

SSN Advisory, Inc. \_\_\_\_\_

## **Form ADV Part 2A: Firm Brochure**

### **Item 1 – Cover Page**

This brochure provides information about the qualifications and business practices of SSN Advisory, Inc (SSNAI). If you have any questions about the contents of this brochure, please contact us at 800/264-5499. 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. Registration does not imply a certain level of skill or training.

Additional information about SSN Advisory, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

March 22, 2012

## **Item 2 - Material Changes**

The following information discusses only material changes since the last annual update of this brochure. The last annual update of this brochure was March 31, 2011.

Item 4, Service 1 incorrectly stated that recommendations as to the advisability of purchasing or selling limited partnership or REIT investments will not be made in your representative's capacity as a registered representative of SSN and not as an IAR of SSNAI. This statement has been revised to state that recommendations as to the advisability of purchasing or selling limited partnership or REIT investments will be made in your representative's capacity as a registered representative of SSN and not as an IAR of SSNAI.

Item 4, assets under management was updated to reflect regulatory assets under management as of December 31, 2011.

Items 4, 5, and 13 have been updated to reflect the addition of the SRMPlus Wrap Fee Program sponsored by SSNAI.

Item 14 has been updated to reflect SSNAI's use of solicitors.

## **Item 3 - Table of Contents**

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	2
Item 4 - Advisory Business	3
Item 5 - Fees and Compensation	4
Item 6 - Performance-Based Fees and Side-By-Side Management:	6
Item 7 - Types of Clients	7
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 - Disciplinary Information	8
Item 10 - Other Financial Industry Activities and Affiliations	8
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
Item 12 - Brokerage Practices	9
Item 13 - Review of Accounts	10
Item 14 - Client Referrals and Other Compensation	10
Item 15 - Custody	10
Item 16 - Investment Discretion	11
Item 17 - Voting Client Securities	11
Item 18 - Financial Information	11

## **Item 4 - Advisory Business**

SSNAI is an investment advisor registered with the Securities and Exchange Commission ("SEC") since April 2003. As of December 31, 2011, SSNAI manages \$385,872,469 on a discretionary basis and \$194,622,847 on a non-discretionary basis. SSNAI is owned by a FINRA member introducing broker-dealer firm, Securities Service Network, Inc. (hereinafter referred to as "SSN"). SSN is a fully disclosed introducing broker-dealer. More information on SSN is available in the following sections:

- Other Financial Industry Activities and Affiliations – page 10
- Brokerage Practices – page 12
- Custody – page 15

A variety of individualized investment advisory services are available through SSNAI. Through meetings and discussions you will provide detailed financial and other pertinent data to your Investment Advisor Representative (hereinafter referred to as "IAR"). Your IAR will help you determine your risk tolerance, investment goals, and other relevant investment guidelines. This information will be used to help you choose the appropriate investment advisory services from among three general categories. You may impose restrictions on investing in certain securities or types of securities. Specific services, related fee arrangements, and all terms and conditions of our client agreement are contained in the SSNAI Investment Advisory Agreement that is provided for your signature. The three general categories are:

*Service 1: Financial Planning and Consulting Services:* Your IAR may provide financial planning services consistent with your investment objectives, financial and tax status, risk tolerance and time horizon.

Your IAR may, on occasion, provide general non-securities advice on topics that may include budgeting and cash flow analysis, income tax planning, education planning, retirement planning, estate planning, and fringe benefit analysis.

When generating a financial plan, your IAR may:

- a. Consult with you and analyze your financial needs and objectives based upon the information provided by you; or,
- b. Prepare a written financial plan based on your identified financial needs and objectives; or,
- c. Recommend, as part of your financial plan, investment strategies he or she believes are suited for your identified financial needs and objectives; or,
- d. Review the performance of your investment accounts (whether purchased through SSNAI or identified to SSNAI by you for review) in light of your identified needs, objectives, and financial plan on a periodic basis, as specific in the client agreement; or,
- e. Discuss the review with you annually or more frequently as is dictated by the nature of your investment or your request; or,
- f. Recommend either verbally or in writing, generic changes in your investments, strategy, or financial plan in connection with the review of your investments or the identification of new financial needs or objectives by you.
- g. When called for, your IAR may conduct a single-needs analysis to provide research, plan designs, or specific investment advice for you if you do not need or desire the more traditional financial planning process described in parts (a) through (f).

