your investment adviser representative may recommend mutual funds that pay asset based sales charges or service fees (e.g., 12(b)-1 fees) to First Heartland® Capital, Inc. as broker-dealer to the Plan. Your investment adviser representative may receive a portion of the 12(b)-1 fees in his or her separate capacity as a registered representative of First Heartland® Capital, Inc. The receipt of 12(b)-1 fees presents a conflict of interest because it gives IARs an incentive to recommend mutual funds based on compensation received rather than on a client’s needs. First Heartland® Consultants addresses this conflict by using 12(b)-1 fees paid by product sponsors to its affiliated broker-dealer, First Heartland® Capital, Inc. to offset the advisory fee.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client’s account. Item 6 is not applicable to this Disclosure Brochure because we do not charge or accept performance-based fees.

## ITEM 7 - TYPES OF CLIENTS

The services described in this brochure are available to clients that are trustees or other fiduciaries to Plans, including 401(k), 457(b), 403(b) and 401(a) plans. Plans include participant directed defined contribution plans and defined benefit plans. Plans may or may not be subject to ERISA.

## MINIMUM INVESTMENT AMOUNTS REQUIRED

First Heartland® Consultants does not require a minimum asset amount for retirement plans services.

## ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

If clients elect to engage an IAR to provide ongoing investment recommendations for a Plan, IARs may conduct an analysis of mutual funds, exchange-traded funds ("ETFs"), collective investment trusts, annuity sub-accounts and other securities using a technical/quantitative and/or fundamental/qualitative approach. The sources of information that an IAR may use to provide advice to Plans including the following: research materials prepared by third parties, statistical and/or analytical industry databases, and/or financial newspapers and magazines.

Our IARs choose their own research materials, methods, investment strategies, and management philosophy. Clients are encouraged to speak to their IAR directly to discuss the IAR's particular approach and strategy for providing services to the Plan. It is important to note that no methodology or investment strategy is guaranteed to be successful or profitable.

The trustee or other fiduciaries of a Plan may choose to select a number of different types of securities to make available to plan participants, including mutual funds, ETFs, annuity sub-accounts or other securities. Each different type of security carries with it risks that are inherent in that specific type of security. Investing in securities involves risk of loss. You should be prepared to bear investment loss including loss of original principal.

## ITEM 9 - DISCIPLINARY INFORMATION

First Heartland® Consultants has not been subject to any disciplinary actions or orders. For more information, clients should refer to the Investment Advisor Public Disclosure at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).

## ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### **Our Affiliated Broker-Dealers – First Heartland Capital, Inc. and Centerre Capital, LLC**

First Heartland® Consultants has two affiliated firms, First Heartland Capital, Inc. and Centerre Capital, LLC, which are both registered as broker/dealers.

First Heartland® Consultants is under common ownership and control with First Heartland Capital, Inc. which provides securities brokerage services to First Heartland® Consultants clients. Please read the sub-section below, *Registered Representative of Our Affiliated Broker-Dealer*, for details about this arrangement.

Similarly, Centerre Capital, LLC and First Heartland® Consultants are under common ownership and control. Centerre Capital, LLC engages in business on a predominantly wholesale basis for variable universal life products.

### **Registered Representative of Our Affiliated Broker-Dealer**

As described above, our investment adviser representatives are also registered representatives of First Heartland Capital, Inc., our affiliated securities broker-dealer.

### **Our Affiliated Insurance Marketing Organization – Elite Partners, LLC**

First Heartland® Consultants is under common ownership and control with Elite Partners, LLC, which is a life insurance marketing organization and wholesales insurance and annuity products to third-party insurance agents.

### **Our Affiliated Insurance Agency - First Heartland Corporation**

First Heartland® Consultants is under common ownership with First Heartland Corporation, a licensed insurance agency.

## ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

First Heartland® Consultants has established a Code of Ethics that will apply to all of its associated persons. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. First Heartland® Consultants has a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for our Code of Ethics which also covers our Insider Trading and Personal Securities Transactions Policies

and Procedures. First Heartland® Consultants has the responsibility to make sure that the interests of all clients are placed ahead of First Heartland® Consultants' own investment interest. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to any services being conducted. First Heartland® Consultants will conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This section is intended to provide clients with a summary of First Heartland® Consultants' Code of Ethics. Clients may receive a complete copy of the Code of Ethics upon request.

## **PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

As part of retirement plan services, an IAR may provide recommendations as to investment products or securities. To the extent that the IAR recommends that the client invest in products and services that will result in compensation being paid to First Heartland® Consultants, First Heartland Capital, Inc., and the IAR, this presents a conflict of interest. The compensation to the IAR, First Heartland® Consultants and First Heartland Capital, Inc. may be more or less depending on the product or service that the IAR recommends. Therefore, the IAR has a financial incentive to recommend that a certain product or service be utilized over another product or service.

