

**Item 1 – Cover Page**

**Part 2A Appendix 1  
Wrap Fee Program Brochure**

**Cooper Financial Group**

d/b/a Cooper McManus

9870 Research Drive

Irvine, CA 92618

(800) 516-5333

[www.coopermcmanus.com](http://www.coopermcmanus.com)

Date of Disclosure Brochure: June 2017

---

This Wrap Fee Program Brochure provides information about the qualifications and business practices of Cooper Financial Group (also referred to as we, us and Cooper Financial Group throughout this disclosure brochure). If you have any questions about the contents of this brochure, please contact us at (800) 516-5333. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Cooper Financial Group is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view our firm's information on this website by searching for Cooper Financial Group or our firm's CRD number 111458.

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

## Item 2 – Material Changes

Since the initial Form ADV Part 2A Appendix 1 Wrap Fee Program Disclosure Brochure dated February 2017 was filed, the following changes has made to this brochure:

- Changes have been made to the fee billing structure of the firm please refer to **Item 4 – Services, Fees and Compensation** for more specific information.
- In June 2017 the firm ceased using the doing business as name of EHG Financial Planning.

In the future, this Item 2 will discuss only specific material changes that are made to this Wrap Fee Program Disclosure Brochure and will provide a summary of such changes. We will also reference the date of the last annual update of the Wrap Fee Program Disclosure Brochure.

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

### Item 3 – Table of Contents

Item 1 – Cover Page .....	1
Item 2 – Material Changes .....	2
Item 3 – Table of Contents.....	3
Item 4 – Services, Fees and Compensation .....	4
Additional Compensation .....	5
Block Trading .....	6
Suitability and Investment Strategy.....	7
Item 5 – Account Requirements and Types of Clients.....	7
Minimum Account Size.....	7
Types of Accounts.....	7
Item 6 – Portfolio Manager Selection and Evaluation.....	7
Participation in Wrap Fee Programs .....	8
General Description of Other Advisory Services.....	8
Financial Planning Services .....	8
Referral of Third-Party Money Managers.....	9
Retirement Plan Services.....	9
Newsletters.....	13
Seminars .....	13
Limits Advice to Certain Types of Investments .....	13
Tailor Advisory Services to Individual Needs of Clients.....	13
Performance-Based Fees and Side-By-Side Management.....	14
Methods of Analysis .....	14
Investment Strategies .....	15
Risk of Loss.....	15
Voting Client Securities .....	17
Item 7 – Client Information Provided to Portfolio Managers .....	17
Item 8 - Client Contact with Portfolio Managers .....	17
Item 9 - Additional Information .....	18
Disciplinary Information.....	18
Other Financial Industry Activities and Affiliations .....	18
Securities Sales .....	18
Insurance Sales .....	19
Third-Party Money Managers.....	19
Sub-Advisors .....	19
Real Estate Services.....	19
Accounting Services.....	20
Affiliate and Employee Personal Securities Transactions Disclosure.....	20
Account Reviews.....	21
Account Statements and Reports .....	21
Client Referrals .....	21
Financial Information.....	22
Item 10 - Customer Privacy Policy Notice.....	22

#### **Item 4 – Services, Fees and Compensation**

Cooper McManus sponsors the Cooper McManus Managed Asset Program (CMAP), a wrap fee program using the TD Ameritrade Platform. Through this program we offer asset management services, including giving continuous investment advice and/or making investments for you based on your individual needs, goals and objectives. We offer a customized and individualized investment program, and our representatives meet with you to determine your investment objectives, risk tolerances and appropriate asset mixes.

The CMAP Program account is a wrap fee account, meaning you do not pay transaction charges associated with trade execution. The CMAP Program may cost you more or less than if the assets were held in a traditional brokerage account. In a brokerage account, you are charged commissions for each transaction, and the representative has no duty to provide ongoing advice with respect to the account. If you plan to follow a buy and hold investment strategy for the account or do not wish to purchase ongoing investment advice or management services, you should consider opening a brokerage account rather than a CMAP Program account.

We require that your assets be maintained in a brokerage account with TD Ameritrade Institutional, a division of TD Ameritrade, Inc., member FINRA/SIPC. Inc. ("TD Ameritrade"). We assist you in establishing a managed account through TD Ameritrade and TD Ameritrade maintains custody of your funds and securities. Neither we nor our representatives act as custodian and we do not have access to your funds and securities except to have advisory fees deducted from your account by the custodian with your prior written authorization and then paid to us. There is no minimum required to establish a new account.

We are granted trading authorization on your accounts and provide management services on either a discretionary or non-discretionary basis. You must provide us with written authorization to exercise discretionary authority and can place reasonable restrictions and limitations on the authority and portfolio holdings.

Fees for management services are charged as a percentage of assets under management that will not exceed 3% per year. The fee is negotiable based on the complexity of the client's situation, the possibility of additional account deposits, the history and relationship of the client to Advisor and the representative providing the services. Fees are billed monthly in advance and calculated on the value of the account at the beginning of the month. Accounts opened mid-month are prorated based on the number of days that services are provided during the first billing period.

Fees are deducted from your account, and you must provide the custodian with written authorization to have the fees deducted and paid to us. At least quarterly, the custodian sends you a statement showing all disbursements from the account, including any advisory fees deducted.

TD Ameritrade may charge separately for maintaining custody of your accounts and may also charge brokerage commissions and/or transaction fees directly to you. We do not receive any portion of the commission or fees from either the custodian or from you. In addition, you may incur certain charges imposed by third parties other than us in connection with investments made through your account, including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges and IRA and qualified retirement plan fees. Our management fees are separate and distinct from the fees and expenses charged by investment company securities that may be

recommended to you. A description of these fees and expenses are available in each security prospectus.

