

Item 1 – Cover Page



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This brochure provides information about the qualifications and business practices of Fund Architects, LLC. If you have any questions about the contents of this brochure, please contact us at (866) 539-4186. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Fund Architects, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. Clients can search this site by using Advisor's name or by an identification number known as a CRD number. The CRD number for Advisor is 145395.

Item 2 Material Changes

There have been no material changes to Fund Architects' operations or disclosures.

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Item 4 **Advisory Business**

Advisory Services

Fund Architects, LLC (the “Advisor”) is an SEC registered investment adviser providing investment management services to individuals, private pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities. Advisor’s services and fee arrangements are described in the following pages.

Advisor is a limited liability company formed under the laws of the State of Delaware with office locations in Texas, Colorado and Illinois. The principal owners are Burt Snover (President, COO), Todd Porter (CIO), and Keith Reed (Vice President, CMO).

For certain clients, the Advisor may manage client portfolios by allocating portfolio assets among various mutual funds and exchange traded funds (together “funds”) on a discretionary basis using one or more of its proprietary investment strategies (collectively referred to as “investment strategy”). In so doing, the Advisor shall buy, sell, exchange and/or transfer shares of funds based upon the investment strategy.

The Advisor’s management using the investment strategy has been designed to comply with the safe harbor provided under Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly-managed accounts, such as the investment strategy, with a safe harbor from the definition of an investment company. In accordance with Rule 3a-4, the following features have been specifically included in the Advisor’s management using the investment strategy:

1. Initial Interview – an initial interview is conducted with each client to determine the client’s financial circumstances, goals, acceptable levels of risk, any reasonable restrictions on the management of their account, and other relevant circumstances;
2. Individual Treatment – the client’s account is managed on the basis of the client’s financial circumstances and investment objectives;
3. Consultation – an Advisory Affiliate of the Advisor or the client’s representative knowledgeable about the client’s account shall be reasonably available to consult with the client relative to the status and management of their account;
4. Notice of Transactions – the client shall receive notice of all transactions in their account as if they had maintained a similar account outside of the investment strategy;
5. Quarterly Statement – the client shall be provided with a quarterly statement containing a description of all activity in the their account;
6. Ability to Impose Restrictions – the client shall have the ability to impose reasonable

restrictions on the management of their account, including the ability to instruct the Advisor not to purchase certain securities or types of securities;

7. No Pooling – the client’s beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the client’s account;

8. Separate Account – a separate account is maintained for the client with the custodian; and

9. Ownership - each client retains indicia of ownership of the account (e.g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

In addition to the foregoing, clients may, in writing, place reasonable limitations upon the Advisor’s discretionary authority. The investment strategy may involve an above-average portfolio turnover that could negatively impact upon the net after-tax gain experienced by an individual client. Securities in the investment strategy are usually exchanged and/or transferred without regard to a client’s individual tax ramifications. Certain investment opportunities that become available to the Advisor’s clients may be limited. For example, various mutual funds or insurance companies may limit the ability of the Advisor to buy, sell, exchange or transfer securities consistent with its investment strategy. In order to meet its fiduciary duties to all of its clients, the Advisor will endeavor to allocate investment opportunities among its clients on a fair and equitable basis. Participation in the Advisor’s investment strategy carries additional risk to clients in that a mutual fund or insurance company may unilaterally restrict and/or prohibit the Advisor’s trading activities thus prohibiting it from managing the assets consistent with the investment strategy.

When a client is referred to the Advisor by third-party investment advisor, all applicable contracts and account paperwork will be completed by the client with the assistance of the introducing advisor. The introducing advisor will obtain the necessary financial data from the client, assist the client in determining suitability, and help the client to set the appropriate investment objectives. The introducing advisor will then provide all necessary information to Advisor. The introducing advisor will meet with the client periodically to review the client’s financial situation, investment objectives, and current portfolios and then make any necessary changes to the portfolio strategy selection, notice of which will be sent to the Advisor. The introducing advisor will be responsible for providing the Advisor’s disclosure brochure.

Advisor will have the power and authority, as granted by the client to make investment decisions over the portion of the client’s assets managed by Advisor.

