



**Part 2A of Form ADV
Disclosure Brochure**

March 28, 2017

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This disclosure brochure provides information about the qualifications and business practices of Quantitative Advantage, LLC (“QA”). If you have any questions about the content of this brochure, please contact QA at 866-767-8007 or compliance@QAinvest.com. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration of an investment advisor with the SEC does not imply any specific level of skill or training.

Additional information about QA is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

This summary of material changes identifies, and briefly discusses, only the material changes to the disclosure brochure of Quantitative Advantage, LLC (“QA”) since its last annual update on March 21, 2016. To see all changes since the last annual update, please review the entire disclosure brochure.

Item 1 - Cover Page

We have updated our telephone and facsimile numbers, website address and email addresses on the Cover Page, as well as other relevant places throughout the disclosure brochure.

Item 4 – Advisory Business

We have updated the description of our advisory business, including an updated description of our comprehensive financial planning services.

Item 5 – Fees and Compensation

We have updated the description of our fees and compensation, including an updated description of our fees for comprehensive financial planning services. We have also added disclosures regarding our updated standard and premier fee schedules for QA’s investment strategies provided to QA Wealth Management managed account clients, including disclosures relating to household level billing, our new quarterly minimum fee for new household relationships on our standard fee schedule and other matters.

Item 7 – Types of Clients

We have updated our disclosures regarding the investment minimum for QA’s investment strategies.

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

We have added, enhanced or revised disclosures throughout Item 8, including new disclosures relating to adjustments to the asset allocation framework in our QA Tactical All Market strategy, as well as our new QA Strategic Equity, QA Equity Income, QA Strategic Balanced, QA Bond Income and QA Tax-Exempt Income investment strategies.

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Item 4 - Advisory Business

Clients are advised that they should review this entire disclosure brochure carefully. In addition, clients accessing QA's services through QA's wholly-owned subsidiary, QA Investment Services, LLC ("QAIS"), should also review QAIS's entire disclosure brochure carefully. QA and QAIS are investment advisors registered with the Securities and Exchange Commission.

QA was founded in 2000 by John W. Wing and Thomas G. Fox, and is a limited liability company organized in the state of Minnesota. John W. Wing is a principal owner of QA.

QA provides the following principal types of investment advisory and investment management services:

- Discretionary investment management services to clients in connection with managed accounts, which may also include related non-discretionary investment advisory services;
- Non-discretionary model portfolios to model strategist platforms and/or an overlay manager appointed by the sponsor, who use the model portfolios to manage their client accounts;
- Non-discretionary model portfolios and related investment recommendations regarding securities available under certain employer-sponsored retirement plans; and
- Non-discretionary comprehensive financial planning services.

QA's investment advisory and investment management services are based primarily on its proprietary research.

In the case of its tactical investment strategies and model portfolios, QA's services are based primarily on its proprietary quantitative research, which analyzes relative price trends in various securities, including investment styles and sectors, international equities, and alternative and fixed income investments. QA's dedicated portfolio management team evaluates research generated by QA's proprietary quantitative research in light of other available political, financial, economic and market information, including research from third parties, when making investment decisions. QA also weighs other considerations when making investment decisions, including without limitation diversification, turnover and transaction costs.

QA also manages a number of strategic investment strategies, which are made available to QA Wealth Management clients as a complement to QA's tactical investment strategies.

QA utilizes exchange-traded funds ("ETFs") and mutual funds extensively in its investment strategies and model portfolios, and does not provide investment advice with respect to any other types of investments, including publicly-traded equity securities (other than ETFs), private placement securities and individual debt securities. However, financial plans or reports provided to financial planning clients may include within their scope other types of securities owned or subsequently acquired by the clients. You will find additional information about QA's investment strategies and model portfolios and their underlying investments in Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss).

As of December 31, 2016, QA managed or advised approximately \$1.435 billion in client assets. Of these assets, QA exercised investment discretion over approximately \$404 million, and provided non-discretionary advisory services to approximately \$1.031 billion in client assets. These client assets managed or advised by QA include the client assets advised by QAIS and reflected in QAIS's disclosure brochure.

Discretionary Managed Account Services

QA makes its discretionary managed account services available directly to clients, with related non-discretionary investment advisory services provided either by QA, or by QAIS, its wholly-owned subsidiary. These services are provided by QA and/or QAIS under the QA Wealth Management brand name.

In addition, QA provides discretionary managed account services through certain third-party investment advisors and broker-dealers (“Advisors”).

QA Wealth Management

QA or QAIS’ wealth management advisors will determine whether QA Wealth Management’s services are suitable for a directly managed account client and, if so, assist the client in selecting one or more suitable QA investment strategies. In order to make suitable recommendations regarding investment strategies (which are made on a non-discretionary basis), the wealth management advisor will typically require the client to complete an investor questionnaire, profile or similar document. The wealth management advisor will also inquire whether the client wishes to impose any reasonable restrictions on the management of the account. It is the client’s responsibility to promptly notify QA or QAIS regarding any change in the client’s financial situation and investment needs, goals and objectives.

QA’s portfolio management team is responsible for managing client accounts in accordance with the investment strategy or strategies selected by the client, subject to any reasonable restrictions the client may impose. QA cannot apply restrictions to securities held within ETFs or mutual funds. If QA cannot accommodate a client’s restrictions, or in its sole discretion determines the restrictions are unreasonable, QA or QAIS will notify the client. Unless the client’s restrictions can be modified, QA may not be able to accept its appointment as investment manager. Client-imposed restrictions may have an impact, which may be material, on account performance.

Client Agreements will generally be executed and dated as soon as practicable following receipt of all required documentation and information, and QA will thereafter commence trading, unless the client instructs QA or QAIS otherwise.

Upon request, QA will vote proxies of client securities in accounts over which QA has investment discretion.

The client also appoints a custodial broker-dealer to maintain custody of assets in the client’s account and to execute securities transactions for the client’s account (the “Broker-Dealer/Custodian”). The client is generally required to select one of the two primary Broker-Dealer/Custodians available to QA Wealth Management clients. QA effects all securities transactions for the client’s account with or through the client-appointed Broker-Dealer/Custodian. You will find additional information regarding brokerage in Item 12 (Brokerage Practices).

Third-Party Investment Management Programs, Sub-Advisory Arrangements and Variable Annuity Accounts

QA manages third-party investment management program, sub-advisory and variable annuity accounts in a manner similar to its other managed accounts. In these cases, however, the sponsor of the third-party investment management program or third-party Advisor (and not QA or QAIS) is responsible for determining suitability and provides investment advice to the client. In addition, the sponsor or Advisor establishes the custody and brokerage arrangements applicable to the client and advises the client regarding these matters. It is the client’s responsibility to promptly notify the sponsor or their Advisor regarding any change in the client’s financial situation and investment needs, goals and objectives.

The sponsors of third-party investment management programs generally determine the documents, terms and conditions of the programs, which therefore vary. Clients may obtain information regarding these programs from the sponsors.

In the case of sub-advisory arrangements, QA generally enters into a Sub-Advisory Agreement with the third-party Advisor, but does not typically enter into an agreement with the third-party Advisor's clients. Clients may obtain information regarding these sub-advisory arrangements from their third-party Advisors.

In providing its discretionary investment management services to variable annuity accounts, QA allocates client assets among the various fund sub-accounts available for investment under variable annuity contracts owned by the clients. Clients may obtain information regarding their variable annuity contracts from their third-party Advisors.

QA is not accepting any new variable annuity account clients.

Non-Discretionary Investment Advisory Services

QA also provides investment advisory services on a non-discretionary basis through model strategist programs, to participants in certain employer-sponsored retirement plans and through its comprehensive financial planning services.

Model Strategist Programs

QA provides impersonal model portfolios and/or model portfolio trade recommendations to the model strategist program sponsor or the overlay manager appointed by the sponsor. The sponsor or overlay manager then uses the model portfolios to manage their client accounts, including effecting all securities transactions in the accounts. QA anticipates that the sponsor or overlay manager will generally follow the model portfolios QA provides. However, the sponsor or overlay manager has full investment discretion whether or not to invest their client accounts in accordance with the model portfolios, and may deviate from the model portfolios and select other investments. QA will not have any discretionary authority over the assets held in these program accounts or any responsibility with respect to investment decisions made by the sponsor or overlay manager. Furthermore, QA does not have any information concerning the financial situation and investment needs, goals and objectives of the account holders and will not be responsible for determining the suitability of any model portfolio, investment strategy or investment decisions for any account holder. QA will also not be responsible for any individual investment advice provided to the account holders. It is the account holder's responsibility to promptly notify the sponsor or their third-party Advisor regarding any change in the account holder's financial situation and investment needs, goals and objectives.

The sponsors of the model strategist programs determine the documents, terms and conditions of the programs, which therefore vary. Account holders may obtain information regarding these programs directly from the sponsors.

Employer-Sponsored Retirement Plans

Through its Retirement Allocation Program (RAP), QA makes available a range of equity and balanced model portfolios to retirement plan participants in certain employer-sponsored retirement plans. RAP participants can select (with the assistance of their QA or QAIS wealth management advisor) a model portfolio depending on their financial situation and investment needs, goals and objectives. Following the client's model portfolio selection, RAP participants receive QA's mutual fund recommendations (which are based on updates to the model portfolio) regarding selected mutual funds available as investment alternatives under the retirement plans. RAP participants generally receive notification of QA's mutual fund recommendations at the beginning of each month (following updates to the model portfolio at the end of the previous month), depending on their selected model portfolio. RAP participants (and not QA or QAIS) exercise full investment discretion and are responsible for implementing the mutual fund recommendations to the extent they choose to do so. It is the client's responsibility to promptly notify QA or QAIS regarding any change in the client's financial situation and investment needs, goals and objectives.

QA provides confidential advance notification of its recommendations to certain sponsors of mutual funds available as investment alternatives under the plans to facilitate management of the resulting cash flows into and out of the funds, on condition that the sponsors of the mutual funds keep this information confidential and use it only for this limited purpose.

QA also provides monthly model portfolios free of charge to QA and QAIS employees regarding the securities available under the QA-sponsored 401(k) plan.

Comprehensive Financial Planning

QA also offers comprehensive financial planning services to clients through its QA Wealth Management division. Clients engaging QA to provide this service will receive a written financial plan based on information provided by the client, with the content of the plan depending on the scope of services selected by the client.

Clients may select one of two tiers of comprehensive financial planning services, namely, Basic Financial Planning or Premium Financial Planning. In general, these may at the client's election include some or all of the following services:

Basic Financial Planning

- Preparation of a net worth statement
- Basic cash flow analysis, goal planning and budgeting
- Investment planning
- Retirement planning
- Social Security planning

Premium Financial Planning

- Preparation of a net worth statement
- Detailed cash flow analysis, goal planning and budgeting
- Investment planning
- Retirement planning
- Social Security planning
- Personal risk management
- Employee benefits planning
- Income tax planning
- Estate planning

In its discretion, QA may also provide QA Wealth Management clients with limited financial planning reports. Any such reports are limited in scope, are provided solely for purposes of assisting clients in the selection or review of their existing or prospective QA investment strategies and do not constitute comprehensive financial planning services. QA will not charge any additional fee for providing clients with any limited financial planning reports. However, if clients wish to engage QA to provide them with comprehensive financial planning services, they will need to enter into a Financial Planning Agreement for an additional fee.

