

# Firm Brochure

ADV Part 2A of SEC Form ADV

March, 2016



## Item 1 – Cover Page

This brochure provides information about the qualifications and business practices of Chariot Advisors, LLC (“Chariot” or “Chariot Advisors”).

Chariot Advisors is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Investment Adviser provide you with information to help you determine whether to hire or retain that Investment Adviser.

This brochure provides information about the qualifications and business practices of Chariot Advisors. If you have any questions about the contents of this brochure, please contact us at (919) 380-9555 or email us at [info@chariotadvisorsllc.com](mailto:info@chariotadvisorsllc.com). Additional information about Chariot is available on the United States Securities and Exchange Commission (“SEC”) website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Chariot Advisors, LLC  
1235 Kildaire Farm Rd., Suite 200  
Cary, NC 27511  
[www.chariotadvisorsllc.com](http://www.chariotadvisorsllc.com)

### Additional Records Storage Site

160 Havensite Ct, Cary, NC 27513

## **Item 2 - Material Changes**

Chariot Advisors updated its last Form ADV Part 2A Firm Brochure (“the Brochure”) in March 2016. The following summary discusses the material changes that Chariot Advisors has made to the Brochure since March 2016:

Item 1 has been revised to reflect a change in Physical Office and Additional Records Storage Addresses.

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## **Item 4 - Advisory Business**

### **Overview**

Chariot was established in 2006. On June 30, 2009, Chariot was acquired by Dana Gower.

Our primary business at Chariot is that of a Third Party Investment Advisor (TPIA) to clients through Financial Advisors. This consists of advice and management of investments inside of a Variable Annuity and also an offer of Wrap Accounts. A majority of our Variable Annuity business is managed by us through a Sub-Adviser arrangement.

Our investment strategies have a “risk-managed return” and/or “absolute return” orientation. Risk-managed means we seek to minimize the impact of market downturns, while capturing much of a market’s upside. To accomplish our objectives, we use a combination of pro- active, active, and passive investment strategies. As a TPIA, we offer standard and customized Investment Portfolios within Variable Annuities and Wrap Accounts. Typically, clients are served primarily by their financial professional, who then works with us to select a portfolio that is matched to the client’s risk tolerance and preferences. While most client portfolios are standardized, we can accommodate clients’ requests for customization, as is reasonable and practical. We manage all client assets on a discretionary basis.

### **Third Party Investment Adviser (TPIA) Portfolio Offering**

Standard and customized portfolios are available in three models - Conservative, Growth, or Aggressive - which are designed to match an individual’s risk tolerance. The client will complete a questionnaire that details his or her investment goals, risk tolerance and time horizon to aid in selecting a portfolio model. Customized Investment Portfolios are managed based upon each client’s individual situation, based primarily on the client’s Risk Tolerance Questionnaire. Each client has an opportunity for customization by placing reasonable restrictions on the types of investments to be held in his or her account that will guide us in account supervision. We may use third party consultants, such as Math Advisors, LLC, for portfolio management purposes.

### **Retail Investment Advisory Services Available**

Standard and customized portfolios are available and are designed to match an individual’s risk tolerance. Customized Investment Portfolios are managed based upon each client’s individual situation, based primarily on the client’s Risk Tolerance Questionnaire. Each client has an opportunity for customization by placing reasonable restrictions on the types of investments to be held in his or her account that will guide us in account supervision.

## **Financial Planning Services**

We provide services such as comprehensive financial planning, retirement plan analyses, asset allocation reports and basic financial plans. Fee based financial planning is a comprehensive relationship which incorporates many different aspects of the client's financial status into an overall plan that meets the client's goals and objectives.

## **Other Services**

We may recommend life, disability, health, annuities (fixed and variable), and long-term care insurance as part of an individual financial plan. However Chariot Advisors does not sell insurance or fixed annuities.

## **Assets Under Management (AUM)**

As of December 31, 2015, Chariot's Assets under Management (AUM) was \$5,200,000 serving over 168 client accounts.

## **Item 5 - Fees and Compensation**

### **TPIA Fees for Investment Portfolios**

The annual fee for Investment Portfolio management services will be charged as a percentage of assets under our management.

