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COVER PAGE

This brochure ("Brochure") provides information about the qualifications and business practices of AthenaInvest Advisors LLC. If you have any questions about the contents of this Brochure, please contact us at the telephone number and/or e-mail address above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

AthenaInvest Advisors LLC is a registered investment advisor. Registration of an investment advisor with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training. The verbal and written communications of an investment adviser provide you with information you need to determine whether to hire or retain the advisor.

Additional information about AthenaInvest Advisors LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

This Cover Page constitutes Item 1 to the AthenaInvest Advisors LLC Firm Brochure, Form ADV, Part 2A.

Item 2: MATERIAL CHANGES

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Generally, AthenaInvest Advisors LLC (referred to as "AthenaInvest," "we," "our," "us," or "the Firm") will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

This Brochure contains the following material changes from the last update to the brochure dated June 28, 2016:

Advisory Business information has been updated to reflect ownership changes (Item 4).

Fees and Compensation disclosures have been supplemented (Item 5).

Performance-Based Fees and Side-by-Side Management disclosures have been added (Item 6).

Other Financial Industry Activities and Affiliations information has been updated to describe a new affiliation (Item 10).

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Item 4: ADVISORY BUSINESS

Who We Are

AthenaInvest has been registered as an investment advisor with the Securities and Exchange Commission since June 16, 2008. AthenaInvest is wholly owned by AthenaInvest Inc. ("Athena Parent Company"), which is, in turn, largely owned by Lazarus Investment Holdings LLC and various members of the AthenaInvest Inc. management team. Lazarus Investment Holdings LLC is the only owner of the Athena Parent Company holding an interest in excess of 25%, holding an interest of 44.9% on a fully-diluted, as-converted basis. C. Thomas Howard acts as our Chief Executive Officer and Chief Compliance Officer.

Services We Offer

AthenaInvest offers a range of services including:

- Asset Management Services for investment advisors and broker dealers including Separate Account Management and Model or Target Portfolios
- Investment Research subscriptions for investment advisors, broker dealers and institutions
- Sub-Advisory Services for Registered Investment Companies and institutions
- To a limited degree, Separate Account Management and Investment Research for individual investors

The following paragraphs describe our services. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your needs.

Asset Management Services and Managed Accounts

AthenaInvest offers advisory and sub-advisory portfolio management services using mutual funds, stocks and ETFs as well as combinations of US Equity, International Equity, US Fixed Income, Cash, and other asset classes. The number of funds, specific funds, specific securities and allocations to these asset classes will vary. Under certain circumstances, clients may impose restrictions on trading in specific securities or types of securities.

We provide portfolio management services on a discretionary and non-discretionary basis. In some instances, the investment advice provided is custom tailored to meet your investment needs and objectives. In other instances, the investment advice may follow a particular pre-defined investment strategy, which can be customized and/or restricted at our client's request. At the inception of certain advisory relationships, where appropriate, we may gather relevant information from you such as your risk tolerance, investment objectives and financial profile and will recommend an initial portfolio to you.

Below is the list of current investment strategies AthenaInvest offers:

Athena Pure Valuation | Profitability

The portfolio manager invests in stocks which pay dividends and have attractive valuation ratios along with leveraged balance sheets. Such stocks tend to be overlooked by investors and often can be purchased at attractive valuations. Each month, stocks are screened based on balance sheet, projected earnings, revenues, dividends, price ratios, and trading volume. The portfolio prefers stocks which are strategy categorized as either Valuation or Profitability and sector diversification is used to decrease industry concentration risk.

Athena Dividend Income Equity

The portfolio manager invests in high-dividend paying equities. Each month, stocks are screened and selected based on patented behavioral research. The research measures manager behavior, strategy consistency and conviction, and identifies stocks which are held in top relative portfolio positions within the equity mutual fund universe. The result is the best ideas of the best managers. High dividend stocks are then selected from this universe. Sector and strategy diversification are also employed to reduce risk.

Athena Global Tactical ETFs

The portfolio utilizes patented behavioral market indicators to gauge and select broad market-exposure ETFs among various equity markets, market capitalization or cash each month. The portfolio invests in long or leveraged positions within US small, US large or international equities when market indicators are strong. In certain circumstances the position may be leveraged up to twice the market to enhance returns. During weak conditions, the fund can hold up to 100% in cash or cash equivalents. The portfolio normally holds a concentrated position of one broad equity market ETF or 200% leveraged broad market ETF when Athena's market indicators are not weak.