In the case of comprehensive financial planning services, the written financial plan will typically be provided to the client within sixty days of entering into the Financial Planning Agreement, provided that all information required to prepare the plan has been provided by the client promptly following the client's engagement of QA.

Upon delivery of the written financial plan or any limited financial planning reports (or any updates the client may subsequently request), QA will have no proactive responsibility regarding the plan or reports, and will not be responsible to monitor, update or advise with respect to the plan or reports. However, upon request the client's wealth management advisor will be available to discuss the plan or reports, answer any questions and advise the client regarding implementation of the plan or reports. In addition, if the client is or becomes a managed account client of QA, the client's wealth management advisor may refer to the written financial plan or limited financial planning reports in connection with any managed account reviews the client schedules with the wealth management advisor. It is the client's responsibility to monitor any change in the client's financial situation, including the client's financial, investment and other needs, goals and objectives, and to

notify QA in writing if the client wishes to request an update to the written financial plan or any limited financial planning reports.

If the client wishes to request additional financial planning services after a written financial plan has been delivered, including any updates to the plan, QA reserves the right to charge an hourly fee for those services.

The client's written financial plan or limited financial planning reports may include recommendations to use one or more additional services offered by QA for which QA would charge the client an additional fee. In all cases, the client retains absolute discretion over all implementation decisions relating to the written financial plan or limited financial planning reports, and it is the client's responsibility to decide whether, or to what extent, to implement the plan or reports. Clients are free to obtain legal, accounting, brokerage, investment advisory and management or other services from any source to the extent they choose to implement QA's recommendations.

QA's comprehensive financial planning services or the provision of limited financial planning reports do not include investment advisory and management services with respect to managed accounts, ongoing monitoring of the client's investment portfolio, advice regarding investment alternatives available under the client's retirement plans or any other services. If QA agrees to provide any other services to the client, QA will do so pursuant to a separate agreement for an additional fee.

Any estate planning, trust or tax considerations reflected in the client's written financial plan or limited financial planning reports do not represent legal or tax advice, and clients are responsible for seeking the advice of a qualified attorney, accountant or similar professional advisor with respect to estate planning, trust or tax matters.

All comprehensive financial planning services and limited financial planning reports are provided on a non-discretionary basis.

Several of QA's wealth management advisors hold certifications issued by the Certified Financial Planner Board of Standards, Inc. ("CFP Board"). While not all QA wealth management advisors hold certifications issued by the CFP Board, all QA wealth management advisors adhere to the standards established in the CFP Board Standards of Professional Conduct when providing comprehensive financial planning services or limited financial planning reports, including the duty of care of a fiduciary. As such, QA's wealth management advisors are required to place client interests ahead of their own when providing comprehensive financial planning services or limited financial planning reports, which is the same standard to which all employees of QA adhere.

Miscellaneous

QA and QAIS at all times seek to act in a timely manner in response to client instructions, directions and requests. However, the various steps QA and/or QAIS needs to take to implement any instruction, direction or request require time, which results in a delay before the required action is complete. The length of the lead time varies, depending on the nature of the instruction, direction or request, the volume of other activity QA and/or QAIS is required to undertake in the same time frame, and all the circumstances of the particular instance. QA and QAIS are not responsible for movements in the securities markets or any other development affecting clients or their accounts pending completion of any required actions.

Clients with specific instructions, directions or requests concerning their accounts should contact QA, QAIS or their third-party Advisor.

Item 5 - Fees and Compensation

Discretionary Managed Account Services

QA makes its discretionary managed account services available directly to clients, with related non-discretionary investment advisory services provided either by QA, or by QAIS, its wholly-owned subsidiary. These services are provided by QA and/or QAIS under the QA Wealth Management brand name.

In addition, QA provides discretionary managed account services through certain third-party Advisors.

QA Wealth Management

General

QA's fee for its investment advisory and/or management services provided to managed account clients through its QA Wealth Management division is based on a percentage of the market value of the assets held in the client's account (the "Advisory/Management Fee"). The Advisory/Management Fee is generally payable quarterly, in advance, based upon the market value of the assets in the client's account on the last day of the previous quarter.

The Advisory/Management Fee for the initial quarter is calculated on a pro rata basis commencing on the day QA first places one or more trades for the account. The Advisory/Management Fee for other partial billing periods is prorated based on the number of days in the calendar quarter the account is open. The client receives a pro rata refund of the Advisory/Management Fee if QA's services are terminated during a quarter.

In addition to the Advisory/Management Fee, the client's Broker-Dealer/Custodian will generally charge the client brokerage fees or commissions for its services (the "Brokerage Fee"). In most cases, the client may choose to pay either an annual asset-based fee equal to a percentage of the market value of the assets in the client's account which covers all transactions the Broker-Dealer/Custodian effects for the account or per-transaction commissions.

Which of these alternatives will be more advantageous to a client will depend on various factors, including the size of the client's account, the volume of transactions made in the account, the types of securities traded in the account and the asset-based brokerage fees or commission rates and other amounts charged by the Broker-Dealer/Custodian. The per-transaction commission option may be advantageous to clients with large accounts, accounts holding no-transaction fee mutual funds and/or clients selecting investment strategies with lower turnover. If applicable, clients are responsible for choosing which Brokerage Fee alternative (asset-based fee or per-transaction commissions) their Broker-Dealer/Custodian will charge them. No portion of the Brokerage Fee is paid to QA or QAIS. Please see the account agreement with your Broker-Dealer/Custodian, as well as any other information provided by your Broker-Dealer/Custodian, QA or QAIS, for more details regarding the Brokerage Fee and other charges.

The client's QA or QAIS wealth management advisor is available to consult with the client at any time regarding their choice of Broker-Dealer/Custodian and/or brokerage payment option. Upon request, QA or QAIS will provide clients with advice to help them make this choice at the time clients open their accounts. If a client requests QA or QAIS to do so, the client's wealth management advisor will also advise the client at any time the client wishes to reconsider his or her choice. However, QA and QAIS will not monitor a client's account to determine whether the client's choice remains most favorable to him or her.

In general, a Brokerage Fee will not be imposed in accounts where the investment strategy is implemented solely with no-transaction fee mutual funds. The various Broker-Dealer/Custodians determine their own charges, so the Brokerage Fee will vary depending on the Broker-Dealer/Custodian the client uses.

You will find additional information regarding brokerage in Item 12 (Brokerage Practices).

Typically, clients authorize QA and/or QAIS to invoice the Broker-Dealer/Custodian for the Advisory/Management Fee, and the Broker-Dealer/Custodian to deduct this fee directly from the client's account. The client will receive one or more statements, at least quarterly, indicating all amounts disbursed from the client's account, including the Advisory/Management Fee and Brokerage Fee. It is the client's responsibility to verify the accuracy of the calculation of the Advisory/Management Fee and Brokerage Fee.

QA generally implements clients' investment strategies by investing the account assets in ETFs and mutual funds. In addition to the Advisory/Management Fee and Brokerage Fee, clients will also have to pay any sales loads, redemption fees and the like, as well as bear their proportionate share of the management fees and other expenses incurred by the funds. These sales loads, fees and expenses are disclosed in the funds' prospectuses, which are required to be delivered to investors at the time of purchase.

Standard and Premier Advisory/Management Fee Schedules

The following tables provide the standard and premier fee schedules for QA's investment strategies provided to managed account clients through its QA Wealth Management division.

In some cases, advisory services may be offered through QA's wholly-owned subsidiary, QAIS. References to QA below include QAIS, as applicable.

In each case, QA's fee is determined by multiplying the amount of assets falling within each asset range by the corresponding annual percentage rate.

Standard Fee Schedule

<u>Market Value of Assets in Household Managed Accounts</u>	<u>Annual Advisory/Management Fee</u>
First \$250,000	1.50%
Next \$250,000	1.25%
Assets over \$500,000	1.00%

Effective January 1, 2017, QA will charge a quarterly minimum fee of \$375 per household with respect to new household relationships established on or after January 1, 2017.

Premier Fee Schedule

Available to households which maintain managed account assets with QA of \$1 million or more.

<u>Market Value of Assets in Household Managed Accounts</u>	<u>Annual Advisory/Management Fee</u>
First \$2 million	1.00%
Next \$2 million	0.90%
Next \$2 million	0.80%
Next \$2 million	0.70%
Next \$2 million	0.60%
Assets over \$10 million	0.50%

For purposes of QA's standard and premier fee schedules, household is generally defined to include spouses or partners, children under the age of 26 and, in QA's sole discretion, related trust or similar accounts with respect to which any of the foregoing is a trustee or beneficiary.

The Advisory/Management Fee covers both investment advisory and management services, regardless of whether the investment advisory services are provided directly by QA or through QAIS. In those instances where the investment advisory services are provided through QAIS, QA and QAIS share equally in the Advisory/Management Fee.

Clients will not automatically move between the standard and premier fee schedules as the market value of assets in household managed accounts fluctuates, in order to avoid clients repeatedly moving back and forth between fee schedules as the global investment markets move up and down. Instead, if a household reaches \$1 million in managed account assets (whether as a result of contributions or market appreciation), the clients in the household will become eligible to move to the premier fee schedule, which will require updating the fee schedules in the managed account agreements governing the client accounts. Conversely, if the market value of assets in household managed accounts falls below \$1 million (except as a result solely of market depreciation), the clients in the household will need to move to the standard fee schedule, unless they replenish the market value of assets in household managed accounts to the required level of \$1 million or more. A move to the standard fee schedule would likewise require updating the fee schedules in the managed account agreements governing the client accounts.

QA may in its sole discretion also make the premier fee schedule available to certain groups of clients, including clients who access QA Wealth Management's services through certain third-party programs, platforms or settings, regardless of the value of assets in household managed accounts.

Since its inception, QA has entered into various fee arrangements with clients. In implementing its updated fee schedules on January 1, 2017, QA "grandfathered" any existing fee arrangements that viewed as a whole at the household level would be more favorable to an existing client household than the applicable updated fee schedule would be.

Effective January 1, 2017, all clients are billed at the household level, rather than the account level. This includes clients with managed account agreements that provide for billing at the account level. Clients may benefit from household level billing because it permits clients to aggregate household managed accounts for purposes of reaching the higher asset levels at which lower fees may apply.

QA also provides investment advisory and/or management services to its owners, employees and certain immediate family members free of charge.

In general, the Advisory/Management Fee is not negotiable, although QA may in its sole discretion provide its services for a lower fee in any given case, or otherwise vary the fee arrangements described above.

Third-Party Investment Management Programs, Sub-Advisory Arrangements and Variable Annuity Accounts

QA's fee for its investment management services provided to managed account clients through third-party Advisors, including third-party investment management program, sub-advisory and variable annuity accounts, is based on a percentage of the market value of the assets held in the client's account (the "Management Fee"). The standard annual Management Fee for QA's investment strategies provided through third-party Advisors is 0.50% of the market value of assets in the client's account.