All investment analyses and recommendations will be based upon information provided to your IAR by you. There will be no independent investigation of your background information, nor update of such information, without your express written consent. It remains your responsibility to advise your IAR of any changes in circumstances, e.g. financial needs, objectives, goals and investments held with other firms or any other changes which would impact your financial condition.

Your IAR may provide financial planning services to you on direct participation programs including alternative energy programs, real estate development programs, equipment leasing programs, and only those direct participation programs which have been approved for sale by SSN registered representatives. However, recommendations as to the advisability of purchasing or selling these limited partnership or REIT investments will be made in your representative's capacity as a registered representative of SSN and not as an IAR of SSNAI.

*Service 2: Asset Management Services:* Your IAR may offer an asset management service to you pursuant to an agreement between you and SSNAI. Your IAR will develop an asset allocation strategy consistent with your investment objectives, financial and tax status, risk tolerance and time horizon. Each asset allocation strategy consists of an agreed to percentage mix of fixed income and equity investments. The fixed income allocation may include one or more of the following: (a) cash; (b) money market funds; (c) U.S. government securities; (d) foreign government bonds; (e) U.S. corporate debt; (f) foreign corporate debt; (g) municipal securities; (h) fixed income mutual funds; and (i) any other appropriate fixed income investment. The equity portion of the allocation may include one or more of the following: (a) individual stocks which are exchange listed; (b) individual stocks which are traded over the counter; (c) individual stocks issued by foreign corporations; (d) equity mutual funds; (e) variable annuity products; (f) securities options contracts (non-discretionary only and limited to purchases of put options where

the account is long the underlying security & writing covered calls); (g) interests in direct participation programs; (l) ETFs and (J) any other appropriate equity investment. Recommended mutual funds may be no-load or load-waived.

Once the basic asset allocation strategy is determined, your existing assets may be liquidated (or transferred into the appropriate account) and invested into the investment vehicles chosen by you and your IAR. Reallocation of assets will trigger taxable events except where Individual Retirement Accounts, 401(k) Accounts, 403(b) Accounts, or other qualified retirement plans or accounts are involved.

Asset management services may be provided on a discretionary or non-discretionary basis at your option. If you choose to provide SSNAI with discretion you have empowered your IAR to buy and sell securities without your prior knowledge. All discretionary accounts must be approved in advance by SSNAI. Discretionary accounts will only be approved for non-commission generating accounts.

If you receive asset management services you may contract for quarterly reports that indicate the following information as of the last day of each calendar quarter; (1) all asset class positions; (2) the specific investment vehicles included in each asset class; and (3) the dollar amount invested in each investment vehicle.

**Service 3: Third Party Investment Advisory Services:** Your IAR may assist you in identifying a third-party registered investment advisor from a list of available advisors who will counsel you with respect to your investment funds. Your IAR will provide you with data concerning the investment advisor's past performance, management style, location, minimum account size, assets under management, fees and other information. If you select this service, your IAR assists you in choosing an appropriate third-party investment advisor, but does not offer advice on behalf of SSNAI.

Your IAR will provide you with both SSNAI's Brochure and the third-party investment advisor's Brochure. Upon selection of a third-party investment advisor, you will sign the applicable advisor's Advisory Contract and deposit funds in an appropriate account. Thereafter, your funds will be invested as recommended by the third-party investment advisor. SSNAI and your IARs will not actively participate in the investment selection process.

If the third-party investment advisor's services are furnished with respect to assets in accounts maintained at SSN, in its capacity as a broker-dealer, these accounts are generally carried on a "fully disclosed" basis with a clearing broker-dealer. Please refer to Custody information on page 15 for information about SSN's custody practices.

**SRMPlus Wrap Fee Program:** SSNAI sponsors the SRMPlus Wrap Fee Program (SRMPlus), which is a discretionary asset management program, offered through Investment Advisor Representatives of SSNAI and by other registered investment advisers (collectively referred to as Solicitor or Solicitors). SSNAI receives a portion of the wrap fee for SRMPlus. For SRMPlus, SSNAI utilizes the asset allocation, manager selection, and portfolio construction services of a sub-advisor. Currently the only sub-advisor utilized is Ibbotson Associates, Inc. (Ibbotson), a registered investment advisor and wholly owned subsidiary of Morningstar, Inc. Ibbotson will provide five risk-based model portfolios (Portfolios) for non-taxable accounts and five tax-managed risk-based Portfolios for taxable accounts with underlying holdings consisting of open-end mutual funds and exchange-traded funds. Ibbotson is responsible for the construction of the Portfolios, selection of funds for the Portfolios, on-going monitoring of the Portfolios on a quarterly basis, and communication of Portfolio changes to SSNAI. SSNAI will implement any changes in Portfolio allocations and fund selections on a discretionary basis in Client accounts. Portfolios are not structured to meet the needs or objectives of specific clients; rather, clients are matched with the Portfolio that is most in line with the client's stated goals and objectives.

