

Item 1 - Cover Page



Part 2A Appendix 1 of Form ADV:
EQIS Capital Wrap Fee Program Brochure

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CRD # 126052

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This Wrap Fee Program brochure provides information about the qualifications and business practices of EQIS Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at 800-949-9936 or support@eqiscapital.com. 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 EQIS Capital Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 126052.

Item 2 - Material Changes

This “Item 2 – Material Changes” summarizes material changes to the Brochure that must be communicated to clients within 120 days of the Firm’s fiscal year end or other than annually as deemed appropriate. This Brochure replaces the firm’s prior Brochure as of the effective date noted on the cover page.

Material Changes are typically (but not always) changes to the Firm’s operations that a reasonable investor would want to know so as to evaluate whether the investor desires to engage or to continue to engage EQIS’ services. This section discusses only material changes to the Firm’s brochure.

The firm has no material changes to report. Investors are advised to read the Brochure in its entirety to better understand the offerings of the Program.

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PROGRAM SUMMARY:

EQIS Capital Management, Inc. (“EQIS” or “Firm”), through its proprietary software, offers a Turnkey Asset Management Platform (“TAMP” or “Platform”) for Financial Professionals (“FP”) to utilize when developing investment options for their clients. Through the Platform, a FP can access the EQIS Capital Wrap Fee Program (the “Program”) which offers a variety of investment options to include pre-determined models or if so desired, the FP can leverage the Platform’s technology to assist the FP in customizing an allocation and determining the asset class weightings and the selection of portfolio management solutions offered through the TAMP. Clients can place reasonable restrictions on the types of investments which will be made on the client’s behalf and clients always retain individual ownership of all securities.

The Program provides an investment management solution with lower account minimums and costs than what is typical for the Program’s peers. Independent and unaffiliated financial services firms (“Soliciting Firms”) to include for example, broker-dealers and other Registered Investment Advisers, introduce clients to EQIS through the Soliciting Firm’s FPs that are duly licensed to offer fee based financial products and services.

Clients will pay a fee calculated on the average daily balance of the account for any month for which the fee is calculated. EQIS will retain a portion of the fee to cover the cost of administering the program. Portions of the fee are further shared with the Account Custodian for providing custody and clearing. Finally, depending on the negotiated agreement between EQIS and the Soliciting Firm, a portion of the Program Fee may be paid to the Soliciting Firm in addition to the Financial Professional fee.

EQIS typically will not accept a client into the Program that is not introduced by a FP however EQIS may at times offer the Program to investors through FPs that are Investment Adviser Representatives (“IAR”) of EQIS. The services to be provided and the expectations of Client, FP and EQIS are outlined in the client agreement entered into at the time of establishing the Program Account (“Account”) or as may be amended in writing from time to time. Clients are free to direct the account in any manner that meets their objectives to include determining the asset allocation, portfolios to be used, as well as any restrictions (such as social exclusions) the client wishes to place on the account.

The introducing FP serves as the liaison between EQIS and the client and is responsible for gathering and communicating the client's financial information, risk tolerance and investment objectives. Clients grant EQIS discretionary authority to place trades for the Account and when appropriate - relative to the client's investment objectives or any restrictions placed on the Account by the client - to make changes to the asset allocation or Portfolio selection. Once an Account is established, EQIS continuously monitors the Portfolios and executes all trades for the Account. The FP will continue to service the client relationship by meeting with the client at least annually and communicating to EQIS any necessary changes to the client's Account.

FPs may provide other clerical or administrative duties for a client's account and may also provide other services outside and in addition to the services offered through the Program. This Brochure describes the products and services offered by EQIS only. Since FPs may offer other third party services in conjunction with or outside those provided through the Program, clients should read and review their FP's disclosure brochure so as to fully understand the services being rendered to the client by the FP.

From information provided by the Client, EQIS' proprietary proposal generation system will recommend an asset allocation diversifying the Client's Account across asset classes, equity styles, and portfolio strategists. In determining an appropriate asset allocation, the proposal generation system will consider the results of the client's Risk Tolerance Questionnaire ("RTQ") which will categorize the client's investment risk appetite into any one of five risk categories ranging from conservative to aggressive. Other factors considered when determining the appropriate allocation include the individual needs of the client, the client's income, age, net worth, any restrictions the client wishes to place on the account, and other factors as may be applicable. Once the risk and allocation are determined, Clients can choose to allocate their investments in either the Equis Exchange Traded Fund ("ETF Program") or the Unified Managed Account Program ("UMA Program").

