



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

Item 1. Cover Page

Wrap Program Name: **iQInvest**, *a digital solution through Fidelity AMP Service*

Legal Name: Capital Markets IQ, LLC

Mailing Address: 427 N. Tatnall Street
Suite 52811
Wilmington, DE 19801

Telephone No.: 310.882.6380

Fax: 815.346.2452

Website: www.capitalmarketsiq.com

THIS WRAP FEE BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF CAPITAL MARKETS IQ, LLC (THE “COMPANY”). IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT 310.882.6380 EXT. 103 OR LEGAL@CAPITALMARKETSIQ.COM. THE INFORMATION IN THIS BROCHURE HAS NOT BEEN APPROVED OR VERIFIED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “COMMISSION”) OR BY ANY STATE SECURITIES AUTHORITY.

Additional information about Capital Markets IQ, LLC also is available on the SEC website at www.adviserinfo.sec.gov.

Any reference in this Brochure to “*registered investment adviser*” or being “*registered*” does not imply a certain level of skill or training.

This Form ADV, Part 2A, Appendix 1: *Wrap Fee Program Brochure* is provided to potential and existing investment advisory clients to assist them in understanding the services we provide, our conflicts of interest and the experience of our firm. Any information contained in this Brochure is intended solely for the use of the intended recipient. If you are not the intended recipient of this Brochure, you are hereby notified that you received this in error, and that the taking of any action in reliance on this Brochure is expressly prohibited. Management does not represent that this information is complete or accurate, and it should not be relied upon as such. This document is not a solicitation for the purchase or sale of securities.

March 29, 2018

Item 2. Material Changes

None

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Disclosure Regarding Forward-Looking Statements

This Wrap Fee Brochure contains “forward-looking statements,” which are subject to a number of risks and uncertainties, many of which are beyond our control. Forward-looking statements are typically identified by the words “believe,” “expect,” “anticipate,” “intend,” “estimate” and similar expressions. Although management believes that the plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that such plans, intentions or expectations will be achieved.

All forward-looking statements are expressly qualified in their entirety by these cautionary statements. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, actual results may vary materially from those expected. Given these uncertainties, users of the information included in this Brochure, including clients and prospective clients, are cautioned not to place undue reliance on such forward-looking statements. In light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking information will in fact occur. We do not undertake any obligation to update or revise or otherwise notify you of any changes of forward-looking statements. All subsequent written or oral forward-looking statements are expressly qualified in their entirety by these factors.

This Brochure does not constitute an offer to sell or a solicitation of an offer to buy any security. Any such offer or solicitation can only be made when preceded or accompanied by an offering memorandum and other applicable disclosures which comply with all applicable laws. Investments involve various risk factors, conflicts of interest and compensation to advisors. Past performance is not indicative of future results.

Neither the Securities and Exchange Commission nor any state securities administrator has passed on or endorsed the merits of this Brochure. Any misrepresentation to the contrary is unlawful.

IRS Circular 230 Disclosure

Any statements contained herein as to tax matters were neither written nor intended by the Company to be used and cannot be used by any taxpayer for the purpose of avoiding tax penalties that may be imposed on such taxpayer. If any person uses or refers to any such tax statement in promoting, marketing

or recommending a partnership or other entity, investment plan or arrangement to any taxpayer, then the statement expressed above is being delivered to support the promotion or marketing of the transaction or matter addressed, and you should seek advice on your particular circumstances from an independent tax adviser.

U.S. Patriot Act Disclosure

The Company hereby notifies you that pursuant to the requirements of the USA Patriot Act (Title III of Pub. L. 107-56 [signed into law October 26, 2001]) (the "*Act*") and other applicable laws, rules and regulations, we may be required to obtain, verify and record information that identifies you. Such information includes your name, address and other information that will allow us to identify you in accordance with the Act and such other laws, rules and regulations.

Texting and Social Media

Please do not contact the firm or your adviser via texting or social media.

Item 4 Services, Fees and Compensation

General

iQinvest is our *digital* investment advice service for a managed account. When you engage iQinvest online, you open a new brokerage account at Fidelity Investments and turn the investment decisions for that account over to the iQinvest team of advisers. We provide advisory services, for a fee, for your account. Based on information you provide about your financial situation, investment objectives and risk tolerance, we manage your account to help you meet your goals.

iQinvest digital service is not full service or comprehensive financial planning or investment advice from a traditional human adviser. It includes a limited number of model investment portfolios that utilize only certain types of investments. The model portfolio recommendations only consider a limited amount of information provided by you online.

Conversely, traditional investment advisory services may encompass all types of investment strategies and investment types. It is common for one with a complex situation and objectives to share more personal information with a human adviser with whom they may have a more personal relationship because complex goals may require in depth planning and execution.

iQinvest Team

The iQinvest team is made up of three key groups. Together, we provide you a comprehensive investment service.

- Capital Markets IQ, LLC is your investment adviser and primary point of contact for your iQinvest account. We provide the Client Profile Questionnaire ("*IPQ*") for you to complete and then help you choose a model portfolio for your account, based on information you share with us.
- Fidelity Brokerage Services LLC and National Financial Services LLC will provide brokerage, custodial, and related services for your account.
- Geode Capital Management, LLC, as sub-adviser, will make the day-to-day investment and trading decisions for your account for the Geode investment strategies ("*Geode*").