In addition, under certain circumstances TD Ameritrade may offer the option of charging execution fees based upon the level of assets maintained in the managed account (asset-based pricing) versus implementing a fee for each transaction executed. If asset-based pricing is provided as an option we will conduct a cost/benefit analysis to determine which pricing method would be in the long-term best interest of our clients. Whether transaction based pricing or asset based pricing is in the best interest of an individual client may vary over the span of a client relationship in response to possible service provider contractual changes and/or overall market condition adjustments to our pricing structure.

Either party may terminate services at any time by providing written notice to the other party. Services are terminated immediately upon receipt of the notice. Fees are prorated based on the number of days services are provided prior to the effective date of termination, and you receive a billing statement detailing the fees charged and the prorated refund due to you.

Cooper Financial Group offers asset management services through a wrap fee management program. In our wrap fee management program, the fee for advisory services (including asset management) and transaction cost (including ticket charges) are "wrapped" into one fee. Our Asset Management Services are considered a wrap fee program. Whenever a fee is charged for services described in this Wrap Fee Program Brochure, We will receive all or a portion of the fee charged.

When making the determination of whether one of the advisory programs available through Cooper Financial Group is appropriate for your needs, you should bear in mind that fee-based accounts, when compared with commission-based accounts, often result in lower costs during periods when trading activity is heavier, such as the year an account is established. However, during periods when trading activity is lower, the fee-based account arrangements may result in a higher annual cost for transactions. Thus, depending on a number of factors, the total cost for transactions under a fee account versus a commission account can vary significantly. Factors which affect the total cost include account size, amount of turnover, type and quantities of securities purchased or sold, commission rates and your tax situation. It should also be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and Cooper Financial Group.

You should discuss the advantages and disadvantages of fee-based and commission-based accounts with your adviser representative and you should read this Wrap Fee Disclosure Brochure carefully as it explains, in detail, our Asset Management Services.

### **Additional Compensation**

You have sole discretion about whether or not to contract for our services. In addition, you have sole discretion about whether or not to implement any recommendations made by our representatives. If you do decide to implement recommendations, you are responsible for taking any actions or implementing any transactions required. You are free to select any broker/dealer and/or insurance agent to implement our recommendations.

You should be aware that our representatives are also registered representatives of Securities America, Inc., a registered broker/dealer and member of FINRA/SIPC. In this separate capacity, they can receive a commission for selling securities products. This is a potential conflict of interest. As a registered

representative, they may sell mutual funds and receive 12(b)-1 fees in addition to commissions. The 12(b)-1 fees, named after a section of the *Investment Company Act of 1940*, are annual marketing or distribution fees and considered an operational or administrative expense. The fees are included as a part of the mutual fund's total expense ratio and paid from fund assets. Therefore, the fees come indirectly from your account. Every mutual fund prospectus includes a description of the fund's fees and expenses. Receiving 12(b)-1 fees represents an incentive for a registered representative to recommend funds with 12(b)-1 fees or with higher 12(b)-1 fees than funds with no fees or lower fees. This is also a potential conflict of interest. Our representatives will only recommend mutual funds to you if those funds are suitable for you and appropriate to help fulfill your objectives.

Our representatives may also occasionally implement programs under which they are eligible to win nominal awards for certain sales efforts including, but not limited to, establishing new accounts or placing additional assets under management. These programs do not change the fees you pay for advisory services or amounts that are invested in any product purchased for you.

In addition, our representatives may also be independently licensed as insurance agents and sell insurance products to any client. The representatives can earn commissions when selling insurance products in this separate capacity. This is a potential conflict of interest, since any commissions earned could be in addition to advisory fees earned in their capacity as an investment advisor representative.

From time to time, we may receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made. Both we and our representatives endeavor at all times to put your interests first as a part of our fiduciary duty. However, you should be aware that receiving additional compensation through nominal sales awards, expense reimbursements, etc. creates a conflict of interest that may impact the judgment of our representatives when making advisory recommendations.

### **Block Trading**

We may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used by our firm when Cooper Financial Group believes such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

Cooper Financial Group uses the pro rata allocation method for transaction allocation.

Under this procedure, pro rata trade allocation means an allocation of the trade at issue among applicable advisory clients in amounts that are proportional to the participating advisory client's intended investable assets. Cooper Financial Group will calculate the pro rata share of each transaction included in a block

order and assigns the appropriate number of shares of each allocated transaction executed for the client's account.

If and when we determine to aggregate client orders for the purchase or sale of securities, including securities in which Cooper Financial Group or our associated persons may invest, we will do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc.* Neither we nor our associated persons receive any additional compensation as a result of block trades.

### **Suitability and Investment Strategy**

Cooper Financial Group will assist clients in determining their objective(s), investment strategy, and investment suitability, prior and subsequent to opening an Asset Management account. Clients must contact us to notify of any changes in their investment objective(s) and/or financial situation. Investment strategies used to implement investment advice include, but are not necessarily limited to, long term purchases (investments held at least a year); short term purchases (investments sold within a year); frequent trading; margin transactions; and option writing, including cover options, uncovered options or spreading strategies.

## **Item 5 – Account Requirements and Types of Clients**

### **Minimum Account Size**

There is a minimum fee of \$1,000 per year for ongoing consultation services, although this is negotiable based on your circumstances and the actual services provided.

There is a minimum of \$25,000 required to establish and maintain an FAP account and \$50,000 for a LifeGuide account.

### **Types of Accounts**

Cooper Financial Group generally provides investment advice to the following types of clients:

- Individuals
- High net worth individuals
- Pension and profit sharing plans
- Corporations or business entities other than those listed above

You are required to execute a written agreement with Cooper Financial Group specifying the particular advisory services in order to establish a client arrangement with Cooper Financial Group.

