



THE  
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## **Form ADV, Part 2A Appendix 1 Wrap Fee Program Brochure**

**June 25, 2012**

This brochure provides information about the qualifications and business practices of The Elements Financial Group, LLC. If you have any questions about the contents of this brochure, please contact us at 714-427-5800. 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.

Any reference to or use of the terms “registered investment adviser” or “registered,” does not imply that The Elements Financial Group, LLC or any person associated with The Elements Financial Group, LLC has achieved a certain level of skill or training.

Additional information about The Elements Financial Group, LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 2 - MATERIAL CHANGES

Revised June 25, 2012

The purpose of this page is to inform you of any material changes since the previous version of this wrap fee program brochure. If you are receiving this wrap fee program brochure for the first time this section may not be relevant to you.

The Elements Financial Group, LLC ("Elements," "we," "firm," "our," or "us") reviews and updates our brochure at least annually to confirm that it remains current. Below is a summary of the material changes made to our brochure since the last annual update dated May 25, 2012.

The material changes to this brochure are as follows:

Item 4 – Advisory Services Offered notes that Elements now offers Separately Managed Equity Programs as well as Separately Managed Bond Programs.

Item 4 – Wrap Fee and Billing Method documents a decrease in the Base Platform Fee which will apply to all client accounts after June 18, 2011. In addition, Elements will charge an annual "Strategist" and/or Separate Account Manager fee to cover the cost of the services provided by Strategists and Separate Account Managers (SMA's) if any. Such fees will range from 0.10% to 0.45%, depending upon the Strategist and/or Separate Account Manager selected.

Item 5 – Account Requirements lays out new minimum sizes for accounts as follows:

Individual Mutual Fund and/or ETF Accounts	\$ 50,000
Individual VolPro Accounts	\$100,000
Individual YieldPro Accounts	\$100,000
Separately Managed Accounts	\$100,000
Unified Managed Accounts (UMA)	\$150,000

In addition, a new Excessive Mutual Fund Trading Policy was added to Account Requirements discussing a limitation of one round-trip (buying and selling mutual funds), with certain stated exceptions, within a 30 calendar period.

Item 6 – Investment Strategies for Managing Portfolios discusses a new emphasis on market movement as an important factor to consider in the construction of client portfolios.

The Elements Financial Group, LLC reviews and updates our brochure at least annually to make sure that it is still current.

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## ITEM 4 - SERVICES, FEES AND COMPENSATION

### Description of Advisory Firm

The Elements Financial Group, LLC ("Elements," "we," "firm," "our," or "us") is a privately owned limited liability company headquartered in Irvine, California. In December 2006, the firm was founded and in September 2007 started operating as an investment adviser registered with the U.S. Securities and Exchange Commission. Nick Scalzo and Gaetan Scalzo are both principal owners having at least 25% ownership in the firm.

### Advisory Services Offered

Elements offers an asset allocation wrap fee platform (the "Platform") to registered investment advisors ("Advisors") and offers investment advisory services through its Platform to potential clients referred by solicitors generally affiliated with broker-dealers. Elements also offers Investment Manager and Model Portfolio Advisor Services through various third-party platforms. Elements is the sponsor of the Platform as well as the only portfolio manager for the Platform.

### Platform Services Offered through Advisors

Elements provides Advisors with a turnkey asset management Platform. Our Platform generally includes:

- Access to multiple institutional assets allocation strategists ("Institutional Strategists")
- Model portfolios designed to cover a number of standard risk/return
- Access to software including tools for set-up of client accounts, client proposals, investment policy statements, client agreements and the ability to view and manage client data
- Research, timely information and recommendations regarding the qualifications, investment philosophies, policies and performance of the Institutional Strategists available on the Platform
- Preparation of periodic performance measurement reporting regarding Advisor's clients' assets invested through the Platform
- Assistance in marketing the Platform to Advisor's clients
- Operational and administrative services in connection with the Platform including account set-up and maintenance

Elements provides certain services to the client accounts that are opened through the Platform. These services generally include:

- Exercising discretion on whether, how and when to implement transactions in a client's account based on the model(s) selected by Advisor and client
- Arranging for the execution of trades in clients' accounts (with the exception of accounts invested in Separately Managed Equity and Bond Model Portfolios, as described further below)

Advisors are generally responsible for:

- Ensuring client suitability and determining client investment objectives and goals, both initially and ongoing
- Selecting and changing the individual securities or model portfolio(s) in clients' account that we make available through the Platform in accordance with such objectives and goals

Clients should carefully review the executed investment management agreement with their Advisor as well as the Advisor's own Form ADV Brochure if applicable. The Advisor is responsible for delivering these items to each client.

Elements has entered into written agreements with Institutional Strategists. Each Institutional Strategist develops various model portfolios for inclusion on Elements' Platform. The model portfolios currently offered on the Platform are as follows:

- **Mutual Fund Accounts** - comprised primarily of various mutual funds
- **ETF Accounts** - comprised primarily of various exchange traded funds (ETFs)
- **Separately Managed Equity and Bond Accounts** - comprised of individual bonds, stocks, and mutual funds

The Institutional Strategists generally will not have any discretionary authority or control over client assets. Institutional Strategists are not responsible for ensuring client suitability. However, the Institutional Strategist for the Separately Managed Equity and Bond Accounts will provide services as the "Separate Account Manager" and these services will include: (i) exercising discretion on whether, how and when to implement transactions in a client's account; and (ii) arranging for the execution of trades in these clients' accounts.

Elements also manages models using a proprietary investment approach. The model portfolios currently offered on the Platform that are managed by Elements are as follows:

- **VolPro** – comprised primarily of various mutual funds and exchange traded funds (ETFs)
- **YieldPro** - comprised primarily of various mutual funds and exchange traded funds (ETFs)

A combination of any of the above models may be utilized in one Unified Managed Account (UMA), which allows clients to consolidate multiple models within one custodial account. See account requirements below for minimum UMA account size.

### Investment Discretion

Elements has full discretion to decide and appoint third party managers (e.g. Institutional Strategists and Separate Account Managers) and to determine the specific security to trade, the quantity, and the timing of transactions for client accounts on the Platform (with the exception of accounts invested in Separately Managed Equity and Bond Model Accounts) without notice to, or approval from each client. Elements is granted this discretionary power in the written agreement between Elements and the Advisors (or in the case of a solicited client, the written agreement between Elements and the client). Clients also give us trading authority over their accounts when they sign the custodian paperwork. In the case of Separately Managed Equity and Bond Model Accounts, Elements delegates this discretionary authority to the Separate Account Manager.

However, certain client-imposed conditions may limit Elements' and the Separate Account Manager's discretionary authority, such as where the client prohibits transactions in specific security types or directs Elements to execute transactions through specific broker-dealers. Elements will rebalance accounts for clients on the Platform in accordance with the changes communicated to Elements by the Institutional Strategists subject to our discretion. Elements has the authority to hire and

fire the Institutional Strategists and Separate Account Managers in the Platform. Elements will use its best efforts to provide Advisors with reasonable advanced notice of any termination and the opportunity to select an alternative Institutional Strategist.

