

Brochure - Form ADV Part 2A

Item 1 - Cover Page



H A Y S A D V I S O R Y

Hays Advisory Purpose

Positively alter the course of others' lives.

Core Values

We Believe – in God, Our Process, Our People

We Serve – Advisors, Investors, Community

We Grow - Mentally, Physically, Emotionally, Spiritually, Financially

We are Family – We take care of each other.

We are Stubborn - We stick to our processes.

We are Out of the Box - We don't do things like anyone else.

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March 27, 2018

This Brochure provides information about the qualifications and business practices of Hays Advisory, LLC. If you have any questions about the contents of this Brochure, please contact us at (615) 467-6070 or info@haysadvisory.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Hays Advisory, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Hays Advisory, LLC also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 – Material Changes

This Brochure is prepared in the revised format required beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include the annual provision of a Summary of Material Changes (the “Summary”) reflecting any material changes to our policies, practices, or conflicts of interest made since our last required “annual update” filing. In the event of any material changes, such Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on March 31, 2017. Of course the complete Brochure is available to clients at any time upon request. Below is a summary of material changes since the last annual update:

Item 4 – The Firm’s ownership was updated to reflect the change to Cypress Capital, LLC as the principal owner.

Item 4 – The Firm’s address was updated.

Item 10 – The Firm updated Other Financial Industry Affiliations to reflect its affiliation with Cypress Capital, LLC and Cypress Capital Advisors, LLC.

Item 17 – The Firm updated its Proxy Voting Policies.

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Item 4 - Advisory Business

Hays Advisory, LLC (“Hays Advisory”) is owned in entirety by Cypress Capital, LLC. Keith Hays is President and Jeff Hays is Chairman of the Board and Director of Product Development. Please see Brochure Supplement(s), Exhibit A, for more information on these owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts. As of December 31, 2017, Hays Advisory managed \$292,845,107 of assets on a discretionary basis.

Based in Franklin, Tennessee, the firm was founded in 1999, and remains an independent, investment firm. Hays Advisory invests for the long-term using a variety of tactical investment strategies. We focus our efforts on institutional clients, but we have a few legacy individual, separately-managed accounts. We also offer stock market and economic commentary and research to individual and institutional clients.

Hays Advisory utilizes an asset allocation model methodology to guide our investment management decisions. The asset allocation model determines the percentage of assets that are appropriate to invest in equities, exchange traded funds (“ETFs”), bonds and cash at any given time for several different types of investors. The goal of our model-driven discipline is to move more assets away from equities when the model indicates higher market risk and allocate more assets to equities while in the early stages of the up cycles. This approach is not a short-term market timing strategy. It is also unlike a typical “style-box” strategy that remains fully invested in all market environments regardless of the risk/reward potential. The approach has an inherent long-term bullish bias, but its tactical nature allows the flexibility to move away from equity positions to cash or bonds when risk is deemed high.

In summary, Hays Advisory's overall strategy is to manage risk and take advantage of opportunities at major market turning points. Because market expectations are often wrong at or near these turning points, emotional decision-making can lead to investor underperformance. Using a tactical asset allocation model, our strategy attempts to remove emotion from the investment process.

Third-Party Wrap Programs

Hays Advisory participates as a portfolio manager of separately managed accounts through a number of third-party wrap programs sponsored by unaffiliated broker/dealers. Other investment professionals may recommend that their clients participate in such a wrap program in which they may select one or more Hays Advisory models in which to invest portions (or all) of the client’s account(s). For more information about these third-party wrap programs, please refer to the Wrap Sponsor’s Wrap Brochure which will explain the details of their wrap arrangements.

Model Portfolios on Third-Party Platforms

We also provide Model Portfolio recommendations (buy and sell signals, including the timing of such transactions) to broker/dealers, investment advisers, or other financial services companies who, in turn, offer the Model Portfolio to their respective clients. Model Portfolio recommendations are most often provided on a non-discretionary basis and we have no supervisory or oversight responsibilities with regard to the clients’ assets invested according to the Model Portfolio by another service provider. In limited circumstances, Hays Advisory is deemed to be exercising investment discretion (but not trading authority) over the portion of client assets that are investment in one or more Hays Models.

Hays Advisory's Research Reports or Other Publications

We provide stock market and economic commentary and research to individual and institutional clients. These

materials may be utilized by our clients in their own investment decision-making processes.

Hays Advisory Separately Managed Accounts

While the majority of our business is institutional, Hays Advisory directly manages a few legacy accounts on a discretionary basis. In these instances we have the authority to supervise and direct the portfolio without prior consultation with the client.

Some separately-managed clients have chosen to engage Hays Advisory for Separately Managed Account Services through our wrap program (the "Hays Advisory Wrap Program" or the "Program") in order to simplify the payment of management fees and brokerage expenses. This program is closed to new investors. However, current clients with open accounts in the Hays Advisory Wrap Program have the option to open additional accounts within the Program. The Program does not include any outside managers. Our services in connection with the Hays Advisory Wrap Program will not differ materially from our discretionary ongoing asset management services with the exception of the wrap fee component.

Clients may place reasonable restrictions upon the investments held in account(s). We consider reasonable restrictions to include those that do not affect more than 10% of the model holdings. If restrictions affect more than 10% of the model holdings, we reserve the right to refuse or terminate the account at our discretion. Also, a restriction placed on a specific stock, industry group or sector is considered reasonable. An example of a restriction that would be deemed unreasonable would be a restriction against owning/buying a security that is below \$10 /share or restricting owning/buying companies whose ticker symbols start with "T."