The Management Fee is generally payable quarterly, in advance, based upon the market value of the assets in the client's account on the last day of the previous quarter. The Management Fee for the initial quarter is calculated on a pro rata basis commencing on the day QA first places one or more trades for the account. The Management Fee for other partial billing periods is prorated based on the number of days in the calendar quarter the account is open. QA provides a pro rata refund of the Management Fee if QA's services are terminated during a quarter. However, the extent to which the refund is made or passed through to the client may depend on the on the arrangements between the client and the third-party Advisor or investment management program sponsor.

Typically, clients authorize QA to invoice the client's Broker-Dealer/Custodian, the client's third-party Advisor or the sponsor of the third-party investment management program for the Management Fee, and the Broker-Dealer/Custodian to deduct this fee directly from the client's account. The Management Fee may be charged separately or included in a "wrap fee", program fee or other combined fee covering multiple services. The client will typically receive one or more statements, at least quarterly, indicating all amounts disbursed from the client's account. It is the client's responsibility to verify the accuracy of the calculation of the Management Fee if it is separately reflected in the account statements.

In addition to QA's Management Fee, the client's third-party Advisor will also typically charge an annual Advisory Fee equal to a percentage of the market value of the assets in the client's account, and the client's Broker-Dealer/Custodian will generally charge the client a Brokerage Fee for its services. Other fees may also apply depending on the arrangements between the client and the third-party Advisor, investment management program sponsor and other service providers. The Advisory Fee, Brokerage Fee or other fees (including QA's Management Fee) may be charged separately or included in "wrap fees", program fees or other combined fees covering multiple services, may vary by third-party platform and can be up to 3% per year.

QA generally implements clients' investment strategies by investing the account assets in ETFs and mutual funds. In addition to QA's Management Fee, as well as the Advisory Fee, Brokerage Fee or other fees, clients will also have to pay any sales loads, redemption fees and the like, as well as bear their proportionate share of the management fees and other expenses incurred by the funds. These sales loads, fees and expenses are disclosed in the funds' prospectuses, which are required to be delivered to investors at the time of purchase.

Some variable annuity contracts may require a portion of the client's assets to be held in a fixed account, the amount of which varies depending on various factors, including market conditions. If assets are moved into the fixed account, this decreases the amount of assets available for management by QA, which may adversely affect the performance of the client's account. In general, QA does not charge fees on assets held in the fixed account because QA is not actively managing these assets. However, if assets are moved to the fixed account during a quarter, the client will pay fees on these assets, as QA charges its fees in advance based on assets under management at the beginning of each quarter.

Variable annuity account clients will typically not incur any brokerage fees or commissions in connection with QA's management of their accounts, although the insurance company issuing the variable annuity contract will charge the client commissions, fees and other expenses. In addition, variable annuity account clients will have to pay any sales loads, redemption fees and the like, as well as bear their proportionate share of the management fees and other expenses incurred by the fund sub-accounts in which they invest. These loads, fees and expenses are disclosed in the funds' prospectuses, which are required to be delivered to investors at the time of purchase.

Non-Discretionary Investment Advisory Services

QA also provides investment advisory services on a non-discretionary basis through model strategist programs, to participants in certain employer-sponsored retirement plans and through its comprehensive financial planning services.

Model Strategist Programs

Since QA is not responsible for the trading, reporting and administrative services provided in model strategist programs, QA typically charges a lower fee for its services. The program sponsor or overlay manager will typically deduct QA's fee directly from the program accounts. In addition to QA's fee, the program sponsor, overlay manager and/or other service providers will also charge fees. Account holders can obtain more information regarding program and other fees directly from the sponsors.

The sponsor or overlay manager is generally expected to implement QA's model portfolios by investing program account assets in ETFs. In addition to QA's fee and the model strategist program or other fees, account holders will also have to

bear their proportionate share of the management fees and other expenses incurred by the funds. These fees and expenses are disclosed in the funds' prospectuses, which are required to be delivered to investors at the time of purchase.

Employer-Sponsored Retirement Plans

Through the Retirement Allocation Program, QA and/or QAIS receive a fixed quarterly fee of \$350, payable in advance, for an annual total fee of \$1,400 (the "Program Fee"). For the initial quarter, the Program Fee is calculated on a monthly pro rata basis commencing at the beginning of the month the client receives QA's initial investment recommendations. In the event the Retirement Allocation Program Client Agreement is terminated for any reason, the client will receive a pro rata refund of the Program Fee.

QA's model portfolios in the Retirement Allocation Program are generally implemented through investments in mutual funds. In addition to the Program Fee, as well as any fees charged by the sponsor, plan administrator or other service providers of the retirement plans in which clients participate, clients will also have to pay any sales loads, redemption fees and the like, as well as bear their proportionate share of the management fees and other expenses incurred by the funds. These sales loads, fees and expenses are disclosed in the funds' prospectuses, which are required to be delivered to investors at the time of purchase.

Comprehensive Financial Planning

QA will generally charge a fixed fee for comprehensive financial planning services.

Basic Financial Planning

The fee for Basic Financial Planning is \$1,500.

Premium Financial Planning

The base fee for Premium Financial Planning is \$2,500. However, QA may charge a higher fee for Premium Financial Planning, depending on the level, complexity and scope of the services required by the engagement, with the seniority of the wealth management advisor providing the services also being a factor in determining the fee.

In its discretion, QA may rebate all or a portion of its financial planning fee based upon the amount of existing household managed account assets invested with QA at the time of entering into the Financial Planning Agreement and/or the amount of additional household managed account assets invested with QA within 6 months of entering into the Financial Planning Agreement.

In general, QA requires payment of 50% of the net financial planning fee upon entering into the Financial Planning Agreement, with the balance payable upon delivery of the written financial plan.

In the event QA subsequently provides a rebate of the financial planning fee based on the amount of additional household managed account assets invested with QA within 6 months of entering into the Financial Planning Agreement, in its discretion QA may offset the rebate against the amount of the financial planning fee remaining payable or issue a rebate check.

If a client requests additional financial planning services after the written financial plan has been delivered, e.g., updates to the written financial plan, QA reserves the right to charge an hourly fee for those services.

If the client terminates the Financial Planning Agreement before delivery of the written financial plan, QA may in its sole discretion refund all or a portion of the financial planning fee paid in advance, with the amount of any refund depending on the work already done by QA in connection with the engagement.

In addition to QA's financial planning fees, the client may also incur certain other fees, expenses and charges as result of decisions made by the client in implementing their written financial plan. These charges may include, but are not limited to, legal, accounting or other professional advisor or service provider fees; investment advisory and management fees (whether payable to QA or a third party investment advisor or manager); and various fees, expenses and charges associated with making investments or purchasing insurance or other products and services in implementing the plan.

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

QA does not enter into performance-based fee arrangements.

Item 7 - Types of Clients

QA generally provides investment advisory services to individuals, trusts, pension and profit sharing plans and other retirement accounts, charitable organizations and corporations or other business entities, as well as to participants in retirement plans.

For QA Wealth Management managed account clients, the investment minimum for QA's investment strategies is generally \$50,000.

In the case of third-party investment management program, sub-advisory and variable annuity accounts, the investment management program sponsor, third-party Advisor or insurance company may determine the minimum account balance.

In its sole discretion, QA may allow accounts of any type with smaller balances, either systematically or in specific cases.

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

In making investment decisions for its tactical investment strategies and model portfolios, QA's dedicated portfolio management team reviews information generated by QA's proprietary quantitative research, which analyzes relative price trends in various securities, including investment styles and sectors, international equities, and alternative and fixed income investments. In conducting its proprietary research, QA analyzes a large amount of price information which QA obtains from third parties. QA does not guarantee the accuracy of this information or that it will be correctly captured or analyzed by QA. Any errors in the information, its capture or the analytical process may result in different research output, which may influence or cause QA to make different investment decisions. QA will not be liable for investment decisions resulting from inaccurate price information or errors in capturing or analyzing information.

The QA portfolio management team evaluates research generated by QA's proprietary quantitative research in light of other available political, financial, economic and market information, including research from third parties, when making investment decisions. The portfolio management team also weighs other considerations when making investment decisions, including without limitation diversification, turnover and transaction costs.

In addition to the portfolio management team, QA has an Investment Committee which plays an important role, focusing on higher level portfolio management matters, such as review, discussion and approval of new investment strategies and model portfolios, enhancements to existing investment strategies and model portfolios and determining the overall strategic priorities of the portfolio management team. The Investment Committee is chaired by QA's Chief Investment Officer, and in addition to the portfolio managers includes QA's Chief Executive Officer and QA's Chief Operating Officer, Chief Compliance Officer and General Counsel, with other employees participating by invitation in Investment Committee meetings as needed.

QA's investment strategies and model portfolios, like most investment strategies, involve the risk of loss of principal that clients should be prepared to bear. In all cases, investment returns and principal value will fluctuate and are subject to market volatility, so that a client's investment, when sold, may be worth more or less than the original cost. Various types of investments involve different kinds of risk, and there is no assurance that any investment strategy or model portfolio will be profitable. There is no guarantee that QA's approach to investing, its proprietary quantitative research and investment strategies and model portfolios will be successful or that the opinions expressed by QA will prove to be true. Asset allocation does not ensure a profit or protect against a loss.

Past performance of QA's investment strategies and model portfolios is not a guarantee of future performance results. You should not assume that future performance results will be profitable or equal to QA's past performance. Some of QA's investment strategies and model portfolios have a limited performance history. The use of QA's investment strategies or model portfolios may be appropriate for certain investors as part of their overall investment strategy. However, the use of investment strategies or model portfolios is not a substitute for personalized investment advice and investors should consult with their advisors before implementing any investment strategy or model portfolio. No investment strategy or model portfolio ensures a profit or protects against a loss.

QA's investment strategies and model portfolios are often implemented using exchange-traded funds ("ETFs"), which are subject to various risks, including loss of principal, price volatility, reductions in distributions, competitive industry pressures, possible trading halts, securities lending and global, political and economic developments. These risks may be magnified in funds with concentrated holdings. In other cases, QA's investment strategies and model portfolios invest in mutual funds, which share many of these risks. While mutual funds are not traded on an exchange, and are therefore not subject to possible trading halts, investments in mutual funds do involve risks including loss of principal, price volatility, reductions in distributions, competitive industry pressures, securities lending, delays in payments of redemption proceeds for up to seven days and global, political and economic developments.

Many ETFs and mutual funds in which QA's investment strategies and model portfolios may invest may utilize derivative investments. Derivative investments will typically increase a fund's exposure to principal risks to which it is otherwise exposed, and may expose the fund to additional risks, including correlation risk, counterparty risk, hedging risk, leverage risk and/or liquidity risk. In addition to the potential for substantial losses (e.g., a relatively small movement in the price of an underlying security, instrument, commodity, currency or index may result in a much larger loss for a fund), the use of derivative instruments may lead to increased volatility for a fund.