## **Item 5 - Fees and Compensation**

**Service 1: Financial Planning and Consulting Services:** Fees may be fixed or hourly and may be negotiated. There is no maximum rate for fixed fees. Hourly fees are billed at a maximum rate of two hundred fifty dollars (\$250.00) per hour. Fees are estimated by your IAR based upon a preliminary assessment of the complexity of your financial circumstances, the level of skill required to perform the services, and, accordingly, the time likely to be required to perform the services. The fees will be specific in the client agreement.

One-half of the estimated fixed fees may be due and payable upon acceptance of the client agreement by your IAR. In such a case, the balance of the fees will be due and payable upon delivery of the plan, recommendations or otherwise at the conclusion of the services.

Under no circumstances will SSNAI or your IAR require prepayment of a fee more than six months in advance or in excess of \$500.00.

Unless otherwise stated in the agreement, client agreements are for a period of one year. The advisory agreement may be

terminated at any time at your discretion. The IAR or SSNAI may terminate the advisory agreement at any time upon 30-days written notice to you. There are no provisions for refunds when services have been rendered.

Service 2: Asset Management Services: The maximum annual fee for participation in the asset management services program is 2.50% and may be negotiated. Fees for this service are paid in arrears.

Advisory fees due to SSNAI may be either:

- a. Deducted from the client's account, when due: SSNAI will liquidate money market shares to pay the fees and, if insufficient money market shares or cash are available, other investments will be liquidated to pay the fees. The investment(s) to be liquidated will be selected at random by your IAR. Authorization for the automatic deduction of fees from your account(s) is contained in the Client Services Agreement.
- b. Paid by check. Fees that are not directly debited from your account should be paid by check. Your check should be made payable to SSN Advisory, Inc. FBO (IAR name).

Fees are calculated on your account(s) in accordance with the client agreement on a monthly or quarterly basis. Unless otherwise agreed to by contract, the fee is calculated based upon either:

- a. the average daily value of your account computed and payable in arrears during the preceding month or quarter; or,
- b. the fair market value of the assets in the account payable in arrears as of the end of the month or quarter

Fee Schedules may be either tiered or linear.

- a. Tiered fee schedule - similar to our current income tax system. Each level of assets is charged its own corresponding percentage rate. For example, a tiered fee schedule might charge 2.5% on the first \$250,000, 1.75% on the next \$250,000 and 1.5% on the next \$250,000, effectively giving you a blended and lower rate than the maximum 2.5%.
- b. Linear fee schedule - as your assets grow and breakpoints are met, fees are decreased. Unlike the tiered fee schedule, once a breakpoint has been met all of the assets back to dollar one is then charged at the new lower percentage rate.

The selection of certain fee calculation combination options as outlined above may cost you more or less than the selection of other fee calculation combination options. You and your IAR may choose to "household" or combine multiple accounts for billing purposes. Householding may allow you to reach higher tiers or breakpoints which may result in lower overall costs than if your accounts are not househanded.

If you are in need of brokerage and/or custodial services, you will have SSN, in its capacity as a broker-dealer, recommended to you. More information on brokerage practices is discussed in Item 12.

