

Item 1: Cover Page

Joseph Financial of Smithtown, LLC

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This brochure was last updated on March 14, 2011.

This brochure provides information about the qualifications and business practices of Joseph Financial of Smithtown, LLC. If you have any questions about the contents of this brochure, please contact Ron A. Rhoades, Chief Compliance Officer, who is responsible for Joseph Financial of Smithtown, LLC's regulatory requirements, at 352-746-4460.

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. Registration with the SEC and other state securities authorities as a registered investment adviser does not imply a certain level of skill or training.

Additional information about Joseph Financial of Smithtown, LLC is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Joseph Financial of Smithtown, LLC is 154178.

Item 2: Summary of Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published "Amendments to Form ADV," adopting new rules which amend the disclosure document ("Brochure") that we provide to clients as required by SEC Rules. Accordingly, this Brochure is materially different in structure and requires certain new information that our previous brochure did not require. Pursuant to the new SEC Rules, we will ensure that all of our current clients receive this Brochure, in its entirety, by the deadline as set forth by the SEC.

In this "Summary of Material Changes", we discuss only the material changes since the last annual update of this Brochure, which occurred on July 1, 2010:

- (1) We provide additional disclosures regarding material conflicts of interest which may exist, and how we manage those conflicts in order to keep our clients' best interests paramount at all times. Specifically, we provide enhanced disclosures regarding our relationships with qualified custodians (i.e., discount brokerage firms) and certain investment product providers whom we recommend to our clients. Please refer to Items 5, 11 and 12 of this Brochure.
- (2) We provide a more extensive review of our investment policies and practices, and the risks attendant to those strategies, and the risks of specific asset classes or investment products we may recommend to our clients. Please refer to Item 8 of this Brochure.
- (3) We further detail our firm practices with regard to our non-acceptance of "custody" of client accounts. We have chosen to utilize independent qualified custodians, such as TD Ameritrade and Fidelity, for the safety of our clients' funds. These qualified custodians provide separate monthly or quarterly statements, directly to our clients, detailing their account holdings. Please refer to Item 15 of this Brochure.
- (4) We also include the new Form ADV, Part 2B (each individual's "Financial Advisor Biography") for each of our investment advisers who directly provide advice to you, or who may assist in the management of your investment portfolio. Please refer to each Form ADV, Part 2B Financial Advisor Biography, included as a separate document accompanying this Brochure.
- (5) We have changed our service offerings to new clients. These changes implement one new program. For some of our clients, their fees may change as they are transitioned to this new program. For information regarding this new offering, please refer to Item 5.

March 14, 2011

**FORM ADV PART 2A ("FIRM BROCHURE")
FOR JOSEPH FINANCIAL OF SMITHTOWN, LLC SEC FILE NO. 801-71663**

Due to the extensive formatting changes, we suggest that all of our clients review this new Brochure upon its receipt, and also with their Financial Advisor during their next review conference.

Item 3: Table of Contents

Item 1: Cover Page	1
Item 2: Summary of Material Changes	2
Item 3: Table of Contents	4
Item 4: Advisory Business	7
Summary: About Joseph Financial of Smithtown, LLC	7
Summary: About Joseph Capital Management, LLC	7
Summary: Investment Philosophy	7
Our Principal Owners	8
Amount of Assets under Advisement	8
Non-Participation in Wrap Fee Programs	9
Advisory Programs (Types of Services) Offered	9
Our Services are tailored to meet Client Needs and Any Imposed Investment Restrictions	9
Our Policies on Class Actions, Bankruptcies, and Other Legal Proceedings	10
Item 5: Fees and Compensation	11
The Joseph Financial of Smithtown, LLC Wealth Planning Program™	11
For Existing Clients, Former Investment Advisory Programs in which Services are Still Provided	17
Applicable to All Programs	17
Other Fees or Expenses Paid in Connection with Advisory Services	17
Aggregation of Client Accounts	18
When Authorized, Deduction of Fees from Client Accounts	18
No Sharing of Account Appreciation; No Performance Fees	18
Cancellation and Termination of Advisory Agreements	19
Proper Management of Conflicts of Interest between Clients	19
Proper Management of Conflicts of Interest Relating to the Fees We Receive from Clients	19
Comparable Services	20
Item 6: Performance-Based Fees and Side-by-Side Management	21
Item 7: Types of Clients	21
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	22
Generally	22
Methods of Analyses and Investment Strategies, Generally	22