### **TPIA Fees for Management of Midland National Life Vector II Series Variable Annuity Portfolios**

For Investment Portfolio services and management of the allocation of mutual fund sub-accounts portfolios for this annuity, clients are charged at the institutional rate of 0.35% of Assets under Management (AUM). This fee is automatically debited by the custodian from the client's account and paid to us on a monthly basis. Please note that we also earn an additional 0.35% of Assets under Management (AUM) for investments allocated to Adaptive Allocation Portfolio within the Midland National Life Vector Variable Annuity. This fee is paid to us by Critical Math, LLC and is not debited by us from client accounts. In addition to our standard fee, clients are subject to the fees and expenses charged by Critical Math's Adaptive Allocation Portfolio as well as Variable Annuity fees. These fees and expenses are described in the prospectuses for the Fund and the Variable Annuity. These fees will generally include a management fee, a 12b-1 marketing fees, surrender fees, IRA and qualified retirement plan fees, and other expenses.

### **Fees for Management of Wrap Accounts (Presently a concept – no clients participating).**

The portion of the advisory fee paid to Chariot for management of Wrap Accounts will not exceed 1.00% and will be paid according to the following fee schedule. This fee is automatically debited by the custodian from each account and paid to us on a quarterly basis, in arrears. Our portfolio management fee schedule can be aggregated by households to qualify for a lower portfolio management fee. Client Fee Schedule for Non-Qualified and Individual Retirement Accounts:

<b>Account Size</b>	<b>Management Fee*</b>
<b>\$0-\$249,999</b>	<b>1.00%</b>
<b>\$250,000-\$499,999</b>	<b>0.85%</b>
<b>\$500,000-\$999,999</b>	<b>0.75%</b>
<b>\$1,000,000+</b>	<b>0.70%</b>

\*Plus applicable unaffiliated Solicitor/Investment Adviser Referral and Service fees below

### **Client Fee Schedule for Pension Plans and 401k Plans:**

<b>Account Size</b>	<b>Management Fee*</b>
<b>\$0-\$4,999,999</b>	<b>1.0%</b>
<b>\$5,000,000-\$9,999,999</b>	<b>0.75%</b>
<b>\$10,000,000-\$24,999,999</b>	<b>0.50%</b>
<b>\$25,000,000+</b>	<b>0.35%</b>

\*Plus applicable unaffiliated Solicitor/Investment Adviser Referral and Service fees below.

### **Referral and Service Fees for Wrap Accounts (Presently a concept – no clients participating).**

If an unaffiliated solicitor/investment adviser has introduced the client to us, an asset-based referral and service fee will be payable by the client. The fee will be negotiated and agreed

upon by the client and the solicitor/investment adviser. The maximum referral and service fee that may be charged by the solicitor/investment adviser is 1.00%. The total investment management fee charged to a client will never exceed 2.00%, when this fee is combined with Chariot's fee.

### **Wrap Account Incidental Fees (Presently a concept – no clients participating).**

Our Wrap Account fees above generally are all-inclusive except for certain incidental fees that are incurred by the client. Examples of these fees include wire transfer fees, returned check fees, overnight mail fees, and similar items.

### **Signal or Technology Provider Fees for Wrap Accounts**

If a Signal or Technology Provider is used, we may pay a portion of our advisory fee to them, which typically range from .10% to .50%. However, fees we pay to Signal or Technology Providers do not impact the client's ultimate advisory fee.

### **Negotiability of Fees**

Our advisory fees are typically not negotiable whereas Referral and Service Fees to an unaffiliated solicitor/investment adviser are negotiable.

### **Unaffiliated Mutual Fund Fees and Expenses**

In addition to our fees, clients are also responsible for the fees and expenses charged by other variable funds or mutual funds used in our portfolios. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, a 12b-1 marketing fees, surrender fees, IRA and qualified retirement plan fees, and other fund expenses. A description of these fees and expenses are available in each investment company security's prospectus.

### **Wholesaling Fees for the Adaptive Allocation Fund**

We have a Wholesaler Agreement with Adaptive Allocation Fund, a retail mutual fund managed by Critical Math, LLC. Under this agreement, Chariot Advisors earns 0.35% of assets referred to Critical Math' Adaptive Allocation Fund by us. This fee is paid to us by Critical Math, LLC and is not debited by us from client accounts. Clients are subject to fees and expenses charged by Critical Math's Adaptive Allocation Fund which is described in the prospectus for the Fund. These fees will generally include a management fee, a 12b-1 marketing fees, and an early termination fee.

## **Fees and Commissions from Products and Services**

### **Available to Retail Clients**

Chariot offers products and services to individual retail clients and will be paid fees and commissions for financial planning, investments, and insurance products. Financial planning is offered on a fee and non-fee basis. For fee-based clients, financial planning clients are charged based upon the extent of planning required and the asset level of the client. Modular planning such as Retirement Planning or Educational Planning ranges from \$500 to \$1,500 per module as determined with the client and agreed upon in advance. Comprehensive planning, which includes the above plus estate planning, etc. generally range from \$2,500 to \$5,000 and up.