## **Item 6 – Portfolio Manager Selection and Evaluation**

Cooper Financial Group and its Investment Adviser Representatives act as the portfolio manager(s) for accounts receiving our Asset Management Services. Our Asset Management Service is considered a wrap fee program. For this service, we do not allow the use of portfolio managers that are not associated with Cooper Financial Group. In other words, the only portfolio managers selected for managing client assets for our Asset Management Services are Investment Adviser Representatives of Cooper Financial Group. Therefore, conflicts of interest present in other wrap fee programs that make available both affiliated and unaffiliated portfolio managers are not present in our wrap fee program. Because our Asset Management Services program does not provide for outside portfolio managers, we do not have procedures designed to select outside portfolio managers.

## **Participation in Wrap Fee Programs**

Cooper Financial Group offers asset management services, through our CMAP Program, which is a wrap fee management program. In our wrap fee management program, the fee for advisory services (including portfolio management or advice regarding selecting other investment advisers) and transaction services are provided for one fee. Whenever a fee is charged to a client for services described in this Wrap Fee Program Brochure, we will receive all or a portion of the fee charged.

## **General Description of Other Advisory Services**

In addition to offering the CMAP Program, which is a wrap-fee management program sponsored by Cooper McManus, Cooper McManus offers other advisory services, including asset management services through the FAP, LifeGuide, and Managed Opportunities Programs, which are wrap-fee management programs that are sponsored by Securities America Advisors, Inc. ("SAA"). Clients who participate in the FAP, LifeGuide, and Managed Opportunities Programs will receive the SAA Form ADV Part 2A Appendix 1 Wrap Fee Program Brochure specific to the SAA wrap-fee management program(s) for which the client is participating.

In the Cooper McManus management program, clients may elect to pay expenses under a "traditional" payment option meaning that advisory services are provided for a fee but transaction services are billed separately on a per-transaction basis, or may elect the bundled "wrap-fee" payment option meaning that advisory services (including portfolio management) and transaction costs (including ticket charges) are provided for one fee. Whenever a fee is charged to a client for services described in this Wrap Fee Program Brochure, we will receive all or a portion of the fee charged.

From a management perspective, there is not a fundamental difference in the way we manage accounts that have elected the traditional payment option versus those that have elected the bundled wrap-fee payment option. The only significant difference is the way in which transaction costs are paid.

## **Financial Planning Services**

Cooper Financial Group offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. We provide full written financial plans, which typically address the following topics: When providing financial planning services, the role of your investment adviser representative is to find ways to help you understand your overall financial situation and help you set financial objectives. We also provide modular written financial plans which only cover those specific areas of concern mutually agreed upon by you and us. A modular written financial plan is limited or segmented and does not involve the creation of a full written financial plan. You should be aware that there are important issues that may not be taken into consideration when your investment adviser representative develops his or her analysis and recommendations under a modular written financial plan. Written financial plans prepared by us under this Agreement do not include specific recommendations of individual securities.

Our financial planning services do not involve implementing any transaction on your behalf or the active and ongoing monitoring or management of your investments or accounts. You have the sole responsibility for determining whether to implement our financial planning recommendations. To the extent that you would like to implement any of our investment recommendations through Cooper Financial Group or retain Cooper Financial Group to actively monitor and manage your investments, you must execute a separate written agreement with Cooper Financial Group for our asset management services.



## **Referral of Third-Party Money Managers**

Cooper Financial Group offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services. The third-party managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary. As a result of the referral, we are paid a portion of the fee charged and collected by the third-party money managers in the form of solicitor fees. Each solicitation arrangement is performed pursuant to a written solicitation agreement and is in compliance with SEC Rule 206(4)-3 and applicable state securities rules and regulations.

Under this program, we assist you with identifying your risk tolerance and investment objectives. We recommend third-party money managers in relation to your stated investment objectives and risk tolerance, and you may select a recommended third-party money manager or model portfolio based upon your needs. You must enter into an agreement directly with the third-party money manager who provides your designated account with asset management services.

We are available to answer questions that you may have regarding your account and act as the communication conduit between you and the third-party money manager. The third-party money manager may take discretionary authority to determine the securities to be purchased and sold for your Account. We do not have any trading authority with respect to your designated account managed by the third-party money manager.

Although we review the performance of numerous third-party investment adviser firms, we enter into only a select number of relationships with third-party investment adviser firms that have agreed to pay us a portion of the overall fee charged to our clients. Therefore, Cooper Financial Group has a conflict of interest in that it will only recommend third-party investment advisors that will agree to compensate us for referrals of our clients.

Clients are advised that there may be other third-party managed programs not recommended by our firm, that are suitable for the client and that may be more or less costly than arrangements recommended by our firm. No guarantees can be made that a client's financial goals or objectives will be achieved by a third-party investment adviser recommended by our firm. Further, no guarantees of performance can ever be offered by our firm.

## **Retirement Plan Services**

Advisor offers retirement plan services to retirement plan sponsors and to individual participants in retirement plans. Our services can include, but are not limited to, the following services:

### Non-Discretionary Advisory Services

- **Assessment of Investments.** Conduct an initial and/or periodic review of plan investments and investment options including, without limitation, investment performance, fund expenses and style drift for investments offered by the plan to participants; provide suggestions to the plan fiduciary from time to time as deemed warranted by the Advisor's representative for other investment options for the plan to make available to its participants (which decision remains the sole and exclusive decision of the plan fiduciary and/or their delegate).
- **Participant Investment Advice.** Meet at least annually with plan participants to deliver investment advice based upon the plan participant's individual financial situation, investment objectives and

tax status pursuant to the terms set forth in an *Eligible Investment Advice Arrangement* Advisor and the plan fiduciary which will qualify for exemptive relief from the prohibited transaction rules provided under ERISA Section 408(b)(14) and (g). Advisor's representative prepares recommendations regarding the appropriate amount of contributions and choice of investments, which plan participants may implement at their sole discretion.