Athena Managed Equity

The portfolio employs a combination of specific strategies including concentrated equity, dividend equity and tactical management to achieve its objectives. An overall allocation is first determined and then specific strategies are selected to meet the portfolio's objective. Strategies and allocations may change over time to provide the most attractive combination of investment opportunities.

Assets Under Management

As of September 30, 2016, AthenaInvest had about \$276,000,000 in assets under management/advisement of which about \$146,000,000 were managed on a discretionary basis and about \$130,000,000 were managed on a non-discretionary basis. Assets under advisement or "non-discretionary" assets include client assets over which AthenaInvest does not have discretion such as for its Model or Target Portfolio service.

Item 5: FEES AND COMPENSATION

AthenaInvest provides advisory services to clients in a number of different ways and the fees charged vary by services offered.

As described below, compensation earned by the Firm for the provision of investment advisory services to our clients is generally composed of management fees based on a percentage of capital under management during the investment period, as well as, in the case of two circumstances for the same client (Lazarus Management Company LLC) a performance-based interest. Fees and compensation are described within the organizational and operating agreements for each account that we manage or in each investment advisory agreement between us and each client.

Note that management fees are generally calculated either by the custodian or by AthenaInvest as per the investment management agreement. Performance-based fees, if applicable with respect to any account, are calculated in accordance with the relevant agreements. In cases where AthenaInvest calculates the fees, the fees are not verified by any independent third party.

Please also note that lower fees for comparable services may be available from other sources or providers.

The term “Intermediaries” used herein means affiliated or unaffiliated third party financial institutions and investment advisory firms that either:

- refer their clients (either individual clients or institutional clients) to AthenaInvest; or
- subscribe to AthenaInvest’s models and / or target portfolios to manage their clients’ accounts or to make such models or portfolios available to their clients.

Advisory Fees and Billing Practices

Separate Account Management for Intermediaries

AthenaInvest uses the following guidelines for the asset based annual fee (“Sub-Advisory Fee”) to clients referred by Intermediaries:

Total Assets (At the Intermediary Level)	Fees
\$0 - \$10 Million	1.00%
\$10 Million - \$25 Million	0.75%
\$25 Million - \$100 Million	0.50%
Above \$100 Million	Negotiable

Sub-Advisory Fees will be billed either monthly or quarterly in advance or arrears, as agreed with each Intermediary. Under this arrangement, clients authorize AthenaInvest to deduct fees directly from their account(s). With regard to contracts requiring payment in advance, in the event of contract termination before the end of the relevant billing period, the unearned fees as a percentage of days in the billing period will be calculated as of the termination date and be refunded to the client in a timely manner.

In general, Sub-Advisory Fees will not exceed 1% of assets under management and is negotiable with Intermediaries, based on the following factors:

- Total asset value to be managed on behalf of the Intermediary;
- Degree of customization needed for the models to be used for the Intermediary's clients; and
- The number of accounts to be managed for the Intermediary

Model or Target Portfolios for Intermediaries

AthenaInvest provides model or target portfolios to Intermediaries and uses the following guidelines for the asset based annual fee ("Portfolio Fee") to Intermediaries:

Total Assets (At the Intermediary Level)	Fees
\$0 - \$10 Million	1.00%
\$10 Million - \$25 Million	0.75%
\$25 Million - \$100 Million	0.50%
Above \$100 Million	Negotiable

Portfolio Fees will be billed either monthly or quarterly in advance or arrears, as agreed with each Intermediary. Under this arrangement, Intermediaries pay AthenaInvest the Portfolio Fee. With regard to contracts requiring payment in advance, in the event of contract termination before the end of the relevant billing period, the unearned fees as a percentage of days in the billing period will be calculated as of the termination date and be refunded to the client in a timely manner.

In general, Portfolio Fees will not exceed 1% of assets under management and negotiable with Intermediaries based on the following factors:

- Total asset value of the assets managed according to the model or target portfolios;
- Degree of customization needed for the models to be implemented by the intermediary; and
- The number of accounts to be managed by the Intermediary according to the model or target portfolio

Sub-Advisory Services for Registered Investment Companies and Institutions

AthenaInvest serves Registered Investment Companies in a sub-advisory role. Compensation is determined by the investment management agreement entered into with each entity and is normally based on a percentage of assets under management. With regard to contracts requiring payment in advance, in the event of contract termination before the end of the relevant billing period, the unearned fees as a percentage of days in the billing period will be calculated as of the termination date and be refunded to the client in a timely manner.

Investment Research for Investment Advisors, Broker Dealers and Institutions

AthenaInvest offers a subscription to an online investment research application, Athena Investment Research (AIR), to investment professionals. The standard subscription fee is \$2,000 per year and is payable annually or quarterly in advance. In the event of contract termination before the end of the

relevant billing period, the unearned subscription as a percentage of days in the billing period will be calculated as of the termination date and be refunded to the client in a timely manner.