Any use of the words "we," "our," or "us" refers to one or more of these entities.

Our services include:

- Answering your questions about your investments
- Providing your IPQ and scoring your responses
- Suggesting an initial investment strategy, or mix of investments, based on information you provide, such as your goal, time horizon, and tolerance for risk
- Overseeing the buying and selling of investments in your account by the sub-adviser to maintain your investment strategy (rebalancing)
- Ensuring money you add to your account is invested according to your investment strategy
- Keeping you informed about how your investments are doing
- Reminding you to review and update the information you provided to us

How iQinvest Works

You start by telling us about yourself like the year you were born, your income, the reason you are saving and investing, the amount you plan to invest, when you will need to use your money, and your risk tolerance. Once you do that, we will suggest a model portfolio consisting of funds that hold stocks, bonds, and short-term investments, based on what we think is appropriate for you and your goal. The recommendation for your model portfolio is based on information you provide about your individual situation and objectives. From there, you can explore other investment strategies, accept our suggestion, or give us additional information to help us suggest an investment strategy that may be even more closely aligned to your specific situation. If you choose to work with us, you then open your Fidelity account online with a minimum of \$5,000. Once your Fidelity account is open, you can add money to it anytime.

Fees

We charge a gross annual advisory fee of 0.75% for iQinvest, which may be reduced via the application of a "variable fee credit," the amount of which will vary based on the investments held in your account. The variable fee credit reduces your gross advisory fee for iQinvest by the amount of any investment management or other fees that Fidelity or its affiliates receive as a result of investments held in your account and can help reduce the gross advisory fees of the iQinvest service. For Fidelity funds, the credit amount will equal the underlying investment management and any other fees or compensation paid to Fidelity or Geode or their affiliates from the Fidelity fund. For non-Fidelity funds, the credit amount will equal the distribution or shareholder servicing fees and any other fees or compensation paid to Fidelity or Geode or their affiliates by the non-Fidelity funds as a result of your investments in those funds. The variable fee credit is intended to address any potential conflicts of interest that might arise from those fees.

Your iQinvest advisory fee is calculated quarterly in arrears and automatically deducted from your account each quarter. The fees are not negotiable.

iQinvest may cost you more or less than purchasing such services separately depending on the trading activity in your account.

Other Costs

There are also expenses for the mutual funds and ETFs held in your account; these are the standard expenses paid by all shareholders of those funds. The Securities and Exchange Commission ("SEC") also

charges a small amount every time an ETF is sold. We estimate that this fee will be less than \$0.01 per year for every \$5,000 in your account, but it is subject to change.

There is no account closure fee. We will, however, deduct a prorated portion of your net advisory fee based on the number of days your account was managed during the quarterly billing period and your balance during that period.

You may withdraw some or all of the money in your account without penalties. However, closing your account by withdrawing your entire balance will result in a termination of the service, at which time you will be charged a prorated portion of the net advisory fee for the time your account was managed during the current quarterly billing period.

Item 5 Account Requirements and Types of Clients

Account Requirements

Fidelity uses an online account application. Once you complete the application, your new account number will be generated promptly. You must be at least 18 years old and a resident of the U.S. to open an account.

The account minimum is at least \$5,000. For taxable accounts, you can deposit as much as you like. However, online contributions are currently limited to \$250,000 per day.

You can withdraw up to 97% of your current account value, as long as the withdrawal does not leave your balance below the account minimum of \$5,000. If your account balance falls below \$5,000 due to money you withdrew, you may be asked to add more money to your account in order to bring the balance back up to \$5,000. If you fail to do so, we may be unable to manage your account and in such case, we will contact you in order to terminate the service. However, if your balance falls below \$5,000 because of a market decline, you will not be asked to add any additional funds.

For tax-advantaged accounts, such as IRAs, the amount you can contribute is subject to current IRS annual contribution limits of \$5,500 per year (\$6,500 if you're age 50 or older). Rollover and IRA transfer amounts are not subject to those limits.

There are no restrictions on the number of accounts you can open. However, each account must be funded within six months of being opened or the account may be subject to closure by Fidelity.

Account Types

The available account types are:

- Taxable (Individual/Joint)
- Traditional IRA
- Roth IRA
- Rollover IRA

Margin is not available for iQinvest accounts.

Client Types

An iQinvest account may be the right solution for you if you:

- Want an adviser to choose your investments for you and make changes to your account as needed.
- Want your money invested in a portfolio of investments
- Are willing to pay a fee for someone to make investment decisions on your behalf
- Are comfortable accessing your account online, including providing information about yourself, opening your account, and tracking your investments

Account Information

You can visit www.Fidelity.com and log in to your account. You will receive confirmations from Fidelity letting you know when trades are made on your behalf. You can view your account statement online, which will provide information about your holdings, any trades we make in your account, any dividends you receive, and all other account activity over the past month, including any advisory fees that were deducted from your account. You will receive an account statement from Fidelity at least quarterly.

