

Policies and Procedures Manual

Quantitative Asset Management

1. Overview / Purpose/Code of Ethics (Appendix I)

All principals & employees will to the best of their abilities, strive to comply with all Securities industry rules & regulations, specifically the Investment Advisors Act of 1940. All principals will conduct themselves in a professional manner and put all client interests first and treat our clients fairly.

2. Written Policies

Copies of all our policies are maintained by Karen Ridgeway (The Chief Compliance Officer).

3. SEC Required Documents

ADV Parts I & 2A are updated annually, or more often, if required by any material changes in the business and available for clients at their request. ADV Part I is filed online through the IARD (Investment Adviser Registration Depository) as required by the Investment Advisors Act 1940 and ADV Part 2A is completed in hard copy and kept as part of our records. Form U4 (registration on investment advisor) is also filed with FINRA and updated as any material changes occur. Form U5 (reason for termination) is not applicable at this time. Moreover, clients are notified, at least one time per year via our quarterly updates from the President, that such documents are available at their request. All new clients are supplied an ADV Part 2A, our Code of Ethics, and our Privacy Policy in the marketing kits prepared for prospective and new clients. In addition, existing clients are mailed in the 2nd quarter of each year a statement of material changes in ADV Part 2A, a copy of our Code of Ethics and a copy of our Privacy Policy.

Marketing Materials

Karen Ridgeway, our Chief Compliance Officer, must review and approve all advertising and marketing materials before their use. Materials will not show any performance data without the appropriate documentation and will not infer nor allude to guarantees of future performance. Current brochure and website contain no such references nor do they include any performance data.

4. Pay to Play Rule

It is the policy of Quantitative Asset Management not to make political contributions to obtain municipal business.

5. Anti Money Laundering Policy

It is the policy of the firm to prohibit and actively prevent money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities. If suspicious cash placements or movements are noted they will be reported to the NASD and all requests for further information from the NASD or Financial Crimes Enforcement Network (FinCEN) will be compiled with on a timely basis. Prior to opening an account, we will collect the following information for all accounts, if applicable, for any person, entity or organization who is opening a new account and whose name is on the account: the name; date of birth (for an individual), an address, an identification number, which will be a taxpayer identification number (for U.S. persons) or for non-U.S. persons, one or more of the following: a taxpayer identification number, passport number and country of issuance, alien identification card number or number and country of issuance of any other government-issues document evidencing nationality or residence and bearing a photograph or other similar safeguard (for non-U.S. persons).

When opening an account for a foreign business or enterprise that does not have an identification number, we will request alternative government-issued documentation certifying the existence of the business or enterprise. If such documentation is not forthcoming or appears to have been intentionally misleading, our firm will not open a new account.

6. Personal Securities Transactions

It is the policy of the firm that no Access Person shall engage in any act, practice or course of conduct that would violate insider trading and/or front running of securities to secure better prices or any other advantage for management or firm employees.

- It is the policy of the firm that the interests of its clients are paramount and come before the interests of any director, officer or employee of the Adviser.
- Personal investment activities of all directors, officers and employees of the Adviser shall be conducted in a manner that shall avoid actual or potential conflicts of interest with the Advisor.
- Directors, officers and employees of the Adviser shall not use their positions with the Adviser, or any investment opportunities presented by virtue of their positions with the Adviser, to the detriment of the Adviser and/or firm clients.

Discouraged Purchase and Sales

- Directors, officers and employees shall defer purchase of securities currently being purchased for client portfolios until after client buy orders are executed unless such orders are bunched. If bunched, clients must receive equal or better pricing. Since portfolio reviews are on-going and purchases often staggered by client it is paramount that officers and employees always put the client interests first.

- Directors, officers and employees shall defer sell orders of securities currently being sold for client portfolios until after client sell orders are executed if occurring within 48 hours of each other.
- Participation in IPO's and private placement transactions must be pre-cleared with the advisor to ensure it is keeping with the Code of Ethics.
- No access person shall recommend any securities transaction to the Adviser without having disclosed his or her interest, if any, in such securities or the issuer thereof, including without limitation (i) his or her direct or indirect beneficial ownership of any securities of such issuer, (ii) any contemplated transaction by such persons in such securities, (iii) any position with such issuer or its affiliates, and (iv) any present or proposed business relationship between such issuer or its affiliates, on the one hand, and such person or any party in which such person has a significant interest, on the other; provided, however, that in the event the interest of such Access person in such securities or issuer is not material to his or her personal net worth or any contemplated transaction by such person in such securities cannot reasonably be expected to have a material adverse effect on any such transaction on the market for the securities generally, such Access Person shall not be required to disclose his or her interest in the securities or issuer thereof in connection with any such recommendation.