AthenaInvest offers an investment research data feed service to institutional investment companies and academic institutions for a subscription fee of \$50,000 per year and is payable annually or quarterly. The subscription fee may be negotiated for a lesser amount based on intended use, and may be waived entirely for academic institutions based on the type of research conducted.

Separate Account Management for Individual Investors

AthenaInvest uses the following guidelines for the asset based annual fee (“Management Fee”) to clients.

Total Assets (At the Account Level)	Fees
\$0 - \$1 Million	1.00%
Above \$1 Million	Negotiable

Management Fees will be billed either monthly or quarterly in advance or arrears, as agreed with each client. Under this arrangement, clients authorize AthenaInvest to deduct fees directly from their account(s).

In general, Management Fees will not exceed 1.00% of assets under management and negotiable with each client based on the following factors:

- Total asset value to be managed on behalf of the client;
- Degree of customization needed for the models to be used; and
- The number of accounts to be managed for the client.

Clients may elect to pay by check rather than having payment deducted directly from their account(s). If a client wishes to terminate the client-advisory relationship with us, the client may do so by providing 30 days’ written notice. For a client who pays in advance, we will prorate the advisory fees received through the termination date and send the client a refund of the prepaid, unearned portion of advisory fee. We process refund payments at the end of each month and will send the client a check or credit the client’s account(s).

For a client who pays in arrears, we will prorate the advisory fees earned through the termination date and send the client an invoice for the advisory fees due.

Please refer to the “Advisory Business” section in this Brochure for more detailed information on our advisory fees, fee deduction arrangements, and refund policy according to each service we offer.

Other Fees

Two isolated agreements of the Firm with Lazarus Management Company LLC provide for certain performance-based fees. The performance-based fees are indirectly based on profits generated for the underlying “qualified clients” subject to certain conditions described below.

The performance-based fees contained in the two isolated agreements are intended to comply in full with Rule 205-3 under the Investment Advisers Act of 1940.

The indirect performance-based fee allocations are subject to certain conditions including, in one case, a hurdle rate, and, in the other, a limitation that the performance-based fees will not be paid to us, except to the extent that the amount of the capital increase exceeds the sum of any cumulative loss.

The performance-based fee calculation may create certain conflicts of interest including incentives for our firm to make investments that are riskier or more speculative than would be the case in the absence of a performance-based fee formula or to otherwise take actions which would create a higher economic benefit to the Firm. Please see Item 6 “Performance-Based Fees and Side-By-Side Management” for more details.

Additional Fees and Expenses

As part of our investment advisory and related services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and / or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through which your account transactions are executed. We do not share in any portion of the brokerage fees / transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the Item 12 “Brokerage Practices” section of this Brochure.

As such, in addition to the fees charged by AthenaInvest detailed above, clients are responsible for paying transaction and custodial fees associated with their accounts and other fees charged by certain securities in their accounts. These fees include, but are not limited to:

- Mutual fund loads (if applicable) - These charges are paid to broker-dealers as a form of commission;
- Management fees for ETFs and mutual funds - These are fees charged by the managers of the ETF or mutual fund and are a portion of the expenses of the ETF or mutual fund; and
- Brokerage and custodial costs and transactions fees - These are generally charged by custodian and/or executing broker-dealer(s) for trades and other transactions in a client account.

Clients who are referred by Intermediaries will also pay other fees and / or commissions to Intermediaries for additional or other services performed by the Intermediary, such as an advisory fee and program fee. Clients should read the Intermediary’s Disclosure Document and other applicable documents thoroughly prior to entering into an adviser-customer relationship with the Intermediary.

Additional information about brokerage costs and services is provided in “Item 12: Brokerage Practices.”

Any material conflicts of interest between you and our firm, or our employees, are disclosed in this Brochure. If at any time, additional material conflicts of interest develop, we will provide you with written notification of the material conflicts of interest or an updated Brochure.

Item 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

In two limited contracts, we indirectly receive performance-based fees which are charged by Lazarus Management Company LLC to certain “qualified clients.” Performance-based fees are essentially fees based, in whole or in part, on a share of capital gains or capital appreciation of a client’s account. The amount of the performance-based fee we charge is described in Item 4 “Advisory Business” of this Brochure.

We receive such performance-based fees indirectly while at the same time managing accounts (perhaps with similar objectives) that are not charged performance-based fees (“side-by-side management”). Performance-based fees and side-by-side management may create conflicts of interest, which we have identified and described in the following paragraphs.