You may change your information by visiting your account summary at any time. In addition, we will check in with you once a year to ask you to review your information to ensure nothing has changed. This is your Annual Review. If things have changed, we may suggest a new investment strategy for you. In some cases, we may tell you that your current strategy is no longer appropriate for your account and ask you to select a new one.

The model portfolio for the investment strategy for your account is based on the information we have on file for you. In order to help us provide an appropriate strategy for your stated goals and your risk tolerance, it is important that you keep that information up to date.

If you do not respond to our request to update or verify your information, we will do our own analysis of your account and your information. In some cases, we may find that your investment strategy is no longer appropriate for your account, generally because you are taking on more risk than is suitable for you, based on what we know about you. In these cases, we may move you into a strategy that is more appropriate for you and your goal. You will be notified by email when this happens and will receive email notification once we make the trades to put your new strategy into place.

Item 6 Portfolio Manager Selection and Evaluation

Your Account Investments

The day-to-day investment and trading decisions in your iQinvest account will be handled by Geode Capital Management, LLC, an unaffiliated investment advisor that was founded in 2001. Fidelity has partnered with Geode since 2003.

You may not buy and sell individual investments in your iQinvest account. However, you may place reasonable restrictions on the management of your account. The adoption of any restriction, or any change in a pre-existing restriction, is subject to Geode's acceptance of such restriction or change.

CMIQ has created the digital IPQ, which you must complete to collect and analyze information about you, including your financial situation, investment objectives, risk tolerance, and planned investment time horizon, and other information we may believe is necessary or appropriate, to determine your profile.

Your profile is the basis for making a recommendation as to the model portfolio that is suitable and appropriate for you given your situation and objectives. The questions and responses in the IPQ will have a corresponding point value. After you complete the IPQ, the points are summed in the Fidelity AMP Service to determine your risk score which, along with the taxability of your account type, are used to determine which of the model portfolios is recommended to you.

You can change your investment strategy at any time to any of the suitable options, based on information provided in your account profile. When you make changes to the information we have on file or provide additional information, we may suggest a different investment strategy for your account. To make changes, login to your account.

Types of Investments

Your account may hold a combination of mutual funds and exchange-traded funds (ETFs), depending on the investment strategy you select. These funds generally hold domestic stocks, foreign stocks, bonds, or short-term investments.

ETFs, exchange-traded funds, are investments that are usually designed to track the performance of a specific index, type of asset, industry, commodity, or the securities of a particular region. ETFs are traded on an exchange throughout the day. This means that the price of an ETF can fluctuate throughout the day, just like the price of a share of common stock.

In selecting mutual funds for iQinvest accounts, Geode may look at multiple factors, including but not limited to investment philosophy (whether the funds are actively or passively managed), risk and return characteristics (how closely the security tracks an underlying index), assets under management, tax efficiency, and cost. In selecting ETFs, Geode, in addition to looking at all the factors described above, may also look at an ETF's liquidity, or how easy it is to trade.

Once your account is invested, your original mix of investments may drift from the strategy you selected. If this happens, Geode will restore that original mix either by rebalancing your account or by buying some assets and selling others. While portfolios are continuously monitored, if markets move significantly in either direction and your portfolio strays significantly from the investment strategy you selected, your account may be rebalanced.

Fund prospectuses will be sent to you by Fidelity and are available online.

CMIQ does not vote proxies for you.

CMIQ does not review performance information presented by the Fidelity AMP Service to determine or verify its accuracy or its compliance with any presentation standards. Performance information may not be calculated on a uniform and consistent basis by Fidelity.

Item 7 Client Information Provided to Portfolio Managers

It is likely we will seek more information about your financial situation, financial goals and risk tolerance to help ensure we are providing appropriate advice to you and the model portfolio is the right one for you.

We recommend that you review what you told us at least once each quarter and make updates as needed. However, in order to ensure that the suggestions we make for your investment strategy are based on the most up-to-date information, feel free to make changes any time needed.

Being as accurate as possible can make it easier for us to suggest an investment strategy appropriate for you and your goal. Also, the more information you provide, the more closely we will be able to align an investment strategy to your personal situation.

Item 8 Client Contact with Portfolio Managers

You can contact Fidelity about your account, but for questions about your investment strategy, you will be referred to us. Generally, you may not call Geode directly. Geode serves as a sub-adviser to Capital Markets IQ, LLC. However, in certain circumstances, we can arrange a call with Geode.

Fidelity will send monthly emails to the email address you provided when you opened your account. These emails will contain a summary of account information, including your balance, plus a summary of any activity that has taken place in your account over the past month.

Item 9 Additional Information

Disciplinary Information

The SEC Office of Compliance Inspections and Examinations (“OCIE”) Examination Priorities include examining compliance oversight and controls of registered investment advisory firms that employ individuals with a history of disciplinary events in the financial services sector, including individuals that have been disciplined or barred from a broker-dealer. Publications of the SEC imply that such individuals may present an increased risk of future misconduct, and thus can present harm to clients.

As part of this initiative, the SEC is encouraging firms to disclose additional information about their hiring and supervisory practices. The SEC has also suggested that firms evaluate whether information that is not required to be disclosed should be disclosed anyway.