Methods of Analysis: Sources of Information.....	24
Types of Investments	24
Risk of Loss, Generally.....	26
Risk of Loss, Certain Higher-Risk Securities	27
Cash Balances in Client Accounts.....	27
Item 9: Disciplinary Information	28
Item 10: Other Financial Industry Activities and Affiliations	28
Sub-Advisory Program Provided for Affiliate RIA Firms.....	29
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	30
We Seek to Avoid Material Conflicts of Interest.....	30
Our Code of Ethics	30
Participation or Interest in Client Transactions and Personal Trading	31
Item 12: Brokerage Practices	32
Discussion of Benefits to Joseph Capital as to Both Custodians.....	32
Our Recommendation of Brokerage Firms	33
Non-Aggregation of Client Trades.....	34
Non-Participation in Client Referral Programs of Custodians	34
About Our Relationships with Investment Product Providers, through Joseph.....	34
Item 13: Review of Accounts	36
Portfolio Reviews and Rebalancing.....	36
Additional Portfolio Reviews Upon Request.....	36
Special Procedures upon Major Market Change	36
Procedures Applicable to All Portfolio Reviews.....	37
Portfolio Reports Provided to Clients	38
Reviews of Accounts	39
Item 14: Client Referrals and Other Compensation.....	40
Item 15: Custody	41
Item 16: Investment Discretion	42
Fixed income trading discretion - for nearly all client accounts	42
Rebalancing in the event of a major asset class valuation fall – for most client accounts.....	42
Limited discretion to rebalance in accordance with investment policy – for some client accounts.....	43

Item 17: Voting Client Securities.....	44
Item 18: Financial Information	44
Biography for John J. Ceparano	45
Item 1: Cover Page	45
Item 2: Educational Background and Experience	45
Item 3: Disciplinary Information	48
Item 4: Other Business Activities	48
Item 5: Additional Compensation	48
Item 6: Supervision	48
Biography for Ron A. Rhoades	49
Item 1: Cover Page	49
Item 2: Educational Background and Experience	49
Item 3: Disciplinary Information	52
Item 4: Other Business Activities	52
Item 5: Additional Compensation	54
Item 6: Supervision	54
Biography for Eric J. Sobocinski	55
Item 1: Cover Page	55
Item 2: Educational Background and Experience	55
Item 3: Disciplinary Information	56
Item 4: Other Business Activities	56
Item 5: Additional Compensation	57
Item 6: Supervision	57

Item 4: Advisory Business

Summary: About Joseph Financial of Smithtown, LLC

Joseph Financial of Smithtown, LLC is a joint venture of Old Field Capital, LLC and Joseph Capital Management, LLC ("Joseph Capital"). Old Field Capital, LLC and Joseph Capital formed this joint venture in order to afford a wider array of clients the opportunity to view and secure the fee-only private wealth management services of Joseph. Joseph Capital provides sub-advisory services to Joseph Financial of Smithtown, LLC, which in turn enables Joseph Financial of Smithtown, LLC to provide investment advisory services to clients.

Joseph Financial of Smithtown, LLC provides financial planning and investment advisory services to select individual clients. We are a fee-only firm, and we adhere to a Fiduciary Oath for each of our clients to act in their best interests at all times.

We utilize a multi-disciplinary approach to addressing clients' financial, tax, estate, and risk management planning needs. Our clients are serviced by the advisors of Joseph Capital. Joseph Capital's team includes attorneys, certified public accountants, Certified Financial Planners™, a former trust officer, and a former professor of economics. With the consent of our clients, we often consult with our clients' other professional advisors as planning recommendations are formulated and/or implemented. For more information on Joseph Capital's advisory team, please refer to the biography of each advisor, found in Joseph Capital's Form ADV Part 2B.