Performance-based fees may create an incentive for our firm to make investments that are riskier or more speculative than would be the case absent a performance-based fee arrangement. Where applicable, in order to address this potential conflict of interest, a senior officer of our firm periodically reviews such accounts to ensure that investments are suitable and that the account is being managed appropriately in light of the relevant investment objectives and risk tolerance.

Performance-based fees may also create an incentive for our firm to overvalue investments which lack a market quotation. In order to address such conflict, we have adopted policies and procedures that require our firm to “fairly value” any investments which do not have a readily ascertainable value.

Side-by-side management might provide an incentive for our firm to favor accounts for which we receive a performance-based fee. For example, we may have an incentive to allocate limited investment opportunities, such as initial public offerings, to accounts where we indirectly receive performance-based fees, which indirectly benefits the Firm, over clients who are charged asset based fees only. To address this conflict of interest, we have instituted policies and procedures that require our firm to allocate investment opportunities (if they are suitable) in an effort to avoid favoritism among our clients, regardless of whether the Firm indirectly receive performance-based fees.

Item 7: TYPES OF CLIENTS

AthenaInvest provides advice to financial institutions and institutional investors. We also provide sub-advisory portfolio management services to individual and institutional clients. A very limited number of direct clients are also served.

Generally, we require that clients initially invest a minimum of \$100,000 with us. However, we may waive or increase that minimum at our sole discretion based on the platform and contractual obligations used to manage the investment. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management. We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

Notwithstanding the above, we generally will have the right to terminate your Account if it falls below a minimum size which, in our sole opinion, is too small to effectively manage on an efficient basis.

Item 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

We engage in Behavioral Portfolio Management. BPM focuses on mutual fund and security selection and portfolio construction based on behavioral factors. We use proprietary research to determine allocations to asset classes (US Equity, International Equity, US Fixed Income, Cash, and other) and the allocations among various investment strategy peer groups within each asset class. Funds, stocks, and ETFs are chosen based upon many factors including our Strategy Peer Groups, Fund and Stock Diamond Ratings, and our Market Barometers. Portfolios are generally reviewed and rebalanced monthly.

AthenaInvest's primary focus is on investing in US and International active equity mutual funds, stocks, and broad equity ETFs. Such portfolios are more volatile than is the market as a whole. Other than higher volatility, the underlying risks of the fund and stock portfolios are the same as those of the stock market and individual stocks. There are times when the Global Tactical ETF portfolio is invested in leveraged products and the portfolio volatility is much higher than is the market's. The accounts are not frequently traded, with turnover comparable or less than that experienced in a typical active equity mutual fund.

Please refer to each product profile's disclosure section for a complete list of risks associated with each AthenaInvest investment strategy.

All investments involve different degrees of risk. You should be aware of your risk tolerance level and financial situations at all times including the understanding that investing in securities involves risk of total loss that you should be prepared to bear. We cannot guarantee the successful performance of an investment and we do not guarantee accounts against losses arising from market conditions and the specific investment strategies we employ.

We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Furthermore, some risks may not be predictable for example, terrorist threats or attacks, natural disasters, global currency devaluations, etc. Every investment strategy has a risk associated with it and the risk may vary from one strategy to another or within the same strategy.

Item 9: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of the investment advisor and each investment advisor representative providing investment advice to you.

AthenaInvest has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to any such action.

Item 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Lazarus Transaction

As the result of a material capital financing transaction between the Athena Parent Company and Lazarus Investment Holdings, LLC (the “**Lazarus Parent Company**”) (which is the parent company of Lazarus Management Company, LLC, a registered investment advisor (hereafter referred to as “**Lazarus**”)), which became effective on May 16, 2016 (hereafter referred to as the “**Transaction**”), the Lazarus Parent Company acquired a material ownership stake in the Athena Parent Company.

Under the terms of the above referenced Transaction, in return for a significant capital contribution to the Athena Parent Company in the amount of \$3,300,000, the Lazarus Parent Company received a 49.9% post-closing ownership interest, as determined on an as-converted basis, in the Athena Parent Company, such interest consisting of 16,105,417 shares of Series B Preferred Stock. Concurrent with the closing and issuance of shares to the Lazarus Parent Company, two members of the Athena Parent Company management converted a combined \$1,625,404 of principal and accrued interest in exchange for the issuance of 7,932,669 shares of Series B Preferred Stock, which issuance is included within the above ownership interest calculation. A new Athena Parent Company management equity pool coincided with the closing of the Transaction and provided for Athena Parent Company Management to subsequently receive restricted stock grants of Athena Parent Company Common Stock in an amount which resulted in the Lazarus Parent Company’s net ownership interest, as determined on an as-converted basis, being reduced to 44.9%. The Transaction also resulted in the Lazarus Parent Company receiving two seats on the Athena Parent Company’s Board of Directors, as the Series B Directors, filled by two principals and members of the Lazarus Parent Company’s management, with the Athena Parent Company Management occupying the remaining three Board seats, consisting of one new appointee, unrelated to the Lazarus Parent Company, and the continued service of the prior two sole Board members of the Athena Parent Company.