#### Custody and Brokerage Practices

Elements requires clients to open one or more custodian accounts in their own name at a custodian of the client's choice. For clients in need of brokerage or custodial services, Elements recommend the use of certain broker-dealers/custodians to clients and Advisors regarding third-party Custodial Broker for the custody of the Platform client's cash and/or securities. Factors we consider when recommending a Custodial Broker include but are not limited to, the reasonableness of their commissions, product availability, research and other services available to both the client and Elements.

For clients introduced by their Advisor or referred by a solicitor, the client may be required to use the Custodial Broker recommended by the Advisor or the solicitor's broker-dealer. The client will enter into a separate agreement with the Custodial Broker to custody the assets. Elements is independently owned and operated, and unaffiliated with any broker-dealer/custodian.

Clients introduced to us by a third-party advisor will be required to use the Custodial Broker that is specified in their agreement. Under our agreement with the third-party advisor, we are required to effect trades through the broker-dealer that is outlined our agreement.

Elements does not place trades directly, but uses a third-party service provider to place trades for execution.

Elements has limited custody of some of our clients' funds or securities when clients authorize us to deduct our fees directly from the client's account. A qualified custodian (generally a broker-dealer, bank, trust company, or other financial institution) holds clients' funds and securities. Clients will receive statements directly from your qualified custodian at least quarterly. The statements will reflect the client's funds and securities held with the qualified custodian as well as any transactions that occurred in the account, including the deduction of our fee.

Clients should carefully review the account statements you receive from your qualified custodian. When clients receive statements from Elements as well as from the qualified custodian, clients should compare these two reports carefully. Clients with any questions about your statements should contact us at the address or phone number on the cover of this brochure. Clients who do not receive their statement from your qualified custodian at least quarterly should also notify us.

#### Aggregation and Allocation of Transactions

Elements generally aggregates by Custodial Broker transactions for Platform clients in the same securities for the purpose of obtaining best execution, negotiating more favorable commission rates, or allocating equitably among Elements' clients the differences in prices and commission or other transaction costs that might not have been obtained had such orders been placed independently. No advisory client will be favored over any other client, and each account that participates in an aggregated order will participate at the average share price (per Custodial Broker) for all transactions in that security on a given business day. Elements does not aggregate trades of our personnel with those of client accounts unless our personnel have personal accounts that are managed by Elements through the Platform as we consider those accounts to be client accounts and generally treated the same as other clients' accounts.

Aggregated transactions will be allocated among accounts in writing before the aggregated transaction is transmitted to a broker for execution (Pre Allocation Statement). If the aggregated transaction is filled in its entirety, it will be allocated among the accounts listed on the Pre Allocation Statement. If an aggregated transaction is only partially filled, it will generally be allocated on a pro rata basis. However, the transaction may be allocated on a basis different from that specified in the Pre Allocation Statement in both cases (filled entirely or partially filled) so long as all client accounts participating in the aggregated transaction receive fair and equitable treatment and the reasons for the different allocation is explained in writing and received prior approval by the firm's Chief Compliance Officer or designee.

#### Research and Other Soft Dollar Benefits

Elements may receive from TD Ameritrade and possibly from other broker-dealer/custodians that we recommend, without cost (or at a discount), support services and/or products that benefit Elements but may not directly benefit our clients' accounts. Certain broker-dealer/custodians including TD Ameritrade may make available products and services that may be used to service all or some substantial number of Elements' accounts, including accounts not maintained with these broker-dealer/custodians.

Certain broker-dealer/custodians including TD Ameritrade make available products and services that assist Elements in managing and administering clients' accounts including software and other technology that:

1. provide access to client account data (such as trade confirmations and account statements);
2. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
3. provide research, pricing and other market data;
4. facilitate payment of Elements' fees from our clients' accounts;
5. assist with back-office functions, recordkeeping, and client reporting, compliance, legal and business consulting;
6. publications and conferences on practice management and business succession; and
7. access to employee benefits providers, human capital consultants, and insurance providers.

Certain broker-dealer/custodians including TD Ameritrade may discount or waive fees it would otherwise charge for some of these services of a third-party providing these services to Elements and may also provide other benefits such as educational events to Elements.

As part of our fiduciary duty to clients, Elements endeavors at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by Elements or our personnel in and of itself creates a potential conflict of interest and may indirectly influence Elements' recommendation of TD Ameritrade and other broker-dealer/custodians that we may recommend to clients and Advisors for custody and brokerage services.

#### Investment Advisory Services

For clients referred to Elements by a solicitor, the client will enter into an investment management agreement directly with Elements and Elements will be the Advisor. For these clients, Elements will provide the services outlined above as the Platform provider and will provide investment advisory services, which include, but are not limited to:

- determining suitability of the Platform and the model portfolio selected by the client
- exercising discretion regarding whether, how and when to implement transactions in a client's account based on the model(s) selected by the client
- arranging for the execution of trades in clients' accounts (with the exception of accounts invested in Separately Managed Equity and Bond Accounts, as described further above)

- The complete services provided by Elements as the Advisor will be fully outlined in the agreement executed between Elements and the client

Depending on the type of arrangement made between Elements and the solicitor, the solicitor may assist the client in completing Platform account applications and other applicable forms and submit them to Elements. The solicitor may also obtain information from the client regarding the client's investment objectives and financial situation and may assist the client in determining a suitable model portfolio(s) based on such objectives and financial information. The client is ultimately responsible for making the final selection of the model portfolio(s). The client is further responsible for promptly notifying Elements in writing of any change in the client's investment objectives, financial situation, and/or the selection of model portfolio(s).

For clients referred by a solicitor, Elements reserves the right to not accept and/or terminate the account, if Elements believes at any time, based on information provided by the client that the model portfolio selected by the client is not suitable and the client's decision is to not change the selection.

#### Additional General Information

Elements may also occasionally offer advice regarding additional types of investments, besides those offered through the Platform, if they are appropriate to address the individual needs, goals, and objectives of the client or in response to client inquiry. Elements may offer investment advice on any investment held by the client at the start of the advisory relationship.

Participating in the wrap fee program may cost a client more or less than purchasing investment management and trading services separately. Factors that may affect the cost of a wrap fee program relative to other compensation arrangements include: the advisory fees the client would pay for Elements' investment management services if the fees were un-bundled; the transaction and execution fees the custodian would charge to the client under a non-wrap fee arrangement, and the frequency and volume of trading activity in the client's account. Under the terms of this wrap fee program, Elements will pay trading and execution costs imposed by the custodian for transactions in client accounts. This arrangement may present a potential conflict of interest for Elements, as Elements has a financial disincentive to engage in active trading. However, transaction fees are not a material consideration for Elements in deciding whether to engage in any trading or the level of trading activity through the custodian. We make investment decisions for clients in wrap fee programs the same way we manage accounts where the client pays for trading and execution costs separately.

Elements receives compensation when clients participate in this wrap fee program. This compensation may be more than what Elements would receive if clients participated in other programs at Elements or paid separately for investment advice, brokerage, and other services, and Elements may therefore have a financial incentive to recommend the wrap fee program over other programs or services.

