

## **JRA Financial Advisors, Inc.**

**7373 Kirkwood Court, Suite 300  
Maple Grove, MN 55369  
Tel.: (763) 315-8000  
Fax: (763) 315-8040**

**[www.jrafinancial.com](http://www.jrafinancial.com)**

**3/23/2011**

### **FORM ADV PART 2A BROCHURE**

**This brochure provides information about the qualifications and business practices of JRA Financial Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at (763) 315-8000. 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 JRA Financial Advisors, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for JRA Financial Advisors, Inc. is 117824.**

**JRA Financial Advisors, Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.**

## ***Summary of Material Changes***

Form ADV Part 2A, Item 2

This disclosure brochure is a new document prepared according to new regulatory rules and requirements. As such, this document is different in structure and requires certain new information that our previous brochure did not require.

In the future, this section will discuss only specific material changes that are made to the brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past, we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new delivery requirements, we will ensure that you receive a summary of any materials changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. We will further provide you with a new brochure as necessary based on changes or new information, at any time, without charge.

Any material conflicts of interest between you and our firm, or our employees are disclosed in this disclosure brochure. If at any time, additional material conflicts of interest develop, we will provide you with written notification of the material conflicts of interest or an updated disclosure brochure.

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## Advisory Business

Form ADV Part 2A, Item 4

JRA Financial Advisors, Inc. is a registered investment adviser based in Maple Grove, MN. We are organized as a corporation under the laws of the State of Minnesota. We are dedicated to providing quality and personalized services and strive to keep you informed and educated in the areas that are important to you. Our firm has been providing advisory and financial planning services since 1994. Katherine Lynn Moss, President/CEO, is our principal owner.

Currently, we offer the following investment advisory services, which are personalized to each individual client:

- **Financial Planning and Consulting Services**
- **Family Legacy Partners Service**
- **Pension and Qualified Plan Consulting Services**

As used in this brochure, the words “we”, “our” and “us” refer to JRA Financial Advisors, Inc. and the words “you”, “your” and “client” refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person throughout this brochure. As used in this brochure, our Associated Persons are our firm’s officers, employees, and all individuals providing investment advice on behalf of our firm.

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs.

### ***Financial Planning Services***

We offer broad-based and modular, financial planning services. Financial planning services will typically involve providing a variety of services, principally advisory in nature, to clients regarding the management of their financial resources based upon an analysis of their individual needs. One of our advisory representatives will first conduct a complimentary initial consultation. During the initial consultation, if you decide to engage us for financial planning services, we will conduct a follow up meeting during which pertinent information about your financial circumstances and objectives is collected. We may also use financial planning software to determine your current financial position and to define and quantify your long-term goals and objectives. Once we specify those long-term objectives (both financial and non-financial), we can develop shorter-term, targeted objectives.

Once such information has been reviewed and analyzed, a written financial plan – designed to achieve your stated financial goals and objectives – will be produced and presented to you. The primary objective of this process is to allow us to assist you in developing a strategy for the successful management of income, assets, and liabilities in meeting your financial goals and objectives.

In general, the financial plan will address any or all of the following areas of concern:

- **Personal:** Family records, budgeting, personal liability, estate information and financial goals.
- **Tax and Cash Flow:** Income tax and spending analysis and planning for past, current and future years. We will illustrate the impact of various investments on your current income tax and future liability.
- **Death and Disability:** Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis.
- **Retirement:** Analysis of current strategies and investment plans to help you work toward achieving your retirement goals.
- **Investments:** Analysis of investment alternatives and their potential effect on a client’s portfolio.

Financial plans are based on your financial situation at the time the plan is presented and are based on financial information you disclose to us. You are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past

performance is in no way an indication of future performance. We cannot offer any guarantees or promises that your financial goals and objectives will be met. As your financial situation, goals, objectives, or needs change, you must notify us promptly.

You may act on recommendations made by us by placing securities transactions with any brokerage firm you choose. You are under no obligation to act on financial planning recommendations. Moreover, if you elect to act on any of the recommendations, you are under no obligation to implement the financial plan through any persons associated with our firm.