Retirement Plan Advisory Services

Establishing a sound fiduciary governance process is vital to good decision-making and to ensuring that prudent procedural steps are followed in making investment decisions. Hays Advisory will provide Retirement Plan consulting services to Plans and Plan Fiduciaries as described below. The particular services provided will be detailed in the consulting agreement. The appropriate Plan Fiduciary(ies) designated in the Plan documents (e.g., the Plan sponsor or named fiduciary) will (i) make the decision to retain our firm; (ii) agree to the scope of the services that we will provide; and (iii) make the ultimate decision as to accepting any of the recommendations that we may provide. The Plan Fiduciaries are free to seek independent advice about the appropriateness of any recommended services for the Plan. Retirement Plan consulting services may be offered individually or as part of a comprehensive suite of services.

The Employee Retirement Income Security Act of 1974 ("ERISA") sets forth rules under which Plan Fiduciaries may retain investment advisers for various types of services with respect to Plan assets. For certain services, Hays Advisory will be considered a fiduciary under ERISA. For example, Hays Advisory will act as a fiduciary when providing non-discretionary investment advice to the Plan Fiduciaries by recommending a suite of investments as choices among which Plan Participants may

select. Also, to the extent that the Plan Fiduciaries retain Hays Advisory to act as an investment manager within the meaning of ERISA § 3(38), Hays Advisory will provide discretionary investment management services to the Plan.

With respect to any account for which Hays Advisory meets the definition of a fiduciary under Department of Labor rules, Hays Advisory acknowledges that both Hays Advisory and its Related Persons are acting as fiduciaries. Additional disclosure may be found elsewhere in this Brochure or in the written agreement between Hays Advisory and Client.

Fiduciary Management Services

- Discretionary Management Services

When retained as an investment manager within the meaning of ERISA § 3(38), Hays Advisory provides continuous and ongoing supervision over the designated retirement plan assets. Hays Advisory will actively monitor the designated retirement plan assets and provide ongoing management of the assets. When applicable, Hays Advisory will have discretionary authority to make all decisions to buy, sell or hold securities, cash or other investments for the designated retirement plan assets in our sole discretion without first consulting with the Plan Fiduciaries. We also have the power and authority to carry out these decisions by giving instructions, on your behalf, to brokers and dealers and the qualified custodian(s) of the Plan for our management of the designated retirement plan assets.

- Investment Management via Model Portfolios

Hays Advisory will provide discretionary management of Model Portfolios among which the participants may choose to invest as Plan options. Plan Participants will also have the option of investing only in options that do not include Model Portfolios (i.e., the Plan Participants may elect to invest in one or more of the mutual fund options made available in the Plan, and choose not to invest in the Model Portfolios at all).

Fiduciary Consulting Services

- Investment Selection Services

Hays Advisory will provide Plan Fiduciaries with recommendations of one or more investment options consistent with ERISA section 404(c), specifically Model Portfolios. Plan Fiduciaries retain responsibility for the final determination of investment options and for compliance with ERISA section 404(c).

- Non-Discretionary Investment Advice – Model Portfolios

Hays Advisory will provide recommendations with respect to Model Portfolios among which Plan Participants may choose to invest as Plan options.

Item 5 - Fees and Compensation

Third-Party Wrap Programs Fees

A wrap fee generally includes execution and custodial services provided by the wrap program sponsor. We typically serve in the role of sub-advisor through the wrap program and receive annual fees from 0.25% - 0.50% of the value of accounts participating in a third-party wrap program. Investors should review the sponsor's disclosure brochure for details regarding any specific wrap program.

The minimum portfolio value generally ranges from \$50,000 - \$100,000 depending on the particular wrap program. Should the market value of your account fall below the stated minimum, as agreed to in your Agreement, because of withdrawals, distributions, or your request to transfer account assets, we will have the right to require that additional monies be deposited to bring the account value up to the required minimum, or terminate the account. In some circumstances, minimum account values may be negotiable.

Depending on the particular program, the wrap fee you pay may also include our advisory fee, which would be payable by the sponsor to us. Other programs may require us to enter into a separate agreement with you, in which case you would pay us directly by automatic fee deduction via the custodian unless you otherwise request in writing to be invoiced quarterly.

When one or more Managers are utilized, the Manager(s)' fees will be separate from and in addition to Hays Advisory's fee.

Model Fees on Third-Party Platforms

Fees for Model Portfolio recommendations are individually negotiated with each Third-party Platform where our models are offered. We do not maintain a standard fee schedule for such services. Your broker/dealer, investment adviser, or other financial services company will make arrangements with you to invoice you or automatically deduct our Model Provider Fee from your account, which would be payable by the that firm to us. Specific fee arrangements will be described fully in your agreement with your financial advisor, broker/dealer and/or custodian.

Hays Advisory's Research Reports or other Publications

The Individual Subscription to HaysAdvisory.com is \$275 annually and provides subscribers with the following reports. Hays Advisory generally releases these reports according to the described schedule, but occasionally a holiday or other unusual circumstance may cause a variance.

Hays Market Indicators – Daily
60+ market indicators updated each day.

Hays World Wrap – Mondays
Summary of the previous week's investment scene from asset classes, bonds, commodities, real estate, and international equities, along with US sectors and styles.

Hays Sector Survey – Once a month, on the first Wednesday of the month
A summary of our current proprietary sector rankings, including charts and written update.

The annual subscription fee is not negotiable and is paid yearly in advance of publication. There is no early cancellation/refund policy. Subscribers will be opted into an auto-renewal process for future renewals. Subscribers will have a chance to opt-out of this auto-renewal process via a notice that will be sent 14 days prior to each renewal.

General Advisory Fee Information for Separately Managed Accounts

Clients enter into one of two fee arrangements. Generally, clients elect to pay management fees to Hays Advisory separately from the brokerage expenses of the account. Accordingly, client accounts pay a management fee, plus the cost of transactions in the account. The brokerage expenses may take the form of asset-based pricing, meaning that the broker/dealer charges the account a flat-rate percentage to cover all brokerage expenses, or these expenses may be assessed on a per-trade basis. Please see Item 12 - Brokerage Practices for additional information.