You may be responsible for any and all transaction charges, including standard broker-dealer ticket charges and confirmation fees, wire transfer fees, and other fees which may be assessed to your account. Your IAR may choose to pay broker-dealer ticket charges; however, you are always responsible for additional transaction charges. If your IAR does not pay ticket charges, this may result in higher overall cost to you. You will pay separately for IRA custodial services and may be assessed inactivity fees. All fees paid to SSNAI for investment advisor services are separate from fees and expenses charged to owners of mutual fund shares or variable annuity contracts by the product sponsors. As a result, you may pay two management fees. Variable Annuities often carry higher internal expense ratios than mutual fund investments due to their insurance related features. If you opt for management of a variable annuity, you will be subject to higher annual fees than if only invested in the variable annuity, as fees paid to SSNAI are separate and segregate from the annuity expenses. Furthermore, you will have the same investment options and could possibly invest in a similar fashion without management services on their own. A complete explanation of the product-related fees and expenses is contained in the prospectus for the particular investment product. SSN and/or your registered representative may, from time-to-time, receive 12b-1 fees or trail commissions from investment companies in connection with the placement of client funds into investment companies. The default fund for your cash balances is a money market mutual fund that pays a 12b-1 fee to SSN; this may result in a lower return on your cash investments than if your cash were invested in a money market mutual fund that did not pay a 12b-1 fee.

These practices present a conflict of interest and gives SSNAI or your IAR an incentive to recommend investment products based on the compensation received, rather than on your needs. These conflicts, which are disclosed in this brochure, are addressed through ongoing training, annual compliance meetings, and a review of all transactions by SSNAI's compliance staff.

In the event that your IAR is to receive commission revenues from you in connection with investments purchased in advisory or managed accounts, such commissions shall be "fully disclosed" by your IAR, and/or product prospectus and/or through the distribution of the trade confirmation statement. If as a registered representative, your IAR earns a commission on the sale of a securities product, he or she must wait one (1) year before including that position in the calculation of your advisory fee. Advisory fees may not be reduced to offset these commissions. Illiquid assets (e.g. partnerships, illiquid REITs, savings accounts, CD's) are not included in the calculation of assets under management and advisory fees. Neither SSNAI nor your IAR are compensated on the basis of a share of capital gains or capital appreciation of the funds or any portion of the fund invested by you. Lower fees for

comparable services may be available from other sources.

Some registered representatives of Securities Service Network, Inc. may own and operate their own Registered Investment Advisor firms. In certain circumstances, such representatives may receive prior approval to conduct advisory business "away" from NFS or Pershing. Any fee revenue as may be generated by this "away" business must be paid by the approved custodian to SSNAI, which will then pay the fee revenue to the representative.

There are no provisions for refunds when services have been rendered.

Unless otherwise stated in the agreement, asset management services client contracts are for a period of one year and self-renew each year. The advisory agreement may be terminated at any time at your discretion. Your IAR or SSNAI may terminate the advisory agreement at any time upon 30-days written notice to the client.

**Service 3: Third Party Investment Advisory Services:** Fees and their method of calculation, for each third-party investment advisor's services are carefully described in their Form ADV Part 2 Brochure. Fees may be negotiable. Third-party investment advisors generally charge fees that on a periodic basis (usually quarterly) are debited from the client accounts on a schedule pre-approved by you. In most cases, the account debiting arrangements are designed to follow the provisions of Rule 206(4)-2 of the Investment Advisers Act of 1940. You should consult the third-party advisor's Form ADV Part 2 Brochure to determine: (a) if compensation is payable before the service is provided; (b) when compensation is payable; (c) how you may get a refund on any pre-paid fees; and (d) how you may terminate an advisory contract before its expiration date.

A portion of the fees charged to you by the third-party investment advisor is allocated to SSNAI and your IAR for introducing accounts to the advisor. In some cases when a client is introduced by SSNAI, the third party investment advisor may choose to implement securities transactions through SSN within its capacity as a broker/dealer, with compensation to SSN in the form of directed commissions. Such arrangements shall be fully disclosed to the client.

**General Responses:** Your IAR may receive non-cash compensation in the form of due diligence trips or marketing support from product sponsors. Non-cash compensation will not be based on the number or amount of sales, client referrals, or new accounts. This presents a conflict of interest and gives your IAR an incentive to recommend investment products based on the non-cash compensation received, rather than on your needs.

**SRMPlus Wrap Fee Program:** The total annual fee (Fee) for SRMPlus is a flat percentage of all account assets under management (AUM) and is negotiable between you and your Solicitor. The maximum Fee is 2.50%. Fees are calculated quarterly in arrears based on the prior period's average daily account balance and are debited from your account. The Fee includes a platform fee and a solicitor's fee payable to your Solicitor. The platform fee includes custody, trading, and performance reporting costs. The platform fee will be the greater of \$87.50 per quarter (\$350 annually) or 0.35% of AUM. The portion of the Fee in excess of the platform fee will be paid by SSNAI to your Solicitor as a solicitor's fee. SRMPlus may cost you more or less than purchasing similar services separately. Factors to consider include the type and size of the account, the securities to be bought or sold and the your historical and/or expected size or number of trades. Your Fee may be more or less than the Fee of other SRMPlus clients.