Disclosure

Item 11 of Part 1A; Item 9 of Part 2A, and Item 3 of Part 2B of the Form ADV requires a firm to disclose certain disciplinary events of the firm (and its advisory affiliates including the adviser’s supervised persons such as our investment adviser representatives (“IARs”)) occurring within the past 10 years, which are presumptively material. The rules generally require reporting of an event *upon occurrence* and, in most cases, prior to investigation and determination of outcome. These disclosures are available on the Financial Industry Regulatory Authority’s (“FINRA”) BrokerCheck website. Based on our experience, these disclosures may not always be complete, current or accurate. You should review with care.

This Item 9 of Part 2A requires us to disclose legal and regulatory events that are material to a client’s or prospective client’s evaluation of our advisory business or the integrity of our management. Management includes our officers and individuals who determine general investment advice provided to clients.

Item 9 provides a list of events that are deemed material, unless the presumption of materiality is rebutted. These are: criminal and certain civil, federal and state administrative and self-regulatory organization proceedings. To rebut the presumption of materiality that the events listed in Item 9 should be disclosed, a firm must take into consideration the following factors:

- Proximity of the person involved in the disciplinary event to the advisory function
- Nature of the infraction that led to the disciplinary event

- Severity of the disciplinary event sanction
- Time elapsed since the disciplinary event

We do not believe we are required to make any disclosures under this Item 9.

Other

Some of our IARs (non-management) were involved in a legal or disciplinary matter prior to joining CMIQ. Their disciplinary history is disclosed in Part 1 of our Form ADV and in Item 3 of their respective Form ADV Part 2B – Brochure Supplements. Details can be found on the FINRA BrokerCheck system or the IAPD. You may access disciplinary history via the internet. The BrokerCheck link is www.finra.org/brokercheck and the IAPD link is www.adviserinfo.sec.gov.

Hiring

We conduct due diligence of each adviser candidate and evaluate the risk to our clients and the firm before accepting or rejecting any person that may wish to join our firm. Our due diligence process consists of the following as applicable, among other things:

- BrokerCheck review
- Internal adviser questionnaire
- Background check
- Review of any court pleadings, if any
- Review of regulatory documents, if any
- Calls to state regulators and FINRA, when needed
- Calls to adviser's legal counsel that handled a matter, if any
- Personal references
- Business references
- Review of the adviser's business plan
- Review of type of strategies used, type of clients
- Interviews
- Internal discussions
- Discussion with custodian

Supervision

We evaluate each IAR individually and determine the level supervision we believe appropriate. We may exercise heightened supervision at times.

Business functions such as administration, business management, supervision of IARs, monitoring advice given to clients, compliance and regulatory filings are centralized among the president, the chief legal and compliance officer and the controller. Mr. Wiseman is located in Texas, Ms. Turnbow is located in Tennessee and Ms. Bratcher is located in Colorado. IARs provide investment advice to clients from their respective location.

Today clients use more technology and expect their adviser to come to them (e.g., online, their home, their office or coffee shop, etc.). This trend in client behavior is the primary reason we, to a great extent, centralized our operations online using cloud-based technology. We use third-party cloud-based services, email, telephones, online vendors, web meetings and in person meetings to stay connected to our clients and our team.

Our IARs utilize these cloud-based services to conduct advisory business, to generate client reports and for recordkeeping. They use uniform client documents and are subject to the same Company policies, procedures and practices. System access is centralized with our chief compliance officer. The cloud-based services allow us to limit system access to client accounts and information and to view records online in one place.

Our IARs set meetings with their clients and formulate the advice to those clients. However, they are required to upload any written materials regarding investment advice to clients to our cloud-based system. The chief compliance officer, controller and president have continuous online access to each of the Company's systems and each custodian platform to supervise and review documents and activities. Moreover, our custodians provide account activity alerts via email to our president and chief compliance officer containing relevant details of account activity so they may review it immediately.

Client billing is executed only by our controller. No IAR has access to change client billing or bill a client directly. Personal transactions and holdings are reported quarterly to our chief compliance officer. Further, new accounts or account closings must be approved by the chief compliance officer.

If you have questions containing any of our IARs, please contact us.

Telephone Numbers:

Mr. Wiseman - 310.882.6380, ext. 104

Ms. Turnbow - 310.882.6380, ext. 103

Ms. Bratcher - 310.882.6380, ext. 105

Other Financial Industry Activities and Affiliations

Our management and some of our advisers engage in businesses other than investment advisory services. These businesses include insurance services, business consulting, serving as a registered representative of a broker-dealer, practicing law, practicing accounting, private lending or full-time jobs. Outside business activities of our advisers are disclosed on Brokercheck and in the adviser's respective Form ADV Part 2B – Brochure Supplement.

Each IAR which sells insurance products receives commissions from the respective insurance company for selling insurance products. Insurance sales commissions are generally determined as a percentage of the face amount of the policy or annuity depending on the type of policy/annuity, the term of the policy/annuity and the insurance company. There may be other insurance products available with similar features which would pay a lower commission. Insurance products, including annuities and life insurance, can be purchased directly by consumers without payment of any commission to an insurance agent. The Company does not receive any compensation upon the sale of insurance products. The Company does not reduce its advisory fee to offset commissions paid to an insurance agent in connection with the sale of insurance products.