#### Tailored Services and Client Imposed Restrictions

Elements manages client accounts based on the investment strategy the client chooses, as discussed below under **Item 6 - Portfolio Manager Selection and Evaluation**. Elements applies the strategy for each client, based on the client's individual circumstances and financial situation. We make investment decisions for clients based on information the client supplies about their financial situation, goals, and risk tolerance. Our recommendations may be limited if the client does not provide us with accurate and complete information. It is the client's responsibility to keep Elements informed of any changes to their investment objectives or restrictions.

Clients may also request other restrictions on the account, such as when a client needs to keep a minimum level of cash in the account or does not want Elements to buy or sell certain specific securities or security types in the account. Elements reserves the right to not accept and/or terminate management of a client's account if we feel that the client-imposed restrictions would limit or prevent us from meeting or maintaining the client's investment strategy.

#### **Wrap Fee and Billing Method**

##### Platform Services

Elements charges clients who participate on our Platform a bundled Platform Fee for our services and commissions on transactions instead of paying these fees separately. The annual Platform Fee for the services provided is based on a percentage of the market value of the portfolio. The **maximum** annual Base Platform Fee that Elements will charge is 0.65%. Some clients may be paying a lower Base fee depending on certain factors including what the Base Platform Fee was when their account opened or when their Advisor began doing business with Elements. In addition, Elements will charge an annual "Strategist" and/or Separate Account Manager fee to cover the cost of the services provided by certain Strategists and Separate Account Managers (SMA's) if any. Such fees will range from 0.10% to 0.45%, depending upon the Strategist and/or Separate Account Manager selected. The Platform Fee does not include the fee of the Advisor or Solicitor recommending the Platform.

Elements' Base Platform, Strategist and Separate Account Manager Fees (hereinafter referred to as Platform Fees) are payable quarterly in advance at the beginning of each calendar quarter. We generally charge the fee based on the market value of the client's portfolio as of the last day of the prior calendar quarter. The formula used for the Platform and Advisor Fee calculation generally is as follows:  $(\text{Annual Rate}) \times (\text{Total Assets Under Management at Quarter-End}) / 365$  (X the number of days in the subsequent quarter). Elements may aggregate client account balances that have family relationships with each other for purposes of calculating the Platform and Advisor Fees applicable to each client.

At the time in which a Client account is first opened and funded and any time an additional deposit of \$10,000 or more is received, the initial Platform Fees shall be calculated based on the value of the deposit, prorated for the number of days remaining in the quarter. This initial fee will be charged at the end of each month.

In the event that a client account is terminated during a calendar quarter and any time a withdrawal of \$10,000 or more is taken from an account, Elements will compute the unearned Platform fees, prorated for the number of days remaining in the quarter.

Each calendar quarter, and each calendar month for new client accounts and accounts with deposits of \$10,000 or more, Elements instructs the custodian to automatically withdraw the Platform Fee from the client's account held by the independent custodian. Typically, the custodian withdraws advisory fees from the client's account during the first several weeks after the quarterly or monthly billing period based on Elements' instruction. All clients will receive brokerage statements from the custodian no less frequently than quarterly. The custodian statement will show the deduction of the advisory fee. It is the client's responsibility to verify the accuracy of the fee calculation. The custodian will not determine whether the fee is properly calculated.

The Platform Fee is negotiable for family relationships with accounts in excess of \$2 million. Elements reserves the right to change its Platform Fees at any time. Elements may negotiate with any Advisor different Platform Fees and different fee terms than those described above. For example, Elements may negotiate a tiered fee structure that is based on the total amount of assets placed under management by the Advisor. A tiered fee structure will provide an incentive to the Advisor to

recommend Element's services, as the compensation retained by the Advisor increases with the increase in assets placed under management by the Advisor. This arrangement does not affect the total fees paid by the client. For additional information on fee changes, see Additional Fee Information below.

#### Advisor, Institutional Strategist and Separate Account Manager Fees

Under our Platform Services, we, unless otherwise negotiated, will also calculate the Advisor's fee as outlined in the agreement executed between the client and the Advisor, at the same time and in the same manner as the Platform Fee. Each calendar quarter Elements will instruct the independent custodian of the client's account to automatically withdraw the Platform Fee and the Advisor Fee from the account. The custodian will send the fee either directly to the Advisor or to Elements for payment to the Advisor, depending on the arrangement between the Advisor and Elements.

Elements will be responsible for and will pay all the Institutional Strategist's and Separate Account Manager's Fees from the Platform Fee that the client pays.

#### Investment Advisory Services

For accounts referred by a solicitor in which Elements performs services as the Advisor and the Platform provider, Elements will charge a **maximum** Investment Advisory Fees of 2.25% (exclusive of any Strategist or Separate Account Manager fees).

These fees are inclusive of the Platform Fee charged by Elements for their services as the Platform provider and fees for the solicitor. As with the Platform fee above, fees for the Strategist and Separate Account Manager will be added to the fees above.

Elements will charge these fees at the same time and in the same manner as the Platform Fee, described above. The Investment Advisory Fees are negotiable for family relationships with accounts in excess of \$2 million. Elements reserves the right to change its Investment Advisory Fees at any time. For additional information on fee changes, see Additional Fee Information below. Solicitors receive a portion of the Advisory Fees that clients pay to Elements. Elements may negotiate with any solicitor to charge lower Advisory Fees or negotiate different fee terms than those described above. For example, Elements may negotiate a tiered fee structure that is based on the total amount of assets placed under management by the solicitor. A tiered fee structure will provide an incentive to the solicitor to recommend Elements' services, as the compensation to the solicitor increases with the increase in assets placed under management by the solicitor. This arrangement does not affect the total fees paid by the client.

#### **Other Fees and Expenses**

##### Platform, Investment Advisor and Investment Manager Services

Clients should understand that Platform Fees and Investment Advisory Fees, described above, do not include any applicable Elements minimum account size surcharge of \$25 per quarter. In addition, any mutual fund shares held in a client's account may be subject to deferred sales charges, 12b-1 fees, and other fund-related expenses. The fund's prospectus fully describes the fees and expenses. Mutual funds pay advisory fees to their managers, which are indirectly charged to all holders of the mutual fund shares. Consequently, clients with mutual funds in their portfolios are effectively paying both Elements and the mutual fund manager for the management of their assets.

#### Additional Fee Information

All Fees stated above reflect Elements' maximum fees and Elements reserves the right to charge fees that are lower depending on the assets in the account and the services that will be provided to a client. In addition, Elements may change the fees it charges, but will provide each client with thirty (30) days written notice prior to the change taking effect.

#### Other Compensation

Elements does not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

#### **Termination**

##### Agreement between Advisor and Elements

Either party may terminate the agreement upon sixty (60) days written notice to the other party. The Advisor may terminate the agreement by writing Elements at our office.