The advisory and service fees paid to Chariot for management of our Wrap Accounts will not exceed 2.0% and will be paid according to the following fee schedule, depending upon the size and nature of the account (Presently a concept – no clients participating). This fee is automatically debited by the custodian from each account and paid to us on a quarterly basis, in arrears. Our portfolio management fee schedule can be aggregated by households to qualify for a lower portfolio management fee.

### **Client Fee Schedule for Non-Qualified and Individual Retirement Accounts:**

<b>Account Size</b>	<b>Management Fee*</b>
<b>\$0-\$249,999</b>	<b>1.00%</b>
<b>\$250,000-\$499,999</b>	<b>0.85%</b>
<b>\$500,000-\$999,999</b>	<b>0.75%</b>
<b>\$1,000,000+</b>	<b>0.70%</b>

\*Plus applicable fee due to Chariot in acting as Solicitor/Service of between zero and 1.0%, this is negotiated with the retail client in advance. Thus, when a retail client opens an account with Chariot, in essence Chariot will be earning a double management fee.

### **Other Fees**

In addition, Chariot may recommend insurance products such as Annuities (fixed or variable), Life Insurance, and Long-Term Care. If the client decides to implement the plan, Dana Gower is a licensed insurance agent and in his individual capacity he will receive compensation from the sale of fixed insurance products or services that clients decide to purchase. This compensation is in addition to the financial planning fee paid to Chariot Advisors. The fees and expenses you paid for the purchase of these products may be more



or less than the expenses you would pay should you decide to implement our recommendations through another investment advisory firm, broker-dealer or insurance agent and are typically determined by the broker-dealer, investment company or insurance agent sponsoring the product. Any recommendation by Chariot for a client to purchase a securities or insurance commission product presents a conflict of interest, as the receipt of commissions by Dana Gower may provide an incentive to recommend investment products based on commissions received, rather than on a particular client's need. No client is under obligation to purchase any commission products from Dana Gower. Clients are reminded that they may purchase investment and insurance products recommended by Chariot through other, non-affiliated broker dealers and/or insurance agents.

## **Item 6 - Performance Based Fee and Side by Side Management**

Chariot does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## **Item 7 - Types of Clients**

Chariot offers investment portfolio management services to individuals, investment advisors, broker-dealers, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, private investment funds, trust programs, sovereign funds, foreign funds such as UCITs and SICAVs, and other U.S. and international institutions.

## **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

Chariot and its Sub-Advisers may use a wide range of fundamental and technical analysis methods in making investment decisions.

In addition, for a portion of our portfolios we may hire professional Signal or Technology providers who offer buy-and-sell recommendations of specific securities among the various portfolios we construct. Such Signal or Technology providers typically use charting and cyclical indicators as well as numerous quantitative strategies such as trend-following, mean-reversion, and computerized screening methods or other indicators of market movement or pricing in an effort to maximize profits for clients.

Although Chariot employs various risk management techniques, including broad diversification efforts, it is important to remember the following —Investing in securities involves risk of loss that clients should be prepared to bear.

### **Fundamental Analysis**

Fundamental analysis is a technique that attempts to determine a security's value by focusing

on the underlying factors that affect a security (stock, bond, mutual fund, ETF, etc) and its future prospects. Fundamental analysis is about using real data to evaluate a security's value. It refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

One of the primary assumptions of fundamental analysis is that the price on the stock market does not fully reflect a stock's "real" value. We use a combination of qualitative and quantitative factors to try and find stocks that are undervalued. We look at both macroeconomic factors such as the overall economy and industry conditions and company-specific factors such as financial condition and management. When we are examining a stock, we might look at the stock's annual dividend payout, earnings per share, Price to Earnings ratio and many other quantitative factors.

However, no analysis is complete without taking into account brand recognition and other qualitative factors.

## **Technical Analysis**

Technical Analysis is a technique that attempts to determine a security's value by developing models and trading rules based upon price and volume transformation. Technical analysts develop trading models and rules by evaluating factors such as market trends, market participant behaviors, supply and demand and pricing patterns and correlations.

## **The principal risks associated with our programs include:**

**Market and Interest Rate Risk** – We invest in several markets, foreign and domestic, which include equities, fixed income, and commodity investments. Markets can be volatile and unpredictable. Thus, clients and investors could lose value during market movements.