Pursuant to a separate agreement, Advisor's representative may also provide comprehensive financial planning services (which may include but not necessarily be limited to: retirement planning, education planning, planning for major purchases, life and disability insurance needs, long-term care needs, and/or estate planning issues) to the plan participants if they so elect. Under the terms of that separate agreement, plan participants may receive written financial plans from the representative that may include investment advice concerning the plan participants' plan assets as well as their assets held outside of the plan.

#### Discretionary Advisory Services

- **Default Investment Alternative Management.** Develop and actively manage qualified default investment alternative(s) ("QDIA"), as defined in DOL Reg. Section 2550.404c-5(e)(4)(i), to allocate the assets of plan participant accounts to achieve varying degrees of long term appreciation and capital preservation through a mix of equity and fixed income exposures, offered through investment alternatives available under the plan, based upon the plan participants' age, target retirement date or life expectancy.
- **Investment Manager to Plan.** Meet with the plan fiduciary and/or their delegate to select approved asset classes, and maintain model portfolios on a discretionary basis, including the investing, rebalancing of assets, changing of the asset allocations, or changing the underlying model portfolios. Recommend, maintain and periodically update the list of mutual funds to the plan for inclusion as investment options available to plan participants. The plan fiduciary appoints Advisor as an "investment manager" and Advisor acknowledges its status as "investment advisor" for purposes of ERISA Section 3(38) to the extent it is providing discretionary advisory services. The Advisor has full discretion over fund changes within the approved asset classes and will communicate its decisions to the plan fiduciary on a reasonable basis.

Advisor will exercise this authority in accordance with objectives set forth by the plan fiduciary as may be amended from time to time and in accordance with additional written guidelines and/or investment policies provided by the plan fiduciary. Otherwise, the plan fiduciary must only approve changes to the asset classes. Unless otherwise directed by the plan fiduciary, Advisor will arrange for the execution of securities transactions for the Plan through brokers or dealers that Advisor reasonably believes will provide the best execution.

#### Non-Fiduciary Services

- **Participant Education and Communication.** Advisor conducts initial and/or periodic enrollment and informational meetings with plan participants and provides investment education. In accordance with the Department of Labor's Interpretative Bulletin 96-1, Advisor may provide plan participants with information about the plan, general financial and investment information and information and materials relating to asset allocation models available through the plan. Advisor may also provide plan participants with interactive investment materials to assist plan participants

in assessing their future retirement income needs and the impact of different asset allocations on retirement income. Advisor does not render individualized investment advice to plan participants and will not be held to a fiduciary standard for these services.

- **Strategic Planning and Investment Policy Services.** Advisor meets with the plan fiduciary to gather information regarding the plan's investment policies and objectives and assist the plan fiduciary in developing a written Investment Policy Statement ("IPS"). This assistance may include using a template developed by a third-party. Alternatively, if the plan has an existing IPS, Advisor reviews the existing IPS and assists the plan fiduciary in determining whether the plan is performing consistent with the IPS and/or whether the IPS needs to be revised, based on an analysis of the plan's asset class and risk tolerance guidelines, liquidity requirements, and performance goals of the plan, using information provided by the plan fiduciary. Advisor does not render individualized investment advice to the plan for these services and, thus, will not be held to a fiduciary standard with respect to such services. The plan fiduciary retains sole discretion to implement the objectives of the Investment Policy Statement, and neither Advisor nor its representative can guarantee that the plan will achieve its investment objectives.
- **Plan Establishment/Conversion.** Advisor assists the plan fiduciary in researching and evaluating the plan sponsor's needs to facilitate the plan fiduciary's selection of a well-suited plan. Advisor's primary role is to present retirement plan providers ("RPP"), which make the investment options available to the plan or deliver the investments on a platform and which can address services separately or which may offer bundled and integrated delivery of retirement plan support. Advisor assists the plan sponsor and/or plan fiduciary in identifying different types of retirement plans, plan documents, and other materials and services necessary to establish, maintain or convert a retirement plan. Advisor does not render individualized investment advice to the plan when providing these services and, thus, will not be held to a fiduciary standard with respect to any services rendered. Advisor meets with the plan fiduciary to assist with plan conversion to alternate vendors. Advisor may also assist in the preparation of Request for Proposals ("RFPs") from prospective new vendors and may assist the plan fiduciary in reviewing and comparing responses to RFPs. Advisor does not render individualized investment advice to the plan for services rendered hereunder and, thus, will not be held to a fiduciary standard with respect to such services. The plan fiduciary retains sole discretion as to whether to replace existing vendors and/or contract with new vendors.
- **Plan Review.** Advisor meets with the plan fiduciary and conducts a review of the IPS and plan design and offers recommendations to the plan fiduciary regarding plan operation and documentation. Advisor does not provide legal advice to the plan fiduciary and the plan fiduciary is encouraged to have legal counsel review all plan documentation. Advisor does not render individualized investment advice to the plan for services rendered hereunder and, thus, will not be held to a fiduciary standard with respect to such services.
- **Plan Fee and Cost Review.** Advisor meets with the plan fiduciary and conducts a periodic review, using a third-party tool, of fees and costs charged to plan by other service providers to assist the plan fiduciary in discharging its duty to monitoring the reasonableness of fees and costs paid by the plan. Advisor does not render individualized investment advice to the plan for services rendered hereunder and, thus, will not be held to a fiduciary standard with respect to such services.