Alternatively, some clients may engage in the Hays Advisory Wrap Program. The Wrap Program fee structure includes the brokerage expenses (e.g., commissions, ticket charges, etc.) of the account as well as the management fee paid to Hays Advisory. Under this inclusive billing alternative, Hays Advisory will assess one client fee that captures the management, brokerage and administrative portions collectively. Inasmuch as Hays Advisory pays to broker/dealers the transaction and execution costs associated with client accounts, this can create a disincentive for Hays Advisory to trade securities in accounts.

In either of these arrangements, the fees noted above are separate and distinct from the internal fees and expenses charged by third party managers, mutual funds, ETFs, or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, Hays Advisory and others to fully understand the total amount of fees paid by the client for investment and financial-related services. Please see Item 12 - Brokerage Practices for additional information.

Fee Collection

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. For our direct advisory services described above, we receive our fees by automatic fee deduction via the custodian unless you otherwise request in writing to be invoiced quarterly. Regardless of the method you choose, you will be solely and directly responsible for all fees, including fees other than those related to the services we provide.

If you are accessing our services through a third-party Wrap Program, please see their Wrap Program Brochure for more information regarding that Program's options for collection of the wrap fee. Some may not allow for invoicing of fees.

Advance Billing and Fee Refunds

As described above, our advisory fees are generally charged in advance. Fees paid in advance will be considered earned and non-refundable to you up to the effective termination of your Agreement with us. The termination process is described in the Agreement. Upon receipt of a proper notice of termination, we will calculate a prorated refund of any fees not yet earned by us after the effective termination date of the Agreement. The prorated refund will equal the total number of calendar days remaining in the billing period after the termination date to the end of that billing period divided by the total number of calendar days in that billing period. The result of that calculation will be multiplied by the total fee already paid for that billing period. The result of that calculation will represent the refund owed to you. Refunds shall be paid as soon as reasonably possible but not sooner than ten (10) business days after our receipt of a proper termination notice. In the event of a withdrawal of funds or the termination of an account, any fees, commissions (not charged or earned by Hays Advisory) or other expenses associated with rebalancing or liquidating the account's holdings may be assessed against your account. Specific fee arrangements are described fully in your Agreement with us.

Separately Managed Account Fees

The annual fee schedule is based on a percentage of assets under management. The standard annual investment management fee for Hays Advisory's investment advisory services is as follows:

<u>Account Asset Value</u>	<u>Annual Fee Rate</u>
On the first \$1,000,000	1.40%
On the next \$2,000,000	0.75%
On the next \$2,000,000	0.65%
On assets over \$5,000,000	0.50%

Hays Advisory may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where Hays Advisory deems it appropriate under the circumstances. Specific fee arrangements are described fully in your Agreement with us.

The minimum portfolio value is generally set at \$500,000. Should the market value of your account fall below the stated minimum, as agreed to in your Agreement, because of withdrawals, distributions, or your request to transfer account assets, we will have the right to require that additional monies be deposited to bring the account value up to the required minimum, or terminate the account. In some circumstances, minimum account values may be negotiable.

Hays Advisory's Wrap Program Fees

As described above, clients may participate in Hays Advisory's Wrap Program. Clients participating in the Wrap Program will generally pay the fees listed below, but do not separately pay brokerage expenses in the account(s) managed by Hays Advisory.

<u>Account Asset Value</u>	<u>Annual Fee Rate</u>
\$0 to \$249,999	2.00%
\$250,000 to \$499,999	1.75%
\$500,000 to \$999,999	1.50%
\$1,000,000 to \$1,999,999	1.25%
\$2,000,000 to \$4,999,999	1.00%
\$5,000,000 and up	Negotiable

The minimum portfolio value is generally set at \$500,000. Should the market value of your account fall below the stated minimum, as agreed to in your Agreement, because of withdrawals, distributions, or your request to transfer account assets, we will have the right to require that additional monies be deposited to bring the account value up to the required minimum, or terminate the account. In some circumstances, minimum account values may be negotiable.

Hays Advisory may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where Hays Advisory deems it appropriate under the circumstances. Specific fee arrangements are described fully in your Agreement with us.

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

Hays Advisory does not have any performance-based fee arrangements. "Side-by-Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of

assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because Hays Advisory has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

We will generally provide our services to individuals, high net worth individuals, municipal or government entities, pension plans / profit sharing plans, foundations / charitable organizations, trusts and estates for natural persons, other investment advisers, banking or thrift institutions and broker-dealers. For information on any minimum fees, minimum initial/ongoing account balances, or other conditions we may impose, please refer to **Item 5 – Fees and Compensation**.

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

Methods of Analysis

In the course of our management process, the investment staff implements the Hays Asset Allocation model which largely depends on technical and quantitative methods of analysis. We closely examine numerous market indicators in three main categories: Investor Psychology, Monetary Conditions, and Market Valuation. Correlated to past market performance, these indicators are measured, scored, and weighted based on their historical utility and produce the firm's long-term market outlook. At its core, this quantitative model's indicators are designed to reveal how investors feel, how liquidity can impact the market, and how equities are valued. These categories are complemented by the fourth leg of the Hays investment process: the Market Trend Analyzer, a proprietary tool that utilizes moving averages and price movement to recommend defensive moves in the portfolio in the event significant market declines occur when the core indicators are not suggesting a defensive stance.

This unemotional approach directs the asset allocation moves of the investment staff; there is very little subjectivity involved. The model makes it possible to raise cash when data suggests market risks are high and then add to equity positions as the long-term outlook improves. After the members of investment staff decide how to divide money between the different asset classes, they perform additional fundamental/quantitative and technical screens designed to identify individual stocks or ETFs which are potentially attractive investments for our clients' accounts.