Summary: About Joseph Capital Management, LLC

Joseph Capital Management, LLC ("Joseph Capital") was formed in late 2001 by certified public accountants and an estate planning and tax attorney who desired their clients to receive truly objective investment advice. In recent years, the principals of Joseph Capital have devoted the vast majority of their business efforts towards the goal of construction of a world-class investment advisory firm, dedicated to the fiduciary principle that the client's best interests should remain paramount at all times.

Summary: Investment Philosophy

Joseph Financial of Smithtown, LLC utilizes Joseph Capital's Investment Committee to establish the overall investment strategies employed by Joseph Financial of Smithtown, LLC, review custodial and certain other arrangements, as well as to undertake due diligence with respect to specific investments.

With regard to Joseph Capital's investment philosophy, we believe that our clients are best served, in the context of conservative investment portfolios, to tilt their portfolios toward small capitalization and value stocks, using broad diversification. This often permits a lowering of the

client's overall allocation to equities, should the client so choose, which in turn increases the allocation of a client's portfolio toward short-term and mid-term fixed income investments of generally high quality. Our research has shown that this usually results in a "smoother ride" for our clients, with likely similar long-term (15-years or longer) portfolio returns.

Joseph Financial of Smithtown, LLC and Joseph Capital generally recommend institutional-class stock mutual funds with low annual expense ratios and extremely low internal transaction costs. At times, we may recommend other low-cost investment solutions, such as low cost bond funds, individual fixed income securities, and other products. While model portfolios may be utilized for some of our clients, our advisory services are generally tailored to meet the individual needs of our clients. For more on our investment philosophies, and the risks of our strategies and/or specific investments recommended, please refer to Item 8.

We actively seek to avoid or minimize potential conflicts of interest which may exist between our firm and our clients. We sell no products. We accept no commissions. We do not recommend any fund which possesses a 12b-1 fee. However, all investment advisory firms will likely possess some unavoidable conflicts of interest. In those instances when conflicts of interest arise, Joseph Financial of Smithtown, LLC has adopted policies which seek to keep our clients' best interests paramount at all times. Please refer to Items 5, 11, and 12 of this Brochure, and other items, which explore in further detail how we act to keep our clients' best interests first at all times during the course of the relationship with our clients.

More information regarding our firm is found in the pages that follow.

Our Principal Owners

The owners of Joseph Financial of Smithtown, LLC are Old Field Capital, LLC and Joseph Capital Management, LLC. Ron A. Rhoades, JD, CFP®, serves as Manager of Joseph Financial of Smithtown, LLC, and as its Chief Executive Officer and Chief Compliance Officer.

Joseph Capital Management, LLC is owned by John J. Ceparano, Sara ("Sally") Long, Ron A. Rhoades, and Michael J. Tringali.

Old Field Capital, LLC is owned by the trustees of two trusts. The Trustee for both trusts is Mark S. Eghrari, Esq.

Amount of Assets under Advisement

As of December 31, 2010, Joseph Financial of Smithtown, LLC provided advice (either as primary advisor or sub-advisor) on approximately \$927,777 of financial assets for approximately 1 family group. These include all financial assets of clients who engage Joseph Financial of Smithtown, LLC for ongoing advice on their investment portfolios, which Joseph Financial of

Smithtown, LLC believes is continuous and regular in nature. Of these assets under advisement, approximately \$927,777 are discretionary and \$0 are non-discretionary.

Non-Participation in Wrap Fee Programs

Joseph Financial of Smithtown, LLC, as a matter of policy and practice, does not sponsor any wrap fee programs. A wrap fee program is defined as any advisory program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions.