Ms. Turnbow, our chief legal and compliance officer, practices law. She represents certain clients of the Company and charges customary legal fees. She owns 50% of Extensor Capital, N.A., LLC and serves as legal counsel to Extensor Capital and its subsidiaries. As legal counsel, Ms. Turnbow could face a conflict if the interests of the Company became adverse to the interests of her other clients. In such case, the Company would retain separate counsel and she would recommend that the client engage separate counsel.

Ms. Bratcher, the Company's controller, practices accounting. She represents certain clients of the Company and charges customary accounting fees. She also serves as controller for Extensor and its subsidiaries. As a certified public accountant, Ms. Bratcher could face a conflict if the interests of the Company became adverse to the interests of her other clients. In such case, the Company would retain a separate accountant and she would recommend that the client engage a separate accountant.

Mr. Mohammed, an officer of the Company, owns 50% of Extensor Capital, N.A., LLC and serves in similar roles at Extensor. He Mohammed holds a California insurance producer licenses to sell insurance products such as fixed index annuities, fixed annuities, fixed life insurance and fixed index universal life policies to individuals. There is no business relationship between the Company and any of the insurance companies that Mr. Mohammed does business with.

Kenneth N. Wiseman, II is a registered representative, registered representative of Birchwood Securities Corp., a registered broker-dealer located in Medford, New Jersey. His duties in this role include trading securities. He expects to spend approximately 30% of his time on this activity each week. If you have an account with Birchwood Securities Corp., that is a brokerage account and not an advisory account, the interests of Mr. Wiseman when working with your account at Birchwood Securities Corp. may not always be the same as your interests. Please ask questions to make sure you understand your rights and his obligations to you, including the extent of his obligation to disclose conflicts of interest and to act in your best interest. At Birchwood Securities Corp., he may be paid both by you and, sometimes, by persons who compensate Birchwood Securities Corp. based on what you buy. Therefore, his compensation may vary by product and over time. There is no business relationship between the Company and the broker-dealer with which Mr. Wiseman is affiliated.

Mr. Wiseman also serves as a trader, analyst and principal to Tourbillion Limited, a Gibraltar company. He spends five hours per month on this activity. There is no business relationship between the Company and Tourbillion Limited.

Lawrence Pereira is a registered representative, registered principal and analyst of Govdesk, LLC, a registered broker-dealer located in Redondo Beach, California. His duties in this role include trading securities. If you have an account with Govdesk, LLC, that is a brokerage account and not an advisory account, the interests of Mr. Pereira when working with your account at Govdesk, LLC may not always be the same as your interests. Please ask questions to make sure you understand your rights and his obligations to you, including the extent of his obligation to disclose conflicts of interest and to act in your best interest. At Govdesk, LLC, he may be paid both by you and, sometimes, by persons who compensate Govdesk, LLC based on what you buy. There is no business relationship between the Company and the broker-dealer with which Mr. Pereira is affiliated.

Mr. Alinikoff holds an Pennsylvania insurance producer licenses to sell insurance products such as fixed index annuities, fixed annuities and fixed index and life and disability policies to individuals. He spends approximately eight hours per week on this activity and it represents approximately 50% of his annual income. He faces conflicts of interest by managing client accounts at the same time he is selling insurance products, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that he does business with.

David Burros holds Colorado insurance producer licenses but is not registered as an agent of any insurance agency. He is not currently selling insurance products. If in the future, he decides to sell insurance products, he will face conflicts of interest by managing client accounts at the same time he is

selling insurance products, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable.

John Butcofski, is the founder of Captain John Charts, and online subscription service for market research and investor education such articles, charts, videos and blogging. The service includes workshops, mentoring and coaching to help traders and individuals simply macro market data. He charges a flat monthly or annual subscription fee depending on the level of service selected by the customer. There is no business relationship between the Company and Captain John Charts.

Steven B. Castro holds an Arizona insurance producer license to sell insurance products such as fixed index annuities, fixed annuities and fixed index and life and disability policies to individuals. He spends approximately 40 hours per week on this activity and it represents the majority of his annual income. Mr. Castro faces conflicts of interest by managing client accounts at the same time he is selling insurance products, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that he does business with.

T. Matthew Chase holds a Tennessee insurance producer license to sell fixed index annuities, fixed annuities and fixed index life and disability policies to individuals. He spends approximately 40 hours per week on this activity and it represents more than 50% of his annual income. Mr. Chase faces conflicts of interest by managing client accounts at the same time he is selling insurance products, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that he does business with.

Catherine Fortier, one of our advisers, is married to Tim Fortier, the owner of Folio Café. Portfolio Café provides modeling and information services to the Company for our rules-based strategies. She faces conflicts of interest by managing client accounts at the same time she is recommending a client use one of our rules-based models supported by Folio Cafe, including she may have an incentive to favor our rules-based models over other strategies for the client because of the fees we pay to Folio Café. In such situations, we have instructed her to discuss these conflicts (actual or perceived) upfront with her clients when applicable.