Exempted Transactions

The following transactions are exempt from the discouraged purchases or sales as listed above:

- Purchases or sales affected in any account over which the employee has no direct or indirect influence or control.
- Purchases or sales which are non-volitional on the part of the affected person.
- Purchases which are part of an automatic dividend reinvestment plan.
- Purchases effect upon the exercise of rights issued by the issuer pro rata to all holders of a class of its securities, to the extent such rights were acquired from such issuer, and sales of such rights so acquired.

Reporting Requirements of Access Persons

- The firm's Compliance Officer shall identify all employees who are required to make these reports, shall inform those employees of their reporting obligation and shall notify each employee that he or she is subject to this reporting requirement. The Compliance Officer shall annually obtain written assurances from each employee that he or she is aware of his or her obligation under this Code of Ethics and has complied with the Code of Ethics and with its reporting requirements.
- Every employee of the firm must report the following to the Adviser:

- Initial Holding Reports. No later than 10 days after the person becomes an employee, a holding report must be submitted to the Chief Compliance Officer including the following information:
 - The title, number of shares, type of security, ticker symbol or CUSPID and principal amount of each security in which the employee had any direct or indirect beneficial ownership when the person became an employee.
 - The name of any broker, dealer or bank with whom the employee maintained an account in which any security were held for the direct or indirect benefit of the employee as of the date the person became an employee; and
 - The date that the report is submitted by the employee.
- Quarterly Transaction Reports. No later than 15 days after the end of a quarter, the following information must be submitted to the Chief Compliance Officer:
 - The date of the transaction, the title, the interest rate and maturity date (if applicable), the number of shares, the name of security, ticker symbol or CUSPID and the principal amount of each security involved:
 - The nature of the transaction (i.e., purchase, sale or any other type of acquisition or disposition);
 - The price of the security at which the transaction was effected;
 - The name of the broker, dealer or bank with or through which the transaction was effected; and
 - The date that the report is submitted by the employee.
- Annual Holding Reports. Annually, the following information (must be current as of a date no more than 30 days before the report is submitted):
 - The title, number of shares, type of security, ticker symbol or CUSIP, and principal amount of each security in which the employee had any direct or indirect beneficial ownership;
 - The name of any broker, dealer or bank with whom the employee maintains an account in which any securities are held for the direct or indirect benefit of the employee; and
 - The date that the report is submitted by the employee.

Exemptions from Reporting Requirements:

- A person need not make a report for transactions effected for and securities held in, any account over which the person has no direct or indirect influence or control.
- An employee of the Adviser need not make a quarterly transaction report to the Adviser if all the information in the report would duplicate information required to be recorded in accordance with rules under Section 204 of the Advisers Act.

- An employee need not make a quarterly transaction report if the report would duplicate information contained in broker trade confirmations or account statements received by the Adviser with respect to the employee if all of the information is contained in the broker trade confirmations or account statements, or in the records of the Adviser.

Review and Enforcement

- All personal transactions are reviewed quarterly to insure they are not front running any client transactions.

Sanctions

Upon discovering a violation of this Code of Ethics, the Chief Compliance Officer and Adviser may impose such sanctions as it deems appropriate, including a letter of censure or suspension or termination of the employment of the violator. All material violations of this Code of Ethics and any sanctions imposed with respect thereto shall be reported to the Chief Compliance Officer and/or Adviser.

Insider Trading

The firm has adopted a Policy Statement on insider trading and conflicts of interest which is attached hereto as Appendix I. All employees are required to read and familiarize themselves with their responsibilities under the Policy Statement. All employees shall sign a copy of the Policy Statement, and the Chief Compliance Officer shall maintain a copy of each executed Policy Statement.

Recordkeeping

The Chief Compliance Officer shall, at its principal place of business, maintain the following records:

- A copy of each Code of Ethics for the Adviser that is in effect, or at any time within the past five years was in effect, shall be maintained in an easily accessible place;
- A record of any violation of the Code of Ethics, and of any action taken as a result of the violation, shall be maintained in an easily accessible place for at least five years after the end of the fiscal year in which the violation occurs;

- A copy of each report made by an employee as required by the firm's Code of Ethics shall be maintained for at least five years after the end of the fiscal year in which the report is made or the information is provided, the most current two years in an easily accessible place.

8. Investment Advisory Contract – Attached

The Adviser must regularly review it for investment guidelines.

9. Trading Practices

Policy

It is Quantitative Asset Management's policy to achieve favorable execution when it places orders for client trades with broker-dealers. Some factors considered when determining strength of execution are price, timing and accuracy of order.