#### ***Business Planning and Consulting***

In addition to the financial planning services listed above, our advisory representatives may also offer Business Planning services. Business ownership has wide ranging implications and we will assist you in addressing any and/or all issues that may arise pursuant to such ownership. We offer business planning services to a niche market that includes small business entities and other corporations. The services offered include, but are not limited to succession planning, tax planning, estate planning for owners and executives, and employee benefit planning. In some circumstances, you may wish to engage us for pension consulting services that will require us to execute a separate agreement for such services

We charge an hourly fee that ranges between \$150 and \$250 for financial and business planning services. Subject to negotiation, fees will be based on your financial situation and the services requested. An estimate of the total time/cost will be determined at the start of the advisory relationship. An initial payment of 50% of the estimated time/cost will be required at the start of the advisory relationship and the balance will be due upon completion of the contracted services. The final fee shall be determined based on the facts and circumstances of your financial situation and the complexity of the financial plan or service(s) requested. In limited circumstances, the time/cost could potentially exceed the initial estimate. In such cases, we will notify you and we may request that you pay an additional fee.

In some circumstances, you may be required to enter into annual retainer agreement set at \$350, which is billed in June of each year.

You may terminate the financial planning agreement within five days of the date of acceptance without penalty to you. After the five-day period, either party may terminate the agreement by providing written notice to the other party. However, you will incur a pro rata charge for bona fide financial planning services rendered prior to such termination. In the event there are any prepaid, unearned fees, we will promptly refund a pro rata share to you.

#### ***General Consulting Services***

We offer consulting services, based on an hourly rate of \$150 to \$250, where our Investment Advisor Representative provides a professional opinion on specific financial related areas. These areas may include but are not limited to retirement planning, education funding or financial decision making/negotiation. Additionally, we provide advice on non-securities matters. Generally, this in connection with the rendering of estate planning, insurance and/or annuity advice. The consulting fee is payable at the conclusion of each session.

You acknowledge that you only desire the specific financial area agreed upon to be reviewed and/or analyzed. Under this arrangement, a written financial plan will not be provided to you.

#### ***Family Legacy Partners Service***

The Family Legacy Partners Service is a program that is available to high net worth individuals and families. The program involves structuring a highly customized plan that will assist you with wealth management and preservation. The Firm will work with you throughout the year regarding financial, tax and/or estate planning issues. The process typically begins with the discovery phase which allows us to become very familiar with your goals and priorities as they relate to your estate or family office. In general, these services include any one or all of the following:

- **Cash Flow Analysis/Planning** – This includes a review of family records, budgeting, personal liability, estate information, and financial goals. We may offer advice on how to reduce risk, coordinate, and organize records, as well as estate information. We will also help you to identify and prioritize financial goals.
- **Portfolio Management/Analysis** -- This involves advice with respect to investment alternatives and their effect on a client's portfolio. We will provide these services to individual accounts, joint accounts and qualified accounts, among others, and such advice includes asset allocation recommendations. Evaluations are made of existing investments in terms of their economic and tax characteristics as well as their suitability for meeting your objectives. Tax consequences and their implications are identified and evaluated.
- **Charitable Giving** -- This involves helping you give in ways that are aligned with your desires by introducing you to opportunities to give, assisting you in choosing charitable funds or donor-advised funds, and assisting in finding professionals that will develop a tax-favored giving strategy.
- **Estate Planning and Management** -- This involves advice with respect to property ownership, distribution strategies, estate tax reduction, and tax payment techniques as well as a discussion of gifts, trusts, etc., and the disposition of business interests. This may also include a review of death and disability issues. Tax consequences and their implications are identified and evaluated.
- **Insurance and Asset Protection** -- This includes risk management associated with advisory recommendations based on the combination of insurance types that best meet your specific needs, e.g. life, health, disability, and long-term care insurance. This will generally include analysis of cash needs at death, income needs of surviving dependents, and disability income analysis.

The scope of these services, the fees, and the terms of the agreement for these services will be negotiated on a case-by-case basis with each Client. We may be compensated based on an hourly fee, a flat fee, or a combination of fee arrangements based on the complexity of the plan. The terms regarding payment of fees, termination, and refunds will be clearly set forth in the agreement executed between us and you.