In addition, either party may terminate the agreement if the other party is in material violation of any SEC, FINRA, banking or other such regulation or materially breaches the agreement and fails to remedy such violation or breach within ten (10) days of written notice from the party that intends to terminate the agreement. Upon termination, Elements will not liquidate the client's assets unless it receives written instruction to do so from the Advisor.

##### Agreement between Client and Elements

Either Elements or the client may terminate the agreement at any time without cause by giving written notice of such termination to the other party. The client may terminate the agreement by writing Elements at our office. Provided however, any investment action taken by Elements regarding the client's account prior to the effective date of such termination will be at client's risk.

Upon termination, Elements will not liquidate the client's assets unless it receives written instruction to do so from the client. Clients should understand that in the event a client terminates the agreement and requests that their account(s) is fully liquidated, it might take Elements a number of days or more to sell all the securities in the account(s) due to market conditions at the time.

#### Investment Manager Services

Clients brought to Elements by a third-party advisor will need to contact the third-party advisor if they would like to terminate services. Once the third-party advisor receives written notice from the client, Elements or the third-party advisor will refund any prepaid, unearned advisory fees based on the effective date of termination.

#### Information Regarding Terminations

In the event of a client's death or disability, Elements will continue to manage the account until we are notified of the client's death or disability and given alternative instructions by an authorized party.



For Platform and Investment Advisor Services, Elements will refund any prepaid, unearned advisory fees on terminated accounts or account withdrawals in excess of \$10,000 based on the effective date of termination to all clients. Upon termination of the agreement, we will send the client a prorated refund of unearned advisory fees using the following formula:  $(Fees\ Paid) \times (Days\ Remaining\ in\ Quarter) / (Total\ Number\ of\ Days\ in\ Quarter)$ .

## ITEM 5 - ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

### Account Requirements

#### Minimum Account Size

Elements generally requires that clients who invest in model portfolios offered on the Platform to maintain the following minimum account size:

Individual Mutual Fund and/or ETF Accounts	\$ 50,000
Individual VolPro Accounts	\$100,000
Individual YieldPro Accounts	\$100,000
Separately Managed Accounts Programs	\$100,000
Unified Managed Accounts (UMA)	\$150,000

Elements may make exceptions to these minimums at our discretion. In addition, we may remove clients from the program at any time if their account balance is below \$50,000 due to withdrawals or inadequate funding to the portfolio. We may also charge a quarterly surcharge of \$25 to Platform clients with portfolios below this \$50,000 minimum. This surcharge is payable to Elements. Elements may reduce or waive the account minimum requirements at our discretion.

In addition to the minimum account sizes noted above, we recommend that portfolios investing in DFA mutual funds have a minimum additional contribution of at least \$20,000. We suggest this minimum for additional contributions as the custodians generally charge \$25 per DFA trade.

#### Excessive Mutual Fund Trading Policy

The Platform does provide advisors with the flexibility to customize allocations to a pre-selected short-list of various mutual funds. Frequent short-term trading of mutual funds increase the administrative costs associated with processing transactions and may result in the imposition of short-term redemption fees or trade restrictions by mutual fund companies. They may also interfere with the efficient management of a portfolio, potentially reducing the net returns to account holder. Elements will monitor the number of round-trip transactions in client accounts to identify and minimize excessive trading. Elements' reserves the right to limit future mutual fund trading in an account for an appropriate period of time if it determines that excessive trading has occurred. Excessive trading is defined as:

- More than one purchase and sale of the same fund within a 30 calendar day period (hereinafter a purchase and sale of the same fund is referred to as a "round-trip"). This means two or more round-trips involving the same security within a 30 calendar day period would meet Element's definition of excessive trading; or
- More than twelve round-trips within a twelve month period.

Exceptions to this policy include:

- Shares purchased or redeemed in money market funds
- Shares acquired by asset transfer or direct rollover
- Shares redeemed to pay adviser fees, fund fees, or shareholder account fees
- Shares purchased as a result of client contributions
- Shares redeemed for client withdrawals
- Share class conversions
- Shares purchased through the automatic reinvestment of dividend, interest or capital gain distributions
- Shares purchased or redeemed through a systematic purchase or withdrawal program

Elements offers its Platform services to affiliated and non-affiliated investment Advisors and their clients. Elements offers discretionary investment advisory services to individuals, high net worth individuals, trusts and estates, and individual participants of retirement plans. In addition, we offer advisory services to pension and profit sharing plans, charitable organizations, and businesses.

### Types of Clients

Elements offers its Platform services to affiliated and non-affiliated investment Advisors and their clients. Elements offers discretionary investment advisory services to individuals, high net worth individuals, trusts and estates, and individual participants of retirement plans. In addition, we offer advisory services to pension and profit sharing plans, charitable organizations, and businesses.

## ITEM 6 - PORTFOLIO MANAGER SELECTION AND EVALUATION

Elements offers an asset allocation platform and wrap platform to registered investment advisors ("Advisors") and offers investment advisory services through its platforms to potential clients referred by solicitors generally affiliated with broker-dealers. In addition, Elements offers Investment Manager and Model Portfolio Advisor Services through various third-party platforms. This wrap fee program brochure describes the services we provide to clients of the Elements wrap fee program and our investment and trading policies as they relate to wrap fee program clients. Elements manages clients who are on our wrap platform the same way we make investment decisions for other client accounts. The other services Elements offers are described in more detail in our Form ADV Part 2A brochure, which is available upon request.

Elements is the sponsor and currently the only portfolio manager of our wrap fee program. Elements manages client accounts based on the investment strategy the client chooses. We make investment decisions for clients based on information the client supplies about their financial situation, goals, and risk tolerance. See above **Item 4** for additional information which is outlined under the heading **Tailored Services and Client Imposed Restrictions**.

## **Methods of Analysis and Investment Strategies**

Elements has entered into written agreements with Institutional Strategists. Each Institutional Strategist has agreed to develop various model portfolios for inclusion on Elements' Platform. Generally, once the model is developed Elements will review the holdings and overall allocation. Elements also monitors the models for changes the Institutional Strategists make to the allocation or securities held in the model. Elements is responsible for implementing the transactions for the accounts on the Platform.

### Methods of Analysis for Selecting Securities

In analyzing ETFs and mutual funds, Elements and the Institutional Strategist may use various sources of information including data provided by Bloomberg and Morningstar. When conducting analysis we review key characteristics such as historical performance, consistency of returns, risk level, expenses, and size of fund. Regarding ETFs, Elements will review size, liquidity (average daily volume), and expenses. Under certain circumstances, Elements also uses the research of Wilshire Associates, Inc. for selecting securities.

Client portfolios may include the use of leveraged and/or inverse mutual funds and ETFs. Leveraged mutual funds and ETFs may deliver a more significant outperformance and/or more significant losses related to the benchmark they track. Such leverage causes the fund's shares to be more volatile than if the fund did not use leverage. Inverse mutual funds and ETFs seek to deliver the opposite of the performance of the index or benchmark they track in some cases along with the use of leverage. In many cases these vehicles are designed to achieve the performance multiple on a daily basis and their performance over a longer period of time which might be substantially greater or substantially worse than the index or benchmark. It is important to note that such investment vehicles are generally used in active trading strategies and may offer a greater degree of risk than other investment vehicles.