Adam Jorgensen holds Florida insurance producer licenses to sell insurance products such as fixed index annuities, fixed annuities, fixed life insurance and fixed index universal life policies to individuals. He also provides valuation services to small businesses. He spends approximately 20 hours per week on this activity which represents a substantial portion of his income. He faces conflicts of interest by managing client accounts at the same time he is selling insurance products, especially fixed annuities, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. He also provides valuation services to small businesses. There is no business relationship between the Company and any of the insurance companies that Mr. Jorgensen does business with.

Mr. Kuzma holds an Nebraska insurance producer licenses to sell insurance products such as fixed index annuities, fixed annuities and fixed index and life and disability policies to individuals and group plans. He spends approximately 40 hours per week on this activity and it represents more than 50% of his annual income. Mr. Kuzma faces conflicts of interest by managing client accounts at the same time he is

selling insurance products, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that he does business with.

Donald Massey holds Massachusetts insurance producer licenses for life and disability insurance. He faces conflicts of interest by managing client accounts at the same time he is selling insurance products, especially fixed annuities, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that Mr. Massey may do business with.

Scott Perrone holds Florida insurance producer licenses to sell insurance products such as fixed index annuities, fixed annuities and fixed index and life and disability policies to individuals. He spends approximately five hours per month on this activity and it represents approximately 50% of his annual income. He faces conflicts of interest by managing client accounts at the same time he is selling insurance products, especially fixed annuities, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. He also provides valuation services to small businesses. There is no business relationship between the Company and any of the insurance companies that Mr. Perrone does business with.

Ms. Prevoir holds an Florida insurance producer licenses to sell insurance products such as fixed index annuities, fixed annuities and fixed index and life and disability policies to individuals. She spends approximately 40 hours per week on this activity and it represents over 50% of her annual income. Ms. Prevoir faces conflicts of interest by managing client accounts at the same time she is selling insurance products, including that she may have an incentive to favor insurance products over securities as investments for clients for which she receives greater compensation. In such situations, we have instructed her to discuss these conflicts (actual or perceived) upfront with her clients when applicable. There is no business relationship between the Company and any of the insurance companies that she does business with.

Ms. Prevoir offers the CPA Team Based Model services of Elite Resources Team. She serves as a consultant to accounting firms and business owners to assist them with addressing a client's tax planning, investment and retirement needs. She spends approximately 10 hours per month on this activity. When working with an accounting firm, her focus is helping the firm deliver more value by networking across the Elite Resources Team network of other financial professionals. Ms. Prevoir may receive commissions or fees from the professionals to whom she refers clients. It is possible that one of the accounting firms or professionals could refer a client to Ms. Prevoir for investment advisory or insurance services. Ms. Prevoir would face a conflict of interest by managing client accounts at the same time she is being paid by a professional in the Elite Resources Network. In such situations, we have instructed her to discuss this conflict (actual or perceived) upfront with her clients when applicable. There is no business relationship between the Company, Elite Resource Team or any of the accounting firms that she does business with.

Jeffrey Richardson is the owner of Sugarloaf Financial Group, LLC, an insurance agency in Georgia. He sells life insurance and annuities to individuals. He spends approximately 80 hours per month on this activity and it represents more than 50% of his annual income. Mr. Richardson faces conflicts of interest by managing client accounts at the same time he is selling insurance products, including that he may have an incentive to favor insurance products over securities as investments for clients for which he

receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that Mr. Richardson does business with.

Mahran Sadri holds California insurance producer licenses for property, casualty, life, accident & health products and variable contracts. He faces conflicts of interest by managing client accounts at the same time he is selling insurance products, especially fixed annuities, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that Mr. Sadri does business with.

Jason Sayles and Miuseyen Keenan are the owners and officers of Capital Markets 3, LLC, d/b/a CM3, in St. Petersburg, Florida. This entity provides business consulting services, payroll services and access to unaffiliated, third party accounting, tax, retirement and insurance service providers to address needs of certain business clients and self-directed retirement plans. Capital Markets 3, LLC charges clients directly for these services. They spend 60-80 hours per month on this activity. Either Mr. Sayles or Ms. Keenan could face conflicts of interest by managing a client's investment account at the same time their company is providing or recommending other third-parties services. In such situations, we have instructed each of them to discuss these conflicts (actual or perceived) upfront with clients when applicable. There is no business relationship between the Company and Capital Markets 3, LLC.

Some of the clients of Mr. Sayles and Ms. Keenan use the accounting and tax services of Hajek & Hajek CPA's P.A., a certified public accounting firm, in St. Petersburg, Florida Both Mr. Sayles and Ms. Keenan rent office space from this CPA firm. One of the CPAs at Hajek & Hajek may serve as an outsourced chief financial officer for one or more of the clients of Mr. Sayles and Ms. Keenan. The same CPA is employed as the chief financial officer of Capital Markets 3, LLC. From time to time, he may refer clients to Capital Markets 3, LLC, Mr. Sayles or Ms. Keenan, including clients needing investment advisory services provided by CMIQ. While the CPA is not paid any referral fee by CMIQ, Mr. Sayles or Ms. Keenan, he does receive a salary and benefits from Capital Markets 3, LLC as its chief financial officer. While there is no business relationship between the Company and Hajek & Hajek CPA's P.A, this CPA firm does provide accounting and tax services to certain clients of the Company. In the future, CMIQ may refer one of more of its clients to Hajek & Hajek CPA's P.A. for accounting and tax services. CMIQ does not receive any referral fees from Hajek & Hajek CPA's P.A.