Advisory Programs (Types of Services) Offered

Joseph Financial of Smithtown, LLC offers one program for new individual clients of the firm: The Joseph Financial of Smithtown, LLC Wealth Planning Program™. This program is described in further detail in Item 5 ("Fees and Compensation") of this Brochure. Joseph Financial of Smithtown, LLC provides certain financial planning services as part of the Joseph Financial of Smithtown, LLC Wealth Planning Program™.

Our Services are tailored to meet Client Needs and Any Imposed Investment Restrictions

In general, Joseph Financial of Smithtown, LLC's advisory services are tailored to meet the needs of each individual client. While model portfolios may be utilized for some clients, for most clients each investment portfolio is individually designed. Additionally, financial planning, estate planning, tax planning, and risk management planning services are generally delivered upon client engagement for such services, with planning issues prioritized and then addressed, either all at one time or over the course of several conferences. Clients have a conference with their advisor at least annually (and sometimes more often) to review any changes to the client's financial situation, the investment portfolio upon which is advice is provided, and planning issues.

Joseph Financial of Smithtown, LLC and Joseph Capital will evaluate all publicly traded investments, but primarily recommends to its clients institutional-style and no-load mutual funds and other low-cost investment vehicles, and for some clients municipal notes and bonds and other fixed income securities. Joseph Financial of Smithtown, LLC and Joseph Capital also consider, in providing advice to clients, investments held in 401(k), 403(b), or other qualified retirement plan accounts, as well as nonqualified annuities; Joseph Financial of Smithtown, LLC and Joseph Capital may evaluate the offerings of such retirement plans and annuities when constructing an overall investment portfolio for the client.

After consultation with their adviser, clients may impose restrictions on investing in certain securities or types of securities. This most often occurs when clients request certain social investing needs be addressed, such as through the use of mutual funds which avoid investments in certain companies. Other restrictions may be imposed by clients with respect to the (average or longest) maturity or credit quality of fixed income investments.

Our Policies on Class Actions, Bankruptcies, and Other Legal Proceedings

Clients should note that Joseph Financial of Smithtown, LLC and Joseph Capital will generally not advise upon, nor act on behalf of, the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Joseph Financial of Smithtown, LLC to transmit copies of class action notices to the client or a third party. Upon such direction, Joseph Financial of Smithtown, LLC will make commercially reasonable efforts to forward such notices in a timely manner.

Item 5: Fees and Compensation

Joseph Financial of Smithtown, LLC provides investment advisory services to clients in conjunction with Joseph Capital Management, LLC ("Joseph Capital"), which acts as its sub-advisor. All investment advisory and private wealth management services are provided to clients through the Joseph Financial of Smithtown, LLC Wealth Planning Program™.

The Joseph Financial of Smithtown, LLC Wealth Planning Program™

The Joseph Financial of Smithtown, LLC Wealth Planning Program™ is Joseph Financial of Smithtown, LLC's core service offering and provides services as outlined in the program's Master Client Services Agreement. This agreement is provided to a prospective client, along with the client's Investment Plan, for his/her review before the contract is signed. There is a minimum level of assets under advisement of \$400,000 for clients to be eligible to participate in the Joseph Financial of Smithtown, LLC Wealth Planning Program™.

Generally, the Joseph Financial of Smithtown, LLC Wealth Planning Program™ provides the following services:

- a. Our Ongoing Scholarly Research and Analysis.** Our continuing study of macroeconomic conditions, our historical analysis of capital markets with a view toward estimating long-term returns of certain asset classes, our scholarly research with regard to the deployment of capital in ways to reduce various risks, our knowledge of the taxation of investments, our reviews of specific investment products, and our insights into other matters affecting client's investments and financial planning.
- b. Development of Investment Plan and Investment Policy Statement.** We will prepare for the client an Investment Policy Statement (also called an "Investment Plan") which includes a review of the client's current investment assets, an educational overview of the academic research applied in the construction and management of the client's investment portfolio, and a customized strategic asset allocation. This Investment Policy Statement may thereafter be amended from time to time if and when the client's circumstances change.
- c. Initial Implementation of Investment Plan,** including assistance with account transfers and all trades or other transactions to be undertaken.
- d. Quarterly Reports from Joseph Capital Management, LLC,** which shall include a consolidated inventory of the investments upon which we provide advice to the client, together with a portfolio rebalancing analysis. Such reports may also include a performance report for the client's portfolio. In addition, in January or February of each calendar year, we provide the client with a realized gains and loss report for any taxable

account the client possesses, to aid the client or his/her CPA/accountant/tax preparer in income tax preparation.