The allocation program selected will comprise one or more Portfolios providing diversification across the spectrum of domestic and international equity styles, fixed income and other asset classes. A Portfolio is comprised of a basket of securities or other investment vehicles which meet the asset classification of the desired allocation which may contain without limitation individual stocks, American Depositary Receipts (ADR's), exchange traded funds (ETF's), fixed income, mutual funds or money market funds. So for example, a Portfolio within an Account assigned to a Large Cap allocation will have within the portfolio individual securities of Large Cap companies or other investment vehicles comprised of Large Cap securities.

EQIS manages the Portfolios whether the Portfolio is constructed by EQIS (“EQIS Managed Portfolios”) or by Institutional Money Managers (“Portfolio Strategists”) which EQIS has contracted with to provide the recommended securities to fill a particular asset class allocation. Collectively, whether the Portfolio is an EQIS Managed Portfolios or a Portfolio Strategist’s recommended allocation, it may be referred to here as a “Portfolio Strategy”, “Portfolio” or “Strategy”. Depending on the underlying securities comprising a Portfolio, some Portfolios may have minimum investment amounts or limitations on trades that can be executed.

When managing the Portfolios, EQIS will make changes on a discretionary basis based on market, economic and other circumstances. Though EQIS will typically utilize a long term buy and hold approach, other strategies having shorter hold periods or more active trading strategies may be used when deemed appropriate. Portfolio Strategists only provide their recommendations and trade signals. Portfolio Strategists do not have access to Program Accounts or any other client information.

INVESTMENT ALLOCATION PROGRAMS:

ETF Program:

Clients can participate in the EQIS Exchange Traded Fund (“ETF Program”) which consists of 19 asset classes. Each asset class is represented by multiple exchange traded funds with the objective of capturing the entire asset class. The ETF Program Portfolios are created and managed by EQIS.

UMA Program:

The Unified Managed Account Program (“UMA Program”) permits an investor to choose from 20 asset classes. Each asset class may contain a different Portfolio Strategist or may be an EQIS Managed Portfolio. Portfolios in the UMA Program may contain a combination of individual stocks, exchange traded funds, and/or mutual funds. When a Portfolio Strategist is used, the Portfolio Strategist will provide EQIS the initial security allocation and will continuously manage and update the allocation. When the Portfolio Strategist determines that a change in the Portfolio is necessary, the Portfolio Strategist will provide EQIS with its recommendation and EQIS will execute the change. When an EQIS Managed Portfolio is included in the UMA program, EQIS will manage the Portfolio within the Portfolio’s stated objectives. In this regard, the UMA Program may contain a blend of Portfolios consisting of Portfolio Strategist and EQIS Managed Portfolios.

EAS-E Allocation Program:

As a subset of the UMA Allocation Program, EQIS has developed the EQIS Allocations Scientifically-Engineered model allocations (the “EAS-E Models”). The EAS-E model portfolios consist of six models which span the spectrum of investment philosophies - from strategic to tactical - and all allocations are scientifically engineered. The EAS-E models have as their foundation broad diversification with the goal of providing investors long term risk-adjusted returns. The allocations, which are managed by EQIS, are developed by the Investment Committee premised on academic theory and evidence, in-house scenario analysis, computerized mathematical simulations, and EQIS’ own proprietary quantitative modeling.

The EAS-E Strategic models are available in Strategic 100, Strategic 85, and Strategic 65; where the number indicates the minimum percentage that a model will be allocated to strategic management, with the remaining percentage allocated to alternative strategies or tactical management. The more tactically-oriented models are known as the EQIS EAS-E Dynamic models, which consist of both tactical and concentrated sector strategies. Tactical managers, using disciplined methodologies, can do any or all of the following: increase equity exposure, rotate sectors, asset classes, and geographic regions, and go to cash.

Each of the six types of EAS-E models are available in five risk categories, from Conservative to Aggressive, resulting in a total of thirty models. These models may be selected either through the Program’s proprietary proposal generation system or individually selected by the client or the client’s FP based on the client’s risk tolerance. Unlike portfolios that can be individually selected by the client or FA to create a model, the EAS-E models are constructed and managed exclusively by EQIS and EQIS may make allocation and manager changes from time to time. Though each client retains absolute control over their account to include the securities to be held, clients may be limited in the restrictions they may want to impose on an account participating in any one of the EAS-E models.

Adviser Directed Allocation:

FPs can customize the Client’s allocation (“Adviser Directed Allocation”) by selecting from any one of the Portfolio options made available on the Platform to fill the proposed allocation target weighting. The FP can also adjust the proposed target weighting, or build an allocation weighting and Portfolio selection independent of the Program’s recommendation. However, FPs are limited to allocating Accounts with only those Portfolios offered through the Program and are not able to build their own portfolios or

trade individual securities. For Adviser Directed Allocations, the FP is the responsible party for constructing the portfolio and determining the appropriateness of the allocation for the client.