### Investment Strategies for Managing Portfolios

Clients will complete a risk questionnaire with their Advisor, solicitor, or with Elements, depending on the arrangement. They will use this risk questionnaire to assist the client in selecting the model portfolio, a combination of portfolios, or a combination of individual mutual funds or ETFs, to implement the client's investment objectives. The risk questionnaire will also assist Elements with understanding each client's risk profile.

Elements believes that market movement is one of many important factors to consider in the construction of client portfolios. Market movement may have a significant impact on variation of portfolio returns, and as a result, Elements may provide guidance which helps Advisors better understand which strategies are more or less impacted by market movement. Specifically, Elements categorizes strategies into three distinct mandates:

- Mandate 1: Market Movement - strategies which closely track the broad movement of stock and/or bond markets, or a blend of the two.
- Mandate 2: Tactical Market Movement – strategies which seek to opportunistically adjust the total level of risk in the portfolio or allocations to various asset classes. These strategies will track market movement to varying degrees, depending on the strategy and market environment.
- Mandate 3: Market Movement Diversifiers – strategies that may de-link from general market movement and may provide additional diversification.

Elements or the Institutional Strategist may use the following strategies in their management of the funds, models, or accounts. These may include but are not limited to:

### MPT & Fama/French

Elements and the Institutional Strategist may follow the investment principles of Modern Portfolio Theory and the Fama/French Three-Factor Model to construct portfolios. Modern Portfolio Theory is a basic concept of using diversification in an effort to help optimize the risk and potential return of a portfolio. The goal is to implement the latest academic research into clients' portfolios. Elements and the Institutional Strategist may use the Fama/French Three-Factor Model and mean-variance analysis, among other methods, when analyzing mutual funds to set the parameters of the asset classes.

### Volatility-Based Asset Allocation

Elements may employ a Volatility-Based Asset Allocation approach to construct portfolios. This approach provides unique insight into risk in the portfolio by measuring the relationship between implied volatility and the securities in the portfolio, and serves as a complement to Modern Portfolio Theory. Volatility-Based Asset Allocation may identify risk that is typically not identified when using more traditional asset allocation strategies.

### Tactical Asset Allocation

Some models use a tactical asset allocation strategy in the management of client accounts. Tactical asset allocation is an active management portfolio strategy that re-balances the percentage of assets held in various asset categories in an effort to take advantage of market pricing anomalies or strong market sectors. This strategy provides an opportunity for Elements to create extra value by taking advantage of certain situations in the marketplace. Elements considers this inactive strategy since we may repeatedly alter the structure and risk of the portfolio upon obtaining desired short-term profits or if the perceived opportunity ends. There is no guarantee that this strategy will be successful and we make no promises or warranties as to the accuracy of our market analysis.

### Cash as a Strategic Asset

Elements may use cash as a strategic asset and may at times move or keep client's assets in cash or cash equivalents.

### Long-term Holding

Elements does not generally purchase securities for clients with the intent to sell the securities within 30 days of purchase, as Elements does not use short-term trading as an investment strategy. However, there may be times when Elements will sell a security for a client when the client has held the position for less than 30 days.

### Sub-Advisers

Elements' recommendation of one or more other investment advisers is limited to those investment advisers that Elements has conducted due diligence on.

We screen sub-advisers that we recommend for measurable characteristics, such as team stability, process and style consistency, portfolio risk profiles, and performance. We also draw on our long experience to make qualitative but equally important assessments of an organization's business and management skills, leadership abilities, and judgment.

## Investing Involves Risk

The Institutional Strategist's goal is to create model portfolios that will enable Platform clients' assets to grow over time. Platform clients should understand that investments in bonds, mutual funds and ETFs carry a degree of risk, including loss of initial investment and we give no assurance that these types of investments will provide positive returns over any period.

Prior to opening an account on the Platform, a client should carefully consider:

1. committing to management only those assets that the client believes will not be needed for current purposes and that can be invested on a long-term basis, usually a minimum of five to seven years,
2. that volatility from investing in the stock market can occur, and
3. that over time the client's assets may fluctuate and at anytime be worth more or less than the amount invested.

## Specific Security Risks

### General Risks of Owning Securities

The prices of securities held in client accounts and the income they generate may decline in response to certain events taking place around the world. These include events directly involving the issuers of securities held as underlying assets of mutual funds in a client's account, conditions affecting the general economy, and overall market changes. Other contributing factors include local, regional, or global political, social, or economic instability and governmental or governmental agency responses to economic conditions. Finally, currency, interest rate, and commodity price fluctuations may also affect security prices and income.

### Mutual Funds (Open-end Investment Company)

A mutual fund is a company that pools money from many investors and invests the money in stocks, bonds, short-term money-market instruments, other securities or assets, or some combination of these investments. The portfolio of the fund consists of the combined holdings it owns. Each share represents an investor's proportionate ownership of the fund's holdings and the income those holdings generate.

The benefits of investing through mutual funds include:

#### Professionally Managed

Mutual funds are professionally managed by investment adviser who research, select, and monitor the performance of the securities the fund purchases.

#### Diversification

Mutual funds typically have the benefit of diversification, which is an investing strategy that generally sums up as "Don't put all your eggs in one basket." Spreading investments across a wide range of companies and industry sectors can help lower the risk if a company or sector fails. Some investors find it easier to achieve diversification through ownership of mutual funds rather than through ownership of individual stocks or bonds.

#### Affordability

Some mutual funds accommodate investors who do not have a lot of money to invest by setting relatively low dollar amounts for initial purchases, subsequent monthly purchases, or both.

#### Liquidity

At any time, mutual fund investors can readily redeem their shares at the current NAV, less any fees and charges assessed on redemption.

Mutual funds also have features that some investors might view as disadvantages:

#### Costs Despite Negative Returns

Investors must pay annual fees, and other expenses regardless of how the fund performs. Depending on the timing of their investment, investors may also have to pay taxes on any capital gains distribution they receive. This includes instances where the fund went on to perform poorly after purchasing shares.

#### Lack of Control

Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.

#### Price Uncertainty

With an individual stock, investors can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling a broker or your investment adviser. Investors can also monitor how a stock's price changes from hour to hour—or even second to second. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which the fund might not calculate until many hours after the investor placed the order. In general, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

### Different Types of Funds

When it comes to investing in mutual funds, investors have literally thousands of choices. Most mutual funds fall into one of four main categories; money market funds, bond funds (also called "fixed income" funds), stock funds (also called "equity" funds), and alternative investment strategy funds (also called "alternative" funds). Each type has different features and different risks and rewards. Generally, the higher the potential return, the higher the risk of loss.