- e. **Online Access to Account Information.** Utilizing a combination of secure online account aggregation and online data reporting services, we will endeavor to make certain reports available to the client online each business day, with updated account values (for assets held at TD Ameritrade Institutional or Fidelity Institutional) as of the preceding day usually supplied by 11:00 a.m. each day. We may offer periodic data for other investment accounts upon which we provide advice, not held at the foregoing custodians, if such information can be obtained from our account aggregation service, with the client's consent to furnish such account aggregation service with any account passwords required to access account information.
- f. **Monthly or Quarterly Statements Directly from Account Custodians.** In addition, the client shall receive directly from all corresponding brokers, banks, mutual funds, partnership sponsors, and/or insurance companies that hold the client's investments, monthly or quarterly statements reflecting the client's investment(s) in their custody, together with (if desired by the client) confirmations of each transaction executed in the account(s). For some custodians, the client may elect to receive such monthly or quarterly statements and trade confirmations by e-mail, rather than by U.S. mail.
- g. **Periodic Conferences and/or Telephone Conferences; Financial Life Planning.** We suggest that we confer with clients (either in-person, via web conferencing, or via telephone, as we shall mutually agree) on a periodic basis to review various financial, tax, estate, asset protection, and risk management issues.
- h. **Frequency of Formal Reviews.** Client review conferences are scheduled semi-annually for clients and typically last one to three hours in length.
- i. **Additional Informal Conferences and Telephone Conferences** may be requested by the client from time to time, for no additional charge. Should, however, we believe that the time and expertise required to provide services to the client have become too great, relative to the fees paid by the client, we may suggest (in advance of providing services) either that additional fees be paid or that our agreement for services be terminated.
- j. **Planning Topics which may be discussed during Formal Reviews.** Set forth below are the planning topics which may be discussed during scheduled conferences and telephone conferences. Only such topics as the client and his/her advisory team deem pertinent are discussed at formal review conferences. Note that some advice upon some planning topics may be restricted due to licensure and/or legal requirements, and referral to the appropriate professional on such topics may be undertaken if desired.

- (1) Development and subsequent reviews of the "Total Client Profile", including the client's personal financial situation and goals;
- (2) Development of Action Steps for investment strategy implementation;
- (3) Obtain Cost Basis of securities held in taxable accounts from client;
- (4) Evaluate 401(k), 403(b) and Other Employer-Sponsored Retirement Plan Investment Options, provide recommendations to client, and integrate with other portfolio holdings;
- (5) Security Evaluation: Hold, Buy, or Sell;
- (6) Annuity Contract Reviews for variable annuity (VA) and equity/fixed income (EIA) policies;
- (7) Single stock exposure / strategy formulation to deal with exposure to concentrated positions in publicly traded stock;
- (8) Cash Reserve Account assessment and recommendations;
- (9) Cash Flow Management, Debt Reduction Strategies, and Major Financial Purchases or Sales;
- (10) Funding of Retirement Accounts, including consideration of optimum funding and possible conversion opportunities;
- (11) Retirement Account Distribution Planning for qualified retirement plan accounts and traditional IRAs;
- (12) Stock Options – advice upon the exercise or non-exercise of qualified and nonqualified stock options;
- (13) Tax Loss Harvesting, when available and appropriate;
- (14) Retirement Portfolio Withdrawal Rate establishment and/or review;
- (15) "PensionMax" Analysis as to whether to take a lump-sum at retirement or one of various annuitization options;
- (16) Recommendations on other Employer-Sponsored Benefit Programs;
- (17) College Expense Funding solutions;
- (18) Capital Needs Assessment for retirement or other future needs;
- (19) Property and Liability Insurance reviews and recommendations;
- (20) Life Insurance and Long Term Care Insurances needs assessment and policy reviews;