- **Third Party Service Provider Liaison.** Advisor and its representative act as liaison for the plan and the plan fiduciary, on an as needed basis, when dealing with the trustee, custodian, plan actuary, tax, legal, accounting or other third-party service providers to plan. Advisor does not render individualized investment advice to the plan for services rendered hereunder and, thus, will not be held to a fiduciary standard with respect to such services. The plan fiduciary retains sole discretion as to whether to hire and/or terminate such third-party providers.

Plan services are for a one year period. Services may be terminated without penalty within five days of signing the client agreement. Thereafter, either party can terminate services by providing 60 days' prior written to the other party. Upon termination, any prepared but unearned fees are refunded to the client. Advisor delivers a final billing statement for unbilled work performed prior to termination and fees are payable within 30 days of receiving the billing statement.

### Compensation

Fees for services are charged as a percentage of plan assets with a maximum of 3% charged annually. Fees are negotiable based upon the complexity of the plan, the composition of plan assets, the actual services provided, the client's relationship with Advisor and other client accounts. The agreed upon fee is disclosed to the client prior to any services being provided. Fees are billed monthly in advance and calculated as the average daily balance of the account during the billing period. Accounts opened mid-period are prorated based on the number of days that services are provided in the billing period. Retirement plan sponsors may elect to pay all or a portion of fees for the individualized services provided by Advisor to the plan participants.

Clients can elect to have the fee deducted from their account or billed directly and due upon receipt of the billing notice. If clients elect to have the fee automatically deducted from an existing account, they are required to provide the custodian with written authorization to deduct the fees from the account and pay the fees to Advisor. Advisor provides the custodian with a fee notification statement.

Retirement plan services are for a term of one year. Either party may terminate services by providing written notice to the other party. Termination is effective upon receiving that notice. If services are terminated within five business days of signing the client agreement, services are terminated without penalty. Fees are prorated based upon the number of days services were provided during the calendar quarter. Any prepaid but unearned fees are promptly refunded to the client and Advisor provides a detailed billing statement.

Advisor does not reasonably expect to receive any other compensation, direct or indirect, for its services. If we receive any other compensation for such services, we (i) offset that compensation against our stated fees and (ii) disclose the amount of such compensation, the services rendered for such compensation and the payer of such compensation to you.

### Additional Information

Advisor discloses to you, to the extent required by ERISA Regulation Section 2550.408b-2(c), any change to the information that we are required to disclose under ERISA Regulation Section 2550.408b-2(c)(1)(iv) as soon as practicable, but no later than sixty (60) days from the date on which we are informed of the change (unless such disclosure is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclose as soon as practicable).

In accordance with ERISA Regulation Section 2550.408b-2(c)(vi)(A), we will disclose within thirty (30) days following receipt of a written request from the responsible plan fiduciary or plan administrator (unless such disclosure is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclosed as soon as practicable) all information related to the Qualified Retirement Plan Agreement and any compensation or fees received in connection with the Agreement that is required for the plan to comply with the reporting and disclosure requirements of Title 1 of ERISA and the regulations, forms and schedules issued thereunder.

If we make an unintentional error or omission in disclosing the information required under ERISA Regulation Section 2550.408b-2(c)(1)(iv) or (vi), we will disclose to you the correct information as soon as practicable, but no later than thirty (30) days from the date on which we learn of such error or omission.

### **Newsletters**

Cooper Financial Group occasionally prepares general, educational and informational newsletters. Newsletters are always offered on an impersonal basis and do not focus on the needs of a specific individual.

### **Seminars**

Cooper Financial Group may occasionally provide seminars in areas such as financial planning, retirement planning, estate planning and charitable planning. Seminars are always offered on an impersonal basis and do not focus on the individual needs of participants.

### **Limits Advice to Certain Types of Investments**

Cooper Financial Group provides investment advice on the following types of investments:

- Mutual Funds
- Exchange-listed Securities
- Securities Traded Over-the-Counter
- Variable Annuities
- Variable Life Insurance

Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

### **Tailor Advisory Services to Individual Needs of Clients**

Cooper Financial Group's advisory services are always provided based on your individual needs. This means, for example, that when we provide asset management services, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

We will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

When managing client accounts through our Asset Management Services Program, we may manage a client's account in accordance with one or more investment models. When client accounts are managed using models, investment selections are based on the underlying model and we do not develop customized (or individualized) portfolio holdings for each client. However, the determination to use a particular model or models is always based on each client's individual investment goals, objectives and mandates.

Cooper Financial Group may provide recommendations to Client or exercise discretion to utilize specific sub-adviser(s) (individually "Sub-Adviser" and collectively Sub-Advisers) to manage Account or a portion of the assets of Account. Cooper Financial Group will conduct due diligence of any recommended Sub-Adviser and monitor the performance of Sub-Adviser with respect to the Sub-Adviser's management of the designated assets of Account relative to appropriate peers and/or benchmarks. Cooper Financial Group will be available to answer questions Client may have regarding any portion of Client's Account managed by a Sub-Adviser and will act as the communication conduit between Client and the Sub-Adviser.

If the Sub-Adviser is registered as an investment adviser, a complete description of the Sub-Adviser's services and fees will be disclosed in the Sub-Adviser's Form ADV Part 2A and/or 2A Appendix 1 that will be provided to client.

### **Performance-Based Fees and Side-By-Side Management**

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. Cooper Financial Group **does not charge or accept performance-based fees**.

### **Methods of Analysis**

We use fundamental analysis when considering investment strategies and recommendations for clients. Fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. In other words, fundamental analysts try to determine its true value by looking at all aspects of the business, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

We evaluate the potential benefits and risks inherent within investment categories. Investment characteristics are then matched to the client's needs and preferences to determine an appropriate mix of investment vehicles. Individual securities within a particular investment category are selected based on

fundamental analysis. When managing assets, we may use model mutual fund asset allocation portfolio programs provided by a number of institutional investment managers and strategists.