If a client desires to purchase securities in a brokerage account or otherwise through the IAR acting as a registered representative of First Heartland Capital, Inc., First Heartland Capital, Inc. and the IAR will receive brokerage related and other types of compensation for those services, such as commissions and/or trail fees. When considering whether to implement recommendations through the IAR, First Heartland® Consultants and/or First Heartland Capital, Inc., clients should discuss with the IAR how First Heartland® Consultants, First Heartland Capital, Inc. and the IAR will be compensated for any recommendations implemented.

If the client decides to engage First Heartland® Consultants and the IAR to provide retirement plan services, the IAR will provide the client, at the time of engagement, with a Brochure, client agreement and other account paperwork that contain specific information about fees and compensation that the IAR and First Heartland® Consultants will receive in connection with that program.

It is important to note that clients are under no obligation to implement any recommendations through First Heartland® Consultants, First Heartland Capital, Inc., and the IAR. Clients should understand that the investment products, securities and services that the IAR may recommend as part of the retirement plan services are available to be purchased through broker dealers, investment advisors or other investment firms not affiliated with First Heartland® Consultants.

Clients should understand that First Heartland® Consultants, First Heartland Capital, Inc. and IAR may perform advisory and/or brokerage services for various other clients, and that First Heartland® Consultants, First Heartland Capital, Inc. and IAR may give advice or take actions for those other clients that differ from the advice given to the client.

### **ITEM 12 - BROKERAGE PRACTICES**

In connection with retirement plan services, an IAR may recommend to a client that a Plan use a certain retirement plan platform or service provider (such as a recordkeeper or administrator). First Heartland® Capital, Inc. may serve as broker-dealer in connection with the sale of securities or insurance products to the Plan. As noted above, for Plans that are subject to ERISA, 12b-1 fees paid by product sponsors to First Heartland® Capital, Inc. as broker-dealer of record to the Plan are used to offset the advisory fee charges by First Heartland® Consultants.

### **ITEM 13 - REVIEW OF ACCOUNTS**

To the extent services offered to the Plan include performance monitoring or reporting, IAR will review performance or provide reports of investment manager(s) or investments selected by the Plan on a frequency as agreed with the Plan. If elected by the Plan, IAR will provide reports evaluating the performance of the Plan investment manager(s) or investments, as applicable.

### **ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

#### **OTHER COMPENSATION**

The IAR, First Heartland® Consultants, and First Heartland® Capital, Inc. may receive additional compensation from product sponsors. Compensation may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings, client workshops or events, marketing events or advertising initiatives. Product sponsors may also pay for, or reimburse First Heartland® Consultants and/or First Heartland® Capital, Inc. for the costs associated with education or training events that may be attended by First Heartland® Consultants employees and IARs and for First Heartland® Consultants and/or First Heartland® Capital, Inc. sponsored conferences and events. Such compensation is not tied to any particular client or product.

The IAR recommending retirement plan services to the client receives compensation as a result of the client's participation. This compensation includes a portion of the advisory fee, and such portion received may be more than what IAR would receive at

another investment advisory firm. In addition, the IAR may receive compensation from First Heartland® Consultants and/or First Heartland® Capital, Inc. in the form of incentive awards/trips based upon overall production, reimbursement of fees that IARs pay for administrative services and/or reduced cost marketing materials. The receipt of, or the potential to receive, these awards/trips, may affect an IAR's judgment in selecting products sold to clients, thereby creating a possible conflict of interest. This conflict of interest means that there is an incentive to recommend certain products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. We attempt to control for this conflict by always basing investment decisions on the individual needs of our clients.

First Heartland® Consultants has entered into solicitation agreements with independent third-party investment advisors, pursuant to which IARs receive solicitor's fees in return for the referral of clients to the third-party investment advisor. Because First Heartland® Consultants is engaged by and paid by the third-party investment advisor for the referral, any recommendation regarding the third-party investment advisor as part of the referral presents a conflict of interest. As such, the client is provided with a disclosure statement explaining the role of First Heartland® Consultants and the IAR and the referral fee received.

First Heartland® Consultants does not compensate other persons or entities for client referrals.

#### ITEM 15 - CUSTODY

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

First Heartland® Consultants is deemed to have custody of client funds and securities whenever First Heartland® Consultants is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody First Heartland® Consultants will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which First Heartland® Consultants is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from First Heartland® Consultants. When clients have questions about their account statements, they should contact First Heartland® Consultants or the qualified custodian preparing the statement.

#### ITEM 16 - INVESTMENT DISCRETION

With respect to services provided to Plans subject to ERISA, First Heartland® Consultants and your IAR do not have any discretionary investment authority.

#### ITEM 17 - VOTING CLIENT SECURITIES

First Heartland® Consultants and its IARs do not vote proxies on behalf of Clients.

#### ITEM 18 - FINANCIAL INFORMATION

First Heartland® Consultants does not require any client to prepay an advisory fee of \$1,200 or more, 6 or more months in advance for advisory services.

First Heartland® Consultants 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 client accounts.

First Heartland® Consultants has not been the subject of a bankruptcy petition.