- (21) Estate Planning needs discussion and referral to appropriate legal counsel, if desired;
- (22) Asset Protection Planning discussion as to potential future claims of general creditors and, when appropriate, referral to legal counsel;
- (23) Philanthropic Gift Strategies;
- (24) Charitable Gifting Strategies;
- (25) Investment Policy Statement development, implementation, and reviews;
- (26) Investment Strategy and Products Discussion; and
- (27) Closely Held Business and Professional Firm Consulting.

Note: Additional fees may be charged by Joseph Financial of Smithtown, LLC, as specified in the Master Client Services Agreement, should the scope of projects under the above planning topics exceed the general and reasonable scope expected for each planning topic. (For example, extensive research, analysis, and recommendations relating to tax planning, cost basis research, the review of annuity contracts, and/or insurance needs analysis.) Additional fees shall be agreed upon with the client, in writing, in a separate written fee agreement.

Our Fees. Joseph Financial of Smithtown, LLC's annual fee for the services set forth in the Joseph Financial of Smithtown, LLC Wealth Planning Program™ is billed as a percentage of the assets under advisement, according to the market value of the investments, according to the schedule below. Fees are paid in quarterly installments, in advance.

Assets Under Advisement	Annual Fees** (Paid in Quarterly Installments***)
\$ 400,000 to \$ 1,000,000	\$ 5,200 <u>plus</u> 0.8% of Assets under Advisement over \$400,000
\$ 1,000,000 to \$ 3,000,000	\$ 10,000 <u>plus</u> 0.8% of the Assets Under Advisement over \$1,000,000
\$ 3,000,000 to \$ 5,000,000	\$ 26,000 <u>plus</u> 0.6% of the Assets Under Advisement over \$3,000,000
Over \$ 5,000,000	\$ 38,000 <u>plus</u> 0.4% of the Assets Under Advisement over \$5,000,000

**Additional fees may be charged for specific planning-related activities. Additionally, referrals to other professionals may be undertaken where appropriate to meet the client's needs. See below for further information.

***The first period for which fees are to be billed varies from three to six months.

How Fees are Calculated. Billing amounts are based upon the value (market value or fair market value in the absence of market value) of the client's account(s) (including both securities and cash) at the end of the previous quarter (or, for new clients, upon a date agreed to by Joseph Capital and the client). Valuations are derived from recognized and independent pricing sources, such as TD Ameritrade Institutional, Fidelity Institutional, or other custodians.

Minimum and Maximum Fees. The minimum fee charged under The Joseph Financial of Smithtown, LLC Wealth Planning Program is \$5,200 per year. There is no maximum fee.

When Fees are Paid. Fees are billed and paid quarterly, in advance of the quarter, and are based upon the values of the financial assets upon which advice is provided as of the end of the preceding quarter.

How Fees are Paid. Fees may be deducted from clients' account(s) or paid directly by check by the client following receipt of a statement, or some combination of the foregoing, as the client desires.

Sub-Advisory Fees Paid by Joseph Financial of Smithtown, LLC to Joseph Capital. The schedule of fees set forth above is the same standard fee scheduled quoted by Joseph Capital for Joseph Capital's own clients when Joseph Capital provides advisory services under its substantially similar Joseph Wealth Planning Program™. Joseph Financial of Smithtown, LLC pays to Joseph Capital a sub-advisory fee for the investment advisory services Joseph Capital provides to the clients of Joseph Financial of Smithtown, LLC. The amount of the sub-advisory fee paid by Joseph Financial of Smithtown, LLC to Joseph Capital varies with each client depending upon the amount of assets upon which advice is provided for a client, whether additional services are provided to a client on a fixed or hourly fee basis, and variances from year to year in Joseph Capital's estimated cost in providing such advisory services.