In addition, many ETFs and mutual funds in which QA's investment strategies and model portfolios may invest are exposed to various additional risks often associated with index funds, including index tracking error, passive management and other risks. While index funds are designed to provide investment results that generally correspond to their underlying indices, index funds may not be able to exactly replicate the performance of the indices because of fund-related expenses and other factors. Index ETFs may also trade at a premium or discount to their net asset values, which may give rise to additional differences relative to their underlying indices.

In certain circumstances, QA uses different ETFs and mutual funds to implement its investment strategies, including without limitation in restricted versions of its investment strategies and in small accounts where certain ETFs or mutual funds may not be suitable investment vehicles.

In general, QA's investment strategies and model portfolios focus on total return, with the exception of the QA income strategies.

QA does not generally take tax considerations into account in making investment decisions.

QA's tactical investment strategies and model portfolios (especially the QA Flex investment strategies and model portfolios) involve a high level of portfolio turnover, which may increase transaction costs, lower returns and have negative tax consequences in taxable accounts.

The ETFs and mutual funds utilized in QA's investment strategies and model portfolios are subject to change at any time without prior notice.

QA Managed Accounts

Some of the QA managed account investment strategies described below are also available as model portfolios on model strategist platforms.

Investment Strategies, Investment Objectives and Summary Descriptions

Tactical Investment Strategies

Equity

QA Global Equity

QA Global Equity seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US style, US sector and international ETFs. Up to approximately 50% of the strategy may be invested in international ETFs.

QA International Equity

QA International Equity seeks long-term growth of capital. The strategy invests in a focused equity portfolio of international ETFs.

QA US Equity

QA US Equity seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US style and sector ETFs.

QA US Sector

QA US Sector seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US sector ETFs.

QA Sector Opportunity

QA Sector Opportunity seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US sector mutual funds.

QA Global Style

QA Global Style seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US style and broad index-based US or international ETFs.

QA Global Equity Flex

QA Global Equity Flex seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US style, US sector and international ETFs. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Global Equity Flex may range between approximately 50% and 100%. The proceeds from any Flex-related reductions in equity holdings are typically invested in short-term fixed income ETFs and/or cash or cash equivalents. Up to approximately 50% of the strategy may be invested in international ETFs.

QA Global Style Flex

QA Global Style seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US style and broad index-based US or international ETFs. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Global Style Flex may range between approximately 50% and 100%. The proceeds from any Flex-related reductions in equity holdings are typically invested in short-term fixed income ETFs and/or cash or cash equivalents. Given the limited number of holdings in QA Global Style Flex (it typically holds only two equity positions at any given time, consisting of one US style investment and one broad index-based US or international position), the occurrence, timing and magnitude of any reductions in equity allocation may differ from a Flex strategy with a larger number of holdings.

Balanced

QA Global Balanced 80/20

QA Global Balanced 80/20 seeks long-term growth of capital with current income. The strategy invests in a focused equity portfolio of US style, US sector and international equity ETFs, together with a focused allocation to domestic and/or international fixed income ETFs. The allocation of approximately 20% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. Up to approximately 50% of the strategy may be invested in international ETFs.

QA Global Balanced 60/40

QA Global Balanced 60/40 seeks long-term growth of capital with current income. The strategy invests in a focused equity portfolio of US style, US sector and international equity ETFs, together with a focused allocation to domestic and/or international fixed income ETFs. The allocation of approximately 40% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. Up to approximately 50% of the strategy may be invested in international ETFs.

QA Global Balanced 40/60

QA Global Balanced 40/60 seeks long-term growth of capital with current income. The strategy invests in a focused equity portfolio of US style, US sector and international equity ETFs, together with a focused allocation to domestic and/or international fixed income ETFs. The allocation of approximately 60% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. Up to approximately 50% of the strategy may be invested in international ETFs.

QA Global Balanced 20/80

QA Global Balanced 20/80 seeks long-term growth of capital with current income. The strategy invests in a focused equity portfolio of US style, US sector and international equity ETFs, together with a focused allocation to domestic and/or international fixed income ETFs. The allocation of approximately 80% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. Up to approximately 50% of the strategy may be invested in international ETFs.

QA Global Balanced Flex – Growth

QA Global Balanced Flex – Growth seeks long-term growth of capital with current income. The strategy invests in a focused equity portfolio of US style, US sector and international equity ETFs, together with a focused allocation to domestic and/or international fixed income ETFs. The normal strategic allocation of approximately 20% of the strategy to fixed income securities (when normal equity exposure is not reduced by the Flex analysis) is generally expected to moderate the higher volatility typically associated with equity investments. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Global Balanced Flex – Growth may range between approximately 40% and 80%. The proceeds from any Flex-related reductions in equity holdings are typically invested in short-term fixed income ETFs and/or cash or cash equivalents. Up to approximately 50% of the strategy may be invested in international ETFs.

QA Global Balanced Flex – Moderate

QA Global Balanced Flex – Moderate seeks long-term growth of capital with current income. The strategy invests in a focused equity portfolio of US style, US sector and international equity ETFs, together with a focused allocation to domestic and/or international fixed income ETFs. The normal strategic allocation of approximately 40% of the strategy to fixed income securities (when normal equity exposure is not reduced by the Flex analysis) is generally expected to moderate the higher volatility typically associated with equity investments. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Global Balanced Flex – Moderate may range between approximately 30% and 60%. The proceeds from any Flex-related reductions in equity holdings are typically invested in short-term fixed income ETFs and/or cash or cash equivalents. Up to approximately 50% of the strategy may be invested in international ETFs.

QA Global Balanced Flex – Conservative

QA Global Balanced Flex – Conservative seeks long-term growth of capital with current income. The strategy invests in a focused equity portfolio of US style, US sector and international equity ETFs, together with a focused allocation to domestic and/or international fixed income ETFs. The normal strategic allocation of approximately 60% of the strategy to fixed income securities (when normal equity exposure is not reduced by the Flex analysis) is generally expected to moderate the higher volatility typically associated with equity investments. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Global Balanced Flex – Conservative may range between approximately 20% and 40%. The proceeds from any Flex-related reductions in equity holdings are typically invested in short-term fixed income ETFs and/or cash or cash equivalents. Up to approximately 50% of the strategy may be invested in international ETFs.

Fixed Income

QA Tactical Bond

QA Tactical Bond seeks long-term growth of capital and secondarily current income. The strategy typically invests in a focused fixed income portfolio which may include, but is not limited to, domestic and/or international government and corporate fixed income ETFs. Up to approximately 40% of the strategy may be invested in international ETFs.

Alternative

QA Tactical All Market

QA Tactical All Market seeks long-term risk-adjusted growth of capital with reduced volatility relative to the global equity markets and a low correlation to the returns of traditional asset classes. The strategy utilizes ETFs to invest in various traditional and alternative asset classes.

QA's portfolio managers typically manage the QA Tactical All Market strategy within certain asset allocation constraints, but may depart from the normal structure of holdings in the strategy by allocating additional positions to lower risk asset classes when in their judgement appropriate investment opportunities do not exist within higher risk asset classes.

QA Stable Growth

QA Stable Growth seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US sector ETFs, together with a selection of primarily alternative mutual funds.

QA Stable Growth Opportunity

QA Stable Growth Opportunity seeks long-term growth of capital. The strategy invests in a focused equity portfolio of US sector mutual funds, together with a selection of primarily alternative mutual funds.

Strategic Investment Strategies

QA also manages a number of strategic investment strategies, which are made available to QA Wealth Management clients as a complement to QA's tactical investment strategies.

Equity

QA Strategic Equity

QA Strategic Equity seeks long-term growth of capital. The strategy invests in broad equity index-based US and international ETFs, together with US and international equity ETFs with targeted emphasis on select investment factors or characteristics.

QA Equity Income

QA Equity Income seeks current income and long-term growth of capital. The strategy invests in a selection of mutual funds seeking current income and/or growth of capital utilizing various investment strategies, with an emphasis on US and international equity securities. The strategy's exposure to international investments is expected to vary over time, and may be substantial, depending on the investment decisions of the managers of the mutual funds in which the strategy invests.

Balanced

QA Strategic Balanced 80/20

QA Strategic Balanced 80/20 seeks long-term growth of capital with current income. The strategy invests in broad equity index-based US and international ETFs, together with US and international equity ETFs with targeted emphasis on select investment factors or characteristics, with an allocation to the broad US bond market. The allocation of approximately 20% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments.

QA Strategic Balanced 60/40

QA Strategic Balanced 60/40 seeks long-term growth of capital with current income. The strategy invests in broad equity index-based US and international ETFs, together with US and international equity ETFs with targeted emphasis on select investment factors or characteristics, with an allocation to the broad US bond market. The allocation of approximately 40% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments.

QA Strategic Balanced 40/60

QA Strategic Balanced 40/60 seeks long-term growth of capital with current income. The strategy invests in broad equity index-based US and international ETFs, together with US and international equity ETFs with targeted emphasis on select investment factors or characteristics, with an allocation to the broad US bond market. The allocation of approximately 60% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments.

Fixed Income

QA Bond Income

QA Bond Income seeks current income and secondarily long-term growth of capital. The strategy invests in a selection of mutual funds seeking current income and/or growth of capital utilizing various investment strategies, with an emphasis on US and international fixed income securities. The strategy's exposure to international investments is expected to vary over time, and may be substantial, depending on the investment decisions of the managers of the mutual funds in which the strategy invests.

QA Tax-Exempt Income

QA Tax-Exempt Income seeks current income exempt from federal income tax. The strategy invests in select national municipal bond mutual funds. Some income generated by the strategy may be subject to regular federal income tax or the federal alternative minimum tax. Income generated by the strategy will generally be subject to state and local income taxes. The mutual funds in which the strategy invests may also make distributions that are taxable to clients as ordinary income or capital gains. A redemption of shares in the mutual funds in which the strategy invests may also be taxable to the client.

Principal Investment Risks

The following description of principal investment risks relates to the investments which QA's investment strategies may make indirectly by purchasing ETFs and mutual funds which directly make these types of investments.

QA's Global Equity, Global Equity Flex, International Equity, US Equity, Global Style, Global Style Flex, Global Balanced, Global Balanced Flex, Tactical All Market, Stable Growth, Stable Growth Opportunity, Strategic Equity, Strategic Balanced and Equity Income strategies may make small-cap investments, which are subject to greater volatility than those in other asset categories. The illiquidity of the small-cap market may adversely affect the value of these investments.

QA's Global Equity, Global Equity Flex, US Equity, US Sector, Sector Opportunity, Global Balanced, Global Balanced Flex, Tactical All Market, Stable Growth and Stable Growth Opportunity strategies may invest in sector funds, which may be adversely affected by the performance of the specific sector or group of industries on which they are based.

QA's Global Equity, Global Equity Flex, International Equity, Global Style, Global Style Flex, Global Balanced, Global Balanced Flex, Tactical Bond, Tactical All Market, Stable Growth, Stable Growth Opportunity, Strategic Equity, Strategic Balanced, Equity Income and Bond Income strategies may make international investments, which are subject to additional risks, such as currency fluctuation, confiscatory policy, financial, economic and political instability, potential illiquidity and heightened sovereign credit, downgrade and default risk, including investing in emerging markets, which may accentuate these risks. In light of these risks, these investments may not be suitable for all investors.