Lastly, investment staff members examine several factors including technical and fundamental analysis to determine which stock or ETF among these candidates will be added to the portfolios.

In general, we use fundamental/quantitative and technical analysis to determine if a position is vulnerable to decline. Similar to our purchase considerations, we regularly monitor specific indicators of the securities that we own. If we see significant deterioration in one or more of these, we will examine the security's technical characteristics. Finally, we will consider our market analysis as well as the overbought/oversold condition to determine if a position needs to be sold.

Definitions

Charting / Technical – The terms “charting” and “technical” analysis are generally used synonymously and therefore, for the purpose of this document, we will use the term, “technical analysis.” In most cases, technical analysis involves the evaluation of historical market data such as price and volume of a particular security or investment instrument. Technical analysis often times involves the use of charts, graphs, and other tools to evaluate historical factors relating to the investment instrument and perhaps the market as a whole. The goal of technical analysis is to try to identify historical trading patterns that suggest future trading activity or price targets. We specifically examine moving averages and relative strength in our investment process.

Fundamental -- Fundamental analysis is generally the considered the opposite approach to technical analysis. Fundamental analysis involves the attempt to identify the intrinsic value (i.e. the actual, true/real value) of an investment instrument by examining any related economic, financial, and other quantitative/qualitative factors relevant to that instrument. Fundamental analysis can take into account anything that may impact the underlying value of the instrument. Examples of such things may include large-scale economic issues such as the overall condition or current cycle of the economy, industry-specific or sector-specific conditions, etc. Other company/issuer-specific factors may also be taken into consideration such as the company's/issuer's current financial condition, management experience and capabilities, legal/regulatory matters, the overall type and volume of current and expected business, etc.

One of the goals of fundamental analysis is to attempt to derive a value that can be compared to the current market price for a particular financial instrument in hopes of determining whether the instrument is overpriced (time to sell) or underpriced (time to buy). We specifically analyze relative valuation and focus on stocks and ETFs with a strong return on capital and earnings yield.

Investment Strategies

In the course of our management process and as appropriate on a case by case basis, we will employ any of the following investment strategies.

- Long-Term Purchases: Long-term purchases generally involve the acquisition of an investment instrument and holding it for a period of at least one year.
- Short-Term Purchases: Short-term purchases generally involve the acquisition of an investment instrument and holding it for a period of not more than one year.
- Trading: Trading generally involves the acquisition of an investment instrument and holding it for a period of not more than thirty days.
- Margin Trading: Margin trading, or “trading on margin,” as it is generally stated, involves the ability to purchase a dollar value of securities that is greater than the dollar value of funds you have available for the purchase. Essentially, trading on margin means that you can borrow additional funds, generally from the firm that holds your brokerage account, to purchase investment instruments that exceed the amount with which you have funded your account.
- Option Writing (including covered/uncovered options or spreading strategies: We will also employ the use of options trading in the event that such trading complements an investment strategy we may be carrying out for a particular client. An option is the right either to buy or sell a specified amount or value of a particular underlying investment instrument at a fixed price (i.e. the “exercise price”) by exercising the option before its specified expiration date. Options giving you the right to buy are called “call” options. Options giving you the right to sell are called “put” options. When trading options on behalf of a client, we may use covered or uncovered options or various strategies such as spreads and straddles. Covered options involve options trading when you own the underlying instrument on which the option is based. Uncovered options involve options trading when you do not own the underlying instrument on which the option is based. Spread options are options whose values are derived from the difference in price of two different underlying assets or components.

Investing in securities or other investment products involves the risk of loss and you should be prepared to bear such losses. Risks are discussed in more detail in the “Risk of Loss” section below.

Model Portfolios

All of our discretionary accounts are invested according to one or more of the following model portfolios. Determining which model or models are appropriate for the client is based upon factors such as your investment objectives, risk tolerance, net worth, net income, age, time horizon, tax situation and other various suitability factors.

Long-term Growth - The Long Term Growth strategy allows for a client's portfolio to be invested in as much as 100% equities with a minimum of 50% when market risk rises. Long-term Growth is an all-capitalization, growth-biased strategy which typically invests in 30 to 40 equity positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

Moderate Growth - The Moderate Growth strategy is balanced in its approach and allows for a client's portfolio to be invested in as much as 85% equities with a minimum of 40% when market risk rises. Moderate Growth is an all-capitalization, growth-biased strategy which typically invests in 30 to 40 equity positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

Conservative Growth - The Conservative Growth strategy is balanced in its approach and allows for a client's portfolio to be invested in as much as 70% equities with a minimum of 30% when market risk rises. Conservative Growth is an all-capitalization, growth-biased strategy which typically invests in 30 to 40 equity positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

Global ETF - The Global ETF strategy allows for a client's portfolio to be invested in as much as 100% equity ETFs with a minimum of 0% when market risk rises with allocation constraints for Domestic ETFs of 0-75% and International ETFs of 0-75%. Global ETF is an actively managed portfolio which typically invests in 15 to 30 positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

International ETF - The International ETF strategy allows for a client's portfolio to be invested in as much as 100% International equity ETFs with a minimum of 0% when market risk rises. International ETF is an actively managed portfolio which typically invests in 7 to 15 positions at any given time. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation.

Domestic Equity ETF - The Domestic Equity ETF strategy allows for a client's portfolio to be invested in as much as 100% Domestic equity ETFs with a minimum of 0% when market risk rises. Domestic Equity ETF is managed according to a sector and style rotation strategy. This portfolio will typically hold the top 3 to 4 sector ETFs and the top 1 to 2 style ETFs based upon our Relative Strength analysis. When our asset allocation model recommends less equity exposure assets, may be shifted to an increased cash position or fixed income allocation.