#### Money Market Funds

Money market funds have relatively low risks, compared to other mutual funds (and most other investments). By law, they can invest in only certain high quality, short-term investments issued by the U.S. Government, U.S. corporations, and state and local governments. Money market funds try to keep their net asset value (NAV), which represents the value of one share in a fund, at a stable \$1.00 per share. However, the NAV may fall below \$1.00 if the fund's investments perform poorly. Investor losses have been rare, but they are possible. Money market funds pay dividends that generally reflect short-term interest rates, and historically the returns for money market funds have been lower than for either bond or stock funds. That is why "inflation risk," the risk that inflation will outpace and erode investment returns over time, can be a potential concern for investors in money market funds.

#### Bond Funds

Bond funds generally have higher risks than money market funds, largely because they typically pursue strategies aimed at producing higher yields. Unlike money market funds, the SEC's rules do not restrict bond funds to high quality or short-term investments. Because there are many different types of bonds, bond funds can vary dramatically in their risks and rewards.

Some of the risks associated with bond funds include:

#### Credit Risk

There is a possibility that companies or other issuers may fail to pay their debts (including the debt owed to holders of their bonds). Consequently, this affects mutual funds that hold these bonds. Credit risk is less of a factor for bond funds that invest in insured bonds or U.S. Treasury Bonds. By contrast, those that invest in the bonds of companies with poor credit ratings generally will be subject to higher risk.

### Interest Rate Risk

There is a risk that the market value of the bonds will go down when interest rates go up. Because of this, investors can lose money in any bond fund, including those that invest only in insured bonds or U.S. Treasury Bonds. Funds that invest in longer-term bonds tend to have higher interest rate risk.

### Prepayment Risk

Issuers may choose to pay off debt earlier than the stated maturity date on a bond. For example, if interest rates fall, a bond issuer may decide to “retire” its debt and issue new bonds that pay a lower rate. When this happens, the fund may not be able to reinvest the proceeds in an investment with as high a return or yield.

### Stock Funds

A stock fund’s value can rise and fall quickly (and dramatically) over the short term but may demonstrate more stability over the long-term. Overall “market risk” poses the greatest potential danger for investors in stock funds. Stock prices can fluctuate for a broad range of reasons—such as the overall strength of the economy or demand for particular products or services. Not all stock funds are the same. For example:

#### Growth Funds

Growth funds focus on stocks that may not pay a regular dividend but have the potential for large capital gains. These funds favor companies expected to grow earnings and stock prices faster than the economy, and may be smaller and less seasoned companies. The smaller and less seasoned companies that may be in a growth fund have a greater risk of price volatility. Growth stocks, which can be priced on future expectations rather than current results, may decline substantially when expectations are not met or general market conditions weaken.

#### Equity Income Funds

Equity income funds stress current income over growth, and may invest in stocks that pay regular dividends. These funds are subject to dividend payout risk, which is the possibility that a number of the companies in which the fund invests will reduce or eliminate the dividend on the securities held by the fund.

#### Small Cap Funds

Funds that invest in stocks of small companies involve additional risks. Smaller companies typically have higher risk of failure, and are not as established as larger blue-chip companies are. Historically, smaller-company stocks have experienced a greater degree of market volatility than the overall market average.

#### Mid Cap Funds

Funds that invest in companies with smaller market capitalizations involve additional risks. The securities of these companies may be more volatile and less liquid than the securities of larger companies.

#### Index Funds

Index funds aim to achieve the same return as a particular market index, such as the S&P 500 Composite Stock Price Index, by investing in all—or perhaps a representative sample—of the companies included in an index.

#### International Funds

International investments are subject to additional risks, including currency fluctuation, political instability, and potential illiquid markets.

#### Emerging Market Funds

Funds that invest in foreign securities involve special additional risks. These risks include, but are not limited to currency risk, political risk and risk associated with varying accounting standards. Investing in emerging markets may accentuate these risks.

#### Sector Funds

Sector funds may specialize in a particular industry segment, such as technology or consumer products stocks. Funds that invest exclusively in one sector or industry involve additional risks. The lack of industry diversification subjects the investor to increased industry-specific risk.

#### REIT Funds

REIT Funds include REITs within the underlying fund holdings. REITs primarily invest in real estate or real estate-related loans. Equity REITs own real estate properties, while mortgage REITs hold construction, development, and/or long-term mortgage loans. REIT investments include illiquidity and interest rate risk.

#### Real Estate Funds

Investments in real estate funds are subject to the risks related to direct investment in real estate, such as real estate risk, regulatory risks, concentration risk, and diversification risk.

#### TIPS Funds

Treasury Inflation Protection Securities (TIPS) are inflation-indexed securities structured to remove inflation risk.

### Alternative Investment Strategy Funds

Alternative funds typically seek to provide investors with investment returns that demonstrate a lower correlation with traditional investments such as stocks and bonds. These funds seek to invest in unique opportunities or investment strategies and may exhibit unique asset allocation structures, which may include stocks, bonds, cash, and derivative investments (“derivatives”). Derivatives, such as futures and/or options, are investments with performance and/or valuations that are derived from another underlying security. Because there are many different types of alternative investment strategies, alternative funds can vary dramatically in their risks and rewards. Examples of alternative funds include but are not limited to Managed Futures, Global Macro, Global Tactical Asset Allocation, and Arbitrage.

### Tax Consequences of Mutual Funds

When investors buy and hold an individual stock or bond, the investor must pay income tax each year on the dividends or interest the investor receives. However, the investor will not have to pay any capital gains tax until the investor actually sells and makes a profit. Mutual funds are different. When an investor buys and holds mutual fund shares, the investor will owe income tax on any ordinary dividends in the year the investor receives or reinvests them. Moreover, in addition to owing taxes on any *personal capital gains* when the investor sells shares, the investor may have to pay taxes each year on *the fund’s capital gains*. That is because the law requires mutual funds to distribute capital gains to shareholders if they sell securities for a profit that cannot be offset by a loss.

### Equity Securities

Equity securities represent an ownership position in a company. Equity securities typically consist of common stocks. The prices of stocks and the income they generate (such as dividends) fluctuate based on, among other things, events specific to the company that issued the shares, conditions affecting the general economy and overall market changes, changes or weakness in the business sector the company does business in, and other factors.

### Exchange-Traded Funds (ETFs)

An ETF is a type of Investment Company (usually, an open-end fund or unit investment trust) containing a basket of stocks. Typically, the objective of an ETF is to achieve the same return as a particular market index, including sector indexes. An ETF is similar to an index fund in that it will primarily invest in securities of companies that are included in a selected market. Unlike traditional mutual funds, which can only be redeemed at the end of a trading day, ETFs trade throughout the day on an exchange. Like stock mutual funds, the prices of the underlying securities and the overall market may affect ETF prices. Similarly, factors affecting a particular industry segment may affect ETF prices that track that particular sector.

### Debt Securities (Bonds)

Issuers use debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending

on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Certain additional risk factors relating to debt securities include:

#### **Reinvestment Risk**

When interest rates are declining, investors have to reinvest their interest income and any return of principal, whether scheduled or unscheduled, at lower prevailing rates.

#### **Inflation Risk**

Inflation causes tomorrow's dollar to be worth less than today's; in other words, it reduces the purchasing power of a bond investor's future interest payments and principal, collectively known as "cash flows." Inflation also leads to higher interest rates, which in turn leads to lower bond prices.