In order to ensure that this composition of the Athena Parent Company’s Board of Directors could not be changed by the Lazarus Parent Company after the Transaction closed, the Lazarus Parent Company and the Athena Parent Company entered into a Voting Agreement providing that Athena Parent Company Management will be able to maintain a majority of Athena Parent Company Board seats and specifying that the Board size will remain at five directors. Furthermore, Lazarus has been granted an exclusive license to certain intellectual property from AthenaInvest Advisors, LLC and the Athena Parent Company for use in solely in connection with future private investment funds.

Lazarus does not currently recommend the Firm to the private pooled investment vehicles / funds advised by Lazarus. While the Firm does refer certain business or clients to Lazarus, where appropriate, the Firm does not receive any referral fees or direct compensation for such referrals. However, the Firm indirectly benefits from the referrals based on the performance-based fees otherwise described herein.

Intermediaries

As further discussed in Item 5 “Fees and Compensation,” when an individual investor contacts AthenaInvest to have or request his or her account(s) be managed by AthenaInvest, AthenaInvest refers the individual investor to Intermediaries: (i) with which AthenaInvest maintains a Separate Account Management service relationship; or (ii) that subscribe AthenaInvest’s models or target portfolios to manage their clients’ accounts or to make such services available to their clients.

Even though AthenaInvest does not receive extra or additional compensation or fees, other than as expressly set forth in Item 2 of this Brochure, for or from the clients referred to Intermediaries, it may present a conflict of interest because AthenaInvest can refer individual investors to the Intermediary that results, either directly or indirectly, in the most economic benefit to AthenaInvest, including the potential of certain performance-based fees.

To help mitigate this conflict of interest, AthenaInvest refers an individual investor to the Intermediary that fits the best to the individual investor based on:

- Location
- Other financial services requested by the individual investor
- Other services and products offered or available by the Intermediary
- Total costs to the individual investor

Additional Disclosures Relevant to Financial Affiliations

AthenaInvest does not engage in activities requiring broker-dealer representation. Neither AthenaInvest nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or registered representative of a broker-dealer.

Neither AthenaInvest nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Neither AthenaInvest nor its management persons maintain any relationship or arrangement that is material to our advisory business or to our clients that creates a material conflict of interest with clients, including without limitation: any broker-dealer, municipal securities dealer, or government securities dealer or broker; any investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund” and offshore fund; other investment adviser or financial planner; futures commission merchant, commodity pool operator, or commodity trading adviser; banking or thrift institution; accountant or accounting firm; lawyer or law firm; insurance company or agency; pension consultant; real estate broker or dealer; sponsor or syndicator of limited partnerships.

Except as detailed above, neither AthenaInvest nor any of its management persons recommend or select other investment advisers for our clients.

Item 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

The Firm follows a Code of Ethics (“Code”) that is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 (the “Act”). A copy of the Firm’s Code of Ethics is available to current and prospective clients upon request.

This Code establishes rules of conduct for all employees of the Firm and is designed to, among other things, govern personal securities trading activities in the accounts of supervised persons. The Code also includes safeguards designed to avoid conflicts of interests that could adversely affect our clients. In addition to requiring compliance with the applicable securities laws, the Code establishes policies and procedures designed to prevent the misuse of material, non-public information (including information regarding clients), and identifies activities that are either expressly prohibited or that require the Chief Compliance Officer approval. Matters that could give rise to an appearance of impropriety, such as gift giving and solicitation, serving on boards of directors of public companies and political contribution payments and solicitation also require prior approval by the Chief Compliance Officer. The Code is based upon the principle that AthenaInvest and its employees owe a fiduciary duty to the clients to conduct their affairs, including personal securities transactions, in such a manner so as to avoid:

- Serving our or any employee's own personal interest ahead of those of the clients;
- Taking inappropriate advantage of their position with the Firm;
- Any actual or potential conflicts of interest or any abuse of their position of trust and responsibility;
- Using nonpublic information gathered when providing services to clients for our own gains; and
- Engaging in any act, practice or course of business that is, or might be considered, fraudulent, deceptive, manipulative, or in violation of any applicable law, rule or regulation of a governmental agency.