Tactical Multi Asset Class ("TMAC") ETF Portfolio - The TMAC ETF Portfolio allows for a client's portfolio to be invested in up to 50% equity ETFs. This portfolio may be fully invested in all asset classes using actively managed ETF positions or hold up to a 100% cash or fixed income allocation. The TMAC ETF Portfolio is an actively managed portfolio that strategically utilizes diversification across less-correlated asset classes such as domestic stocks, international stocks,

real estate, commodities, and fixed income along with our asset allocation model to try to reduce overall portfolio volatility.

Tactical Multi Asset Class Equity Focused (“TMAC EF”) ETF Portfolio - The TMAC Equity Focused ETF Portfolio allows for a client’s portfolio to be invested in up to 85% equity ETFs. This portfolio may be fully invested in all asset classes using actively managed ETF positions or hold up to a 100% cash or fixed income allocation. The TMAC Equity Focused ETF Portfolio is an actively managed portfolio that strategically utilizes diversification across less-correlated asset classes such as domestic stocks, international stocks, real estate, commodities, and fixed income along with our asset allocation model to try to reduce overall portfolio volatility.

Pyramid - The Pyramid strategy allows for a client's portfolio to be invested in as much as 100% equities with a minimum of 50% when market risk rises. This strategy is managed with the same principles as Long Term Growth; however, the Pyramid portfolio has historically been managed with a slightly stricter and at times more aggressive stock selection strategy. When our asset allocation model recommends less equity exposure, assets may be shifted to an increased cash position or fixed income allocation. This portfolio is not actively marketed as a strategy to clients.

Tactical Multi Asset Class Index ETF Portfolio - The TMAC Index ETF Portfolio allows for a client’s portfolio to be invested in up to 50% equity Index ETF positions. This portfolio may be fully invested in all asset classes using broad-based Index ETF positions or hold up to a 100% cash or fixed income allocation. The TMAC Index ETF Portfolio is an actively managed portfolio that strategically utilizes diversification across less-correlated asset classes such as domestic stocks, international stocks, real estate, commodities, and fixed income along with our asset allocation model to try to reduce overall portfolio volatility. This portfolio is not actively marketed as a strategy to clients.

Tactical Multi Asset Class Leveraged ETF Portfolio - The TMAC Leveraged ETF Portfolio starts with a 20% base position in five “sleeves” – Domestic Equity, International Equity, Commodities, REITs and Treasury Bonds. Each “sleeve” is allowed to grow to a maximum of 25% of the portfolio. This portfolio may be fully invested in all asset classes using broad-based Index ETF positions or hold up to a 100% cash or fixed income allocation. This portfolio can use up to 2X leveraged index ETFs for the Domestic and International sleeve but it does not leverage the REIT, Commodity or Treasury positions. The TMAC Leveraged ETF Portfolio is an actively managed portfolio that uses an asset allocation model and technical tools called Market Trend Analyzers to identify opportunity and risk. This portfolio is not actively marketed as a strategy to clients.

*While our goal is to always adhere to the recommended maximum and minimum asset allocation constraints, market conditions or other special situations may cause a greater variance.

Sub-Advisers

Hays Advisory has retained the services of Cypress Capital, LLC, a related investment adviser under common control with Hays Advisory, to act as a sub-adviser to certain clients of Hays Advisory. Such services include, but are not limited to, the periodic and ongoing review of certain designated accounts of Hays Advisory to make discretionary determinations regarding advisable changes to the allocations and specific investments of the accounts.

Risk of Loss

While Hays Advisory seeks to diversify clients’ investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are

subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money. ***Below is a description of several of the principal risks that client investment portfolios face, and that investors must be prepared to bear.***

Capital Risk - Capital risk is one of the most basic, fundamental risks of investing; it is the risk that you may lose 100 percent of your money. All investments carry some form of risk and the loss of capital is generally a risk for any investment instrument.

Credit Risk - Credit risk can be a factor in situations where an investment's performance relies on a borrower's repayment of borrowed funds. With credit risk, an investor can experience a loss or unfavorable performance if a borrower does not repay the borrowed funds as expected or required. Investment holdings that involve forms of indebtedness (i.e. borrowed funds) are subject to credit risk.

Currency Risk - Fluctuations in the value of the currency in which your investment is denominated may affect the value of your investment and thus, your investment may be worth more or less in the future. All currency is subject to swings in valuation and thus, regardless of the currency denomination of any particular investment you own, currency risk is a realistic risk measure. That said, currency risk is generally a much larger factor for investment instruments denominated in currencies other than the most widely used currencies (U.S. dollar, British pound, Euro, Japanese yen, etc.).

Economic Risk - The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an investment instrument are hinged on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

Financial Risk - Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be found in cases like Enron or many of the "dot com" companies that were caught up in a period of extraordinary market valuations that were not based on solid financial footings of the companies.

Higher Trading Costs - For any investment instrument or strategy that involves active or frequent trading, you may experience larger than usual transaction-related costs. Higher transaction-related costs can negatively affect overall investment performance.

Inflation Risk - Inflation risk involves the concern that in the future, your investment or proceeds from your investment will not be worth what they are today. Throughout time, the prices of resources and end-user products generally increase and thus, the same general goods and products today will likely be more expensive in the future. The longer an investment is held, the greater the chance that the proceeds from that investment will be worth less in the future than what they are today. Said another way, a dollar tomorrow will likely get you less than what it can today.

Interest Rate Risk - Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest paying investments. In other

words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

Legal/Regulatory Risk - Certain investments or the issuers of investments may be affected by changes in state or federal laws or in the prevailing regulatory framework under which the investment instrument or its issuer is regulated. Changes in the regulatory environment or tax laws can affect the performance of certain investments or issuers of those investments and thus, can have a negative impact on the overall performance of such investments.