Depending on the engagement between FP and client, clients can also grant the FP a Limited Power of Attorney (“LPOA”) which will authorize EQIS to accept instructions from the FP. The authorization granted is limited to changing an account allocation or manager selection, or if applicable, to managing disbursements to the client. Complete details of the authority provided for in the LPOA is disclosed at the time of granting the LPOA. The LPOA can be revoked by the client at any time.

STATEMENTS & REPORTS:

Clients will receive all brokerage statements (at least quarterly) and trade confirmations directly from the Account Custodian, and will also receive monthly performance reports from EQIS. Clients will have access to Account information and reporting through the Account Custodian’s website and will also have access to their account information through the Platform. When establishing an Account, EQIS provides all clients a virtual filing cabinet which contains electronic copies of performance statements, account opening documents and other statements and disclosures. Clients may consent to receive all notices, documents, and other information related to the Account electronically. Electronic delivery may be done via email, through an online posting to a website, electronic delivery of a portable document format (PDF), hypertext mark-up language (HTML), or other electronic media. The client’s consent to electronic delivery extends to all information required to be provided by EQIS and/or the Account custodian, the security issuers, and other third parties. Clients may revoke their consent to electronic delivery at any time. Clients who choose to receive paper statements instead of electronic delivery may incur additional fees or costs to receive paper statements. Clients are advised to carefully compare the information provided by EQIS with the official records provided by the Account Custodian and to ensure that all account transactions, holdings and values are correct and current.

PROGRAM FEES:

EQIS charges an annual fee (the “Program Fee”) depending on the allocation program selected that covers the costs of administering the Program as well as Portfolio Strategist costs, trading, custody and clearing. The Program Fee represents the maximum that an Account can be charged by EQIS for sponsoring the Program. Program Fees are exclusive of the Financial Professional Fee or other ancillary fees as may be applicable such as internal fund fees or custodian maintenance fees. The

Program Fee is calculated as a percentage of the Account value using the average closing market value of the Account for the number of days for which the securities markets were open for the month in which the Program Fee is calculated. In the absence of a specific market value for any security, the fair market value for that security will be used. Program Fees are directly debited from the Account in the month following the month for which the Program Fee was calculated and are paid to EQIS by the Account custodian. For clients with more than one Account, each Account is mutually exclusive for purposes of calculating and debiting the Program Fee. Clients should fully review all disclosures relevant to their Account as the Account may be assessed fees in addition to the Program Fee.

Account Value	Unified Managed Account Program Fees	EQIS Exchange Traded Fund Program
First \$250,000	1.15%	0.90%
Next \$250,000	1.05%	0.80%
Next \$1,500,000	0.95%	0.70%
Next \$3,000,000	0.85%	0.60%
Amounts over \$5,000,000	0.75%	0.50%

The Program Fee represents the maximum fee which will be assessed by EQIS for participating in the program selected. The Program Fees are negotiated between EQIS and the soliciting firm therefore clients may pay more or less for the services than other clients in the Program who are serviced by other Soliciting Firms. The amount of Program Fees paid are outlined in the client agreement entered into at the time the Account is established and all fees paid are further disclosed in the monthly performance report provided by EQIS as well as in the statements provided by the Account Custodian.

If an account has a blend of both the UMA and ETF Programs, the entire account will be assessed the higher of the two Program Fees. For example, if at Account opening the Exchange Traded Fund Program is selected but later includes all or a portion of the Unified Managed Account Program, the higher fee will apply to the entire Account. If an Account is established electing the Unified Managed Account Programs and subsequently moves entirely to the ETF Program, the lower fee will apply. No changes in Program Fees paid by the client will be effective unless agreed to in writing by the client or otherwise authorized through an LPOA.

The fee schedules do not include the FP fee which is negotiated between the client and FP and more fully disclosed in the Separate Solicitor Fee Disclosure. The cost of the Program is outlined in the client agreement and any debits are further reflected on the EQIS statement as well as the Account Custodian's statement. The Program Fees noted do not include additional Account maintenance charges which might include wire transfer fees, annual charges for qualified accounts, nor do they include any special trade charges or other fees which may be assessed by the Account custodian or an investment vehicle within the Account.