**Specific Securities Risk** – We typically invest in various mutual funds, ETFs, and other instruments, which may include derivatives. Individual securities are subject to numerous risks, including management, market, and credit risks which could result in loss in value of the securities. A portion of our investments are made in debt securities that are below investment grade; i.e., "junk bonds" which are considered speculative and carry a higher risk of default compared to investment-grade bonds. A portion of our investments are made in small and mid-cap securities whose values tend to be more erratic than with large cap companies. Derivatives, including hedging strategies and futures contracts, present risks related to significant price volatility and risk of default by counterparty to a contract.

**Foreign Investment Risk** – Some of our investments are invested in overseas securities as well as in U.S. organizations with global operations. This makes these investments susceptible to political and economic instability of foreign countries, foreign currency, and exchange rate risks.

**Trading Risk** – A portion of most of our investments are actively-traded, meaning that we buy and sell securities frequently, in limited amounts. This subjects our investments to trade errors, additional transaction costs, and technical mistakes. Further, with actively-traded investments, we

use “shorting” and “leverage” techniques which can result in outsized losses. Leverage refers to a security that represents a multiple (e.g. 1 ½ to 2 times) of the face amount of an original investment. Thus, both profits and losses are magnified by the use of leverage.

## **Fundamental Analysis Risk**

Fundamental analysis, when used in isolation, has a number of risks:

- There are an infinite number of factors that can affect the earnings of a company, and its stock price, over time. These can include economic, political and social factors, in addition to the various company statistics.
- When using this method with mutual funds, the funds are composed of many companies and not all of them will be undervalued
- The data used may be at least six months out of date.
- It is difficult to give appropriate weightings to the factors.
- It assumes that the analyst is competent.
- A fundamental analyst assumes that other fundamental analysts will form the same view about the company and buy the stock, thus restoring its value and returning the trader or investor a capital gain. In practice, an undervalued company's stock price can stay at approximately the same level (or decline) for years.
- It ignores the influence of random events such as oil spills, product defects being exposed, and acts of God and so on.
- It assumes that there is no monopolistic power over markets.
- Even when fundamental analysis reveals an undervalued company, or a stock with high growth prospects, it does not tell us anything about the timing of the purchase of the stock. In other words, we may have discovered a grossly undervalued stock whose price has been falling for some time, and may well continue falling.

## **Adaptive Allocation Fund (Portfolio)**

The Adaptive Allocation Portfolio assets managed by Critical Math use a mathematical rules-based, strategic approach to investing. using their proprietary technical screening models. For more information, see the Fund's Prospectus.

## **Variable Insurance Product Risk**

The rate of return on variable insurance products is not stable, but varies with the stock, bond and money market subaccounts that you choose as investment options. There is no guarantee that you will earn any return on your investment and there is a risk that you will lose money. Before you consider purchasing a variable product, make sure you fully understand all of its terms. Carefully read the prospectus. Some of the major risks include:

**Liquidity and Early Withdrawal Risk** – There may be surrender charges for withdrawals within a specified period, which can be as long as six to eight years. Any withdrawals before a client reaches the age of 59 ½ are generally subject to a 10 percent income tax penalty in addition to any gain being taxed as ordinary income.

**Sales and Surrender Charges** –These charges normally decline and eventually are eliminated the longer you hold your shares. For example, a surrender charge could start at 7 percent in the first year and decline by 1 percent per year until it reaches zero.

**Fees and Expenses** – There are a variety of fees and expenses which can reach 2% and more such as:

- Mortality and expense risk charges
- Administrative fees
- Underlying fund expenses
- Charges for any special features or riders

**Bonus Credits** – Some products offer bonus credits that can add a specified percentage to the amount invested ranging from 1 percent to 5 percent for each premium payment. Bonus credits, however, are usually not free. In order to fund them, insurance companies typically impose high mortality and expense charges and lengthy surrender charge periods.

**Guarantees** – Insurance companies provide a number of specific guarantees. For example, they may guarantee a death benefit or an annuity payout option that can provide income for life. These guarantees are only as good as the insurance company that gives them.

**Market Risk** – The possibility that stock fund or bond fund prices overall will decline over short or even extended periods. Stock and bond markets tend to move in cycles, with periods when prices rise and other periods when prices fall.

**Principal Risk** – The possibility that an investment will go down in value, or "lose money," from the original or invested amount.

### **Technical Analysis risk**

Technical analysis is derived from the study of market participant behavior and its efficacy is a matter of controversy.