Sponsored Investment Management Platforms or Investment Wrap Programs (Platform)

Clients may also gain access to Fund Architects investment management services through programs or investment platforms sponsored by unaffiliated investment advisors and/or broker-dealers. These programs may be wrap-fee programs, lists of available investment managers, or general asset allocation programs. Through these programs or platforms, clients must establish an account directly with the program sponsor. Fund Architects is then available to clients for selection as an independent money manager or sub-adviser. Many of the terms and conditions of these programs are determined by the program sponsor. Through these programs, Fund Architects will be available to clients for selection as an independent money manager.

Clients must establish an account directly with the program sponsor. All applicable contracts and account paperwork will be completed by the client with the assistance of the program sponsor representative. The program sponsor representative will obtain the necessary financial data from the client, assist the client in determining suitability, and help the client to set the appropriate investment objectives. The program sponsor will then provide all necessary information to Fund Architects. The program sponsor representative will meet periodically to review the client's financial situation, investment objectives, and current portfolios and then make any necessary changes to the Fund Architects portfolio strategy selection, and notify Fund Architects of any changes to be made. A representative of the program sponsor will be responsible for providing the Fund Architects disclosure brochure. Depending on the money manager program, a Fund Architects client agreement may also be provided to the client.

Fund Architects will have the power and authority, as granted by the client through the program sponsor contract, to make investment decisions over the portion of the client's assets delegated to Fund Architects. However, Fund Architects will not be responsible for executing transactions in the client's account. Fund Architects will provide all trade instructions to the sponsor of the program who will be responsible for executing the recommendations of Fund Architects.

Accounts established through a program sponsored by an unaffiliated investment advisor and/or broker-dealer will be held and cleared through a broker-dealer selected by the program sponsor, pursuant to a relationship between the sponsor and the clearing broker-dealer. The program sponsor reserves the right to designate alternative clearing and custody arrangements similar to those of its preferred clearing broker-dealer. Physical custody of funds and securities is maintained by the various clearing firms, not by Fund Architects. Clients accessing Fund Architects through a Platform have the ability to impose reasonable restrictions on their accounts.

Participation in Wrap Fee Programs

Although we do not sponsor wrap-fee programs, we manage client accounts through both wrap-fee programs and traditional management programs. Under a wrap-fee program, advisory services and transaction services are provided for one fee. This is different from traditional management programs whereby our services are provided for a

fee, but transaction services are billed separately on a per-transaction basis. From an investment management perspective, there is not a fundamental difference in the way we manage wrap-fee accounts versus traditional management accounts. The only significant difference is the way in which transaction services are paid.

Investment Consulting Services

The Advisor provides non-discretionary investment consulting services to clients relative to: (1) variable life/annuity products that they may own, and/or (2) their individual employer sponsored retirement plans. In so doing, the Advisor recommends the allocation of client assets among the various mutual fund subdivisions that comprise the variable life/annuity product or the retirement plan. The client assets shall be maintained at either the specific insurance company that issued the variable life/annuity product which is owned by the client, or at the custodian designated by the sponsor of the client's retirement plan. Under this program, all investment implementation services will be determined and initiated by the client. Advisor will not have trading authority over the client accounts.

The client may make additions to and withdrawals from the account at any time, subject to the Advisor's right to terminate an account. If assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the quarter. Clients may withdraw account assets on notice to the Advisor, subject to the usual and customary securities settlement procedures. The Advisor designs its portfolios as long-term investments and assets withdrawals may impair the achievement of a client's investment objectives.

The Advisor's clients are advised to promptly notify the Advisor if there are ever any changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon the Advisor's management services.

Any client who has not received a copy of the Advisor's written disclosure statement at least forty-eight (48) hours prior to executing the Agreement shall have five (5) business days subsequent to executing the agreement to terminate the Advisor's services without penalty.

The principals of Fund Architects, LLC. are:

BURT SNOVER, Managing Member/Chief Compliance Officer

Born 1959

Post-Secondary Education:

University of Michigan – 1981, BBA, Business

The American College – 1990, CLU – 1991, ChFC

Recent Business Background:

Fund Architects, LLC, Managing Member, 10/2007-Present

Transamerica Financial Advisors, Inc., Registered Principal/Advisor
Representative, 07/2001-Present
CompEdge Financial, President, 2005 to Present
Foresight Financial Group, Sole Proprietor, 1995 to Present

KEITH REED, Managing Member/Marketing Director

Born 1969

Post-Secondary Education:

Regis University – attended

Recent Business Background:

Fund Architects, LLC, Managing Member, 10/2007-Present

The Money Group, LLC, Managing Member, 12/1997 – Present

Transamerica Financial Advisors, Inc., Registered Representative, 03/2008-Present

Transamerica Capital, Inc., Regional Vice President, 09/2004-10/2007

Manulife Financial Securities LLC, Wholesaler, 01/2004 – 06/2004

Transamerica Capital, Inc., Regional Vice President, 02/2001-01/2004

TODD PORTER, Managing Member/Investment Officer

Born 1961

Post-Secondary Education:

University of California Berkley – 1983, Bachelor of Arts, Economics

Harvard University – 1986, Masters Degree, Economics

Recent Business Background:

Fund Architects, LLC, Managing Member, 10/2007-Present

Morningstar Associates, Chief Investment Strategist – 2/1996 to 8/2006

Gordon Group, Governance Consultant – 1/1995 to 9/1999

Assets Under Management

As of the 'Close of Business' on December 31, 2010:

Discretionary Assets- \$172,164,000

Non-discretionary Assets- \$735,000

Total AUM \$172,899,000

Item 5 Fees and Compensation

Discretionary Investment Management Fees.

The Advisor offers its services for a fee based on a portion of the client's assets under Advisor's management. Prior to engaging the Advisor to provide any of the foregoing investment advisory services, the client will be required to enter into one or more written agreements with the Advisor setting forth the terms and conditions under which the Advisor shall render its services (collectively the "Agreement").

In the event the client determines to engage the Advisor to provide investment management services, the Advisor shall do so on a fee basis. If engaged, the Advisor shall charge an annual fee based upon a percentage of the market value of the assets being managed by the Advisor. The Advisor's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. However, the Advisor shall not receive any portion of these commissions, fees, and costs. The Advisor's annual fee shall be prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. The annual fee shall vary (between 0.15% and 1.00%) depending upon the market value of the assets under management and the type of investment management services to be rendered. The Advisor may also charge an additional fee equal to 0.20% on assets to be managed by the Advisor. This fee may be utilized to compensate wholesalers to the firm or referral fees paid to solicitors or introducing advisors, as further discussed below. Upon termination of the Advisory Agreement, fees paid in advance by the client shall be refunded on a pro-rata basis.

For clients that are referred to Advisor by an unaffiliated investment advisor or solicitor, a fee in excess of the Advisor's fee will typically be charged to the client. The difference is retained by the introducing advisor or solicitor and not by Advisor. While the specific fee sharing arrangement between Advisor and unaffiliated solicitors/investment advisors varies, the total investment advisory fee charged to a client will not exceed 2.25%.

The Advisor generally imposes a minimum portfolio value for its investment management services. The Advisor, in its sole discretion, may negotiate to waive its stated account minimum or charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

Clients may incur certain charges imposed by the Financial Institution(s) and other third parties such as custodial fees, charges imposed directly by a mutual fund or exchange traded fund in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally clients may incur

brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to the Advisor's fee.

The Advisor's Agreement and/or the separate agreement with the Financial Institution(s) may authorize the Advisor through the Financial Institution(s) to debit the client's account for the amount of the Advisor's fee and to directly remit that management fee to the Advisor in accordance with applicable custody rules. The Financial Institution(s) recommended by the Advisor have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to the Advisor.

Upon Advisor's approval or discretion a client may be billed via direct invoice due at the time of receipt.

Lower fees for comparable services may be available from other sources.

Sponsored Investment Management Platforms

Participants in a platform program will pay an annualized investment management fee to Fund Architects generally not to exceed 0.40% of the assets under Fund Architects' management. Depending on the program, the Fund Architects fee will either be charged in addition to the overall program fee charged to a client or included in the program fee charged to the client. When Fund Architects' annual fee for investment management services is separate from and in addition to the program fee, the fee rate is determined by the fee table shown in each client's Investment Management Agreement with Fund Architects. Fund Architects' investment management fees are non-negotiable.

In accordance with the program sponsor's billing arrangements, Fund Architects may provide the program sponsor, broker-dealer, or account custodian a quarterly invoice. Fund Architects' fees are then billed and collected by the program sponsor, broker-dealer, or account custodian and remitted directly to Fund Architects. Clients should refer to the program sponsor's disclosure brochure and contract for a full description of all fees and billing arrangements related to the program.