Michael Simms holds Florida insurance producer licenses to sell insurance products such as fixed index annuities, fixed annuities and fixed index UL policies to individuals. He also provides valuation services to small businesses. He spends approximately 20 hours per week on this activity which represents a substantial portion of his annual income. He faces conflicts of interest by managing client accounts at the same time he is selling insurance products, especially fixed annuities, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that Mr. Simms does business with.

Mr. Simms offers the CPA Team Based Model services of Elite Resources Team. He serves as a consultant to accounting firms and business owners to assist them with addressing a client's tax planning, investment and retirement needs. He spends approximately 10 hours per month on this activity. When working with an accounting firm, his focus is helping the firm deliver more value by networking across the Elite Resources Team network of other financial and advanced tax planning professionals. Mr. Simms may

receive commissions or fees from the professionals to whom he refers clients. It is possible that one of the accounting firms or professionals could refer a client to Mr. Simms for investment advisory or insurance services. Mr. Simms would face a conflict of interest by managing client accounts at the same time he is being paid by a professional in the Elite Resources Network. In such situations, we have instructed him to discuss this conflict (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company, Elite Resource Team or any of the accounting firms that Mr. Simms does business with.

Sam Talbert holds Arkansas insurance producer licenses for annuities, property, casualty, life, accident & health products and variable contracts. Mr. Talbert markets and sells insurance products through the following agencies:

- Allied Financial Services, 6216 Westminster, Benton, AR 72019. He has been the owner of this entity since 1998.
- Allied Wealth Management, Inc., 6216 Westminster, Benton, AR 72019. He has owned this company since 2007.
- Safe Money Advisors, PLLC, 17328 Interstate 30, Suite 5, Benton, AR 72015.

He spends approximately 30 hours per week on this activity and it represents the majority of his annual income. He faces conflicts of interest by managing client accounts at the same time he is selling insurance products, especially fixed annuities, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that Mr. Talbert does business with.

Gil Velez holds Florida insurance producer licenses for fixed annuities, disability, health, life, employee benefits and long-term care policies. He spends approximately 80 hours per month on this activity and it represents approximately 50% of his annual income. He faces conflicts of interest by managing client accounts at the same time he is selling insurance products, especially fixed annuities, including that he may have an incentive to favor insurance products over securities as investments for clients for which he receives greater compensation. In such situations, we have instructed him to discuss these conflicts (actual or perceived) upfront with his clients when applicable. There is no business relationship between the Company and any of the insurance companies that Mr. Velez does business with.

As stated above, several of our IARs or affiliates holds an insurance license to market and sell annuities, property, casualty, life, accident and health insurance products, which is investment-related activity. One or more of the Company's IARs or affiliates may be married to an individual who also holds an insurance license and sells insurance products. These individuals may be associated with one or more unaffiliated insurance agencies. There is no business relationship between the Company and the insurance companies or agencies for which these individuals may be producers. Further, the Company does not act as an insurance agent or receive commissions for selling insurance products.

However, we may provide consulting, due diligence and administrative services to an IAR or affiliate, who is also an insurance agent, concerning various matters, including financing of insurance products. In such cases, the IAR or affiliate may pay the Company an hourly fee of \$350 or other flat fee for its services. The Company's consulting, due diligence or administration fees vary depending on the complexity of the case, the amount of time spent, the quantity of work completed, consultation with other professionals, etc. It is possible that we could be providing consulting services to an IAR or affiliate concerning a proposed financing case in which a client subsequently engages the Company as its consultant and/or investment adviser. In such case, the Company would face a conflict of interest because the Company could receive compensation from both the client and the IAR or affiliate.

The Company may advise a client with respect to premium financing for life insurance and other business financial matters. These services may create client assets for which the Company provides advisory services and charges the client an AUM fee. An IAR may be advising a client regarding such financing while IAR (or spouse) is selling the client a life insurance product. In such case, the IAR, in its capacity as an insurance agent (or its spouse), would receive customary insurance commissions paid by the insurance company, and a portion of the AUM fee, up to one-third (1/3), paid by the client to the Company.

We have entered into a sub-adviser agreement with Advisers Capital Investments Inc. in which the Company serves as sub-adviser to ACI with respect to one of our proprietary equity strategies. We advise ACI with respect to the execution of the strategy for certain of its clients. ACI pays the Company a fee equal to an agreed percentage of assets under management in each of its client accounts which utilizes our strategy. In addition, the agreement provides that from time to time ACI may refer other investment advisers, adviser firms, financial advisers and broker-dealers to the Company for its sub-adviser services. If the Company enters into an agreement with such referred persons, the Company will pay ACI a fee of 20% of the revenue collected by the Company from these persons. This relationship creates a conflict of interest. To address this conflict, we have asked ACI to deliver a written Disclosure Statement to parties it refers to CMIQ for sub-advisor services disclosing the relationship between the Company and ACI and the compensation paid by the Company to ACI.