If assets are transferred in-kind into your account, such assets may be liquidated at the discretion of SSNAI. In this situation, you will be responsible for any and all transaction charges (including ticket charges, confirmation fees, deferred sales charges and short term redemption fees) related to such liquidations. You will be responsible for any and all transaction charges related to any transaction placed at your direction. This includes liquidations for account transfers and money movement requests (checks, wire transfers, electronic fund transfers, ACAT, etc.). Additionally, the custodian of your account may impose additional fees for checks, wire transfers, electronic fund transfers, etc. You may pay short term redemption fees on certain mutual fund transactions. You will pay separately for IRA custodial services. All fees paid to SSNAI for investment advisor services are separate from fees and expenses charged to owners of mutual fund shares and ETF shares by the investment companies. As a result, you may pay two management fees. SSN may, from time-to-time, receive 12b-1 fees or trail commissions from investment companies in connection with the placement of funds into investment companies. The default fund for your cash balances is a money market mutual fund that pays a 12b-1 fee to SSN; this may result in a lower return on your cash investments than if your cash were invested in a money market mutual fund that did not pay a 12b-1 fee. A complete explanation of the product-related fees and expenses is contained in the prospectus for each particular investment product.

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

SSNAI does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of your assets).

## **Item 7 - Types of Clients**

SSNAI provides investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations or business entities other than those listed above. SSNAI does not have requirements for opening or maintaining an account.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Investing in securities involves risk of loss that you should be prepared to bear. Risks associated with the strategies described below include:

- Capital risk – The risk that your investments may lose value.
- Currency risk – If the assets you invest in are held in another currency there is a risk that currency movements alone may affect the value.
- Financial risk – The risk that there may be a disruption in the internal financial affairs of the investment, thereby causing a loss of value.
- Market risk – The risk that the value of a security or portfolio will decrease due to the change in value of the overall market.
- Credit risk – The risk of loss arising from a borrower who does not make payments as promised.
- Interest rate risk – The risk that an interest-bearing asset, such as a bond, will lose value due to variability of interest rates. In general, as rates rise, the price of a fixed rate bond will fall, and vice versa.

Your IAR may use one or more of the following methods of analysis in formulating investment advice or managing assets:

- Fundamental – Analyzes individual investments in relation to expectations regarding the market and international and national economic indicators, such as GDP growth rates, inflation, interest rates, exchange rates, productivity, and energy prices.
- Technical – Analyzes past market data trends, primarily price and volume, in an attempt to forecast the direction of securities prices.
- Cyclical – Analyzes past economic and market cycles in an attempt to forecast the direction of securities prices.
- Computer model – Software programs utilizing statistics and probability, calculus, and econometrics to produce trading signals for the purpose of timing portfolio re-allocations.

Your IAR may use one or more of the following investment strategies in managing your assets:

- Buy and hold (passive management) - A long term investment strategy based on the view that in the long run financial markets give a good rate of return despite periods of volatility or decline. This viewpoint also holds that short term market timing, i.e. the concept that one can enter the market on the lows and sell on the highs, does not work so it is better to simply buy and hold.
- Market timing (active management) - A strategy of making buy or sell decisions of financial assets by attempting to predict future market price movements. The prediction may be based on an outlook of market or economic conditions resulting from technical or fundamental analysis. This is an investment strategy based on the outlook for an aggregate market, rather than for a particular financial asset.
- Momentum investing (active management) – A strategy of buying securities that have had high returns over a specific historical time period (ex. the twelve months), and selling those that have had poor returns over the same period.
- Strategic asset allocation - A strategy that involves the establishment of a long-term target allocation in major asset classes such as stocks, bonds, and cash based on portfolio objective, risk tolerance, and time horizon.
- Tactical asset allocation – A strategy that attempts to overweight those asset classes that are expected to outperform on a relative basis and underweight those expected to underperform. Financial and economic variables (“signals”) are used to predict performance and assign relative short-term asset-class weightings.