Fees for accounts managed by Fund Architects on a broker-dealer's or custodian's platform will be calculated and collected by the platform sponsor and remitted to Fund Architects. In those cases, any other fees or costs, such as a platform fee or trading costs, is deducted and retained by the sponsor. Fund Architects is not a party to, and does not participate in, such fees.

The process for removing Fund Architects as a sub-advisor or money manager on a Platform must comply with the procedures established by the Platform sponsor. Typically, such procedures will be detailed in the Platform client agreement. Therefore, please refer to the Platform agreement and other materials for specific procedures to remove Fund Architects as a sub-advisor.

Wrap-Fee Arrangements

To the extent Fund Architects portfolios are offered by a custodian or on a platform where some portion of the custodian's fees are wrapped (or bundled), including transaction fees, and Fund Architects cannot determine the portion of the wrapped fee that represents transaction fees, the entire wrapped fee reduces both net of fee and gross of fee performance. Fund Architects does not estimate trading fees in such cases. Fund Architects does not currently sponsor or participate in any wrapped fee arrangements in which Fund Architects' management fee cannot be identified as a charge separate from the bundled fee.

Investment Consulting Fees.

The Advisor's annual fee shall be prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. The annual fee shall vary (between 0.15% and 1.00%) depending upon the market value of the assets under management and the type of investment consulting services to be rendered. Advisor will directly bill, via invoice, any client for which it acts on a consulting basis only.

For the initial quarter of investment consulting services, the first quarter's fees shall be calculated on a pro rata basis. The Agreement between the Advisor and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. The Advisor's annual fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner.

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

Advisor does not receive performance based fees.

Item 7 *Types of Clients*

The Advisor provides services to two general types of clients. The first category consists of clients of unaffiliated investment advisor firms. Under this arrangement, clients are introduced to the Advisor through the unaffiliated investment advisor which serves as a solicitor and introducing advisor for Advisor. The Advisor acts as a third-party money manager for the investment client of the unaffiliated advisor. The Advisor may also act as a sub-advisor to unaffiliated investment advisor firms and/or enter into an arrangement as an approved money manager in an advisory program sponsored by the unaffiliated investment advisor. Advisor also provides services to retail clients. These are clients for whom the relationship with the Advisor has been established directly, without the involvement of a solicitor or other unaffiliated investment advisor firm as intermediary.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Fund Architects typically invests in 10-20 mutual fund or exchange-traded funds (ETFs) for our clients. Each of these funds or ETFs invests in anywhere from 30-1000 individual stocks, bonds, futures or options.

Each of our clients is assigned to one of 8 investment strategies that range from Aggressive Growth, which has almost all of its money invested in stocks, to Defensive, which has around 20% of the money invested in stocks, with the rest in bonds and other investments. Each of these portfolios is described below:

Investment Strategies

Aggressive Growth:

In this portfolio global stocks range from 70% to 100% of assets, and typically include investments in the broad range of global stocks, including small-, mid-, and large-cap and growth and value stocks from every region of the world, including emerging markets. The small target allocations to cash and alternatives serve as defensive holdings in case of a global downturn. The fund managers are selected because they have long-term track records of superior returns by picking stocks, and have tended to be more flexible and focused.

Growth:

In this portfolio global stocks range from 70% to 95% of assets, and typically include investments in the broad range of global stocks, including small-, mid-, and large-cap and growth and value stocks from every region of the world, including emerging markets. The small target allocations to cash and alternatives serve as defensive holdings in case of a global downturn. The fund managers are selected because they have long-term track records of superior returns, as well as controlling risk.

Moderate Growth:

In this portfolio global stock exposure ranges from 60% to 80% of assets, and includes investment in a broad range of global stocks. Typically 50% of the stocks will be mid- and small-cap, as they have the best likelihood of high returns. The portfolio also has modest exposure to global fixed-income. This portfolio includes a 15% target allocation to alternative strategies to temper downside losses without compromising returns, such as commodity, currency, or global tactical managers. The fund managers are selected because they have long-term track records of superior returns, as well as controlling risk.

Moderate:

This portfolio's global stock exposure ranges from 40% to 60% of assets, and includes

exposure to the full range of global stocks. It also includes a target allocation of 25% to global bonds. This portfolio includes a 25% target allocation to alternative strategies that perform differently from the global stock markets, such as convertible arbitrage, merger arbitrage, or long/short strategies. The fund managers are selected because they have long-term track records of superior returns, as well as controlling risk.