QA's Global Equity, Global Equity Flex, Global Balanced and Global Balanced Flex strategies tactically adjust the allocation of domestic and international exposures within each strategy's respective equity holdings. The neutral allocation for each strategy's equity holdings is 60% domestic and 40% international (as represented by the benchmark for each strategy's equity component). Through the use of momentum-based research and analysis, QA's portfolio management team determines whether to overweight either the domestic or international equity allocation, relative to the neutral benchmark weights, and underweight the remaining region. It is expected that in most market environments the allocation between each strategy's domestic and international equity exposures will reflect a tactical positioning differing from the neutral benchmark weights.

QA's Global Equity, Global Equity Flex, US Equity, US Sector, Sector Opportunity, Global Balanced, Global Balanced Flex, Strategic Equity, Strategic Balanced, Tactical All Market, Stable Growth and Stable Growth Opportunity and Equity Income strategies may make real estate investments, which are subject to the risks of changing economic conditions, declines in the value of real estate, increasing vacancies or declining rents, and liquidity, counterparty and credit risks.

QA's Global Balanced, Global Balanced Flex, Tactical Bond, Tactical All Market, Stable Growth, Stable Growth Opportunity, Strategic Balanced, Bond Income and Tax-Exempt Income strategies may invest in fixed income investments, which are subject to various risks, including variations in market value, changes in interest rates, reductions in income, illiquidity, credit, downgrade and default risk, prepayments and extensions, corporate events, tax ramifications and other risks.

In all cases, bonds are subject to availability, change in price, and market and interest rate risk if sold prior to maturity. Bond values generally decline as interest rates rise. US government bonds and Treasury bills are guaranteed by the US government as to the timely payment of principal and interest and, if held to maturity, offer a fixed rate of return and fixed principal value. However, even the sovereign debt of the US is subject to credit, downgrade and default risk, with major credit rating agencies lowering the long-term sovereign credit rating of the US in 2011. As a general matter, corporate bonds are considered higher risk investments than US government bonds, but normally offer a higher yield. In addition to market and interest rate risk, corporate bonds are subject to credit, downgrade and default risk, as well as risks based on the quality of the issuer, corporate events, coupon rate, and maturity and redemption features. High yield or "junk" bonds are not investment grade securities, involve heightened risks and generally should only be used on the advice of your wealth management advisor or third-party Advisor as part of a diversified portfolio.

In addition to other general bond risks, tax-exempt securities may be reclassified by the Internal Revenue Service, or a state tax authority, as paying taxable interest income and future legislative, administrative or court actions could adversely impact the qualification of income from a tax-exempt security as tax-free. Such reclassifications or actions could cause interest from a security to become taxable, possibly retroactively, subjecting investors to increased tax liability. In addition, such reclassifications or actions could cause the value of the security to decline. The municipal securities markets can be very volatile and significantly affected by unfavorable legislative or political developments and adverse changes in the financial conditions of municipal securities issuers.

Since the proceeds of Flex actions may be invested in short-term fixed income securities, the risks described above in this Item 8 relating to investments in fixed income securities also apply to QA's Flex strategies.

In QA's view, it is not possible to fully "time" the market, either generally or with respect to any individual position, always entering at the "low" or selling at the "top". QA Flex analysis is therefore not intended to prevent all losses in client accounts, and will not do so. It also does not aim to reduce the risk of losses in normal equity market corrections.

While Flex analysis is designed to reduce the magnitude of losses in protracted equity market declines, there can be no guarantee that it will successfully do so. If QA does not correctly identify price trends in the equity markets, client investment portfolios may not receive the measure of protection Flex analysis is designed to provide, and may also forego potential gains in rising equity markets. In addition, each of the Flex strategies will at all times maintain some equity exposure (in each case the maximum reduction in equity exposure is 50% of normal levels), and will therefore at all times remain invested in, and exposed to the risks associated with, the equity markets.

QA's proprietary research is designed to identify long-term price trends, while seeking to avoid short-term movements in prices that are not in line with long-term trends. As a result, some investment losses will typically occur in an equity market decline before QA selectively reduces the equity exposure in client accounts. In the same way, the system will by design generally not suggest re-entering the market or an individual position in response to the early stages of a recovery, so that there will typically be a period of time before client accounts benefit, or fully benefit, from rising equity prices.

In addition to the risks described above in this Item 8 relating to investments in small-cap, sector, international, real estate and fixed income securities, the QA Tactical All Market strategy may also make investments in a variety of asset classes which are subject to potentially greater risks than other asset categories. Some ETFs in which the strategy invests may have limited liquidity. The QA Tactical All market strategy may invest in commodity funds, which may be subject to volatility in the value of futures contracts and other instruments relating to underlying commodities, together with fluctuations in the prices of the underlying commodities themselves, as well as leverage, liquidity, counterparty and credit risks. Investments in precious metal funds are subject to substantial price fluctuation and potential loss. The strategy may also invest in currency funds, which are subject to similar risks as international investments, including fluctuations in exchange rates.

The QA Tactical All Market strategy may invest in inverse funds which seek to deliver the opposite of the performance of the indices they track, where the divergence may be significantly greater than traditional index funds. Similar to index funds, inverse funds may not be able to exactly replicate the performance of the indices because of ETF-related expenses and other factors. In addition, inverse funds seek to track the inverse of their indices only on a daily basis, which means significant divergence can occur over time, especially when the effect of compounding is taken into account. Inverse funds pursue their investment objectives by investing in various financial instruments, including derivatives, which are subject to leverage, liquidity, counterparty and credit risks. Inverse funds may engage in short selling in order to emulate the inverse performance of a particular index.

Although many ETFs are registered under the Investment Company Act like traditional mutual funds, some ETFs, in particular those that invest in commodities and currencies, are not registered as investment companies under the Investment Company Act. The QA Tactical All Market strategy typically includes investments of this type. These types of ETFs may be formed as limited partnerships or grantor trusts and may have unique tax consequences. The tax reports and information with respect to holdings of this type may include Form 1099s, Schedule K-1s, and/or other information, such as grantor trust tax reporting statements. Clients should consult with their tax advisors regarding these matters before investing in these types of ETFs.

In addition to the risks described above in this Item 8 relating to investments in small-cap, sector, international, real estate and fixed income securities, the QA Stable Growth and Stable Growth Opportunity strategies may also make investments

in a variety of asset classes which are subject to potentially greater risks than other asset categories. See the discussion of the risks relating to the Tactical All Market strategy above for a general description of some of the risks often associated with various types of alternative investments. The QA Stable Growth and Stable Growth Opportunity strategies invest in mutual funds utilizing a wide variety of alternative strategies, and which make a wide range of alternative and other investments, with each of these strategies and investments involving its own specific risks. These risks are described in the prospectuses for the alternative mutual funds in which the strategies invest, which are required to be delivered to investors at the time of purchase, and are also available from the sponsors of the alternative mutual funds.

Restricted Investment Strategies

QA manages restricted versions of many of its managed account strategies using different securities to those used in the standard versions of the strategies, due to investment restrictions imposed by non-affiliated third party employers which limit their employees' permissible investments. These investment restrictions may arise from the identity of the sponsor, the holdings or other factors, characteristics or considerations relating to the ETFs or mutual funds, and are determined by the non-affiliated third party employers in their sole discretion. Please note that the investment restrictions imposed by the third party employers are subject to change at any time without prior notice.

These investment restrictions are not imposed on the standard versions of QA's managed account strategies. For this reason, the restricted and standard versions of the strategies will hold different securities, and their investment performance results, portfolio turnover and transaction costs will also vary relative to each other. These variations may be material.

Variable Annuity Policies

In the case of variable annuity policies, QA allocates client assets among the various fund sub-accounts available for investment under the variable annuity contracts. These fund sub-accounts are in many respects similar to mutual funds, and the risks associated with mutual funds described elsewhere in this Item 8 also apply to fund sub-accounts.

The fund sub-accounts available for investment vary from one variable annuity contract to another, and the risks associated with these fund sub-accounts also differ from one another. As a general matter, the risks associated with different types of investments described elsewhere in this Item 8 also apply to similar investments QA may make in variable annuity accounts. Clients will find disclosure regarding the specific risks associated with the fund sub-accounts available for investment in their variable annuity contract in their prospectuses, which are required to be delivered to investors at the time of purchase and are also available from or through the insurance company issuing the variable annuity contract.

QA's ability to implement any selected investment strategy in a variable annuity account may depend on various factors beyond QA's control, including the fund sub-accounts available for investment in the variable annuity contract from time to time, variable account contract riders selected by the client or limitations, requirements or actions imposed or taken by the insurance company issuing the variable annuity contract. In these circumstances, QA seeks to exercise its investment discretion in a manner that approximates to the extent reasonably possible the asset allocation of the selected investment strategy, subject to the various factors described above.

Employer-Sponsored Retirement Plans

Through its Retirement Allocation Program (RAP), QA makes available a range of equity and balanced model portfolios to retirement plan participants in certain employer-sponsored retirement plans. RAP participants can select (with the assistance of their QA or QAIS wealth management advisor) a model portfolio depending on their investment objectives and risk tolerance. Following the client's model portfolio selection, RAP participants receive QA's mutual fund recommendations (which are based on updates to the model portfolio) regarding certain mutual funds available as investment alternatives under the retirement plans. RAP participants generally receive notification of QA's mutual fund recommendations at the beginning of each month (following updates to the model portfolio at the end of the previous month), depending on their selected model portfolio. RAP participants (and not QA or QAIS) exercise full investment discretion and are responsible for implementing the mutual fund recommendations to the extent they choose to do so.

QA's model portfolios made available through RAP are generally implemented using mutual funds, which involve risks including loss of principal, price volatility, reductions in distributions, competitive industry pressures, delays in payments of redemption proceeds for up to seven days and global, political and economic developments. These risks may be magnified in mutual funds with concentrated holdings. In addition, QA's model portfolios may invest in index mutual funds, which are subject to various other risks often associated with index funds, including the use of derivatives, potential for high turnover, securities lending, index tracking error and other risks. While index funds are designed to provide investment results that generally correspond to their underlying indices, index funds may not be able to exactly replicate the performance of the indices because of fund-related expenses and other factors.