Financial Professional Fee:

In addition to the Program Fee, the FP will charge a Financial Professional Fee for his/her services as compensation for introducing clients to EQIS, gathering and communicating client's financial information, assisting in the Portfolio allocation, and maintaining the Account and informing EQIS of any material changes in the client's financial picture, as well as other administrative duties performed by the FP. The Financial Professional Fee is negotiated between the client and the FP but under no circumstances shall the Financial Professional Fee exceed 1.5% per annum. Because the FP is compensated for introducing clients to the Program, the FP has an incentive to recommend the Program over other services. Purchasing the services separately may cost less than participating in the Program. The Financial Professional Fee is in addition to the Program Fee but will be calculated and debited from the Account in the same manner as the Program Fee as noted above except that the Financial Professional fee is a flat fee assessed against the account without tiers.

Other Fee Disclosure:

Clients are advised to review the Account Custodian's fee schedule for additional fees which may apply. Clients should review the statements provided by the Account Custodian and immediately notify their FP or EQIS if a discrepancy is discovered. Clients should also review their custodial agreement, any prospectus, or other disclosure documentation for any internal fund fees or other charges which may be assessed against the account or investment vehicle. Clients should be aware that if participation in the Program is terminated for any reason but the assets remain in the Account, the Account Custodian may assess an annual fee for custody, clearing and servicing the account of up to .20% (20 basis points). In evaluating whether to participate in the Program, clients should consider that depending on the fees charged for the services provided, the fee/fees paid to participate in the Program may exceed the aggregate cost of such services if they were to be provided separately. A client could invest without participating in the Program but would not receive the services

provided by the Program and/or the client's FP which are designed, among other things, to assist the client in determining the appropriate allocation specific to the client's financial needs and objectives.

CUSTODY, CLEARING & TRADING:

When establishing an Account, clients will authorize EQIS to open an account with FOLIOfn Investments, Inc. ("Account Custodian" or "Custodian") on behalf of the client. The agreement between client and Account Custodian is separate and apart from any agreement between client and EQIS and there is no affiliation between EQIS and Account Custodian. The Account Custodian is a broker-dealer and FINRA member which executes transactions for Program Accounts, maintains custody of client assets in the Account, and provides other brokerage, custodial and recordkeeping services on client's behalf.

One of the unique features of the Program is that Accounts are able to have fractional shares of individual securities. Fractional shares allow Accounts with lower account balances to be more diversified in individual equities. Not all custodians are able to provide fractional shares as such Accounts participating in fractional shares may have limited choices for brokerage services therefore Program Accounts with fractional shares must be maintained by the Account Custodian. Clients should read and fully understand the brokerage account application which is executed by the client when establishing the Account.

Best Execution:

When executing transactions in an Account, EQIS does not have the authority to determine the broker-dealer to be used or to direct where trades are to be executed. As such, Accounts may not receive volume discounts, and best execution may not be achieved. EQIS has a reasonable belief that the Account Custodian is able to obtain competitive prices, but EQIS will not independently seek best execution pricing through other brokers-dealers. Not all wrap programs require clients to direct it to use a particular broker-dealer as such clients should consider whether or not the appointment of the Account Custodian as the sole broker-dealer for the Account may or may not result in certain costs or advantages or disadvantages to the client as a result of possibly more or less favorable executions.

Trade Windows:

When executing trades through the Account Custodian, the Program is limited to

submitting trades twice a day during any full trading day (each a “Trade Window”) and trading may be limited on partial days. The Trade Window provides economies of scale to trade execution. Because of the Trade Window limitation as to when trades occur, Portfolio Strategists managing same or similar strategies through other broker-dealers or programs may achieve better prices for securities bought or sold than those obtained by EQIS. As such, Portfolios and/or the underlying securities in a Portfolio may experience dispersion from the same or similar portfolios deployed elsewhere (see discussion on Dispersion *infra*).

Accounts may buy or sell securities outside of any Trade Window and requests are processed in the order they are received. However, the cost of non-trade window trades is not included in the Program Fee and therefore will be billed as a separate trade cost. Clients are advised to review the Account Custodian’s trade costs as may be applicable to trades executed outside a Trade Window.

Block Trading:

As a matter of general policy and practice, EQIS will aggregate transactions when submitting trades to the Account Custodian. Aggregating transactions (or “block trading”) is when a block of the same securities for various Accounts or Portfolio(s) are bundled and submitted for execution to the Account Custodian. Block trading allows for transactions to be executed in a timely, efficient and equitable manner through the Trade Window(s). When securities are bought and/or sold in blocks, the price paid or received is the average price received for all securities involved in the transaction(s) in order to fill the block. However, because accounts are allocated fractional shares, the decimalization of the share when calculated against the price received per share may result in clients paying a slightly different price per share. This difference is *de minimis* typically resulting in a difference of a penny or a fraction of a penny. When block trading, the allocation of securities or proceeds is determined before the block trade is submitted to the Account Custodian. If a block trade is not able to be completed in its entirety, the pre-determined allocation will be adjusted pro-rata across the accounts involved so that no one account or series of accounts are treated more favorably than others.