The strategies described above may utilize a combination of long term purchases (securities held at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days), or options contracts (non-discretionary only and limited to purchases of put options where the account is long the underlying security & writing covered calls). Frequent trading in your account can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investment strategies and recommendations may be based upon consideration of any of the following:

- a. Diversification – for the purpose of balancing risk while maintaining the possibility of gain; or,
- b. Risk Factors – including the risk of capital loss (market risk) and the risk of loss of purchasing power (inflation risk), and

- the client's understanding of, and financial ability to bear, such risks; or,
- c. Asset Balance – taking into consideration short and long-term liquidity needs, blending of lesser and greater risk approaches, and combining income, growth, and safety concepts; or,
- d. Discipline – emphasizing commitment and follow through over a reasonable period of time in order to permit the investment plan or recommendations to achieve the intended/pursued result; or,
- e. Income Tax Considerations, but these should not replace the economic benefits as the principal determinant of investment decisions.

## **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 your evaluation of SSNAI or the integrity of SSNAI's management.

SSNAI is owned by a FINRA member introducing broker-dealer firm, SSN. The State of Florida Department of Banking and Finance named SSN in an administrative complaint alleging that it failed to supervise a former registered representative in the sale of variable annuities to two clients, a husband and wife. The matter was settled on December 21, 2002 via a stipulation and consent agreement. SSN was fined \$2,500 and ordered to pay \$12,438.38 to the state representing a return of commissions. SSN was further ordered to cease and desist from any and all violations of the Securities Act.

## **Item 10 – Other Financial Industry Activities and Affiliations**

The principal business of SSNAI is the provision of advisory services. SSNAI is owned by SSN, a FINRA member introducing broker-dealer firm. SSNAI's executive officers are registered representatives SSN. SSN receives transaction costs and charges assessed to its clients accounts. This gives SSNAI incentive to recommend SSN in its capacity as a broker-dealer if you are in need of brokerage and/or custodial services. Lower fees for comparable services may be available from other sources. This conflict of interest is fully disclosed to you in this brochure.

SSN owns and operates a full service insurance agency under the name of Network Agency, Inc. SSN also has a number of state specific insurance corporations that conduct insurance business across the country; Network Agency of Alabama, Inc., Network Agency of Ohio, RSB, Inc., SSN Agency of Texas, Inc., SSN Agency, Inc., and SSN Insurance Agency, Inc. Other affiliated entities are Renaissance Capital Corporation, which purchases equipment that is leased to SSN/SSNAI, and Fort Loudon Insurance Co, Ltd., and insurance agency for errors and omissions insurance for registered representatives of SSN.

SSNAI, its IARs, or SSN may receive administrative, investment advisory or other fees for providing support services, administrative support and/or client referrals to other investment advisory firms. If applicable, these arrangements are fully disclosed to you.

Through SSN's Strategic Conference Partnership Program, SSN receives revenue sharing payments from certain product providers. SSN Strategic Partners have the opportunity to place articles in our monthly publication, Network News, include monthly inserts in our representative's pay packages, advertise on our intranet, and receive Strategic Partner status on SSN's Approved Products List. This program presents a conflict of interest and gives SSNAI or your IAR an incentive to recommend investment products based on the compensation received, rather than on your needs. These conflicts, which are disclosed in this brochure, are addressed through ongoing training, annual compliance meetings, and a review of all transactions by SSNAI's compliance staff.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Pursuant to SEC Rule 204A-1, SSNAI has adopted a Code of Ethics for all access persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the personal securities transactions, trading, confidentiality and privacy, prohibition on insider trading, conflicts of interest, outside affiliations, and fair compensation, among other things. All supervised persons at SSNAI must acknowledge the terms of the Code of Ethics. The firm will provide a copy of our Code of Ethics to any client or prospective client upon request.

SSNAI does not engage in principal transactions as an investment advisor. SSN, as a broker-dealer, may engage in such transactions, however, not for any SSNAI investment advisor account transaction.

SSNAI, as an investment advisor, does not affect transactions for compensation for any investment advisor clients. SSN may do



so in its capacity as a broker-dealer. SSN will receive transaction costs and charges assessed to the investment advisor clients.

SSNAI does not affect agency cross transactions for any investment advisor clients. SSN may do so in its capacity as a broker-dealer.

SSNAI does not recommend securities or investment products to its investment advisor clients in which SSNAI has a financial interest other than fully disclosed commissions or referral fees. SSN may do so in its separate capacity as a broker-dealer.