Model Portfolios, Investment Objectives and Summary Descriptions

Equity

QA Ultra Growth

The QA Ultra Growth model portfolio seeks long-term growth of capital. It invests in a focused equity portfolio of domestic, international and/or specialty mutual funds. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Growth

The QA Growth model portfolio seeks long-term growth of capital. It invests in a focused equity portfolio of domestic, international and/or specialty mutual funds. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Ultra Growth Flex

The QA Ultra Growth Flex model portfolio seeks long-term growth of capital. It invests in a focused equity portfolio of domestic, international and/or specialty mutual funds. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Ultra Growth Flex may range between approximately 50% and 100%. QA typically recommends that the proceeds from any Flex-related reductions in equity holdings be invested in cash or cash equivalents, such as a money market mutual fund. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Growth Flex

The QA Growth Flex model portfolio seeks long-term growth of capital. It invests in a focused equity portfolio of domestic, international and/or specialty mutual funds. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Growth Flex may range between approximately 50% and 100%. QA typically recommends that the proceeds from any Flex-related reductions in equity holdings be invested in cash or cash equivalents, such as a money market mutual fund. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

Balanced

QA Balanced 80/20

The QA Balanced 80/20 model portfolio seeks long-term growth of capital with current income. It invests in a focused equity portfolio of domestic, international and/or specialty equity mutual funds, together with an allocation to the broad US bond market. The allocation of approximately 20% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Balanced 60/40

The QA Balanced 60/40 model portfolio seeks long-term growth of capital with current income. It invests in a focused equity portfolio of domestic, international and/or specialty equity mutual funds, together with an allocation to the broad US bond market. The allocation of approximately 40% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Balanced 40/60

The QA Balanced 40/60 model portfolio seeks long-term growth of capital with current income. It invests in a focused equity portfolio of domestic, international and/or specialty equity mutual funds, together with an allocation to the broad US bond market. The allocation of approximately 60% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Balanced 20/80

The QA Balanced 20/80 model portfolio seeks long-term growth of capital with current income. It invests in a focused equity portfolio of domestic, international and/or specialty equity mutual funds, together with an allocation to the broad US bond market. The allocation of approximately 80% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Balanced 80/20 Flex

The QA Balanced 80/20 Flex model portfolio seeks long-term growth of capital with current income. It invests in a focused equity portfolio of domestic, international and/or specialty equity mutual funds, together with an allocation to the broad US bond market. The allocation of approximately 20% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Balanced 80/20 Flex may range between approximately 40% and 80%. QA typically recommends that the proceeds from any Flex-related reductions in equity holdings be invested in cash or cash equivalents, such as a money market mutual fund. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Balanced 60/40 Flex

The QA Balanced 60/40 Flex model portfolio seeks long-term growth of capital with current income. It invests in a focused equity portfolio of domestic, international and/or specialty equity mutual funds, together with an allocation to the broad US bond market. The allocation of approximately 40% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Balanced 60/40 Flex may range between approximately 30% and 60%. QA typically recommends that the proceeds from any Flex-related reductions in equity holdings be invested in cash or cash equivalents, such as a money market mutual fund. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA Balanced 40/60 Flex

The QA Balanced 40/60 Flex model portfolio seeks long-term growth of capital with current income. It invests in a focused equity portfolio of domestic, international and/or specialty equity mutual funds, together with an allocation to the broad US bond market. The allocation of approximately 60% of the strategy to fixed income securities is generally expected to moderate the higher volatility typically associated with equity investments. In addition, the position-by-position Flex analysis seeks to provide a measure of downside protection by tactically managing the overall range of equity exposure, which may be reduced by up to 50% of normal levels, i.e., the overall equity exposure of QA Balanced 40/60 Flex may range between approximately 20% and 40%. QA typically recommends that the proceeds from any Flex-related reductions in equity holdings be invested in cash or cash equivalents, such as a money market mutual fund. The model portfolio's exposure to international investments is expected to vary over time, and may be substantial, depending both on QA's mutual fund recommendations and the investment decisions of the managers of the mutual funds.

QA may make reductions in equity exposure in its Flex model portfolios through either partial or complete sales of equity mutual fund holdings. While QA will generally take Flex actions in its model portfolios in its regular monthly update, QA retains full discretion to take Flex actions at any time. In all Flex model portfolios, the maximum reduction in equity exposure is 50% of normal levels.

Principal Investment Risks

The following description of principal investment risks relates to the investments which QA may make indirectly in its model portfolios by recommending mutual funds which directly make these types of investments.

The investment recommendations made by QA to RAP participants in their employer-sponsored retirement plans depend on the available mutual funds, including the quality, number and range of the mutual funds, selected by the employer or other third party plan fiduciaries for inclusion as investment alternatives in the plans. QA is limited to making recommendations from among the mutual funds selected for inclusion in the plans. In addition, the sponsors of certain mutual funds, particularly index-based mutual funds, are not willing to accommodate large inflows and outflows of assets on a regular basis. In these cases, QA is limited to recommending such mutual funds as long term strategic holdings, rather than making tactical recommendations which would typically involve holding such mutual funds for shorter periods of time. QA's ability to implement a tactical investment approach may also be limited if the selection of mutual funds included as investment alternatives in the plans becomes limited as to quality, number or range, either in general or with respect to particular types of investments.

The risks associated with the various mutual funds available for investment by RAP participants differ from one another. As a general matter, the risks associated with different types of investments described elsewhere in this Item 8 also apply to similar investments QA may recommend to RAP participants. Clients will find disclosure regarding the specific risks associated with the mutual funds available for investment by RAP participants in their prospectuses, which are required to be delivered to investors at the time of purchase and are also available from or through the sponsors of the mutual funds.

In QA's view, it is not possible to fully "time" the market, either generally or with respect to any individual position, always entering at the "low" or selling at the "top". QA Flex analysis is therefore not intended to prevent all losses in client accounts, and will not do so. It also does not aim to reduce the risk of losses in normal equity market corrections.

While Flex analysis is designed to reduce the magnitude of losses in protracted equity market declines, there can be no guarantee that it will successfully do so. If QA does not correctly identify price trends in the equity markets, client investment portfolios may not receive the measure of protection Flex analysis is designed to provide, and may also forego potential gains in rising equity markets. In addition, each of the Flex model portfolios will at all times maintain some equity exposure (in each case the maximum reduction in equity exposure is 50% of normal levels), and will therefore at all times remain invested in, and exposed to the risks associated with, the equity markets.

QA's proprietary research is designed to identify long-term price trends, while seeking to avoid short-term movements in prices that are not in line with long-term trends. As a result, some investment losses will typically occur in an equity market decline before QA selectively reduces the equity exposure in model portfolios. In the same way, the system will by design generally not suggest re-entering the market or an individual position in response to the early stages of a recovery, so that there will typically be a period of time before client accounts benefit, or fully benefit, from rising equity prices.

Additional Investment Strategy, Model Portfolio and Risk Information

The description of investment strategies, model portfolios and risks in this Item 8 is limited and does not identify or fully describe all information and risks associated with the investments which QA's investment strategies and model portfolios may make. If you would like additional information regarding QA's investment strategies and model portfolios, please contact QA's compliance department by telephone at 866-767-8007, by writing to 10400 Yellow Circle Drive, Suite 303, Minnetonka, MN 55343, or by email to compliance@QAinvest.com. You will also find disclosure regarding the specific risks associated with the ETFs and mutual funds in which QA invests in their prospectuses, which are required to be delivered to investors at the time of purchase, and are also available from or through the sponsors of the ETFs and mutual funds.

Global Investment Performance Standards

QA claims compliance with the Global Investment Performance Standards ("GIPS®"). To receive QA's complete list of composites, composite descriptions and/or a presentation that complies with the GIPS® standards, please contact QA's compliance department by telephone at 866-767-8007, by writing to 10400 Yellow Circle Drive, Suite 303, Minnetonka, MN 55343, or by email to compliance@QAinvest.com. For the purposes of determining firm assets and firm-wide compliance with the GIPS® standards, the firm is defined as all accounts managed on a discretionary or non-discretionary basis by QA, excluding insurance products.

Item 9 - Disciplinary Information

QA has no disciplinary information to disclose.

Item 10 - Other Financial Industry Activities and Affiliations

QAIS

QA's wholly-owned subsidiary, QAIS, is a registered investment advisor and one of the channels through which QA makes its investment advisory and management services available to clients.

As an affiliate of QA, QAIS has an incentive to recommend QA over other investment advisors and managers. Historically, QAIS has not recommended investment advisors or managers other than QA, and does not presently plan to do so. As such, QAIS recommends that its clients use QA's investment advisory and management services.

QA also provides advice to QAIS clients regarding the investment alternatives available under certain employer-sponsored retirement plans.

Generally, QA and QAIS share equally in all fees from these clients.

QA also provides various management, financial, legal, compliance, marketing and administrative services to QAIS, for which QAIS pays QA an administrative fee.

TD Ameritrade Institutional Advisor Panel

QA's Chief Executive Officer serves on the TD Ameritrade Institutional Advisor Panel (the "Panel"), and a Senior Managing Director of QA and QAIS may participate in his place when QA's Chief Executive Officer is not available. The Panel consists of approximately thirty (30) independent investment advisors that advise TD Ameritrade Inc. ("TD Ameritrade") on issues relevant to the independent advisor community. The Panel meets in person on average three to four times per year and conducts periodic conference calls on an as needed basis. Investment advisors are appointed to serve on the Panel for three-year terms by TD Ameritrade senior management. An investment advisor may serve longer than three years if appointed to additional terms by TD Ameritrade senior management. At times, Panel members are provided confidential information about TD Ameritrade initiatives. Panel members are required to sign confidentiality agreements. TD Ameritrade does not compensate Panel members. However, TD Ameritrade pays or reimburses the Panel members for travel, lodging and meal expenses incurred while attending Panel meetings. The benefits received by the Panel or their personnel do not depend on the amount of brokerage transactions directed to TD Ameritrade.

As described below in Item 12 and Item 14, QA and QAIS have other relationships and arrangements with TD Ameritrade through which QA may receive client referrals and QA and QAIS receive other benefits from TD Ameritrade. Clients should be aware that the receipt of economic and other benefits by QA, QAIS or their related persons creates a potential conflict of interest and may indirectly influence QA or QAIS's choice or recommendation of TD Ameritrade for custody and brokerage services. However, QA and QAIS's receipt of these economic and other benefits and the resulting conflict of interest does not diminish QA or QAIS's duty to act in the best interest of their clients, which requires them to make recommendations regarding custody and brokerage services based on their analysis of the client's best interests, regardless of any benefits that they receive.

Benefits from Sponsors of ETFs and Mutual Funds

QA receives various benefits from sponsors of ETFs and mutual funds, which QA uses exclusively in its investment strategies. These benefits may include business consulting services, access to investment, regulatory and marketing expertise, trading advice and support, marketing opportunities and other benefits.

These benefits create a conflict of interest and may compromise QA's independence and objectivity in selecting the ETFs and mutual funds available for investment in QA's investment strategies. QA seeks to manage this conflict of interest, and to select for inclusion in its investment universes those securities that QA believes will be in the clients' best interests regardless of any benefits that QA receives, by using a disciplined, multi-factor due diligence process in evaluating and selecting the ETFs and mutual funds available for investment in QA's investment strategies.

Other Business Activities of Employees

Independently of QA, certain employees of QA provide tax preparation services (including to clients of QA) through one or more firms in which they are the principals. While these employees may provide such services from their offices at QA, QA is not affiliated with any of these firms, does not participate in any way in the provision of such tax preparation services and will not have any involvement, responsibility or liability in, for or with respect to such services. However, in their capacity as QA wealth management advisors, the employees may recommend QA's services to certain tax preparation clients.