Liquidity Risk - Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

Margin Risk

- You can lose more funds than you deposit in a margin account. A decline in value of securities that are purchased on margin may require you to provide additional funds to the custodian holding your margin account in order to avoid a forced sale of those securities or other securities in your account.
- The custodian holding your margin account can force the sale of securities in your margin account. If the equity in your account falls below the margin maintenance level required by law or below the custodian's "house" requirement, the custodian can sell the securities in your account to cover the margin deficiency. You will be responsible for any shortfall in the account after such sale.
- Securities can be sold without contacting you prior to sale. Some investors mistakenly believe they must be contacted before a margin call becomes valid and that securities in their accounts cannot be liquidated to meet the call unless they have been contacted ahead of time. Most firms will attempt to notify you of margin calls, however, they are not required to do so. Even if the custodian has contacted you to provide a specific date by which you can meet a margin call, the custodian can still take necessary steps to protect its financial interests, including immediately selling the securities without notice to you.
- You are not entitled to choose which securities in your margin account are liquidated or sold to meet your margin call. Because the securities are used as collateral for the margin loan, the custodian has the right to decide which securities to sell in order to protect its interests.
- The custodian can increase its "house" maintenance requirements at any time and is not required to provide you with advance, written notice. These changes in policy can take effect immediately and may result in the issuance of a margin maintenance call. Your failure to satisfy this call may cause a forced liquidation in your account.
- You are not entitled to an extension of time on a margin call. While an extension of time to meet margin requirements may be available to clients under certain conditions, a client does not have the right to the extension.

Market Risk - The market value of an investment will fluctuate as a result of the occurrence of the natural economic forces of supply and demand on that investment, its particular industry or sector, or the market as a whole. Market risk may affect a single issuer, industry or sector of the economy or may affect the market as a whole. Market risk can affect any investment instrument or the underlying assets or other instruments held by or traded within that investment instrument.

Operational Risk - Operational risk can be experienced when an issuer of an investment product is unable to carry out the business it has planned to execute. Operational risk can be experienced as a result of human failure, operational inefficiencies, system failures, or the failure of other processes critical to the business operations of the issuer or counter party to the investment.

Technical Analysis Risk (Past Performance) - Charting and technical analysis are often used interchangeably. Technical analysis generally attempts to forecast an investment's future potential by analyzing its past performance and other related statistics. In particular, technical analysis often times involves an evaluation of historical pricing and volume of a particular security for the purpose of forecasting where future price and volume figures may go. As with any investment analysis method, technical analysis runs the risk of not knowing the future and thus, investors should realize that even the most diligent and thorough technical analysis cannot predict or guarantee the future performance of any particular investment instrument or issuer.

Strategy Risk - There is no guarantee that the investment strategies discussed in this document will work under all market conditions and you should evaluate your ability to maintain any investment you are considering in light of your own investment time horizon. Investments are subject to risk, including possible loss of principal.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of Hays Advisory or the integrity of Hays Advisory's management. Hays Advisory has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Hays Advisory is owned by, Cypress Capital, LLC, and under common control with Cypress Capital Advisors, LLC, a Registered Investment Adviser, and has retained Cypress Capital Advisors, LLC as a sub-adviser. Please see Item 8 for additional information.

The following information addresses active or pending financial industry affiliations that you may need to know about for the purpose of identifying any related conflicts of interest that you might consider material in regard to letting us handle your investment advisory needs.

We have informally joined in a strategic business relationship with an unaffiliated third-party, First Trust Advisors, L.P. ("First Trust"). First Trust issues and manages a family of ETFs called the Alphasdex family of ETFs. When appropriate, Hays Advisory utilizes the Alphasdex family of ETFs in some or all of our model portfolio strategies. Therefore, we may purchase them for your account even though other similar securities may be available and suitable for your account.

First Trust is instrumental in providing marketing support to Hays Advisory by introducing various broker-dealers and others to Hays Advisory and these strategies for possible inclusion on the broker/dealers' Separately Managed Accounts Platforms. When these introductions result in new clients engaging Hays Advisory to manage accounts, obviously Hays Advisory receives an economic benefit. These and other accounts in turn may be invested in ETFs issued and managed by First Trust, although Hays Advisory has no obligation to invest in the ETFs issued and managed by First Trust. Like any other ETF manager, in those instances when we do invest client funds into First Trust ETFs, First Trust will receive the typical management fee on that investment.

We address this potential conflict by disclosing it to you in this brochure. As a matter of policy, we aggressively discourage activities that put your interests anywhere but first. Additionally, we have

instituted a comprehensive supervisory process, detailed in our Written Supervisory Procedures (“WSPs”) that was designed to address, among other things, potential conflicts of interest such as the relationship between our Firm and First Trust Advisors, L.P.

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

Code of Ethics and Personal Trading

Hays Advisory has adopted a Code of Ethics (“the Code”), the full text of which is available to you upon request. Hays Advisory’s Code has several goals. First, the Code is designed to assist Hays Advisory in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Hays Advisory owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires Hays Advisory associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Hays Advisory’s associated persons (managers, officers and employees). Under the Code’s Professional Standards, Hays Advisory expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Hays Advisory’s associated persons are not to take inappropriate advantage of their positions in relation to Hays Advisory clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time Hays Advisory’s associated persons may invest in the same securities recommended to clients. Under its Code, Hays Advisory has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code’s personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

In addition, because associated persons may invest in the same securities as those purchased in client accounts, Hays Advisory has established a policy requiring its associated persons to pre-clear transactions in some types of securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflicts of interest that arise in these situations. Certain securities, such as CDs, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, Hays Advisory’s goal is to place client interests first.