Trade Thresholds:

Either EQIS and/or the Custodian may establish trade thresholds in which one or more positions may not be traded. These situations may arise when the position slated to be bought or sold is too small to execute. The Thresholds may be a dollar and/or a percentage threshold. The percentage threshold is the minimum percentage by which

the current weight of a security as determined by the target allocation deviates before an order will be placed. The dollar threshold is the minimum dollar amount a trade must meet before the trade for that position will be executed. Because of the trade thresholds, some account may experience dispersion from the portfolio or other accounts assigned the same portfolio.

Dispersion:

The performance of a Model Portfolio and a client's actual Portfolio can vary. The difference between Model Portfolio performance and actual performance is called dispersion. Dispersion can occur between Portfolios and Model Portfolios within the Program, as well as from a Model Portfolio when managed outside the Program. Dispersion can cause performance of an Account Portfolio to be either greater than, equal to, or less than the performance of the Model Portfolio. In addition, dispersion can account for slightly different holdings or percentage holdings in a Program Account versus the Model Portfolio. Finally, there may be dispersion between the returns earned by different clients whose investments are tracking the same Portfolio(s). Dispersion among Accounts can occur because of the combination of each client's assets being held directly in their own Account and the differences between Account size, client additions or withdrawals, and client imposed restrictions, trade thresholds among other factors.

EQIS treats all Portfolio Strategist updates including security selection and timing as recommendations. As such, EQIS in its sole discretion may determine whether Portfolio Strategist recommendation(s) will be implemented which may cause dispersion.

EQIS will undertake reasonable efforts to mitigate the effects of dispersion by: (i) periodically reviewing and monitoring Accounts to identify significant dispersion, and (ii) where appropriate, executing trades or account rebalancing to minimize dispersion. Any significant performance dispersion is reviewed periodically to determine if any action is necessary.

Item 5 - Account Requirements and Types of Clients

MINIMUM ACCOUNT REQUIREMENTS:

Participation in the Program is subject to certain minimum account requirements. A minimum Account value of \$25,000 is required to participate in the Program. This minimum may be negotiated under certain circumstances. For ERISA accounts, Plan

Participants can establish an account with an account minimum as low as \$1.00 if so permitted by the Plan.

Clients can make subsequent investments at any time. Subsequent contributions will be held in a money market security until such time as there is a minimum of \$1,000 to reallocate into the designated asset allocation within the Account.

Clients must establish their Accounts with the Account Custodian in order to participate in the Program. EQIS is not able to accept accounts held with other custodians as such, EQIS reserves the right to not accept any Account for which the client directs the use of a broker dealer/custodian other than FOLIOfn Investments, Inc.

TYPES OF CLIENTS:

The Program is offered primarily to retail clients such as individual accounts, trusts, 401(k)s, IRAs and other retirement and business accounts. In limited situations, Portfolios or other services may be made available to institutional investors or other program sponsors.

The Program is designed to continuously manage Accounts based on the individual needs of the client through the use of Portfolio Strategists that are either employed by EQIS or contracted by EQIS. Each account may have a combination of Portfolios in the account. A Portfolio within an account will typically be managed in accordance with the Portfolio Strategist's discipline. For example, one Strategist may be selected to manage a large cap allocation of an account while a different Strategist may be chosen to manage a fixed income allocation. It is possible for a Portfolio Strategist to manage more than one Portfolio and for more than one asset class.

Client Information:

Information provided by clients is critical for determining the appropriate asset allocation and Portfolio. Though an Account's initial allocation is determined by information provided by the Client relative to client expectations, changes which occur in a client's investment objectives, timeline, risk tolerance, liquidity needs etc. must be communicated to EQIS so that the appropriate changes to the Account can be made.

Terminating the Account Agreement:

A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. The client has the right to terminate an agreement without

penalty within five (5) business days after entering into the agreement. Upon termination of any agreement, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees for any unbilled portion of a month will be collected prior to disbursement of funds.

Under certain circumstances, a client may choose to leave his/her FP or the FP may choose to no longer service the client's Account. Under these circumstances - as well as when the client chooses to terminate the client agreement - the account will not be assessed the Financial Professional Fee nor the Program Fee going forward from the day in which EQIS receives or provides notice of the intent to cancel the agreement. However, the Account will be assessed a custody and clearing fee imposed by the Account Custodian which can be an annualized charge of .20% (20 basis points) of the account value. When an agreement is terminated, clients are advised to transfer the Account assets to a new FP so as to ensure continued supervision of the Account.