There are risks with using this analysis method. Fundamental analysis takes a long-term approach to analyzing markets, often looking at data over a number of years. The data reviewed is released over years (e.g., quarterly financial statements). Therefore, fundamental analysis could mean a gain is not realized until a security's market price rises to its "correct" value over the long run--perhaps several years. The less frequent trading practices of fundamental analysis could also have a positive or negative impact on a client's portfolio value, but likely has reduced brokerage and transaction costs.

### **Investment Strategies**

When implementing investment advice, our investment strategies include:

- Long term purchases (securities held at least a year.)
- Short term purchases (securities sold within a year.)
- Trading (securities sold within 30 days)
- Margin transactions (Investor pays for part of the purchase and borrows the rest from a brokerage firm; e.g., investor buys \$5,000 worth of stock in a margin account by paying for \$2,500 and borrowing \$2,500 from a brokerage firm. Clients cannot borrow stock from Advisor.)
- Option writing (Including covered options, uncovered options or spreading strategies.) (Note: options are contracts giving the purchaser the right to buy or sell a security, such as stocks, at a fixed price within a specific period of time.)

On occasion, Advisor may recommend and/or participate in the purchase of initial public offerings (IPOs). Because Advisor's representatives are registered representatives of Securities America, Inc. (SAI), a registered broker/dealer, any IPO transactions are serviced by SAI. SAI and its affiliate, Securities America Advisors, Inc. (SAA), an investment advisor registered with the U.S. Securities and Exchange Commission, are owned by Securities America Financial Corporation which, in turn, is a wholly-owned subsidiary of Ladenburg Financial Services, Inc. (LTFS). LTFS is an affiliate of Ladenburg Thalman & Co., Inc. (Ladenburg) which may act as a principal for any IPO purchases by Advisor. Ladenburg may receive compensation in connection with a client's purchase of IPOs that are in addition to Advisor's advisory fees. Ladenburg may pay a portion of the compensation it receives to SAI which, in turn, may pay your investment advisor representative a portion of the fee that would be in addition to the original fees charged for Advisor's services.

We also use model asset allocation portfolio programs provided by a number of institutional investment managers and strategists.

We gather information from financial newspapers and magazines, research materials prepared by others, and annual reports, prospectus and other filings with the Securities and Exchange Commission.

### **Risk of Loss**

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. However, you should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved. Further, depending on the different types of investments, there may be varying degrees of risk:

- Market Risk. Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments. This is referred to as systemic risk.
- Equity (Stock) Market Risk. Common stocks are susceptible to fluctuations and to volatile increases/decreases in value as their issuers' confidence in or perceptions of the market change. Investors holding common stock (or common stock equivalents) of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.
- Company Risk. There is always a certain level of company or industry specific risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry (e.g., employee strike, unfavorable media attention).
- Options Risk. Options on securities may be subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater than ordinary investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.
- Fixed Income Risk. Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- ETF and Mutual Fund Risk. ETF and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund. Clients also incur brokerage costs when purchasing ETFs.
- Management Risk. Your investments also vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.

When you purchase securities, you may pay for the securities in full or borrow part of the purchase price from your account custodian or clearing firm. If you borrow part of the purchase price then you are engaging in margin transactions and there is risk involved with this. The securities held in your margin account are collateral for the custodian or clearing firm that loaned you the money. If those securities decline in value, then the value of the collateral supporting your loan also declines. As a result, the brokerage firm is required to take action in order to maintain the necessary level of equity in your account. The brokerage firm may issue a margin call and/or sell other assets in your account.

It is important that you fully understand the risks involved in trading securities on margin, including:

- You can lose more funds than you deposit in your margin account
- The account custodian or clearing firm can force the sale of securities or other assets in your account



- The account custodian or clearing firm can sell your securities or other assets without contacting you
- You are not entitled to choose which securities or other assets in your margin account may be liquidated or sold to meet a margin call
- The account custodian or clearing firm may move securities held in your cash account to your margin account and pledge the transferred securities
- The account custodian or clearing firm can increase its “house” maintenance margin requirements at any time and are not required to provide you advance written notice
- You are not entitled to an extension of time on a margin call

### **Voting Client Securities**

Cooper Financial Group does not vote proxies on behalf of Clients. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in Account.

You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided.

With respect to any of your assets subject to sub-advisory relationships, we do not perform proxy-voting services on your behalf. You will need to refer to each sub-advisor’s disclosure brochure to determine whether the sub-adviser will vote proxies on your behalf. You may request a complete copy of sub-advisor’s proxy voting policies and procedures as well as information on how your proxies were voted by contacting Cooper Financial Group at the address or phone number indicated on Page 1 of this disclosure document.

With respect to assets managed by a third-party money manager, we will not vote the proxies associated with these assets. You will need to refer to each third-party money manager’s disclosure brochure to determine whether the third-party money manager will vote proxies on your behalf. You may request a complete copy of third-party money manager’s proxy voting policies and procedures as well as information on how your proxies were voted by contacting the third-party money manager or by contacting Cooper Financial Group at the address or phone number indicated on Page 1 of this disclosure document.

### **Item 7 – Client Information Provided to Portfolio Managers**

Only Investment Adviser Representatives of Cooper Financial Group serve as portfolio managers for our Asset Management Services Program. Our associated Investment Adviser Representatives are responsible for gathering all information provided by you. We will interview and work with you to gather all information needed relative to your investment objectives and needs in order to provide management services through our Asset Management Services Program. You are responsible for promptly contacting your Investment Adviser Representative to notify us of any changes to your financial situation that will impact or materially influence the way we manage your accounts. Since we do not use any outside portfolio managers, we do not share your information with any outside portfolio managers.