Consistent with the foregoing, Hays Advisory maintains policies regarding participation in initial public offerings (“IPOs”) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a Hays Advisory associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request to obtain approval for the trade.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

The following discussion applies only to clients of Hays Advisory Managed Portfolios or the Hays Advisory Wrap Program. This does not apply to a client who participates in a Third-Party Wrap program as those programs make their own custodial arrangements with the client prior to entering into an agreement with us.

When given discretion to select the brokerage firm that will execute orders in client accounts, Hays Advisory seeks “best execution” for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Hays Advisory may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of Hays Advisory’s clients. Therefore, research services received may not be used for the account for which the particular transaction was effected. Hays Advisory recommends that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (“Schwab”), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients’ assets. Hays Advisory may also effect trades for client accounts at Schwab, or may in some instances, consistent with Hays Advisory’s duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although Hays Advisory may recommend that clients establish accounts at Schwab, it is ultimately the client’s decision to custody assets with Schwab. Hays Advisory is independently owned and operated and is not affiliated with Schwab.

Schwab provides Hays Advisory with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as Hays Advisory maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. These services are not soft dollar arrangements, but are part of the institutional platform offered by Schwab. Schwab’s brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Hays Advisory client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to Hays Advisory other products and services that benefit Hays Advisory but may not directly benefit its clients’ accounts. Many of these products and services may be used to service all or some substantial number of Hays Advisory accounts, including accounts not maintained at Schwab.

Schwab’s products and services that assist Hays Advisory in managing and administering clients’ accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of Hays Advisory’s fees from its clients’ accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help Hays Advisory manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Hays Advisory. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Hays Advisory. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of Hays Advisory personnel. In evaluating whether to recommend that clients custody their assets at Schwab, Hays Advisory may take into account the availability of some of the foregoing products

and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Hays Advisory also participates in the institutional advisor program (the “Program”) offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA (“TD Ameritrade”), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers its Program to independent investment advisers. The Program includes such services as custody of securities, trade execution, clearance and settlement of transactions. Hays Advisory receives some benefits from TD Ameritrade through its participation in the Program.

Hays Advisory recommends TD Ameritrade to clients for custody and brokerage services. While there is no direct link between Hays Advisory’s participation in the Program and the investment advice it gives to its clients, through its participation in the Program Hays Advisory receives economic benefits that are typically not available to TD Ameritrade retail investors. These benefits generally include, without limitation, 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 Program 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 Hays Advisory by third party vendors. TD Ameritrade may also pay for business consulting and professional services received by Hays Advisory’s related persons. These services are not soft dollar arrangements, but are part of the institutional platform offered by TD Ameritrade.

Some of the products and services made available by TD Ameritrade through the Program may benefit Hays Advisory but may not directly benefit its client accounts. These products or services may assist Hays Advisory in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Hays Advisory manage and further develop its business enterprise. The benefits received by Hays Advisory or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Hays Advisory endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Hays Advisory or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Hays Advisory’s choice of TD Ameritrade for custody and brokerage services.

Aggregated Trade Policy

Transactions for your account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at the same or approximately the same time. We may (but are not obligated to) aggregate or “batch” such orders in order to obtain best execution or to negotiate more favorable transaction rates. Batching may allow us to achieve a more favorable price on average for all clients. Batching does not guarantee the lowest possible price for trade execution; however, it is intended to reduce the overall volatility in execution price for a large number of orders that if not batched together, may experience significantly different execution prices. Conversely, in the event that we do not batch a group of orders that otherwise may be a prime candidate for a batched order, the resulting cost for some clients may be higher or lower than what we might be able to achieve by batching those same orders.

Hays Advisory will only aggregate transactions when it believes that aggregation is consistent with our duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of Hays Advisory’s Investment Advisory Agreement with each client for which trades are

being aggregated. Because our clients' accounts are held at more than one brokerage firm, in order to provide fair and equitable treatment for all clients, we have established a rotation schedule among these brokerage firms. The trades of clients at each brokerage firm are batched together with other clients at the same brokerage firm when appropriate. The trades are then executed in aggregate at each brokerage firm through the rotation schedule, so that no group is damaged or disadvantaged over time by the timing of the executions.

Each client that participates in an aggregated order at one of the executing brokers on the rotation schedule will participate at the average share price obtained in that batch trade, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary among accounts. Accounts may be excluded from a block trade due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

Hays Advisory will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of Hays Advisory. Hays Advisory's books and records will separately reflect, for each client account included in a block trade, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and Hays Advisory will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Trade Away Policy

We have instituted a practice of "Trading Away" in which we exercise the authority to select the executing broker for trades to attempt to receive a more favorable execution price for the client.

Not all account custodians participate in this "trading away" process. Accordingly, trades for clients with accounts at such non-participating custodians will be placed after the trades of other clients whose broker-dealers do allow "trade away" executions. We maintain a rotation schedule to determine the order in which accounts held at non-participating custodians are traded. Clients should understand that our practice of "trading away" may result in certain clients paying and receiving different execution prices on the same security. Historical trade away routing information will be made available upon request.

We have implemented written trading procedures in order that the risk that any particular client would be or could be systematically advantaged or disadvantaged is minimized to the extent possible. Depending on trading requirements established by the individual firms, the submissions of model portfolio recommendations (buy and sell signals) are also incorporated into the order-entry rotation schedule. In some cases, we must comply with account custodians' procedures related to the submission of model portfolio recommendations, which may supersede our own rotational schedule. As a result, you may pay and receive different execution prices on the same security.

When extenuating circumstances exist, we may alter the order-entry rotation schedule at our sole discretion. Extenuating circumstances may include (but will not be limited to) low trading volume for a specific security, or our attempt to prevent a client from having to pay multiple transaction fees due to an execution being filled over more than one day.