Methods vary greatly and can be highly subjective; different technical analysts can sometimes make contradictory predictions from the same data.

Following models and rules can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

## **Item 9 - Disciplinary Information**

On August 21, 2013, the SEC alleged that Chariot violated the Investment Company Act and the Advisers Act by making alleged misrepresentations in registration statements and with respect to a pooled investment vehicle (mutual fund). This was done primarily through a former advisory affiliate no longer affiliated with Chariot. On March 6, 2014, these allegations were settled with the former advisor paying a fine and Chariot was ordered to cease and desist from committing any violations of the Investment Company Act.

## **Item 10 - Other Financial Industry Activities and Affiliations**

### **Wholesaling Agreement**

We have a Wholesaling Agreement with Critical Math, LLC and their Adaptive Allocation Fund. Under this agreement, Chariot is paid a percentage of assets referred to the Adaptive Allocation Fund. This may present a conflict of interest since we are paid for referring potential clients to Critical Math rather than service their needs directly.

### **Solicitor Agreements**

Wrap Account Solicitor Agreements provide for individual “Solicitors” affiliated with a broker- dealer or registered investment advisor to act in a wholesaling capacity for Wrap Accounts we provide advice to. Registered broker-dealers are members of the Financial Industry Regulatory Authority (FINRA) while registered investment advisors are registered with either their state or the SEC.

Individual Solicitors are responsible for new client acquisition and providing ongoing service to clients for our TPIA business. See Referral and Service Fees set out above for details.

### **Financial Planning and Insurance Products for Retail Clients**

Chariot offers financial planning in addition to investment advisory services for retail clients. Dana Gower is also a licensed insurance agent/broker appointed with various companies. In his role as insurance agent/broker, he may offer commissionable insurance products to you for which he may receive compensation from insurance companies. He may recommend and sell life, health, annuities and long-term care insurance and will receive the usual and customary commissions. This may present a conflict of interest since we will be paid a commission for the sale of insurance. We may be incented to recommend insurance products for the commission. However, we have a fiduciary responsibility to our clients and only sell insurance products when it is in their best interests. Our Code of Ethics and Compliance Manual prohibit the sale of insurance that is not in the best interests of clients and it is monitored on a regular basis.

## Outside Business Activities

Chariot's principal, Dana Gower in his individual capacity is appointed with Virtual Financial Group ("VFG"), and is an insurance agent and financial consultant with VFG. Chariot Advisors has no affiliation with VFG. Mr. Gower offers services on a part-time consulting/employee/principal basis, both individually and through various alliances, such as with XelAqua, Inc., DG Publishing, Inc., The Brain Trust Academy, and Career Odyssey, and possibly others, relating to non-investment services. Mr. Gower intends to earn various types of compensation for such services, including ownership equity, and referral fees.

## Item 11 - Code of Ethics

We have adopted a Code of Ethics which sets forth ethical standards of business conduct that we require of our employees and associates, including compliance with applicable federal and state securities laws. Our Code of Ethics provides for sanctions when appropriate. Clients and prospective clients may obtain a copy of the firm's Code of Ethics upon request by contacting Dana Gower at our principal office address.

Because we receive compensation from assets placed into the Adaptive Allocation Portfolio and the Adaptive Allocation Fund, there is a potential conflict of interest. This conflict of interest exists by recommending the Adaptive Allocation Portfolio for Variable Annuity clients and the Adaptive Allocation Fund for our Wrap Account (Presently a concept – no clients participating) over other choices. The over-riding reasons for recommending the Adaptive Allocation Portfolio have to do with historical performance and current strategies used by the Portfolio's Managers.

Since we offer a proprietary Wrap Account to retail clients, there is a potential conflict of interest in that we generally will recommend our proprietary Wrap Account over other choices. If retail clients select Chariot for Wrap Account services we are being compensated in two different ways. First, we will receive fees as outlined above and in our Wrap Account Brochure for management of the retail client's portfolio. (Wrap Accounts are presently a concept – no clients participating). Secondly, we will be serving as a Solicitor in the case of a retail client and therefore we will be paid an additional fee for this activity. Clients are free to select Wrap Accounts elsewhere or, under special client circumstances, Chariot may provide a non-proprietary Wrap Account if requested by the client and if available to Chariot (Presently a concept – no clients participating). Third, since we offer insurance products to retail clients, we face a potential conflict of interest in that we are paid commissions for such products.