Formation of Wealth Management Team. If the client possesses \$3,000,000 or greater in assets under advisement with Joseph Financial of Smithtown, LLC, and if such is desired, Joseph Financial of Smithtown, LLC will seek to conduct an annual or bi-annual "Wealth Management Team" conference and/or web conference and/or teleconference with the client's private legal counsel and/or certified public accountant, for purposes of providing holistic, integrated planning needs identification, analysis, prioritization, and coordination. In such instance, the fees of the client's other professional advisors are generally billed directly to the client, and paid by the client. Additional fees may be charged by Joseph Capital for certain planning addressed in such Wealth Management Team conferences or in follow-up activities.

Additional Fees Charged for Separate Services. On occasion Joseph Financial of Smithtown, LLC may charge clients with additional fees for the following projects, which are separate from

the scope of the Master Client Services Agreement entered into with Joseph Financial of Smithtown, LLC. Our team member's time is then billed at our **hourly rates** for such team members, which rates are set forth below (***unless Joseph Financial of Smithtown, LLC and Client agree to a flat fee for such additional services***). Joseph Financial of Smithtown, LLC may require a separate written agreement for these additional services, separate from this Master Agreement.

- (1) In-depth, detailed analysis as to one or more of the planning topics provided under The Joseph Financial of Smithtown, LLC Wealth Planning Program™ as discussed and agreed upon between Client and Joseph Financial of Smithtown, LLC.
- (2) Cost Basis Determinations.
- (3) Variable Annuity (VA) and Equity/Fixed Index Annuity (EIA/FIA) and Variable Life Insurance (VUL) Reviews.
- (4) Personal Income Tax Projections. Should a tax projection be advisable, and should such not be undertaken by Client's CPA or tax preparer, Joseph Financial of Smithtown, LLC may undertake same for the Client.
- (5) Estate Plan Design Involving Business Entities and Discount Valuation Techniques. Should the possess closely held business entities, additional fees may be charged relating to transfer tax planning involving the establishment, recapitalization, ownership structure changes, and/or sale or gifting of such interests. Additional fees may also be charged for planning involving the use of split-interest or discount valuation techniques in connection with estate tax planning, such as CRATs, CRUTs, GRATs, QPRTs, FLPs, etc.
- (6) Closely Held Business Consulting. Should Client desire advice with regard to the structure, operations, financial controls and reporting, marketing, and/or risk management needs of any closely held business interests, wealth transfer and/or business succession planning, and/or the utilization of captive insurance companies for premium reduction and/or estate tax planning, Advisor may charge additional fees.

If the foregoing professional services are undertaken on an hourly basis, our hourly rates for 2011 are set forth below. These fees may change from time to time.

Directors & Private Wealth Managers	\$350 to \$500 per hour
Private Wealth Advisors:	\$ 175 per hour
Account Transfers Coordinators:	\$ 95 per hour

Other Administrative Assistants:

\$ 50 per hour

For Existing Clients, Former Investment Advisory Programs in which Services are Still Provided

In the past, Joseph Financial of Smithtown, LLC has offered clients financial planning and wealth management services under the Joseph Financial of Smithtown, LLC Wealth Advisory Program™.

Additional services were sometimes offered under this program, such as individualized tax planning on an annual basis (including tax projections), online secure data vault for important document storage, and credit monitoring services.

This program continues, but is not offered to new clients of the firm. Joseph Financial of Smithtown, LLC plans to seek to transition existing clients from this prior program to the program set forth in this Brochure, provided clients enrolled in such prior program accept the reduced level of services and/or changes to their fee structures which may result due to such transition.

Applicable to All Programs

Other Fees or Expenses Paid in Connection with Advisory Services

All fees paid to Joseph Financial of Smithtown, LLC for investment advisory and financial planning services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. Mutual fund expenses are generally described in each fund's prospectus. These expenses will generally include a management fee, other fund expenses, and possibly a distribution fee. In addition, mutual funds incur transaction costs and opportunity costs, which are not disclosed in the fund's prospectus and only partially disclosed in the fund's Statement of Additional Information, but which may be estimated based on a fund's turnover ratio and cash holdings.