SSNAI will receive a portion of the management and administrative fees charged by the third-party investment advisors. In the event that an IAR is to receive commission revenues from clients in connection with investments purchased in advisory or managed accounts, such commissions shall be "fully disclosed" by the IAR, and/or product prospectus and/or through the distribution of the trade confirmation statement.

SSNAI or individuals associated with SSNAI may buy or sell securities identical to those recommended to customers for their personal accounts. All such orders placed on the same day must be placed in the customers' account prior to being placed in the IAR's account. Additionally, any related person(s) may have an interest or position in certain securities that may also be recommended to a client. As such, transactions are likely to be statistically insignificant in relation to the market as a whole.

SSNAI does not permit the aggregate blocking of personal securities transactions with those of advisory clients.

As these situations may represent a conflict of interest, SSNAI has established the following restrictions in order to comply with its fiduciary responsibilities:

- a. A director, officer or employee of SSNAI shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public upon reasonable inquiry. No director, officer or employee of SSNAI shall prefer his or her own interest to that of the advisory client.
- b. SSNAI maintains a record of securities holdings via account statements for itself, and anyone associated with its advisory practice with access to advisory recommendations. An appropriate officer or manager of SSNAI reviews these statements on a regular basis.
- c. SSNAI emphasizes the unrestricted right of the client to decline to implement any investment advice rendered, except in situations where SSNAI is granted discretionary authority over the client's account.
- d. SSNAI requires that all directors, officers and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- e. Any director, officer or employee of SSNAI found to have failed to observe the above-listed principles may be subject to internal disciplinary sanctions, which may include termination.

## **Item 12 – Brokerage Practices**

SSN is a fully disclosed introducing broker-dealer. Accounts are carried by National Financial Services, LLC, Member NYSE/SIPC and Pershing, LLC. Some SSNAI advisory accounts may be carried by TD Ameritrade, a wholly owned subsidiary of TD Ameritrade Holding Corporation or Fidelity Institutional Wealth Services, a wholly owned subsidiary of the Fidelity Investments Group of companies.

If you are in need of brokerage and/or custodial services you will have SSN, in its capacity as a broker-dealer, recommended to you. Although you are not required to select SSN, or one of the approved clearing broker-dealers, for execution and custodial services, SSNAI will not be able to allow you to participate in its investment advisory services if you select another broker-dealer. Not all advisory firms require their clients to direct brokerage to a specified broker-dealer. SSNAI does not have discretion to select the broker-dealer to use for transactions or to negotiate transaction costs. Transactions executed through SSN, in its broker-dealer capacity, as part of services enumerated herein, may be subject to SSN's then current transaction fee and commission schedule. If applicable, such commissions and fees will be "fully disclosed". These practices present a conflict of interest and gives SSNAI or your IAR an incentive to recommend a broker-dealer based on the compensation received, rather than on your needs.

Due to the nature of SSNAI's business needs, SSNAI's advisory practice does not include negotiating commissions with broker-dealers or obtaining volume discounts. To improve the quality of execution, your IAR may aggregate your transactions with other orders for that his or her clients. Allocations of aggregated orders are made under procedures designed to treat all clients fairly. Aggregation of transactions typically occurs only when an IAR is executing a transaction in the same investment in multiple client accounts. If transactions are not aggregated, this may result in higher costs to you than if transactions are aggregated.

The investment advisory services provided by SSNAI may cost you more or less than purchasing similar services separately. You should consider whether or not the appointment of SSN (or an approved clearing broker-dealer) as the sole broker-dealer may or may not result in certain costs or disadvantages to you as a result of possibly less favorable executions. Factors to consider include the type and size of the account, the securities to be bought or sold and the your historical and/or expected size or number of trades.

Certain IARs have negotiated lower clearance and execution rates for their clients, with the result that those clients may receive similar service(s) at a lower execution cost than the clients of other IARs who have not negotiated lower rates.

### **Item 13 – Review of Accounts**

*SRMPlus Wrap Fee Program:* Clients participating in SRMPlus will have their accounts reviewed on a periodic basis, but no less frequently than each calendar quarter by Ibbotson. If Ibbotson recommends changes to the Portfolios, such changes will be communicated to SSNAI who will implement the changes to clients' accounts on a discretionary basis. Asset allocations and/or securities in the Portfolios may be adjusted or replaced at any time.