Consistent with our duty to seek best execution, when selecting the executing broker for our “trade away” transactions, we evaluate the following factors (without limitation): competitive commission rates, consistent back-office efficiency, ability to handle specialty trades and high trade volume with low incidences of trade errors.

We regularly evaluate the quality of the executions received, as well as the factors described above, and we may choose to utilize another firm(s) or combination of firms if we determine that better executions may be obtained. We do not receive any additional compensation or remuneration as a result of “trading away” to this or any third-party executing broker.

Item 13 - Review of Accounts

Third Party Wrap Programs

For all accounts invested with us through a third-party wrap program, we have minimal direct contact with the end client, as our communications are focused on the third-party firm that recommended our services. However, free access to market research and commentary is available at www.haysadvisory.com for interested clients. We do communicate regularly with the financial advisor at the third-party firm that recommended or made the Hays Advisory portfolio available to you. Financial advisors may request a meeting or conference call for you with a member of the marketing staff or Keith Hays. We do not typically provide a quarterly report outlining performance, relative performance and current market and portfolio commentary to clients invested through a third-party wrap program because these types of reports are written and delivered by the financial advisor at the third-party firm.

Model Portfolio Review

The model portfolios are reviewed regularly by a member or members of our investment staff. A typical review of our equity or balanced portfolios includes examining the asset allocation mix and stock and bond holdings. For the ETF portfolios, a member or members of the investment staff reviews the asset allocation mix as well as the individual ETF holdings. These reviews include fundamental quantitative analysis as well as technical analysis of the overall stock market, sectors and individual holdings in the portfolios.

Separately Managed Accounts / Hays Advisory Wrap Program Accounts

For all Hays Advisory Managed Portfolios accounts and Hays Advisory Wrap Program accounts, your questions regarding situations specific to your account(s) are typically handled by an appropriate senior staff member. We like to meet with each separately managed account holder once a year or more often if circumstances warrant more frequent meetings. Operational issues for these account(s) are handled by Laura Brooks, our Operations Manager. Keith Hays, President of the firm, is available for consultations with clients as well.

We will provide you with written reports upon request. Your account custodian is responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. We urge you to carefully review your account statements for accuracy, and also compare your statements to quarterly performance reports you may receive from us and/or, if applicable, your third-party financial advisor.

Events that may trigger further client account reviews in addition to the standard review process may include, but are not limited to, the performance of an individual account being an outlier to the performance of accounts with similar investment objectives, the asset allocation of an individual account being an outlier to the recommended percentages for accounts with similar investment objectives, and deposits or withdrawals occurring in an account. Other factors generally include customer complaints, requests by a client to effect transactions in his/her accounts where such transactions may appear to be inconsistent with the client's previously stated investment objectives or changes in general client circumstances (marriage, divorce, retirement).

Item 14 - Client Referrals and Other Compensation

As noted above, Hays Advisory receives some benefits from Schwab and TD Ameritrade based on the amount of client assets held at Schwab and TD Ameritrade. Please see Item 12 - Brokerage Practices for more information. However, neither Schwab nor TD Ameritrade nor any other party is paid to refer clients to Hays Advisory. Furthermore, Hays Advisory does not pay a referral fee to third-parties that hire or recommend that their clients hire Hays Advisory for investment management services on third-party Wrap Programs.

Item 15 - Custody

Hays Advisory Clients and Hays Advisory Wrap Program Clients

Schwab and TD Ameritrade are the custodians of direct client accounts at Hays Advisory. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to compare account balances on account statements with those reflected on reports provided by Hays Advisory. We ask you to notify Hays Advisory of any questions or concerns at your earliest convenience. Clients are also asked to promptly notify Hays Advisory if the custodian fails to provide statements on each account held.

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

Third-Party Wrap Program Clients

Clients who access our services through third-party wrap programs typically use that program's custodian to hold their assets in custody. It is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify their adviser of any questions or concerns or if the custodian fails to provide statements on each account held.

Item 16 - Investment Discretion

In connection with our investment advisory services, we will generally seek and obtain your authorization to carry out part of our services on a purely discretionary basis. We will memorialize your authorization of our discretionary authority in our Agreement.

If you have authorized us to do so, we will exercise discretion over the following areas.

1. The specific securities to be bought or sold on your behalf
2. The amount of securities to be bought or sold on your behalf

3. Timing as to when such securities are to be bought or sold
4. The particular broker or dealer to be used for arranging your securities transactions
5. Commission rates to be paid in relation to securities transactions effected on your behalf

We will have authority to exercise complete discretion with regard to the above named factors without restriction. If done so on a non-discretionary basis, we will make certain recommendations that must be authorized by you prior to our facilitation of any such transactions. As may be separately agreed to in writing, we will observe any other specific limitations that may be imposed by you in relation to this discretionary authority.

We will have authority to exercise complete discretion with regard to the above named factors without restriction. If done so on a non-discretionary basis, we will make certain recommendations that must be authorized by you prior to our facilitation of any such transactions. As may be separately agreed to in writing, we will observe any other specific limitations that may be imposed by you in relation to this discretionary authority.

Item 17 - Voting Client Securities

We vote proxies for client accounts unless otherwise directed by client in writing.

We will vote proxies in the best interests of its clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records, through a third party service, for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting us by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact us directly by telephone, email, or in writing.

We vote proxies for some, but not all of our clients. Clients may, at their election, choose to receive proxies related to their own accounts, in which case we may consult with clients as requested.

For accounts where we do not vote proxies, our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We do not offer any consulting assistance regarding proxy issues to clients. We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

Item 18 - Financial Information

We are required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments with our clients. No such conditions exist.

Hays Advisory does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure with respect to this item.