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

As required by the Investment Advisers Act, QA and QAIS have adopted a Code of Ethics to set forth the standards of conduct expected of governors, officers and employees and to require compliance with the federal securities laws. It also includes general principles to guide all of our governors, officers and employees in the conduct of our business. Among other matters, the Code describes various fiduciary duties, requires the maintenance of confidentiality of client information, provides for the detection and prevention of insider trading, addresses gifts, business entertainment and business events and includes provisions relating to outside business activities. The Code also covers the personal securities trading activities of governors, officers and employees to avoid transactions that could be, or appear to be, in conflict with the best interest of our clients, and requires the periodic reporting of personal securities transactions and holdings in accordance with the Investment Advisers Act.

QA may recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that QA buys or sells the same securities for QA and QAIS governors, officers and employees who are also clients, or at or about the same time that QA and QAIS governors, officers and employees buy or sell the same securities for their own accounts. Similarly, QA may recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that QA recommends the same securities to participants in the QA 401(k) plan.

The Code of Ethics ensures that these practices do not create a conflict of interest by generally prohibiting governors, officers and employees from buying, selling or holding exchange-traded products in their own accounts, since QA uses exchange-traded funds (ETFs) extensively in its investment strategies. However, governors, officers and employees may open client accounts with QA, in which case QA may buy, sell or hold ETFs in their accounts, with the accounts of governors, officers and employees participating in trades along with all other client accounts utilizing the same investment strategy. QA generally aggregates orders for the accounts of governors, officers and employees with those for other client accounts. In this way, QA ensures that the accounts of governors, officers and employees are not benefited at the expense of other client accounts.

These practices do not create conflicts of interest when investing in mutual funds, the other type of security which QA may recommend to clients or buy or sell for client accounts, because mutual funds (unlike ETFs) are not traded on securities exchanges. As a result, QA recommending mutual funds to governors, officers or employees, or buying, selling or holding mutual funds in their client accounts, does not have any impact on the price of mutual funds which QA may recommend to other clients or buy or sell for their accounts, or otherwise disadvantage other clients in any way. Similarly, QA and QAIS governors, officers and employees buying or selling mutual funds for their own accounts does not disadvantage other clients in any way.

In addition, the Code requires governors, officers and employees to place the interests of clients first at all times and to avoid any actual or potential conflicts of interest, including while engaging in personal securities transactions.

Additional provisions related to personal securities transactions and other matters are included in the Code of Ethics. Upon request, QA and QAIS will provide any client or prospective client with a copy of the Code.

Item 12 - Brokerage Practices

General

Clients who access QA's discretionary investment management services through QA Wealth Management may select either of the two primary Broker-Dealer/Custodians currently utilized by QA in managing client accounts, namely TD Ameritrade or Fidelity Investments ("Fidelity"). In some cases, the client may be limited in their choice of Broker-Dealer/Custodian by virtue of restrictions imposed by the client's employer. Clients who access QA's services through third-party platforms, subadvisory relationships or other third-party arrangements will typically be required to utilize the Broker-Dealer/Custodian(s) made available by the third-party investment advisor or broker-dealer.

Benefits from Broker-Dealer Custodians

QA does not use client brokerage commissions (or markups or markdowns) to pay for research or other products or services received by QA or QAIS from Broker-Dealer/Custodians or third parties in connection with client securities transactions, commonly referred to as "soft dollar benefits". However, QA and QAIS may receive various publications, communications, access to information or other benefits (some of which may include research) from Broker-Dealer/Custodians used to provide custody and trade execution services to client accounts.

QA and QAIS participate in the institutional advisor program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer. TD Ameritrade offers to independent investment advisors and their clients services which include custody of securities, trade execution, clearance and settlement of transactions. QA and QAIS receive economic and other benefits from TD Ameritrade through their participation in the program. In addition, QA may receive client referrals from TD Ameritrade through its participation in the TD Ameritrade AdvisorDirect program. Please see the additional disclosures under Item 14 below.

QA and QAIS may also receive economic and other benefits from Fidelity through their clients' use of Fidelity Investments or from other Broker-Dealer/Custodians utilized by clients.

These various benefits, including client referrals, may create a conflict of interest, since they could indirectly influence QA or QAIS's choice or recommendation of one Broker-Dealer/Custodian over another, rather than the client's best interest in receiving most favorable execution. However, in all circumstances in which QA or QAIS recommends a broker-dealer to a client, it makes its recommendation based on its analysis of the client's best interests, having regard to brokerage pricing, the quality of client service, where any other existing accounts of the client are custodied, the client's preferences and any other relevant considerations, regardless of any benefits QA or QAIS receives. As noted in Item 14 below, QA has agreed not to solicit clients referred to it through the TD Ameritrade AdvisorDirect program to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so.

Brokerage Discretion

QA and QAIS do not have discretion to determine which broker-dealer will be used to execute transactions in client accounts, the commission rates paid by client accounts or, if applicable, the client's election to pay asset-based brokerage fees or per-transaction commissions or select any other brokerage account options available to clients. However, in the case of the Broker-Dealer/Custodians available to clients who access QA's services through QA Wealth Management, QA seeks to negotiate with the Broker-Dealer/Custodians to make competitive asset-based fee schedules and commission rates available to QA Wealth Management clients.

In all cases where QA is responsible for trading, QA effects all securities transactions for the client's account with or through the client's appointed Broker-Dealer/Custodian. In this regard, clients are required to direct QA to execute all transactions through the client's Broker-Dealer/Custodian. These types of brokerage arrangements, commonly referred to as "directed brokerage", may prevent QA from obtaining the most favorable execution of client transactions and may cost clients more money due to the potential of higher commissions, greater spreads or less favorable net prices. You should note that not all investment advisers require clients to direct brokerage.

Upon request, QA or QAIS may recommend one of the Broker-Dealer/Custodians available to clients who access QA's discretionary investment management services through QA Wealth Management, namely TD Ameritrade or Fidelity. In all circumstances in which QA or QAIS recommends a broker-dealer to a client, it makes its recommendation based on its analysis of the client's best interests, having regard to brokerage pricing, the quality of client service, where any other existing accounts of the client are custodied, the client's preferences and any other relevant considerations. As noted in Item 14 below, QA has agreed not to solicit clients referred to it through the TD Ameritrade AdvisorDirect program to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so.

Bunched Trades

QA will frequently purchase or sell the same security at the same time for a number of clients using the same Broker-Dealer/Custodian. In these cases, trades in the same security for clients using the same Broker-Dealer/Custodian will be "bunched" in a single order in an effort to obtain the best execution available with or through the Broker-Dealer/Custodian, or to allocate equitably among QA's clients differences in prices and commissions or other transaction costs that might have been obtained or incurred if client orders were individually placed. In bunched trades, all transactions (including any partial fills) executed through the same Broker-Dealer/Custodian will be averaged as to price (including transaction costs) and allocated among QA's clients participating in the bunched trade in proportion to the purchase and sale orders placed for each client on any given day. QA will bunch trades for accounts of clients using the same Broker-Dealer/Custodian, including accounts of QA, QAIS and their governors, officers and employees, provided no client is favored by QA over any other client. QA and QAIS do not receive any additional compensation in connection with bunched trades.

Trade Rotation Policy

To ensure fairness among its clients, QA rotates the order in which it places bunched trades with the principal Broker-Dealer/Custodians its clients use. However, bunched trades placed with Broker-Dealer/Custodians with lower levels of QA client assets do not participate in the rotation, because the limited trading volume associated with these trades means they are unlikely to have any market impact. In an effort to avoid clients using these Broker-Dealer/Custodians being systematically disadvantaged by the large bunched trades which may affect the market price, QA initiates the smaller bunched trades before the large bunched trades. QA initiates trading with the Broker-Dealer/Custodians with lower levels of QA client assets at approximately the same time as each other, although the timing of execution of trades may vary depending on the responsiveness of the Broker-Dealer/Custodians' trading desks.

QA generally disseminates model portfolio updates to the program sponsors or overlay managers on the same day QA places trades for its managed account clients. QA will typically deliver model portfolio updates to those program sponsors or overlay managers that allow for advance queuing of the trades and/or model portfolio allocations on their systems, as well as those that allow for delivery by document uploads and/or email transmissions which can be prepared in advance, at approximately the same time as QA commences trading in its managed accounts. For model strategist platforms that do not allow a queuing of the trades and/or model portfolio allocations on their Internet portals, or allow for delivery by document uploads and/or email transmissions which can be prepared in advance, QA will typically submit these instructions after submission to the first group, and will do so in a manner that considers the timing of trading and/or deadlines imposed by the platform sponsors or overlay managers. However, QA does not guarantee that it will be able to meet any deadlines imposed by the platform sponsors or overlay managers. The model strategist program sponsors or overlay managers

generally place trades for their client accounts on either the same day or the next trading day following receipt of the model portfolio updates.

Trade Error Policy

In all cases, it is QA's policy to address trade errors equitably, although the specific procedures available to correct trade errors may vary from one Broker-Dealer/Custodian to another.

In general, QA seeks to correct the trade error outside the client account so that the client account is not affected by the error in any way.

In the case of errors that cannot be corrected outside the client account, QA seeks to correct the trade error in the client account. In these circumstances, the client will receive the benefit of any net gain resulting from the error. If QA is responsible for a trade error resulting in a net loss, QA seeks to place the client as nearly as possible in the same financial position the client would have been in had the error not been made.

In all cases, if the Broker-Dealer/Custodian is responsible for a trade error, QA will request the Broker-Dealer/Custodian to correct the error.

Item 13 - Review of Accounts

QA's dedicated portfolio management team, as a group, generally reviews QA's investment strategies (which determine the holdings in client accounts) on a monthly basis, with ongoing evaluations throughout the month as needed.

QA's portfolio operations team reviews client managed accounts throughout the month as needed, including daily reconciliation to client custodial accounts, with heightened review in connection with trades or other account activity, as well as review in the course of regular month end procedures.

QA Wealth Management managed account clients are periodically invited to schedule a review with their wealth management advisor. However, it is up to each client to decide whether they wish to schedule a review, so that the frequency of reviews varies. QA and QAIS also periodically remind QA Wealth Management managed account clients to notify their wealth management advisor if there is any change in their financial situation and investment needs, goals and objectives, and if a client does notify QA or QAIS of a change, this will typically result in a review. Reviews may also take place at various times at the request of the client or when the client is otherwise in contact with their wealth management advisor.

Managed account clients who access QA's investment management services through a third-party Advisor should contact their third-party Advisor if they wish to schedule a review.

Managed account clients will receive an account statement from their Broker-Dealer/Custodian, at least quarterly, indicating all amounts disbursed from the client's account, including all Management or Advisory/Management, Brokerage and Advisory Fees. In addition, account statements will typically include account values, holdings and transaction history, and may include other information provided by the Broker-Dealer/Custodian. QA also provides quarterly account statements to QA Wealth Management managed account clients, which include information regarding account values, holdings and performance, as well as information regarding QA's fees. Managed account clients who access QA's investment management services through a third-party Advisor may also receive statements providing information regarding their accounts from the third-party Advisor. QA Wealth Management managed account clients are encouraged to compare the account statements they receive from their Broker-Dealer/Custodian with those they receive from QA.