Conservative:

In this portfolio global stocks range from 20% to 40% of assets. And with 30% in alternative strategies and 40% in global fixed income and cash, it is the most diversified portfolio. The mutual funds selected for this portfolio tend to have a history of good performance and good risk control.

Dynamic Income:

In this portfolio global stocks range from 20% to 40% of assets. And with 30% in alternative strategies and 40% in global fixed income and cash, it is a well-diversified portfolio. This portfolio is managed with an objective of generating sufficient total return over the long-term to support a 4% income withdrawal after expenses, while also allowing some appreciation of principal. It generally holds an allocation equal to 3 years of target income stream in low-volatility investments in order to protect the portfolio from having to liquidate at the market bottom.

Defensive:

In this portfolio global stocks range from 5% to 20% of assets. It is heavily weighted toward lower volatility strategies such as bonds and money market, and also has a 35% allocation to low-volatility and low-correlation alternative strategies, such as arbitrage and long/short strategies.

Dynamic ETF:

In this portfolio global stocks range from 0% to 78% of assets. It has the most dynamic asset allocation of any Fund Architects portfolio. The asset allocation is managed in an attempt to capture returns in all markets. The core of the portfolio is built with ETF's, which provide lower portfolio cost and more flexible trading.

Methods of Analysis

Fund Architects investment decisions rely on information from the economy, financial markets, and fund manager performance and analysis. The economic analysis helps drive asset allocation (for example, stocks, bonds, or cash), sector selection (for example, technology stocks or energy stocks), and manager selection (aggressive vs. defensive managers). Our economic analysis focuses on economic data from government statistical agencies, private data sources, and the business press. This data may include: GDP, jobs data, leading economic indicators, housing prices, consumption, industrial production, retail sales, inflation, Federal reserve statements and policies. Financial market data helps us decide which investments are undervalued in the markets and so affects our asset allocation, sector selection and manager selection decisions. This data may include stock market prices, valuation ratios (such

as the price-to-earnings ratio), and interest rates. Fund manager performance and portfolio data helps Fund Architects make fund selection decisions and may include: specific time-period performance (a fund's return in 2008), trailing-time period performance (a fund's return over the past three years), risk measures (how much the fund goes up and down relative to other funds or indexes), risk-adjusted performance measures (a measure that combines return measures and risk measures), correlation measures (how much a fund goes down as other funds go down), portfolio characteristics (for example, large companies vs. small companies, or banks vs. utilities), manager history and tenure, expenses, portfolio structure and turnover.

Fund Architects portfolios are not rebalanced based on time, but rather based on market conditions and client-specific considerations.

Risk of Loss

All the mutual funds and ETFs Fund Architects buys for its clients fluctuate in price every day and can and do lose money.

The risks of mutual funds and ETFs include the following

Investment risk—Every mutual fund and ETF is run by a manager who is making decisions on which stocks and bonds to buy and sell. These securities can lose money causing the mutual fund or ETF to lose money.

Operation risk—Every mutual fund and ETF is an investment company that is run by an advisor and a board of directors that is responsible for managing the funds operations and following the laws and regulations relevant to ETFs and mutual funds. The managers of the fund company may commit fraud, malfeasance, or simply bad decisions that result in higher expenses for the funds investors, mistaken calculations of the fund's true value, and losses of fund assets.

Timing risk—Fund Architects attempts to buy mutual funds and ETFs at times when in our judgment they are likely to go up in price, and to sell mutual funds and ETFs before they go down in price. However, it is possible that we will buy mutual funds and ETFs that go down in price and thereby lose some of the client's money.

Tax risks-- Securities in the investment strategy may be bought and sold without regard to a client's individual tax ramifications, and so portfolio turnover could cause the client to incur tax obligations that negatively affect the after-tax return.

Trading risk--Certain investment opportunities that become available to the Advisor's clients may be limited. For example, various mutual funds or insurance companies may limit the ability of the Advisor to buy, sell, exchange or transfer securities consistent with its investment strategy. In order to meet its fiduciary duties to all of its clients, the Advisor will endeavor to allocate investment opportunities among its clients on a fair and

equitable basis. Participation in the Advisor's investment strategy carries additional risk to clients in that a mutual fund or insurance company may unilaterally restrict and/or prohibit the Advisor's trading activities thus prohibiting it from managing the assets consistent with the investment strategy.