ERISA & Other Retirement Accounts:

EQIS may serve in one or more capacities as a fiduciary to employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), regulations under the Internal Revenue Code of 1986 (the "Code") as well as rules and regulations as may be promulgated by the Department of Labor. As such, EQIS is subject to certain duties and obligations which include among other things, the accurate and transparent disclosure of fees and Program expenses, restrictions concerning certain forms of compensation and other prohibited transactions. Program Accounts subject to ERISA will typically not include assets that charge a commission or pay 12b-1 fees. If for some reason an Account holds an assets that has such fees, the fees will be used to offset the Program Fee. EQIS does not provide administrative, or recordkeeping services to ERISA plans nor does it provide individualized investment advice to plan participants.

Item 6 - Portfolio Manager Selection and Evaluation

PORTFOLIO MANAGER SELECTION:

Program offerings to include EQIS managed Portfolios as well as contracted Portfolios Strategist are determined by the Investment Committee which is headed by the Chief Investment Officer ("CIO"). The Investment Committee is responsible for all aspects of the Program offerings to include conducting research and due diligence, approving and removing Portfolios and Portfolio Strategists, and generally supervising and providing oversight over the Program.

The Investment Committee designs Asset Allocation Models (“Models”) comprised of various Portfolios diversified across multiple asset classes. The Models are constructed taking into consideration the needs and risk preferences of clients. The core of EQIS’s management philosophy employs an augmented version of the Porter Five Forces Model in conjunction with the implications of modern portfolio theory and recent empirical evidence. The processes employed by the Investment Committee are continuously updated to provide clients with the most appropriate investment options and the highest probability of meeting their financial goals.

Portfolio Strategist are selected according to their track record, risk controls, and investment methodology. When adding Portfolios to the Program, the Investment Committee will include only those Portfolios that it believes will provide the best risk adjusted return for the asset class and/or equity styles relative to the Portfolios peer group. The Investment Committee practices careful judgment and discretion when determining which Portfolio Strategists and/or Portfolios to allow into the Program. Strategists usually must have a minimum period of real money returns before being considered. Though each Portfolio Strategist undergoes stringent due diligence and monitoring, the Investment Committee does not independently verify their returns.

Some of the Portfolios offered in the Program are proprietary Portfolios managed by EQIS. This may create a conflict of interest as the fee that would otherwise be paid to a Portfolio Strategist is retained by EQIS therefore EQIS has an incentive to use its Portfolios over contracted Portfolios Strategists. Though EQIS may receive more in fees when its Portfolios are utilized, any conflict is mitigated by the fact that EQIS expends more resources in time, money and intellectual capital to develop and maintain its Portfolios than those provided by contracted Portfolio Strategists.

Methods of Analysis:

In developing and/or reviewing Portfolios, the Investment Committee will utilize a variety of analysis methodologies.

EQIS utilizes a number of sources of financial information in the analysis of securities including financial newspapers and magazines, research materials and reports, corporate rating services, annual reports, prospectuses, SEC filings and company press releases. EQIS utilizes several data resources in gathering historical information, as well as annual and quarterly reports. Using fundamental analysis, securities are actively monitored and evaluated relative to market and industry conditions.

Fundamental Analysis attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and

the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

EQIS researches investment managers and their security analysis methods for different classes and investment styles. Other sources of information for evaluating Portfolio Strategists are the qualitative and quantitative materials prepared by in-house analysts; publicly available information contained in the financial press and other sources; information, research and statistical materials prepared by others; computer readable financial databases containing business and financial statistics, both current and historical as well outside consultants may be utilized to support the ongoing evaluation process.

For EQIS Managed Portfolios, individual equities are selected partially through a proprietary screening mechanism utilizing an augmented version of the Porter Five Forces Model. The EQIS proprietary model explains how market structures determine the intensity of competition. We invest in firms that face less competition and thus have prospects for greater long term profits. The Porter Five Forces Model considers five sources of competition: customers demanding lower prices, suppliers demanding higher prices, substitute products providing alternatives, direct competitors cutting prices and increasing quality, and potential entrants increasing direct competition. An additional consideration is technological innovation, which influences the five forces.

When selecting individual equities, EQIS also takes the industry into consideration in the interest of maintaining diversification to maximize risk adjusted returns. ETF's or mutual funds will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure.

Securities are purchased with the idea of holding them in the client's account for a year or longer. This strategy is typically used when indications show the securities are undervalued and/or exposure to a particular asset class over time, regardless of the current projection for this class is sought. A risk in a long-term purchase strategy is that by holding the security for a length of time, the Account may not take advantage of short-term gains that could be profitable. Additionally, a security may decline sharply in value before the decision to sell is made.