Clients participating in QA's Retirement Allocation Program (RAP) may request a review at any time, with informal reviews often taking place when clients consult with their wealth management advisor regarding the implementation of updates to their selected model portfolio. QA and QAIS do not have access to RAP participant retirement accounts on the plan administrator's platform, and are therefore not able to directly review or provide statements regarding the accounts. However, participants receive statements providing information regarding their accounts from the plan administrator.

Item 14 - Client Referrals and Other Compensation

TD Ameritrade Programs

As disclosed under Item 12 above, QA and QAIS participate in TD Ameritrade's institutional advisor program and QA and QAIS may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between QA and QAIS's participation in the program and the investment advice they give to their clients, although QA and QAIS receive economic and other benefits through their participation in the program that are typically not available to TD Ameritrade retail investors. These benefits may include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving QA and QAIS participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to QA and QAIS by third-party vendors. TD Ameritrade may also pay for business consulting and professional services received by QA and QAIS's related persons. QA, QAIS and their clients also receive dedicated service and support from the Elite Service Team at TD Ameritrade.

Some of the products and services made available by TD Ameritrade through the program may benefit QA and QAIS but may not benefit their client accounts. These products or services may assist QA and QAIS in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help QA and QAIS manage and further develop their business enterprises. The benefits received by QA, QAIS or their personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade.

In addition, QA may receive client referrals from TD Ameritrade through its participation in the TD Ameritrade AdvisorDirect program. The participation in AdvisorDirect is likely to expand distribution of QA's investment strategies, give QA access to new categories of clients and could significantly increase new client relationships for QA. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, QA may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade, including client accounts advised by QAIS. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with QA and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise QA and has no responsibility for QA's management of client portfolios or QA's other advice or services. QA pays TD Ameritrade an on-going fee for each successful client referral ("Solicitation Fee"). QA will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by QA from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired QA on the recommendation of such referred client. QA will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

QA's participation in AdvisorDirect raises potential conflicts of interest, including for QAIS. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, QA and QAIS may have an incentive to recommend to clients that the assets under management by QA be held in custody with TD Ameritrade, and QA may have an incentive to place transactions for client accounts with TD Ameritrade. In addition, QA has agreed not to solicit clients referred to it through AdvisorDirect to transfer their

accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. QA's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts, subject to the limitations inherent in directed brokerage arrangements described under "Brokerage Discretion" in Item 12 above.

As part of their fiduciary duties to clients, QA and QAIS endeavor at all times to put the interests of their clients first. Clients should be aware, however, that the receipt of economic and other benefits by QA, QAIS or their related persons from TD Ameritrade described above creates a potential conflict of interest and may indirectly influence QA or QAIS's choice or recommendation of TD Ameritrade for custody and brokerage services.

Other Broker-Dealer Custodian Platforms

QA, QAIS or their related persons may also receive similar economic and other benefits from other Broker-Dealer/Custodians utilized by clients, including Fidelity Investments, except that QA does not participate in any referral programs sponsored by Broker-Dealer/Custodians other than TD Ameritrade. The receipt of economic and other benefits by QA, QAIS or their related persons from such other Broker-Dealer/Custodians creates a potential conflict of interest and may indirectly influence QA or QAIS's choice or recommendation of such other Broker-Dealer/Custodians for custody and brokerage services.

Third-Party Investment Management Programs, Model Strategist Platforms and Sub-Advisory Arrangements

QA's investment management services are in many instances made available through third-party investment management programs, model strategist platforms and sub-advisory arrangements. The third parties sponsoring or utilizing these third-party programs, platforms and arrangements provide an economic benefit to QA by selecting or recommending QA to provide investment management services to their clients and/or making QA's investment strategies available in, on or through their programs, platforms and arrangements. In some cases, QA may provide a discount, pay account, technology or other fees or share a portion of its fees with the third parties sponsoring or utilizing these third-party programs, platforms and arrangements, which may be required as a condition to QA participating in the programs, platforms and arrangements.

Other Payments to Third Parties

From time to time, QA is invited to participate, or may choose to participate, in investment-related conferences, webinars, panels and similar events. When sponsoring, supporting or participating in such events, QA may generate an alternative revenue stream for third parties by making direct payments to them to offset costs incurred to market QA's investment management services, and by sharing certain back office and technological costs with them. For example, QA supports sales, client and similar conferences (which may include booths) and other events where investment advisors, broker-dealers and their representatives are provided with information about QA and its services. In addition to attending the conferences and other events, QA may receive speaking opportunities, special access to attendees, investment advisor and broker-dealer representatives (both during and after the conference and other events), special promotion of QA's investment management services, and general industry exposure through inclusion of its name on websites and advertisements to financial professionals. QA also may make direct payments to third parties to offset their marketing expenses, such as the costs of creating and distributing printed materials and their attendance at conferences and other events. In some cases, the payments QA makes to third parties may be based on the assets under management or advisement that QA receives through the third parties, or they may take the form of per account fees.

QA may also reimburse third-party investment advisors, broker-dealers and their representatives for their travel, board and lodging incurred in connection with meetings sponsored by QA for due diligence, education or training purposes.

The discounts, sharing of fees and other payments by QA to third parties described in this Item 14 create a conflict of interest and may compromise the independence and objectivity of the third parties in their selection of investment managers for their clients. They provide an incentive to the third parties to select or recommend QA's investment management services for or to their clients over other investment managers who have not made payments to the third parties.

Gifts, Business Entertainment and Business Events

In accordance with QA and QAIS's gifts, business entertainment and business event policy and procedures, QA and QAIS may provide, receive or participate in gifts, business entertainment and business events to, from or with fund sponsors, investment advisors, broker-dealers or other third parties with whom QA or QAIS has an ongoing or prospective business relationship.

QA and QAIS employees may be invited by third parties to participate in business events they are sponsoring or hosting, which may include travel, board and lodging. It is QA and QAIS's policy to allow employees to attend such events if it is expected to enhance QA or QAIS's services to third parties, advisors and clients. As noted above, QA may also reimburse third-party investment advisors, broker-dealers and their representatives for their travel, board and lodging incurred in connection with meetings sponsored by QA for due diligence, education or training purposes.

Gifts, business entertainment and business events provided or sponsored by third parties may create a conflict of interest for QA and QAIS by providing an incentive to select or recommend funds, products or services offered by the third parties. Similarly, gifts, business entertainment and business events provided or sponsored by QA and QAIS may create a conflict of interest for third parties by providing an incentive to select or recommend services offered by QA or QAIS.

It is QA and QAIS's policy that employees may not provide, receive or participate in gifts, business entertainment or business events that may compromise the ongoing business judgment of either party or the ongoing or prospective business relationship of QA or QAIS. In line with this, all gifts, business entertainment and business event activities must be professional, of reasonable value and consistent with industry standards and practices.

Item 15 - Custody

Securities and cash in client accounts are held by a Broker-Dealer/Custodian. QA and QAIS are not affiliated with any such Broker-Dealer/Custodian. At no time will QA or QAIS ever intentionally hold client securities or cash. By virtue of directly deducting fees from certain client accounts, QA and QAIS are deemed to have custody in certain instances. With respect to these client accounts, QA and QAIS will comply with the custody rules under Rule 206(4)-2 of the Advisers Act as follows:

- a. The clients will be required to maintain such clients' assets with a "qualified custodian" as defined in Rule 206(4)-2 of the Advisers Act in separate accounts maintained under the respective names of such clients; and
- b. QA and QAIS will take adequate measures to form a reasonable belief that the custodians send account statements (identifying the amount of funds and securities in the clients' accounts as of the end of such period and that sets forth all of the transactions in such accounts during such period) directly to clients no less frequently than quarterly.

In addition, clients may receive account statements from QA or their third-party Advisor. Clients should carefully review and compare all account statements and contact their Broker-Dealer/Custodian, third-party Advisor, QA or QAIS with any questions.

Item 16 - Investment Discretion

In many cases, QA manages client accounts on a discretionary basis. In these cases, clients may impose reasonable restrictions on the management of their accounts. Account restrictions must be provided to QA or QAIS in writing. Clients are advised that QA cannot apply restrictions to securities held within ETFs or mutual funds. If QA cannot accommodate a client's restrictions, or in its sole discretion determines the restrictions are unreasonable, QA or QAIS will notify the client. Unless the client's restrictions can be modified, QA may not be able to accept its appointment as investment manager. Client-imposed restrictions may have an impact, which may be material, on account performance.

Before QA assumes discretionary authority to manage securities on its client's behalf, a signed Client Agreement must be received indicating the selected investment strategy. Investment strategy changes must be provided to QA or QAIS in writing by the client, or by the client's third-party Advisor, if the third-party Advisor has investment discretion.

Item 17 - Voting Client Securities

Upon request, QA will vote proxies of client securities over which QA has investment discretion. In these cases, QA votes all proxies in accordance with its Proxy Voting Policy. QA will not take instructions from clients regarding how to vote any proxy.

QA is able to vote proxies only if the client has made the appropriate arrangements with the client's Broker-Dealer/Custodian. In addition, QA will only vote proxies if it in fact receives proxy materials from the Broker-Dealer/Custodian, and will not request proxy materials which the Broker-Dealer/Custodian does not provide to QA.

QA does not vote proxies of securities that are transferred into a client's account, typically when the client first opens the account, and held temporarily in the account pending their sale and the investment of the proceeds in accordance with the QA investment strategy selected by the client. If QA receives proxy materials with respect to securities of this type, QA will promptly forward the materials to the client to enable the client to vote the proxies if the client chooses to do so.

The general principle of the Proxy Voting Policy is to vote any beneficial interest in an equity security prudently and solely in the best long-term economic interest of clients and their beneficiaries, considering all relevant factors and without undue influence from individuals or groups who may have an economic interest in the outcome of a proxy vote.

All proxies are reviewed by QA's Proxy Officer. The Proxy Officer votes the proxies according to QA's Proxy Voting Policy and consults the Chief Compliance Officer regarding issues not clearly covered by the Proxy Voting Policy.

QA will at all times seek to avoid material conflicts of interest in the voting of proxies. However, where material conflicts of interest arise, QA is committed to resolving the conflict in its clients' best interests. In situations where QA perceives a material conflict of interest, QA may disclose the conflict to the relevant clients and obtain their consent before voting; defer to the voting recommendation of the relevant clients or an independent third-party provider of proxy services; send the proxy directly to the relevant clients for a voting decision; vote the proxy based on the voting guidelines set forth in this Proxy Voting Policy if the application of the guidelines to the matter presented involve little discretion on the part of QA; or take such other action in good faith (after consultation with counsel) which would protect the best interests of clients.

QA will provide a copy of its proxy voting policy and procedures to clients upon request. To obtain information about how QA voted securities, clients can request such information directly from QA or QAIS.

Item 18 - Financial Information

QA has no financial information to disclose.