We have established the following restrictions in order to ensure our fiduciary responsibilities to you are met:

- We shall not buy or sell securities for our personal portfolio(s) where this decision is substantially derived, in whole or in part, from our role as an Investment Advisory Representative of Chariot, unless the information is also available to the investing

public on reasonable inquiry. In no case, shall we put our own interests ahead of yours.

- We emphasize your unrestricted right to decline to implement any advice rendered.

However, some securities trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with our records as required.

In addition, open-end mutual funds and/or investment sub-accounts which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value. Therefore, purchases of mutual funds and/or variable insurance products by an advisor are not likely to have an impact on the prices of the fund in which you invest. These types of transactions are not prohibited by our policies and procedures.

## **Item 12 - Brokerage Practices**

### **Soft Dollar Arrangements**

Chariot Advisors has no soft dollar arrangements.

### **Directed Brokerage**

We require clients to use one of several custodians depending upon the product in question. For variable annuities we require clients to use Midland National Life, for Wrap Accounts we anticipate utilizing Trust Company of America (TCA). We do not allow clients to direct brokerage.

Not all advisory firms require you to direct brokerage to a specific broker/dealer. We have an obligation to seek best execution for you. In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Broker-Dealer's services including the value of research provided, execution capability, commission rates, and responsiveness. Therefore, we will seek competitive commission rates, but we may not obtain the lowest possible commission rates for account transactions.

By directing brokerage to our recommended broker-dealers/custodians, you may pay higher or lower fees or transaction costs than those obtainable by other broker-dealers. We believe that the firms we recommend pay the customary industry standard fees on transactions they handle for us.

Transactions for client accounts may be (but are not obligated to be) combined or "batched" to obtain best execution, to negotiate more favorable fee rates or to allocate equitably among our clients differences in prices and commission or other transaction

costs. Under this procedure, transactions will be price-averaged and allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day.

## **Item 13 - Review of Accounts**

### **Investment Portfolio Reviews**

In most cases, the underlying securities within Investment Portfolio Models and Customized accounts are regularly monitored and periodically revised by Dana Gower, Managing Member, Owner, and Chief Compliance Officer of Chariot. An exception is “unassigned” accounts at Midland National which are implemented by the Financial Advisor and/or his or her client. Such accounts are reviewed as reasonably possible; however Midland National can implement those accounts without approval by Chariot Advisors.

Revisions may be warranted by material changes in variables such as the client's individual circumstances in the case of customized portfolios or, for both Model as well as Customized accounts, such variables as the market, sub-strategist results, or the political or economic environment. Minor revisions may be made daily or weekly while others typically occur after several weeks or months.

### **Reports**

Investment Portfolio clients receive confirmations of transactions and account statements at least quarterly from the insurance company custodian for Variable Annuities and from the appropriate custodian for Wrap Accounts (Presently a concept – no clients participating). We may or may not provide any other reports to our portfolio management clients.

## **Item 14 - Client Referrals and Other Compensation**

### **Referral and Service Fees for Wrap Accounts**

If an unaffiliated solicitor/investment adviser has introduced a client to us, an asset-based referral and service fee will be payable by the client. The fee will be negotiated and agreed upon by the client and the solicitor/investment adviser. The maximum referral and service fee that may be charged by the solicitor/investment adviser is 1.0%. We debit the referral and service fee from the client's account and pay the fee directly to the solicitor/investment adviser.

### **Wholesaling Agreement with Critical Math, LLC**

We have a Wholesaling Agreement with Critical Math, LLC and their Adaptive Allocation



Fund. Under this agreement, Chariot is paid a percentage of assets referred to the Adaptive Allocation Fund. Chariot is not acting as an Investment Adviser under this Wholesaling arrangement.

## **Item 15 - Custody**

Chariot shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients should receive at least quarterly statements from the appropriate custodian that holds and maintains client's Investment Portfolio assets. We urge you to carefully review such statements.

## **Item 16 - Investment Discretion**

Chariot receives discretionary authority in writing via our Investment Advisory Agreement form signed by the client at the outset of an advisory relationship granting us permission to select the identity and amount of securities to be bought or sold on behalf of clients. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

Should the client wish to impose reasonable limitations on this discretionary authority, such limitations should be included in this written authority statement. Clients may change or amend these limitations as desired.

## **Item 17 - Voting Client Securities**

Chariot does not vote proxies. Clients maintain exclusive responsibility for (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Chariot to discuss questions they may have with a particular solicitation.

## **Item 18 - Financial Information**

Chariot Advisors does not require or solicit the prepayment of any advisory fees, and does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our Clients.