#### ***Pension and Qualified Plan Consulting Services Consulting Services***

We will provide pension consulting services to employee benefit plans, the plan sponsors and fiduciaries (collectively, the "Sponsor") based upon an analysis of the needs of the plan. In general, these services may include an existing plan review, formation of an investment policy statement, assisting the Sponsor in fund selection and investment options, investment performance monitoring, risk management education, and/or ongoing consulting. Additionally, we will offer the Sponsor assistance in setting up a relationship with a third party administrator and processing enrollment forms. We may also provide communication and education services/seminars to provide meaningful information regarding the retirement plan to its Participants. Information provided to participants in the educational seminars will be limited to general, impersonal advice.

Pension Consulting services will be provided pursuant to the agreement entered into and within the parameters set forth in the plan documents. Where the Sponsor engages us to provide advice to participants on an individual basis, such advice will be limited to general retirement planning issues, and fund selection and asset allocation of plan assets.

On an annualized basis, our fee for pension consulting services are generally equal to 0.25% - 1.00% of overall plan assets. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a billing period. In special cases, other fees may be negotiated. The terms regarding payment of fees, termination, and refunds will be clearly set forth in the agreement executed between us and the Sponsor. We will not receive additional compensation beyond the consulting fees for its pension consulting services.

All client accounts are regulated under the Employee Retirement Income Securities Act ("ERISA"). We will provide consulting services to the plan fiduciaries as described above. Typically, the named plan fiduciary must make the ultimate decision as to retaining the services of such investment advisers as we recommend. The

plan fiduciary is free to seek independent advice about the appropriateness of any recommended services for the plan.

We may enter into arrangements with the Sponsor, whereby it will manage the plan assets on a discretionary basis. If the Sponsor engages the firm for such services, we shall adhere to ERISA bonding requirements pursuant to ERISA Section 412 as well as any other applicable ERISA requirements.

Either party may terminate the Pension Consulting Agreement by providing written notice to the other party. In the event there are any prepaid unearned fees, we will promptly refund a pro rata share to the client.

### **Types of Investments**

We primarily offer advice on investment company securities (mutual funds). We may also provide advice on any holdings in exchange traded funds ("ETFs"), equity securities, corporate debt securities, and municipal securities. Additionally, we may advise you on any type of investment or insurance products upon your request and that is appropriate and suitable and based on your stated goals and objectives.

### **Assets Under Management**

We do not provide asset management services through our independent advisory firm on either a discretionary or non-discretionary basis; therefore, we do not have any reportable assets under management.

## ***Fees and Compensation***

Form ADV Part 2A, Item 5

Please refer to the "Advisory Business" section in this brochure for information on our advisory fees, fee deduction arrangements, and refund policy according to each service we offer.

### **Additional Fees and Expenses**

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed.

To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this brochure.

### **Compensation for the Sale of Securities or Other Investment Products**

Persons providing investment advice on behalf of our firm are registered representatives with Financial Network Investment Corporation ("FNIC"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). In their capacity as registered representatives, these persons will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by these persons, in their capacities as registered representatives, is separate and in addition to our advisory fees.

Additionally, persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees.

These arrangements can present a conflict of interest because associated persons who are registered representatives or insurance agents have a financial incentive to recommend investment or insurance products. However, you are under no obligation, contractually or otherwise, to purchase securities or insurance products through any person affiliated with our firm. Further, we endeavor at all times to place your interests ahead of our own.

#### **Investment Management Services offered through Financial Network Investment Corporation**

Certain associated persons of our firm are licensed to offer advisory and management services through Financial Network Investment Corporation ("FNIC") an investment adviser registered with the Securities and Exchange Commission ("SEC"). As such, persons registered with FNIC as advisory representatives may recommend various fee-based management services through FNIC. In this capacity, they may receive a portion of advisory fees paid to FNIC. If you are in need of discretionary investment management services, we will recommend that you obtain such services through FNIC, and you will be required to sign an advisory or management agreement directly with FNIC. You will also receive a copy of FNIC's ADV Part 2 Disclosure Brochure describing FNIC's advisory services and fees.