QAM has a fiduciary duty to achieve favorable execution when it places trades with broker-dealers. Failure by QAM to adhere to its fiduciary duties when selecting a broker-dealer may have significant regulatory and other consequences. QAM will achieve favorable execution for a given client trade when the trade is executed so that the client's total costs, timing and accuracy are favorable under the circumstances. In selecting a broker-dealer for a client, QAM will consider:

- Client preferences
- Execution quality and operational capabilities of the broker-dealer
- Research (if any) provided by the broker-dealer
- Ability and willingness to correct errors
- Ability to access various market centers
- The broker-dealer facilities, including any software or hardware provided to the adviser
- Established relationships with broker-dealer
- Commission charged by the broker-dealer
- Reliability and reputation and financial condition of the broker-dealer
- Client referrals made by the broker-dealer to QAM

QAM will periodically compare trade execution with alternative brokers to ensure competitive pricing. Although this is only one of many factors considered in determining overall cost to clients an ongoing effort to review current brokers pricing will be pursued.

RBC trades are written on a trade blotter which may be personally delivered to RBC and/or called into RBC to execute trades. All trades are cross referenced via trade confirmations and any potential errors corrected immediately. Errors and Omissions insurance is kept current to cover any potential

trade errors. Trades at SCH are executed online and cross referenced immediately after execution for accuracy.

Although we take every effort to insure accuracy of trades by cross referencing trade confirmation statements against trade orders. In the event a trade error occurs, it is our policy to make the client “whole” from such errors. Any error, whether discovered internally or brought to our attention by the client will be documented in writing to the client and immediately corrected. Any additional fees and /or losses resulting from this error will be credited to client’s respective account. Any gains from such errors will be kept in the client’s account. As a best practice, we carry Errors and Omissions insurance to ensure that sufficient assets are available for any such errors.

Books and Records

QAM will maintain a record of each client placed trade and the broker-dealer that executed the transaction. RBC trades will be written on **order memoranda** and SCH trades will be available online at Schwab Institutional. Trades are cross referenced by checking written order against confirmation receipts (RBC), and they are cross referenced online by the investment advisor who places the trade.

10. Portfolio Management Process

Our client portfolios must be constantly reviewed by Advisor in order to maintain consistency with client objectives. In addition, Advisor will meet with clients quarterly and/or bi-annually to review portfolio performance, update portfolio objectives and determine and relevant changes in clients’ life circumstances. Each client’s objectives are unique and are therefore not cross referenced against each other. No modeling is done by the investment advisor.

11. Client Asset Safeguards

Our client assets are held custody by third party institutions (their respective broker-dealers). We rely on these institutions for safeguarding of the assets and accurate, independent account valuation. Our investment management fees are calculated from quarter end account valuations, account statements are provided online by third party custodians (RBC Wealth Management and Schwab).

12. Privacy Policy

See Attached – The intent of this policy is to maintain client confidentiality.

13. Proxy Voting

Clients maintain their own proxy voting rights. Upon request, Advisor will provide advice regarding proxy voting that is in the best interest of the client.

14. Web Compliance

We strive to keep our website current and accurate. Combined or individual performance data is kept confidential and is not included in any marketing materials, advertising or website.

15. Recordkeeping – All printed client account information is maintained in locked metal file cabinets on site. All electronic account information is maintained in password protected management systems (DRConnect for accounts @ RBC Dain Rauscher and Schwab Institutional and/or Schwab Portfolio Center for Charles Schwab Accounts). All internal computer files including master account files, billing documents and financial records (Quicken Files) are backed up daily by us, a weekly copy of which is kept off site by the Customer Service Administrator.

16. Business Continuity Plan –Should there be any disruption due a natural or man- made disaster, it is planned that John Farni, son of Jeff Farni Sr. would assume trading and account operations. John is currently a Financial Advisor at RBC Dain Rauscher and is the broker of record on many of the QAM accounts. John can be contacted at: John.farni@rbc.com , 952-261-3563.

All such clients would be immediately notified by phone and in writing of the continuity plan. John would have access to all information for RBC clients and have non-discretionary authority for uninterrupted trading and account operations. Karen Ridgeway, Vice President, would have access to all proprietary client information to execute these plans (including non-RBC accounts). Her contact information is: Karen@QAMgmt.com, 952-476-7855 or 952-738-2045.

New LOA's would be immediately issued to secure authorization for proprietary trading and account operations by John Farni. Client meetings would be scheduled as soon as possible to review account status, client objectives, and secure appropriate paperwork for any desired changes.

Should the current worksite be compromised, the new worksite would be 3301 Chase Drive, Minnetonka, MN, 55305, the home of Jeffrey Farni Jr, who is currently the son and Customer Service Administrator at QAM. The current hard drive back up is kept here and temporary offices would be established at this location. Jeffrey's contact information is: jeffreyyjr@QAMgmt.com, 952-239-0505.

In the event, John Farni is unable to assume these responsibilities, Karen Ridgeway and/or Jeffrey Farni Jr. would contact clients and give them the appropriate contact information at their existing broker-dealers and/or alternative investment advisors who could take over their respective investment advisory needs.