Item 9 Disciplinary Information

Neither the Advisor, nor its management persons, has been involved in disciplinary or legal events regarding its advisory business or the integrity of management of client's accounts.

Item 10 Other Financial Industry Activities and Affiliations

While Advisor's only business activity involves providing investment advice to clients, some Investment adviser representatives are involved in other activities. Burt Snover and Keith Reed are also independently licensed as independent insurance agents for various insurance companies and agencies.

Advisor is under common control with The Money Group, LLC, a duly licensed insurance agency owned and operated by Keith Reed. Burt Snover conducts fixed insurance business in a sole proprietor capacity using the name Foresight Financial Group. Clients should be aware that Mr. Snover and Mr. Reed will generally only recommend insurance products of those companies for whom they are sales agents and with which they are familiar with the benefits, exclusions and other terms. A conflict of interest exists to the extent that the Advisor recommends the purchase of insurance products where the Advisor's Investment adviser representatives receive insurance commissions or other additional compensation.

Clients should also be aware that Advisor's principal officers are landlords and owners of their own rental property. This business does not involve Advisor's clients in anyway. Approximately, 5% of their time is dedicated to this business.

Advisor's principal officers are also general partners of family limited partnerships that

have been established solely for personal purposes. These activities comprise a very small portion of their time and to do not involve clients in anyway.

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

The Advisor and persons associated with the Advisor (“Associated Persons”) are not permitted to buy or sell securities that it also recommends to clients consistent with the Advisor’s policies and procedures.

The Advisor has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws (“Code of Ethics”). In accordance with Section 204A of the Advisers Act, its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Advisor or any of its associated persons. The Code of Ethics also requires that certain of the Advisor’s personnel (called “Access Persons”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Clients may contact the Advisor to request a copy of its *Code of Ethics*.

Unless specifically permitted in the Advisor’s *Code of Ethics*, none of the Advisor’s *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of the Advisor’s clients.

When the Advisor is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when the Advisor is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Item 12 Brokerage Practices

The commissions paid by the Advisor's clients shall comply with the Advisor's duty to obtain "best execution." However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Advisor determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while the Advisor will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions for each client generally will be effected independently, unless the Advisor decides to purchase or sell the same securities for several clients at approximately the same time. The Advisor may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Advisor's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among the Advisor's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Advisor determines to aggregate client orders for the purchase or sale of securities, including securities in which the Advisor's *Advisory Affiliate(s)* may invest, the Advisor shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. The Advisor shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that the Advisor determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, the Advisor may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist the Advisor in its investment decision-making process. Such research generally will be used to service all of the Advisor's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest.

As discussed above, certain Investment adviser representatives in their respective individual capacities, are registered representatives of Transamerica Financial Advisors, Inc. These Investment adviser representatives are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless Transamerica Financial Advisors, Inc., provides written consent. Therefore, clients are advised that certain Investment adviser representatives may be restricted to conducting securities transactions through Transamerica Financial Advisors, Inc./Pershing unless they first secure written consent from Transamerica Financial Advisors, Inc./Pershing to execute securities transactions through a different broker-dealer. Absent such written consent or separation from Transamerica Financial Advisors, Inc. /Pershing, these Investment adviser representatives are prohibited from executing securities transactions through any broker-dealer other than Transamerica Financial Advisors, Inc., under Transamerica Financial Advisors, Inc., internal supervisory policies. Advisor is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Clients receiving our services through a Platform sponsored by an unaffiliated investment advisor, may be required to use a particular broker/dealer, but the requirement to do so is determined by the Platform sponsor and not Fund Architects. Therefore, the Platform Sponsor is solely responsible for conducting broker/dealer due diligence and best execution analysis. Because Fund Architects does not recommend or select brokerage platforms for outside Platforms, we may not be able to obtain the best prices and execution for the transaction. Clients may receive less favorable prices than would otherwise be the case if their Platform sponsor selected an alternative broker/dealer or custodian. Pricing for transactions, custodial services and other services provided by a broker/dealer will vary based on the broker/dealer utilized. Thus some clients hiring our management services will pay more for such services than other clients. Because we do not recommend or require the use of specific brokerage platforms, we do not receive client referrals for recommending particular brokerage platforms. Further, we do not have soft-dollar arrangements with broker/dealers.