#### **Interest Rate and Market Risk**

Debt securities may be sensitive to economic changes, political and corporate developments, and interest rate changes. Investors can also expect periods of economic change and uncertainty, which can result in increased volatility of market prices and yields of certain debt securities. For example, prices of these securities can be affected by financial contracts held by the issuer or third parties (such as derivatives) relating to the security or other assets or indices.

#### **Call Risk**

Debt securities may contain redemption or call provisions entitling their issuers to redeem them at a specified price on a date prior to maturity. If an issuer exercises these provisions in a lower interest rate market, the account would have to replace the security with a lower yielding security, resulting in decreased income to investors. Usually, a bond is called at or close to par value. This subjects investors that paid a premium for their bond to a risk of lost principal. In reality, prices of callable bonds are unlikely to move much above the call price if lower interest rates make the bond likely to be called.

#### **Credit Risk**

If the issuer of a debt security defaults on its obligations to pay interest or principal or is the subject of bankruptcy proceedings, the account may incur losses or expenses in seeking recovery of amounts owed to it.

#### **Liquidity and Valuation Risk**

There may be little trading in the secondary market for particular debt securities, which may affect adversely the account's ability to value accurately or dispose of such debt securities. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the value and/or liquidity of debt securities.

It may be possible to reduce the risks described above through diversification of the client's portfolio and by credit analysis of each issuer, as well as by monitoring broad economic trends and corporate and legislative developments, but there can be no assurance that we will be successful in doing so. Credit ratings for debt securities provided by rating agencies reflect an evaluation of the safety of principal and interest payments, not market value risk. The rating of an issuer is a rating agency's view of past and future potential developments related to the issuer and may not necessarily reflect actual outcomes. There can be a lag between the time of developments relating to an issuer and the time a rating is assigned and updated.

Bond rating agencies may assign modifiers (such as +/-) to ratings categories to signify the relative position of a credit within the rating category. Unless we state otherwise, clients should include any security within that category without considering the modifier when reading their investment policies based on ratings categories.

#### **Municipal Bonds**

Municipal bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk. Investing in municipal bonds carries risk unique to these types of bonds, which may include:

#### **Legislative Risk**

Legislative risk includes the risk that a change in the tax code could affect the value of taxable or tax-exempt interest income.

#### **Tax-Bracket Changes**

Municipal bonds generate tax-free income, and therefore pay lower interest rates than taxable bonds. Investors who anticipate a significant drop in their marginal income-tax rate may benefit from the higher yield available from taxable bonds.

#### **Liquidity Risk**

The risk that investors may have difficulty finding a buyer when they want to sell and may be forced to sell at a significant discount to market value. Liquidity risk is greater for thinly traded securities such as lower-rated bonds, bonds that were part of a small issue, bonds that have recently had their credit rating downgraded or bonds sold by an infrequent issuer. Municipal bonds may be less liquid than other bonds.

#### **American Depositary Receipts (ADRs)**

An ADR is a stock that trades in the United States but represents a specified number of shares in a foreign corporation. Investors buy and sell ADRs on American markets just like regular stocks. Banks and brokerage firms issue/sponsor ADRs. ADRs are subject to risks of investing in foreign securities, including, but not limited to, less complete financial information available about foreign issuers, less market liquidity, more market volatility, and political instability. In addition, currency exchange-rate fluctuations affect the U.S. dollar-value of foreign holdings. Some ADRs and ordinary shares of foreign securities pay dividends, and many foreign countries impose dividend withholding taxes up to 30%. Depending on a custodian's ability to reclaim any withheld foreign taxes on dividends, taxable accounts may be able to recoup a portion of these taxes by use of the foreign tax credit. However, tax-exempt accounts, to the extent they pay any foreign withholding taxes, may not be able to utilize the foreign tax credit. Therefore, investors may be unable to recover any foreign taxes withheld on dividends of foreign securities or ADRs.

#### **Cash and Cash Equivalents**

The account may hold cash or invest in cash equivalents. Cash equivalents include:

1. commercial paper (for example, short-term notes with maturities typically up to 12 months in length issued by corporations, governmental bodies or bank/corporation sponsored conduits (asset-backed commercial paper));
2. short-term bank obligations (for example, certificates of deposit, bankers' acceptances (time drafts on a commercial bank where the bank accepts an irrevocable obligation to pay at maturity)) or bank notes;
3. savings association and savings bank obligations (for example, bank notes and certificates of deposit issued by savings banks or savings associations);
4. securities of the U.S. government, its agencies or instrumentalities that mature, or may be redeemed, in one year or less; and
5. corporate bonds and notes that mature, or that may be redeemed, in one year or less.

Cash and cash equivalents are the most liquid of investments. Cash and cash equivalents are considered very low-risk investments meaning, there is little risk of losing the principal investment. Typically, low risk also means low return and the interest an investor can earn on this type of investment is low relative to other types of investing vehicles.

## **Voting Client Securities**

### Platform and Investment Advisory Clients

Elements generally does not have the authority to vote Platform client securities (proxies) on behalf of our Platform clients and neither do the Strategists. We have no obligation to take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities held in a Platform client's account. Each Platform client will have the obligation to vote proxies in their own account. We do not have proxy voting authority solely because we provide advice or information about a particular proxy vote to a client or the client's Advisor.

### Mutual Funds

The investment adviser that manages the assets of a registered investment company (i.e., mutual fund) generally votes proxies issued on securities held by the mutual fund.

### Investment Manager Clients

Elements will accept responsibility and vote proxies for those clients who Elements is introduced to through a third-party advisor to provide investment management services. Clients can elect to vote their own proxies; and in that case, Elements will not have the authority to vote on behalf of the client. For clients who do not designate Elements to vote proxies, those clients will receive their proxies and other solicitations directly from their custodian or transfer agent.

When Elements accepts such responsibility, we will only cast proxy votes in a manner consistent with the best interest of our clients. At anytime, these clients can contact Elements at the address or phone number on the cover of this brochure to request information about how Elements voted proxies for that client's securities and to receive a copy of our proxy voting policies and procedures. If Elements is aware of a potential or actual conflict of interest relating to a proxy proposal, Elements will handle the conflict(s) in a number of ways depending on the type and materiality. The method selected by Elements will depend upon the facts and circumstances of each situation and the requirements of applicable laws. Clients should be aware that Elements will always handle conflicts with the client's best interest in mind. Clients may not direct Elements' vote in a particular solicitation; however, clients may elect to vote their own proxies, in which case, Elements would no longer have the authority to vote on behalf of the client.

### Class Actions

Elements does not instruct or give advice to clients on whether or not to participate as a member of class action lawsuits and will not automatically file claims on the client's behalf. However, if a client notifies us that they wish to participate in a class action, we will provide the client with any transaction information pertaining to the client's account needed for the client to file a proof of claim in a class action.

## **ITEM 7 - CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

Generally, we request information from the client about their financial situation, goals, and risk tolerance. Clients are encouraged to contact Elements or their Advisor whenever this information changes.