Securities may be purchased with the idea of holding them for a short period (typically a year or less) so as to take advantage of conditions that will result in a price swing in the securities in the near term.

Changing Model Managers / Portfolios:

Performance of the Portfolios is monitored by the Investment Committee and there may be an occasion where it is determined that a Portfolio is no longer appropriate.

Portfolios that under-perform relative to their asset class and/or equity style will be reviewed by the Investment Committee and likely will be replaced. A Portfolio may be replaced for any of a variety of reasons including, but not limited to, a change in the investment style or processes employed by the Strategist, a change in key personnel, and/or inferior performance as compared to applicable investment benchmarks and peer Portfolios. EQIS may change a Portfolio at any time in its discretion but typically will provide clients and their FPs advance notice of any proposed changes.

Clients are free to change Portfolios and allocations free of charge. However, the Program is intended for investors with a longer time horizon and is not designed for clients who plan to make frequent changes.

Voting Client Securities:

As a matter of firm policy, EQIS does not vote proxies on behalf of clients. Therefore, 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 the Account Custodian, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

Performance Based Fees and Side-by-side management:

EQIS does not participate in gains achieved in client accounts as such it does not receive any performance based fees. Additionally, EQIS does not engage in side-by-side management.

Item 7 - Client Information Provided to Portfolio Managers

Portfolio Strategists do not trade or review a client's specific account or allocation as such they are not provided any information about individual clients.

Item 8 - Client Contact With Portfolio Managers

Clients generally do not come in contact with Portfolios Strategists except as may occur through EQIS's strategists. At time contracted Strategists may be made available to the client's FP.

Item 9 - Additional InformationDisciplinary Information:

Neither EQIS nor its principals have any disclosable disciplinary history.

Other Financial Industry Activities and Affiliations:

EQIS does not engage in any other financial industry activities nor does it have any industry affiliations. However, certain of its principals, IARs or other supervised persons may be licensed as registered representatives or insurance agents. As such, these individuals can sell insurance and or other investment products to advisory clients and receive separate yet customary compensation and/or commissions. While these individuals endeavor at all times to put the interest of EQIS' advisory clients first, clients should be aware that the receipt of additional compensation may create a conflict of interest.

Inherent Risks:

There are intrinsic risks related to investing. This includes, but is not limited to, the potential loss of principal. EQIS seeks to limit losses to our clients as well as remain true to our investment process. However, clients need to know that there have been losses in the past and there could also be losses in the future. Program returns are highly dependent upon market trends, especially over shorter time frames. Therefore, the Program is most appropriate for investors seeking long-term investment objectives as opposed to using the Program for short-term trading purposes. EQIS makes no guarantees to the performance of a client's Program account and/or the securities in the Portfolios. There is no guarantee that a client's investment objectives will be achieved. Clients should be aware they could lose money while participating in the Program(s) to include the total loss of invested funds.

Notification of Error Reports:

Execution of orders, requests and statements in a client account shall be conclusive if not objected to in writing within ten (10) business days from the date the report was forwarded whether by mail or electronic delivery. If a client suspects an error, EQIS must be notified promptly. EQIS will presume trade confirmations, requests, or statements are correct unless written notification of the suspected error is provided in a timely manner. It is the client's responsibility to seek immediate clarification about entries that are not clearly understood. All communications sent to the address of record or in the manner requested by the client are presumed to have been delivered and received whether or not actually received.

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

EQIS has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. EQIS and its personnel owe a duty of loyalty, fairness and good faith towards its clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the periodic review of securities transactions and securities holdings that must be submitted by the firm's access persons. Among other things, our Code of Ethics requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering and incorporates provisions for oversight, enforcement and recordkeeping.

EQIS' Code of Ethics further includes the firm's policy prohibiting the use of material nonpublic information. While we do not believe that we have any particular access to nonpublic information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to clients and prospective clients. Clients may request a copy by email sent to compliance@eqis.com, or by calling us at 800.9499936.

Personal Trading:

EQIS does not typically engage in agency cross transactions. To the extent EQIS were to execute a transaction as an agency cross, EQIS would comply with the regulations and receive among other things, client consent prior to the transaction. Personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

Review of Accounts:

Client allocations are reconciled with the Account Custodian's records on a daily basis. While the underlying securities within the Program Accounts are actively monitored, Program Accounts are rebalanced as the Investment Committee may deem appropriate.