### **Item 8 - Client Contact with Portfolio Managers**

Only Investment Adviser Representatives of Cooper Financial Group serve as portfolio managers for our Asset Management Services Program. There are no restrictions placed on your ability to contact and consult with their portfolio managers. It is the policy of Cooper Financial Group to provide for open communications between the Investment Adviser Representatives and clients. You are encouraged to contact your Investment Adviser Representative whenever you have questions about the management of your account(s).

## **Item 9 - Additional Information**

### **Disciplinary Information**

We have no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or the integrity of our management.

### **Other Financial Industry Activities and Affiliations**

We are not and do not have a related person that is:

- A broker/dealer, municipal securities dealer or government securities dealer or broker
- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
- A futures commission merchant, commodity pool operator or commodity trading advisor
- A banking or thrift institution
- An insurance company or agency
- A lawyer or law firm
- A pension consultant
- A sponsor or syndicator of limited partnerships

We are an independent registered investment registered advisor and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment advisor representatives with us.

### **Securities Sales**

Our representatives are also registered representatives of Securities America, Inc. You can engage them in this separate capacity to render securities brokerage services under a commission arrangement. Our representatives may have a financial incentive to recommend that a financial plan be implemented using a certain product or service. This is a conflict of interest because they could receive commissions in their capacity as a registered representative and could also receive advisory fees in their capacity as an investment advisor representative.

Cooper McManus and its investment adviser representatives have received loans from Securities America, Inc. (SAI) in order to assist Cooper McManus with transitioning the investment adviser representatives of Cooper McManus from their former broker-dealer to SAI. These loans are not forgiven by SAI based on the scope of business Cooper McManus engages in with SAI. Instead the loan is forgiven over a pre-determined period of time regardless of assets held by Cooper McManus' clients at SAI or revenue generated by Cooper McManus for SAI. The receipt of a loan from SAI presents a conflict of interest in that Cooper McManus has a financial incentive to maintain its relationship with SAI and

continue recommending SAI to clients until all loans are forgiven. Therefore, our recommendation of SAI is not based exclusively on your interests, but is partially based on having loans forgiven by SAI. However, to the extent Cooper McManus recommends you use SAI or its affiliated investment adviser, Securities America Advisors (SAA), for such services, it is because Cooper McManus believes that it is in your best interest to do so based on the quality and pricing of the execution, benefits of an integrated platform for brokerage and advisory accounts, and other services provided by SAI and its affiliates.

You are under no obligation to use the services of our representatives in this separate capacity or to use Securities America, Inc. and can select any broker/dealer you wish to implement securities transactions. If you select our representatives to implement securities transactions in their separate capacity as registered representatives, they must use Securities America, Inc. Prior to effecting any transactions, you are required to enter into a new account agreement with Securities America, Inc. The commissions charged by Securities America, Inc. may be higher or lower than those charged by other broker/dealers. In addition, the registered representatives may also receive additional ongoing 12b-1 fees for mutual fund purchases from the mutual fund company during the period that you maintain the mutual fund investment.

### **Insurance Sales**

Some of our representatives are also independently licensed to sell insurance products through various insurance companies. When acting in this capacity, they may receive fees or commissions for selling these products. You are under no obligation to direct insurance transactions to insurance companies with which our representatives may be licensed. Suitable insurance and investment products may be available from other companies.

### **Third-Party Money Managers**

We have formed relationships with independent, third-party money managers.

We may recommend clients work directly with third-party money managers. When we refer clients to a third party money manager, we receive a portion of the fee charged by the third party money manager. Therefore, we have a conflict of interest because we only recommend third party money managers that agree to compensate us by paying us a portion of the fees billed to your account managed by the third-party money manager.

### **Sub-Advisors**

Cooper Financial Group has formed relationships with independent, investment advisers to serve as sub-advisors.

Cooper Financial Group may recommend clients work directly with third-party sub-advisors. When we refer clients to a third-party sub-advisor, you need to know that our firm will receive a portion of the fee charged by the sub-advisor. Therefore, we have a conflict of interest because we only recommend sub-advisors that agree to compensate our firm by paying Cooper Financial Group a portion of the fees billed to your account managed by the sub-advisor.

### **Real Estate Services**

Tonya L. Collier, one of our representatives, is a licensed real estate agent in the State of California. However, she does not provide real estate services to our advisory clients.

## **Accounting Services**

Some of our representatives are involved in various accounting and tax preparation activities. Michael C. Flynn is a Certified Public Accountant but does not currently provide accounting services. Arthur R. Harrington provides tax preparation and planning services through Harrington Financial Services, PC. Melvin L. Varrelman is the owner of Mel Varrelman Financial Services and provides tax and accounting services through this entity.

Paul B. Anderson is also a Certified Public Accountant and the owner of Paul B. Anderson CPA Tax and Accounting Services.

Clients needing assistance with tax preparation and/or accounting services may be referred to these individuals. However, clients are not obligated to use their services.

## **Affiliate and Employee Personal Securities Transactions Disclosure**

Cooper Financial Group or associated persons of the firm may buy or sell for their personal accounts, investment products identical to those recommended to clients. This creates a potential conflict of interest. It is the express policy of Cooper Financial Group that all persons associated in any manner with our firm must place clients' interests ahead of their own when implementing personal investments. Cooper Financial Group and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider".
- Associated persons are discouraged from conducting frequent personal trading.
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of Cooper Financial Group.

To the extent we or an associated person maintain an outside account, the associated person must make arrangements to send quarterly statements to us, complete an annual certification concerning their personal securities activities and provide additional information about personal trading activities as may be required under our insider trading policy and Code of Ethics. Any associated person not observing our policies is subject to sanctions up to and including termination.

## **Account Reviews**

Managed accounts are reviewed at least quarterly. Accounts established and maintained with other money managers are reviewed at least quarterly, usually when statements and/or reports are received from the money manager.