The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct.

AthenaInvest takes very seriously its fiduciary responsibility and regulatory obligations, and it requires all staff to comply with all applicable laws, rules and regulations as well as AthenaInvest's internal policies and procedures.

Participation or Interest in Client Transactions and Personal Trading for Associated Persons

We can buy or sell same securities for clients that we already hold in our personal account. We can also buy for our personal account the same securities that clients already hold in their accounts. This presents a conflict of interest. To help mitigate this conflict of interest, AthenaInvest implemented the following policies and procedures. Our objective of the policies and procedures is not to permit our associated persons (or their immediate family members) to trade in a way that takes advantage of price movements caused by transactions in clients' accounts.

- AthenaInvest sets a blackout period for certain AthenaInvest's personnel (investment professional). During the blackout period, investment professionals are prohibited from buying or selling certain securities. *Please note that this prohibition does not apply to an investment professional's account that is traded according to one of Athena's investment models in the framework of a typical trading cycle.*
- We will also restrict trading for a particular security for our accounts or those of our associated person if there is a pending trade in that security in a client account.
- Trades for our accounts (and those of our associated persons) will be placed as part of a block trade* with client trades, or individually after client trades have been completed. *Please note*

that even though our trades are placed after our client trades, we can still receive a better price than the price received by the client trades.

- All persons associated with us are required to report their personal securities transactions to us quarterly.

* Additional information about block trades is provided in the Aggregation of Orders section of “Item 12: Brokerage Practices.”

We actively monitor all trades on the part of persons associated with our firm to eliminate conflicts of interest that may occur as a result of such trading activity in accordance with the AthenaInvest Code of Ethics.

Item 12: BROKERAGE PRACTICES

Soft Dollar Arrangement

In selecting or recommending a broker-dealer, we will consider the value of research and additional brokerage products and services a broker-dealer has provided or will provide to our clients and our firm. Receipt of these additional brokerage products and services are considered to have been paid for with “soft dollars.” Because such services could be considered to provide a benefit to our firm, we may have a conflict of interest in directing your brokerage business. We could receive benefits by selecting a particular broker-dealer to execute your transactions, and the transaction compensation charged by that broker-dealer might not be the lowest compensation we might otherwise be able to negotiate.

In return for directing trades to certain broker dealers which AthenaInvest selects to execute trades in pooled investment vehicles it advises or sub-advises, AthenaInvest may receive software licenses for trading programs, real-time market data, proxy voting management software, or other similar benefits. These benefits are paid for by the broker dealer and are considered soft-dollar arrangements. We use such products and services in our general investment decision making, not just for those accounts for which commissions may be considered to have been used to pay for the products or services.

Before placing orders with a particular broker-dealer, we determine that the commissions to be paid are reasonable in relation to the value of all the brokerage and research products and services provided by that broker-dealer. In some cases, the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts charged by another broker-dealer that did not provide research services or products.

We do not exclude a broker-dealer from receiving business simply because the broker-dealer does not provide our firm with soft dollar research products and services. However, we may not be willing to pay the same commission to such broker-dealer as we would have paid had the broker-dealer provided such products and services.

The products and services we receive from broker-dealers will generally be used in servicing all of our clients’ accounts. Our use of these products and services will not be limited to the accounts that paid commissions to the broker-dealer for such products and services. In addition, we may not allocate soft dollar benefits to your accounts proportionately to the soft dollar credits the accounts generate. As part of our fiduciary duties to you, we endeavor at all times to put your interests first.

You should be aware that the receipt of economic benefits by our firm is considered to create a conflict of interest. We have instituted certain procedures governing soft dollar relationships including preparation of a brokerage allocation budget, mandated reporting of soft dollar irregularities, annual evaluation of soft dollar relationships, and an annual review of our Brochure to ensure adequate disclosures of conflicts of interest regarding our soft dollar relationships.

Directed Brokerage

In general, broker-dealers and custodians are mainly selected by the Intermediaries. When we select broker-dealers for a transaction for Direct Accounts, clients can end up paying a higher commission for effecting a transaction than other broker-dealers would have charged for effecting that transaction. We do this if we determine in good faith that the amount of the commission is reasonable in relation to the value of other services provided by the broker-dealer.

The reasonableness of these commissions / fees is based on several factors, including but not limited to the ability to provide professional services, competitive rates, volume discounts, execution price negotiations, reputation, experience and financial stability, and the quality of service rendered. Best execution is not measured solely by reference to commission rates or fees. Paying a higher commission rate or fee charged by other service providers is permissible if the difference in cost is reasonably justified by the quality of the services offered.