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

Form ADV Part 2A, Item 6

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Advisory Business* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

### ***Types of Clients***

Form ADV Part 2A, Item 7

We offer advisory and consulting services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

### ***Methods of Analysis, Investment Strategies and Risk of Loss***

Form ADV Part 2A, Item 8

Our advice and recommendations may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors.

As disclosed in the "*Advisory Business*" section of this brochure, we provide financial and business and estate planning, pension consulting and other general consulting services.

Please refer to the section “*Fees and Compensation*” for further information on this topic. As disclosed in that section and in the section “*Other Financial Industry Activities and Affiliations*” found below, you may choose to engage representatives of FNIC who are associated with our firm to implement recommended strategies.

#### ***Methods of Analysis***

Because we primarily use Mutual Funds and Separately Managed Accounts for our investments, we provide oversight to the investment managers as follows:

Quantitative Analysis – a financial analysis that seeks to understand behavior by using mathematical and statistical modeling, measurement and research. JRA consistently tracks roughly 12 quantitative criteria for every current/potential investment.

Qualitative Analysis – a more subjective judgment based on non-quantifiable information, such as management expertise, industry cycles, strength of research and development etc. JRA consistently tracks rough 6 qualitative criteria for every current/potential investment, although frequently includes additional criteria based on the type of investment.

Cyclical Analysis – a type of technical analysis that involves evaluating recurring trends on either an investment, market, or economic level.

#### ***Associated Risks***

Quantitative Analysis – The risk of analysis using mathematical and statistical modeling is that they may not accurately predict future investment patterns. Day to day changes in market prices of investments may follow random patterns and may not be predictable with any reliable degree of accuracy.

Qualitative Analysis – The risk of analysis using more subjective criteria is that the information obtained to make the analysis may be inaccurate and skew the analysis. In addition, measuring (or weighting) the criteria will likely be inconsistent from one analysis to another and could adversely affect the investment decisions.

Cyclical Analysis - Economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

#### ***Risk of Loss***

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

### ***Disciplinary Information***

Form ADV Part 2A, Item 9

Neither our firm nor any of our management persons have been involved in any material legal or disciplinary events in the past ten years.

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

Form ADV Part 2A, Item 10

### **Registrations with Financial Network Investment Corporation**

As disclosed above, persons providing investment advice on behalf of our firm are securities representatives and advisory representatives with FNIC, a securities broker-dealer, member FINRA/SIPC and registered investment adviser. As previously disclosed, these individuals may offer various fee based services through FNIC, including asset management services. Notwithstanding the fact that principals and associates of our firm may be registered representatives and advisory representatives of FNIC, we are solely responsible for advice rendered and/or services provided in accordance with this Brochure and the agreement entered into by you and our firm.

You are under no obligation, contractually or otherwise, to purchase or sell securities and/or insurance products through these related persons in their separate capacities as securities and/or advisory representatives of FNIC and/or insurance agencies. However, if you freely choose to implement the plan through such individuals the broker/dealer used will be FNIC, and commissions will be earned in addition to any fees paid for advisory services. The commissions may be higher or lower at FNIC than at other broker/dealers.

### **Insurance Agency**

In addition to being registered as an investment adviser, our firm is also licensed as an insurance agency. Therefore, persons providing investment advice on behalf of our firm are licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate from our advisory fees.

## ***Code of Ethics, Participation or Interest in Client Transactions and Personal Trading***

Form ADV Part 2A, Item 11

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines.

Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

You may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

### **Participation or Interest in Client Transactions**

Neither our firm nor any of our Associated Persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

### **Personal Trading Practices**

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. As this situation may present a conflict of interest, we have established following restrictions in order to ensure our fiduciary responsibilities:

- No associated person shall prefer his or her own interest to that of the advisory client. Investment opportunities must be offered first to clients before we or associated persons may participate in such transactions.
- Our employees generally may not participate in private placements or initial public offerings (IPOs) without pre-clearance from our Compliance Officer.
- Our associated persons generally may not purchase and sell securities being considered for, or held by client accounts without pre-clearance from the Compliance Officer.