While the calendar is the main triggering factor, reviews can also be conducted at your request, due to changes in your financial situation or the services we are providing or due to changes in market conditions.

Each investment advisor representative reviews their own accounts although all client accounts are under the supervision of Arthur Y. Cooper, David S. McManus and Tonya Collier. Absent your specific instructions, we review accounts to verify portfolio holdings, appropriate asset allocation, possible re-balancing needs, anti-money laundering concerns, fee calculation accuracy, continued suitability and that performance continues to work toward your investment goals and objectives.

SAA reviews the performance information in Managed Opportunities accounts to determine its accuracy. Performance information provided by SAA is believed to be accurate but cannot be guaranteed. Fund and other securities values and other information are obtained from third parties. Managed Opportunities accounts are reviewed as needed by SAA supervisors, SAI principals and our representatives. Triggering factors for reviews may include material market, economic or political events, changes in your personal or financial situation or performance of the accounts in general. We urge you to compare performance reports you receive from us with account statements you receive directly from the custodian. Inquiries or concerns regarding your account including performance reports should be directed to us.

## **Account Statements and Reports**

For our asset management services, you are provided with transaction confirmation notices and regular quarterly account statements directly from the qualified custodian.

Whether reports by an outside money manager are provided to you will depend upon the outside money manager.

You are encouraged to always compare any reports or statements provided by us, a sub-adviser or third-party money manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

## **Client Referrals**

We may enter into agreements with unaffiliated solicitors (Referring Parties) to refer clients to us. If a client is referred to us by a solicitor, the solicitor provides the client with a copy of our Disclosure Brochure as required by Rule 204-3 of the *Investment Advisers Act of 1940*. The client also receives a copy of the solicitor disclosure statement containing the information set forth in Rule 206(4)-3 of the *Investment Advisers Act of 1940*. If a referred client enters into an investment advisory agreement with us, a referral fee is paid to the solicitor. The referral relationship will not result in clients being charged any fees over and above the normal advisory fees charged for the advisory services provided.

The referral agreements between us and the solicitors are in compliance with regulations as set out in 17 CFR §275.206(4)-3 and the Rules under the *Investment Advisers Act of 1940*.

## Financial Information

Cooper Financial Group does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, Cooper Financial Group has not been the subject of a bankruptcy petition at any time.

## Item 10 - Customer Privacy Policy Notice

We are a registered investment advisor in the business of providing investment advisory services to clients. We are committed to safeguarding the confidential information of our clients and hold all personal information provided to us in the strictest confidence. Associated persons may also be registered representatives of SAI, a registered broker/dealer that is not affiliated with us. We may also have relationships with other non-affiliated investment advisors, such as SAA, an affiliate of SAI, insurance companies, trust companies, custodians and other financial institutions. Except as required or permitted by law, we do not share confidential information about clients with non-affiliated third parties. In the unlikely event there were to be a change in this fundamental policy that would permit additional disclosures of the client's confidential information, we provide written notice to the client, and the client is given an opportunity to direct us as to whether such disclosure is permissible.

### AN IMPORTANT NOTICE CONCERNING CLIENTS' PRIVACY

**Customer Information Collected.** We collect and develop personal information about clients, and some of that information is non-public personal information (Customer Information). The essential purpose for collecting Customer Information is to provide and service the financial products and services the client obtains from us. The categories of Customer Information collected by us depend upon the scope of the engagement with us and are generally described below. As an investment advisor, we collect and develop Customer Information about the client in order to provide investment advisory services.

Customer Information collected includes:

- Information received from the client on financial inventories through consultation with our associated persons. This Customer Information may include personal and household information such as income, spending habits, investment objectives, financial goals, statements of account and other records concerning the client's financial condition and assets, together with information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.
- Information developed as part of financial plans, analyses or investment advisory services.
- Information concerning investment advisory account transactions, such as wrap account transactions.
- Information about the client's financial products and services transactions with us.

**Data Security.** We restrict access to Customer Information to associated persons and employees who need the information to perform their job responsibilities within the firm. We maintain agreements, as well as physical, electronic and procedural securities measures, that comply with federal regulations to safeguard Customer Information about the client.

**Use and Disclosure of Customer Information to Provide Customer Service to Client Accounts.** To administer, manage and service client accounts, process transactions and provide related services for client accounts, it is necessary for us to provide access to Customer Information within the firm and to non-affiliated companies such as SAI, SAA, other investment advisors, other broker/dealers, trust companies, custodians and insurance companies. We may also provide Customer Information outside of the firm as permitted by law, such as to government entities, consumer reporting agencies or other third parties in response to subpoenas.

**Former Clients.** If the client closes an account with us, we continue to operate in accordance with the principles stated in the Notice.

**Requirements of Federal Law.** In November of 1999, Congress enacted the *Gramm-Leach-Bliley Act (GLBA)*. The *GLBA* requires certain financial institutions, including broker/dealers and investment advisors, to protect the privacy of Customer Information. To the extent a financial institution discloses Customer Information to non-affiliated third parties other than as permitted or required by law, clients must be given the opportunity and means to opt out (or prevent) such disclosure. Please note that we do not disclose Customer Information to non-affiliated third parties, except as permitted or required by law (e.g., disclosures to service client's account or to respond to subpoenas).

State law prohibits us from sharing any of your personal information with a third party without your permission. You have a right not to permit us to share this information with anyone else. As a registered investment advisor, in order for us to provide financial services and service your accounts,

You must check the "yes" box below if you consent to our sharing such information. You must then complete, sign and return the form to our firm.

Consent granted:    ☐ Yes            ☐ No

Signature: \_\_\_\_\_

Printed name: \_\_\_\_\_

Date: \_\_\_\_\_