When AthenaInvest is required to select broker-dealers for executions for or on behalf of our clients (Direct Accounts including pooled investments of which AthenaInvest acts as the advisor or sub-advisor), AthenaInvest follows the procedures below. AthenaInvest's policy for selecting broker-dealers includes:

- Criteria such as firm and individual-level registration status and regulatory actions;
- Capability and experience with respect to securities to be traded;
- Financial viability of the firm;
- Competitiveness of transaction commissions; and
- Compliance with AthenaInvest's best execution policies and procedures.

Please note that neither AthenaInvest nor its personnel receive any financial benefit, either directly or indirectly, from any broker-dealers or custodians for the securities transactions.

Clients may instruct us to execute any or all securities transactions for their accounts with or through one or more broker-dealers designated by the client. In these cases, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by the broker-dealers and the client is satisfied with the terms and conditions. In these situations, AthenaInvest has no responsibility for obtaining the best prices or any particular commission rates for transactions with or through the broker-dealer.

Clients should be aware that clients may not obtain rates as low as they might otherwise obtain if we had discretion to select broker-dealers other than those chosen by clients. Clients who may want to direct our firm to use a particular broker should understand that this may prevent us from aggregating trades with other clients and may also prevent us from obtaining the most favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses and execution, clearance and settlement capabilities that you will obtain through your broker are adequately

favorable in comparison to those that we would otherwise obtain for you. You are encouraged to discuss available alternatives with us.

Please note that if we believe, in our exclusive discretion, that it cannot satisfy its fiduciary duty of best execution by executing a transaction for clients' account with a broker-dealer designated by the clients, we will request clients to execute that transaction with a different broker-dealer. If clients would like us to cease executing transactions with or through the designated broker-dealer clients must notify us in writing.

Aggregation of Orders

Our policy is to aggregate client transactions where possible and when advantageous to clients. In these instances, clients participating in any aggregated transactions receive an average share price and transaction costs are shared equally and on a pro-rata basis.

Clients will pay the same commission whether their transactions are placed as part of a block or on an individual basis. The objective of the aggregated orders will be to allocate the executions in a manner that is deemed equitable to the accounts involved.

Subject to our discretion regarding factual and market conditions, when we combine orders ("block orders"), each participating account pays or receives an average price per share for all transactions within a given block. We can also aggregate AthenaInvest Personnel's transactions with our clients' transactions; however, they will not be given preferential treatment.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Item 13: REVIEW OF ACCOUNTS

Direct Accounts

At the time of account opening, our CCO or our CCO's designee reviews each account application for its completeness and client suitability.

On an ongoing basis, our CCO or our CCO's designee reviews the Direct Accounts for:

- Client suitability;
- Conformance with the model portfolios and/or strategies selected by the client; and
- Compliance with restrictions imposed by the client, if any

In addition, for the discretionary Direct Accounts, our CCO or our CCO's designee contacts (either by sending an annual contact letter, email, phone call, or face to face meeting) the client at least annually to determine whether there have been any changes in the client's financial situation or investment objectives, and whether the client wishes to impose any reasonable restrictions on the management of the account or reasonably modify existing restrictions.

Sub-Advised Accounts

At the time of account opening, our CCO or his or her designee reviews each account application for any restrictions imposed by the client and its reasonableness. When/if determined unreasonable, our CCO or his or her designee requests, in writing, the submitting Intermediaries to modify the client's request.

On an ongoing basis, our CCO or his or her designee reviews the Sub-Advised Accounts for:

- Compliance with restrictions imposed by the client, if any; and
- Conformance with the model portfolios and/or strategies selected by the client.

Neither AthenalInvest nor any of AthenalInvest Personnel review the Sub-Advised Accounts for the client suitability. Furthermore, neither AthenalInvest nor any of AthenalInvest Personnel contact the clients. Intermediaries or their Representatives are responsible for contacting their client at least annually to determine whether there have been any changes in the client's financial situation or investment objectives, and whether the client wishes to impose any reasonable restrictions on the management of the account or reasonably modify existing restrictions.

Item 14: CLIENT REFERRALS AND OTHER COMPENSATION

AthenalInvest enters into agreements with various Intermediaries. Under the agreements, Intermediaries refer their clients to AthenalInvest or introduce our model portfolios. AthenalInvest pays these Intermediaries a portion of the fees we earn for managing the client or investor that was referred.