## **ITEM 8 - CLIENT CONTACT WITH PORTFOLIO MANAGERS**

We have no restrictions on clients' ability to contact and consult with Elements.

## **ITEM 9 - ADDITIONAL INFORMATION**

### **Disciplinary Information**

Elements and our personnel seek to maintain the highest level of business professionalism, integrity, and ethics. Elements does not have any disciplinary information to disclose.

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

#### **Registered Representative of Unaffiliated Broker-Dealer/Adviser**

Associated Persons of Elements are also registered securities representatives of Capital Investment Group, Inc., a non-affiliated broker-dealer a member of the Financial Industry Regulation Authority ("FINRA"). These Associated Persons may also receive compensation, commissions and/or trailing 12b-1 fees from Capital Investment Group, Inc. for services provided to Capital Investment Group, Inc.'s brokerage clients. However, they do not receive any compensation, commissions and/or trailing 12b-1 fees relating to services provided to Elements' clients.



### Related Investment Adviser

Elements is a related entity of Claremont Financial Group, Inc. ("Claremont"), an SEC registered investment adviser. Nicholas and Gaetan Scalzo, the principal owners of Elements, jointly own Claremont. Claremont provides services to retail clients. Claremont's services include asset allocation strategies, investment and asset management strategies, and financial planning services for a fee. Claremont has entered into a written agreement with Elements in order to provide its clients the Platform services.

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

### Code of Ethics

At Elements, we believe that we owe clients the highest level of trust and fair dealing. As part of our fiduciary duty, we place the interests of our clients ahead of the interests of the firm and our personnel. Elements' personnel are required to conduct themselves with integrity at all times and follow the principles and policies detailed in our Code of Ethics.

Elements' Code of Ethics attempts to address specific conflicts of interest that either we have identified or that could likely arise. Elements' personnel are required to follow clear guidelines from the Code of Ethics in areas such as gifts and entertainment, other business activities, prohibitions of insider trading, and adherence to applicable federal securities laws. Additionally, individuals who formulate investment advice for clients, or who have access to nonpublic information regarding any clients' purchase or sale of securities (all considered "Access Persons"), are subject to personal trading policies governed by the Code of Ethics (see below).

Elements will provide a complete copy of the Code of Ethics to any client or prospective client upon request.

### Personal Trading Practices

Elements and Access Persons may purchase or sell securities for themselves, regardless of whether the transaction would be appropriate for the client account. Elements and Access Persons may purchase or sell securities for themselves that we also recommend to clients. This includes related securities (e.g., warrants, options, or futures). This presents a potential conflict of interest as we may have an incentive to take investment opportunities from clients for our own benefit, favor our personal trades over client transactions when allocating trades, or to use the information about the transactions we intend to make for clients to our personal benefit by trading ahead of clients.

Our policies to address these conflicts include the following:

1. Elements requires our personnel to obtain pre-approval for certain personal trades prior to transacting (except when the transaction meets our ***de minimis*** policy described below). This does not apply to any personnel's accounts that Elements manages through the Platform. We consider those accounts to be client accounts and are treated the same as other clients' accounts.
2. Conflicts of interest also may arise when Elements' personnel become aware of Limited Offerings or IPOs, including private placements or offerings of interests in limited partnerships or any thinly traded securities, whether public or private. Given the inherent potential for conflict, Limited Offerings and IPOs demand extreme care. Elements' personnel are required to obtain pre-approval from the Chief Compliance Officer before trading in these types of securities.
3. Under certain limited circumstances, we make exceptions to the policies stated above. Elements will maintain records of these trades, including the reasons for any exceptions.
4. Our personnel are required to hold certain securities for thirty (30) days from the date of acquisition. We may make exceptions to the 30-day ban when the trade would not disadvantage any client. The Chief Compliance Officer ("CCO") must approve all exceptions.
5. In addition, our personnel are required to submit quarterly and annual reports regarding transactions and securities holdings in their personal accounts.

### De minimis Policy

Securities transactions by Elements and our personnel are generally subject to a pre-clearance policy that seeks to make personal trading consistent with our fiduciary duty to clients. However, Elements and our personnel are not required to pre-clear certain *de minimis* transactions that we believe would not adversely affect client interests or the securities markets when conducting small transactions in largely capitalized/frequently traded securities. Elements and our personnel are not required to pre-clear the following types of transactions:

1. A purchase or sale of 250 shares or less per day of the common stock of any security listed on the Standard & Poor's 500 Composite Stock Index list.
2. A purchase or sale of 100 shares or less per day of the common stock of any security listed on the Russell 2000 Index list.
3. A purchase or sale of an exchange traded fund (ETF) where the transaction is under \$10,000, and the security has a market capitalization of over \$2 billion, and the security is traded on the NYSE or other domestic exchange/financial market, including NASDAQ (excluding all options); or
4. A bond purchase or sale less than \$50,000 principal amount in an issuer.

## Review of Accounts

### Managed Account Reviews

Elements' principals continually monitor the Institutional Strategists and Separate Account Managers on the Platform. We will make changes (such as decisions to either hire or fire) to Institutional Strategists and Separate Account Managers as we deem appropriate. Elements will also implement any approved rebalancing to the model portfolios as instructed by the Institutional Strategists. Each Platform client's Advisor is responsible for monitoring Platform client suitability and investment objectives and communicating any model portfolio and/or Institutional Strategist changes to Elements, as such Advisor deems appropriate.

### Account Reporting

Each client receives a written statement from the custodian that includes an accounting of all holdings and transactions in the account for the reporting period. In addition, Elements provides Platform clients and their Advisors and solicitor representatives other periodic reports that we make available online. These reports include investment activity and performance, allocation of assets, appraisal, and fee reports.

## **Client Referrals and Other Compensation**

If an unaffiliated or an affiliated solicitor introduces a client to Elements, we may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements.

If an unaffiliated solicitor introduces a client to Elements, that solicitor will disclose the nature of the solicitor relationship with Elements at the time of the solicitation. In addition, the solicitor will provide each prospective client with a copy of this brochure, and a copy of the written disclosure statement from the solicitor to the client disclosing the terms and conditions of the arrangement between Elements and the solicitor, including the compensation the solicitor will receive from Elements. Any affiliated solicitor of Elements will disclose the nature of the relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of this brochure.

Elements may compensate certain wholesalers who support Elements in the distribution of our services. Wholesalers may contact third-party advisors and discuss the services offered under Elements' Platform. Wholesalers receive compensation based on a percentage of the revenue that Elements receives from clients who are provided services by us because of the introductions that such wholesalers make to third-party advisors. This arrangement does not affect the total fees paid by the client. This practice presents a conflict of interest and could give the wholesaler an incentive to recommend Elements' services based on the compensation received rather than on the third-party advisor's client's needs. This conflict is mitigated as the client's third-party advisor will decide whether to recommend Elements' Platform to their clients (not the wholesaler that Elements compensates).

## **Financial Information**

Registered investment advisers are required in this item to provide clients with certain financial information or disclosures about the firm's financial condition. Elements does not foresee any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.