Item 13 Review of Accounts

For those clients to whom the Advisor provides investment management services, the Advisor monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a monthly basis. Such reviews are conducted primarily by Todd Porter with the assistance of Burt Snover. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the Advisor and to keep the Advisor informed of any changes thereto. The Advisor or a representative on behalf of the Advisor or the client's investment advisor shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom the Advisor provides investment advisory services will also receive a report from the Advisor that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance as clients may request from time to time.

Item 14 *Client Referrals and Other Compensation*

The Advisor may receive from Pershing, without cost to the Advisor, computer software and related systems support, which allow the Advisor to better monitor client accounts maintained at Pershing. The Advisor may receive the software and related support without cost because the Advisor renders investment management services to clients that maintain assets at Pershing. The software and related systems support may benefit the Advisor, but not its clients directly. In fulfilling its duties to its clients, the Advisor endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the Advisor's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence the Advisor's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Advisor may also receive monthly or quarterly retention compensation for providing educational opportunities, on-site training, travel expenses, conference calls and advertising costs.

Additionally, the Advisor may receive the following benefits from Transamerica Financial Advisors, Inc./Pershing through the TFA RIA Services: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its Registered Investment Advisor Group participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

If a client is introduced to the Advisor by either an unaffiliated or an affiliated solicitor, the

Advisor may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee may be paid from the Advisor's investment management fee or be charged as an additional fee to the client, which relationship shall be disclosed. If the client is introduced to the Advisor by an unaffiliated solicitor, the solicitor shall provide the client with a copy of the Advisor's written disclosure statement which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of the Advisor shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of the Advisor's written disclosure statement at the time of the solicitation. In addition, as discussed above, the Advisor may charge a one-time fee on all new assets to compensate wholesalers to the firm.

Item 15 Custody

If the client requests the Advisor to arrange for the execution of securities brokerage transactions for the client's account, the Advisor shall direct such transactions through broker-dealers that the Advisor reasonably believes will provide best execution. The Advisor shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

Currently, Advisor recommends clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Charles Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Advisor is independently owned and operated and not affiliated with Charles Schwab. Charles Schwab provides Advisor with access to its institutional trading and custody services, which are typically not available to Charles Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least: \$10 million of the advisor's clients' assets is maintained in accounts at Schwab Institutional and is not otherwise contingent upon Advisor committing to Charles Schwab any specific amount of business (assets in custody or trading). Charles Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Advisor's clients' accounts maintained in its custody, Charles Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Charles Schwab or that settle into Charles Schwab accounts.

Charles Schwab also makes available to Advisor other products and services that benefit Advisor but may not benefit its clients' accounts. Some of these other products and services assist Advisor in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution (and allocation of aggregated trade orders from multiple client accounts); provide research, pricing information and other market data; facilitate payment of Advisor's fees from its clients' accounts; and assist with back-office functions; recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Advisor's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to Advisor's other services intended to help Advisor manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Charles Schwab may make available, arrange and/or pay for these types of services rendered to Advisor by independent third party providing these services to Advisor. While as a fiduciary, Advisor endeavors to act in its clients' best interests, and Advisor's

recommendation that clients maintain their assets in accounts at Charles Schwab may be based in part on the benefit to Advisor of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Charles Schwab, which may create a potential conflict of interest.

An introducing advisor/solicitor or a client may also direct the Advisor in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and the Advisor will not seek better execution services or prices from other broker-dealers or be able to “batch” client transactions for execution through other broker-dealers with orders for other accounts managed by the Advisor (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, the Advisor may decline a client’s request to direct brokerage if, in the Advisor’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Item 16 Investment Discretion

Upon receiving written authorization from the client, the Advisor provides discretionary investment advisory services for client accounts. When discretionary authority is granted, the Advisor will have trading authority to determine the type of securities and the amount of securities that can be bought or sold for the client portfolio without obtaining the client’s consent for each transaction.

Item 17 Voting *Client* Securities

Advisor does not vote proxies on behalf of its clients.

Item 18 Financial Information

The Advisor does not require or solicit prepayment of more than \$1,200 in fees, six or more months in advance, and therefore is not required to provide financial information.

Item 19 Requirements for State-Registered Advisers

Fund Architects, LLC is an SEC registered investment advisor.