The review process considers factors relevant to the determination of whether or not the assets held by the Account and the investment strategy employed are consistent with the investment objectives. More frequent reviews may be triggered by material changes in variables such as drift from the model portfolio weighting, the market, political or economic environments. The review will be conducted to determine if the current investment holdings of the account are consistent with the client's investment objectives. Model Portfolios that are deemed consistent with the client's objectives and asset allocation will not be rebalanced and will not be reviewed again until the next selected interval.

The Authorized Financial Professional will contact the client on at least an annual basis to discern changes to the client's financial circumstances or investment objectives. However, should there be any material change in the client's personal and/or financial situation, EQIS should be notified immediately to determine whether any review and/or revision of the client's investment profile is warranted.

Client Referrals and Other Compensation:

EQIS may enter into marketing arrangements with Soliciting Firms that are independent investment advisers and/or broker-dealer firms through which FPs introduce the Program to the public. Through these arrangements, EQIS pays a portion of the Program Fee to the FP and/or the Soliciting Firm based upon a percentage of the Program Fee. These payments will not increase the amount of the fees paid by Program participants. Clients should be aware that these payments may create an

incentive for the Soliciting Firm to recommend participation in the Program over others for which no such compensation may be received. EQIS may provide up to five (5) basis points (.05%) of the Program Fee paid by the client as an incentive to the client's Soliciting Firm for the purpose of marketing and servicing new and existing clients. In order to participate in the incentive program, the FP needs to maintain and achieve certain asset levels in the Program. The level of incentive increases based on total assets brought to the firm. This incentive creates a potential conflict of interest for the FP/solicitor. This compensation does not impact the level of fees paid by clients.

Some FPs and/or Soliciting Firms may own an equity interest in EQIS Holding, Inc., the parent company of EQIS. This could create a potential conflict of interest for the Firm and/or FP. This equity interest does not impact the level of fees that clients pay and clients are under no obligation to follow the recommendations of their FP regarding using the Program. Clients should review their FP's firm Brochure and the FP's ADV 2B for any conflicts which may arise as a result of participating in the Program and/or Platform.

EQIS does not accept soft dollars or any other additional compensation above the fees paid by the client to EQIS outlined in the Fee Schedule. Nevertheless, EQIS may receive research reports or other non-monetary benefits from the Account Custodian. The receipt of such benefits is not related to any commitment for transaction volume in exchange for any services or products, but it does create a possible conflict of interest of which clients should be aware in assessing EQIS' brokerage recommendation

Financial Information:

As an advisory firm that maintains discretionary authority for client accounts we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. EQIS has no additional financial circumstances to report. EQIS may be deemed to have custody of funds by nature of the authority provided it to debit Program fees. Other than the authorization to debit fees, EQIS does not take custody of client funds or securities.

EQIS has not been the subject of a bankruptcy petition at any time during the past ten years. Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Privacy Policy:

EQIS maintains high standards to safeguard client's personal information. We will remain vigilant and professional in protecting that information and in using it in a fair and

lawful manner. As part of this commitment to fulfilling your trust we have formulated this Privacy Policy.

Safeguarding Customer Information and Documents:

To conduct regular business, we collect nonpublic customer data in checklists, forms, in written notations, and in documentation provided to us by our customers. We will safeguard your nonpublic personal information by restricting access to only those employees who provide products or services to you or those who need access to your information to service your account. In addition, we will maintain physical, electronic and procedural safeguards that meet federal and/or state standards to guard your nonpublic personal information. Failure to observe procedures regarding customer and consumer privacy will result in discipline and may lead to termination.

Sharing Nonpublic Personal and Financial Information:

EQIS does not disclose any nonpublic personal information about its customers or former Customers to anyone, except as permitted by law or otherwise disclosed herein. EQIS is committed to the privacy and protection of its customers' personal and financial information and will not share any such information with a third party except:

- When necessary to complete transactions in a customer account.
- When required to service and/or maintain your account.
- In order to resolve a customer dispute or inquiry.
- When acting in a fiduciary or representative capacity on behalf of the customer.
- With rating agencies, persons assessing compliance with industry standards, or to the attorneys, accountants and auditors of the firm.
- To prevent or protect against actual or potential fraud, identity theft, unauthorized transactions, claims or other liability.
- To comply with all federal, state or local laws, rules, statutes and other applicable legal requirements.
- In connection with a written agreement to provide advisory services or investment management when the information is released solely for the purpose of providing products or services covered by the Program.
- Upon the customer's specific instruction, consent or request.
- Pursuant to any other exceptions enumerated in the California Information Privacy Act.

When we share nonpublic information with any third party for the reasons stated above, we make certain that there are written restrictions in place regarding the use and/or disclosure of said information.