*Third-Party Managed Accounts:* IARs of SSNAI will review the services, reporting and account data provided by the approved third-party investment advisors to clients to ensure consistency with fair and ethical practices. Generally, quarterly and year-end reports will be prepared for each client by third-party investment advisors. These reports will not be prepared by SSNAI. The nature and frequency of the reports will vary depending upon the third-party advisor being utilized by the client. Clients should refer to the third-party investment advisor's Form ADV Part 2 for more information.

*All Other Investment Advisor Accounts:* IARs of SSNAI perform periodic reviews of client accounts. Each individual IAR is responsible for the review of all accounts they maintain. Reviews are performed no less than quarterly. Reviews are also performed when the client informs the IAR of substantial changes to their financial or tax status, investment objectives, risk tolerance or time horizons. Lastly, reviews may occur when fundamental market factors (e.g., inflation rates, interest rates, GDP, etc.) change in a material way.

Clients will be issued trade confirmations for all transactions, monthly account statements (for all months in which a change occurs in the account) and custodial statements.

Some IARs may generate account statements or performance reports for clients. All reports will include a notification urging the client to compare the account statements from the custodian with those from the IAR.

### **Item 14 – Client Referrals and Other Compensation**

*SSNAI as Solicitor:* For information regarding client referrals and other compensation, please refer to Item 5 and Item 10.

*SSNAI's Use of Solicitors:* SSNAI may compensate outside professionals or firms, such as attorneys, accountants, or other broker/dealers and investment advisers, for referring your advisory business to SSNAI. These professionals or firms are known as Solicitors" SSNAI will pay a portion of the advisory fee you pay us to the Solicitor, typically for as long as you maintain an advisory relationship with us, to compensate the Solicitor for the referral. SSNAI will not charge a client who is referred to SSNAI by a Solicitor any amount for the cost of obtaining the client that is in addition to the fee normally charged by SSNAI for its investment advisory services. Such solicitation arrangements are disclosed to clients at the time of the solicitation via execution of a Solicitor Disclosure Statement or similar document that outlines the nature and amount of the compensation we pay to the Solicitor and whether or not the Solicitor is affiliated with or related to SSNAI. Solicitors are required to provide prospective clients with a current copy of SSNAI's Form ADV Part 2 no later than the date on which the client enters into an advisory relationship with SSNAI.

### **Item 15 – Custody**

SSNAI may deduct advisory fees directly from clients' accounts but does not otherwise have custody of clients' funds or securities.

Deduction of advisory fees will be made by the qualified custodian holding your funds and securities. Further, the qualified custodian agrees to deliver a monthly or quarterly account statement directly to you, and never through SSNAI, showing all disbursements from the account. You are encouraged to review all account statements for accuracy. SSNAI will receive a duplicate copy of the statement that was delivered to you in order to form a reasonable belief that such statements are

delivered to you. You may terminate authorization for automatic fee deduction of advisory fees by notifying your IAR in writing. In turn, your IAR will notify the SSNAI home office promptly.

Some IARs may generate account statements or performance reports for clients. You are urged to compare the account statements from the custodian with those from the IAR.

## **Item 16 – Investment Discretion**

*Third-Party Managed Accounts:* Neither SSNAI nor any related person has the authority to determine, without first obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, or the broker-dealer to be used for the purchase or sale of securities. Instead, these decisions shall be made according to the terms of the investment advisory agreement executed by you and your chosen third-party investment advisor. Your chosen third-party advisor may have discretionary authority in your account. You should refer to the third-party investment advisor's Form ADV Part II for more information.

*All Other Investment Advisor Accounts:* If you choose to grant your IAR discretionary authority on your account, discretion will be granted in writing on the Client Advisory Services Agreement. Authority applies to initial purchases and sales, subsequent purchases and sales, re-balancing and reallocation of securities in your account. Discretionary accounts will only be approved for non-commission generating accounts. However, trail fees or 12(b)(1) fees on these discretionary accounts may be paid to SSN and your IAR in his/her capacity as a registered representative.

You have the right to restrict this discretionary authority provided to SSNAI. If applicable, limitations are included in the initial written authority. You may amend any limitation as necessary. SSNAI requires that all amendments be submitted in writing. Changes are effective once they are received and accepted by SSNAI.

## **Item 17 – Voting Client Securities**

SSNAI does not vote client securities.

## **Item 18 – Financial Information**

SSNAI has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.