Please be aware that open-end mutual funds are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds by advisory representatives are not likely to have an impact on the prices of the fund shares in which clients invest.

## ***Brokerage Practices***

Form ADV Part 2A, Item 12

We recommend the brokerage and custodial services of Financial Network Investment Corp., a securities broker-dealer and a member FINRA/SIPC. We believe that Financial Network Investment Corp. provides quality execution services for you at competitive prices.

As previously disclosed, persons providing investment advice on behalf of our firm who are registered representatives of FNIC are subject to applicable rules that restrict them from conducting securities transactions away from FNIC unless they obtain written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through FNIC. It may be the case that FNIC charges higher transactions costs and/or custodial fees than another brokers charge for the same types of services. If transactions are executed through FNIC, these individuals (in their separate capacities as registered representatives of FNIC) may earn commission-based compensation, including 12b-1 fees for the sale of investment company products.

You may utilize the broker-dealer of your choice and have no obligation to purchase or sell securities through such broker as, we recommend.

Please see the "Fees and Compensation" section in this brochure for more information on the compensation received by registered representatives of FNIC who are affiliated with our firm.

We do not engage in research and other soft dollar benefits. We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

### **Block Trades**

We do not provide portfolio/asset management services through this entity; therefore, we do not combine multiple orders for shares of the same securities purchased for advisory accounts. A practice commonly referred to as ("block trading").

## ***Review of Accounts***

Form ADV Part 2A, Item 13

Financial plans will be reviewed and updated at your request or as required based on the executed agreement for services. Reviews may be subject to our then current hourly rate. Your advisory representative on the will conduct all reviews.

If you engage us for Pension Consulting Services, your assigned investment advisor representative will monitor accounts on a periodic basis to ensure the advisory services are consistent with your investment needs and objectives. Formal reviews with you will be performed at least annually or more frequently depending on the scope of the engagement. Triggering factors that may stimulate the review of your account include, but are not limited to, the following: changes in economic conditions, changes in your financial situation or investment objectives, and your request for an additional review of the account.

You will receive statements directly from account custodian(s) at least quarterly. We will not provide you with additional reports, unless you specifically request this.

## ***Client Referrals and Other Compensation***

Form ADV Part 2A, Item 14

Non-employee (outside) consultants, such as accountants and attorneys ("Solicitors"), and officers and employees, who are directly responsible for bringing a client to us), may receive compensation from us for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this brochure along with the Solicitor's disclosure statement at the time of the referral.

If you become a client, the Solicitor that referred you to our firm will receive a referral fee as described in the Solicitor's disclosure statement upon your signing an advisory agreement with our firm. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our Solicitors disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where the Solicitor's compensation is less favorable.

Currently, we have an arrangement with Interactive Retirement Systems, LTD ("IRSL"), a third party administrator. Our firm and IRSL may pay each other and their employees referral fees. You are under no obligation to use either our services or those of IRSL as a prerequisite to using the services of the other company.

As disclosed under the "Fees and Compensation" section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents, and are registered representatives with Financial Network Investment Corp., a securities broker-dealer, and a member of FINRA/SIPC. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the "Fees and Compensation" section.

## ***Custody***

Form ADV Part 2A, Item 15

Since we primarily provide financial, business and pension consulting services, we typically do not directly debit our advisory fees from investment accounts, and we do not exercise custody over your funds or securities.

Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

## ***Investment Discretion***

Form ADV Part 2A, Item 16

We do not provide discretionary portfolio/asset management services; therefore, we do not exercise discretion over any of your accounts. You have an unrestricted right to decline to implement any advice provided by our firm.

Please review the information as found under the "Advisory Business" section for further details as to the types of services we provide to our clients.

## ***Voting Client Securities***

Form ADV Part 2A, Item 17

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

## ***Financial Information***

Form ADV Part 2A, Item 18

Our firm does not have any financial conditions or impairments that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and we do not require the prepayment of fees six or more months in

advance and in excess of \$1,200. Therefore, we are not required to include a financial statement with this brochure.

### ***Additional Information***

#### **Your Privacy**

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

#### **Class Action Lawsuits**

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.