From time to time, AthenalInvest pays financial compensation to unaffiliated third parties (mainly Intermediaries) for their offering AthenalInvest a booth or other presentation opportunities during the conference or meeting. Please note that the clients referred by the receiving Intermediaries do not pay any additional fees or costs for our services. Nevertheless, such payment provides a financial incentive for the receiving Intermediaries to promote our products and services over others to their clients. Referral fees paid to such parties are contingent upon your entering into an advisory agreement with our firm. Therefore, these parties have a financial incentive to recommend our firm to you for advisory services. To help mitigate this conflict of interest, AthenalInvest reviews the receiving Intermediaries' code of ethics to make certain that the receiving Intermediaries place their clients' interest first. It is important to note that comparable services and / or lower fees may be available through other firms.

The Intermediaries that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that these parties disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where such Intermediary's compensation is less favorable.

When AthenalInvest holds any seminars or training and educational conferences to encourage the sale of our services to Intermediaries' clients, AthenalInvest pays or reimburse all or part of costs of attending such events. The clients referred by the receiving Intermediaries do not pay any additional fees or costs for our services. Nevertheless, such payment provides a financial incentive for the receiving Intermediaries to promote our products and services over others to their clients. To help mitigate this

conflict of interest, AthenalInvest reviews the receiving Intermediaries' internal gift and entertainment policy.

Item 15: CUSTODY

AthenalInvest is deemed to have custody of clients' funds and securities solely as a consequence of its authority to make withdrawals from client accounts to pay various advisory fees mentioned in Item 5 of this Brochure. Neither AthenalInvest nor its Personnel holds clients' securities or funds.

Clients' securities and funds are maintained by qualified custodians. Clients receive, at least quarterly, account statements directly from the qualified custodian of the account that details all transactions in the account. They will be sent either to the email or postal mailing address clients provided to the custodian. Clients should carefully review those statements promptly when clients receive them.

For the accounts referred by Intermediaries, depending on the Intermediaries, clients can receive additional accounts reports, such as quarterly performance reports, if available. AthenalInvest urges clients to review such reports and always compare the reports with the statements provided by the custodian.

Item 16: INVESTMENT DISCRETION

Clients can authorize AthenalInvest to manage their accounts on a discretionary basis. Discretionary authority means that clients give AthenalInvest a limited power of attorney to place trades on their behalf. However, this limited power of attorney does not allow AthenalInvest to withdraw money from clients' accounts, other than advisory fees if clients agree to give AthenalInvest such authority.

Clients grant AthenalInvest discretionary authority by completing the following items:

- Sign a contract with AthenalInvest that provides a limited power of attorney for AthenalInvest to place trades on their behalf. Any limitations to the trading authorization will be added to this agreement.
- Provide AthenalInvest with discretionary authority on the new account forms that are submitted to the broker/dealer acting as custodian for the clients' account(s).

AthenalInvest also offers non-discretionary advisory services. If clients elect to engage AthenalInvest to manage assets on a non-discretionary basis, AthenalInvest will contact the clients before each trade is placed in their accounts.

Clients may specify whatever trading restrictions they want, although this is seldom done.

Item 17: VOTING CLIENT SECURITIES

For direct and sub-advised accounts, neither AthenaInvest nor its Personnel takes any action or renders any advice to clients with respect to the voting of proxies solicited by, or with respect to, the issuers of any securities held in clients' accounts. In other words, clients retain the authority and responsibility to vote proxies for their accounts. The custodian will directly deliver to the client all proxies and other related materials.

Furthermore, neither AthenaInvest nor its Personnel has any obligation(s) to render advice or take any action with respect to securities or other investments, or the issuers thereof, which become subject to any regulatory, legal or other proceeding(s), including bankruptcies.

With respect to sub-advisory services for institutional clients, AthenaInvest does have proxy voting policies and procedures in place for institutional clients which require such services. Clients may not direct their vote in a particular solicitation. Our objective in voting proxy is to maximize the value of securities while still maintaining the security's investment objective. Each proposal will be evaluated on its merits. However, we will neither evaluate nor make decisions based on each client's or group of clients' circumstances or their personal interest.

Clients may obtain information about how we voted their securities and/or request a copy of our proxy voting policies and procedures by contacting us in writing either via mail or fax.

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Class Action Matters

Please note, however, that we will not take any action or render any advice as to materials received relating to any class-action lawsuit involving a security held in your account. We will, under such circumstances, promptly forward to you any such class-action lawsuit materials for direct action by you.

Item 18: FINANCIAL INFORMATION

AthenaInvest has not been the subject of bankruptcy proceeding and we are not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual obligations to clients.

Item 19: Requirements for State Registered Investment Advisers.

Not Applicable.

Item 20: Additional Information.

Not Applicable.