We have entered into a sub-adviser agreement with Horter Investment Management, LLC to serve as an adviser to Horter with respect to one of our proprietary equity strategies for its clients. Horter pays the Company a fee for these services based on the quarter-end asset value of Horter's client accounts using our strategy. To address any conflict of interest, it is our understanding that Horter has disclosed our relationship and compensation to its clients and has obtained any necessary consent from its clients.

The Company has entered into a service agreement with Folio Café LLC, owned by Tim Fortier, for certain modeling and information services relating to our Keystone, F3 and FF3 strategies. The Company pays Folio a fee for its services. Folio provides subscription services for its modeling products. From time to time, a Folio customer may request a recommendation to an investment adviser to assist with using a Folio model. Mr. Fortier may recommend, Catherine Fortier, his wife and an adviser with CMIQ, to a Folio customer. There is no compensation agreement between Folio and CMIQ for such recommendations. However, the more clients recommended to CMIQ which engage CMIQ to assist with the Keystone and F3 strategies could increase the service fees that CMIQ pays Folio related to its modeling and information services which could incentivize Folio to refer more potential clients to CMIQ. To address any conflict of interest, we plan to disclose our relationship and the fees we pay Folio to referred clients and to obtain any necessary consent from those clients.

We have entered into an indemnification agreement with each officer of the Company that provides him/her with rights to indemnification and expense advancement to the fullest extent permitted by Delaware law. We believe that the terms of the agreements with the mentioned parties and officers were made on terms no less favorable to the Company or you than could have been otherwise obtained from unaffiliated third parties. All future transactions involving the Company, its officers, affiliates and principals are expected to be on terms no less favorable to the Company or you than could be obtained from unaffiliated third parties.

IRA Rollover Conflict Considerations

From time to time clients seek our advice concerning whether to rollover assets from a former employer's retirement plan to an individual retirement account ("IRA"). If you elected to roll the assets to an IRA and engaged the Company to manage your rollover IRA account, we would charge you a fee as set

forth in the agreement you executed with our firm. This presents a conflict of interest because an IAR has an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of:

- Leaving the funds in your employer's (former employer's) plan.
- Moving the funds to a new employer's retirement plan.
- Cashing out and taking a taxable distribution from the plan.
- Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages. Before making a change, you should speak with your tax adviser.

If you are considering rolling over your retirement plan assets to an IRA for the Company to manage, please consider the following prior to doing so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments. Employer retirement plans generally have a more limited investment menu than IRAs. However, employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA. You should also understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
3. Our strategy may have higher risk than the options provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401(k) plan or retirement account, you could potentially delay your required minimum distribution beyond age 70.5.
6. Your 401(k) plan may offer more liability protection than a rollover IRA. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401(k), but not from an IRA.

8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
9. If you own company stock in your 401(k) plan, you may be able to liquidate those shares at a lower capital gains tax rate.
10. Your 401(k) plan may allow you to hire the Company as the adviser and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you.

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

We have adopted a written code of ethics pursuant to SEC Rule 204A-1. This code contains customary policies regarding:

- A standard of business conduct that is required of each IAR which reflects our fiduciary obligations and those of our IARs.
- Compliance by IARs with applicable federal securities laws.
- Periodic reporting by certain persons to the Company regarding their personal securities transactions and holdings.
- Reporting by IARs of violations of the code of ethics promptly to our chief compliance officer.
- Delivery of copies of the code of ethics and any amendments to IARs and acknowledgment of receipt.

We will provide a copy of our code of ethics to any client or prospective client upon request.

Most of our related persons are investors in mutual funds and publicly-traded stocks and bonds through 401(k) plans with prior employers, individual IRA accounts or as direct investors. The IARs that manage the Company's proprietary investment strategies for clients do invest their own money in the same strategies on the same terms as the clients. It is possible that an IAR of the Company could recommend a mutual fund, stock or bond in which one of our related persons owns a position.

The Company has adopted a written compliance manual to assist related persons to avoid conflicts of interests which could arise when buying or selling securities for their own accounts at or near the same time an IAR may be buying and selling those same securities for a client. Each IAR provides information concerning personal trading to the chief compliance officer. These records are reviewed by our chief compliance officer for possible conflicts involving related persons. The Company addresses such conflicts, if any, through disclosure to the client and, when required, obtains client consent.

Review of Accounts

You may review your account online at Fidelity at any time.

Fidelity sends us alerts regarding various account activity. We are able to review activity, as needed, in the Fidelity AMP Service online when we receive these alerts. Our periodic reviews focus primarily on positions held and valuation. Accounts may be reviewed more frequently upon request by you.

Your account may be reviewed by our president and our chief compliance officer. These reviews may focus on several topics, including suitability, trends and risk. Our chief compliance officer reviews the personal accounts of our supervised persons and may review your account for unusual activity or conflicts of interest. Accounts may be reviewed more frequently upon request by you or an IAR.

Client Referrals and Other Compensation

We receive an economic benefit from Fidelity custodians, in the form of the support products and services they make available to us and other independent investment advisors whose clients maintain their accounts at the custodians. These products and services, how they benefit us, and the related conflicts of interest are described in Item 12 to our Form ADV, Part 2A. The availability to us of these products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 10. Requirements for State-Registered Advisers

Not applicable.