Clients will incur transaction fees or commissions in connection with trading of mutual fund, ETF, individual stock and bonds (and/or principal mark-ups and mark-downs for principal trades), which are charged by the custodian (brokerage firm holding the client's assets for safekeeping). Mutual fund transaction fees charged by our recommended custodians, TD AMERITRADE INSTITUTIONAL and FIDELITY INVESTMENTS INSTITUTIONAL SERVICES, generally vary from \$24 to \$35 for each purchase and sale transactions. The transaction costs for stock and bond trades vary. Accordingly, the client should review both the fees charged by the funds (including transaction and opportunity costs within funds which are not included in a fund's annual expense ratio), the transaction fees charged by the custodian, as well as the fees charged by Joseph Financial of Smithtown, LLC, to fully understand the total amount of fees and

costs paid by the client, in connection with any recommended transaction. For a discussion of our practice in recommending brokers (custodians) to our clients and negotiating brokerage fees on their behalf, please refer to Item 12.

Clients may also incur "account termination fees" upon the transfer of an account from one brokerage firm (custodian) to another. The range for these account termination fees is believed to range generally from \$0 to \$200 at present, but at times may be much higher. Clients should contact their custodians (brokerage firms, bank or trust company, etc.) to determine the amount of account termination fees which may be charged and deducted from their accounts for any existing accounts which may be transferred.

Aggregation of Client Accounts

Individual accounts for immediate family members (husband, wife, and dependent children) are aggregated, and our fees are charged based on the total value of such family members' accounts. Aggregation of accounts of non-immediate family members (such as adult children, parents, and/or grandchildren) are usually subject to separate written agreements and are not aggregated; however, this policy is subject to negotiation.

When Authorized, Deduction of Fees from Client Accounts

Clients may choose whether to have their fees billed directly or deducted from client accounts. In certain situations, such as for some qualified retirement plan accounts and traditional IRA accounts, it may be advantageous to the client from a tax perspective to have the portion of Joseph Financial of Smithtown, LLC's fees attributable to such accounts directly deducted from such account. Where fees are to be deducted from a client's account, Joseph Financial of Smithtown, LLC, through Joseph Capital, will request authority from clients to receive quarterly payments directly from the client's account(s) held by an independent qualified custodian, such as TD AMERITRADE INSTITUTIONAL or FIDELITY INVESTMENTS INSTITUTIONAL SERVICES. Clients may provide written limited authorization to Joseph Financial of Smithtown, LLC to withdraw fees from account(s). Joseph Financial of Smithtown, LLC, through Joseph Capital, will send to the client an invoice showing the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated. Clients should verify the accuracy of the fee calculations in such invoices. Clients will also receive custodial statements showing the advisory fees debited from their account(s).

No Sharing of Account Appreciation; No Performance Fees

All fees are calculated as described above and are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.

Cancellation and Termination of Advisory Agreements

Clients may cancel a new advisory agreement without penalty by providing written notice of such cancellation to Joseph Capital within five (5) business days of the date of signing the agreement. Following the 5-day cancellation period, the first periods' fee is not refundable due to the large volume of initial work to be undertaken by Joseph Financial of Smithtown, LLC. Thereafter, either party may terminate the agreement without penalty upon notice in writing to the other party. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, with the refund calculations based pro rata to the date of termination. Termination of an agreement will not affect: (a) the validity of any action previously taken by Joseph Financial of Smithtown, LLC under the agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the agreement; or (c) a client's obligation to pay advisor fees (prorated through the date of termination). Upon the termination of the agreement, Joseph Financial of Smithtown, LLC will not possess any obligation to recommend or take any action with regard to the securities, cash, or other investments in a client's account.

Proper Management of Conflicts of Interest between Clients

Joseph Financial of Smithtown, LLC's and Joseph Capital's relationship with each client is non-exclusive; in other words, the firms provide investment advisory services and financial planning services to multiple clients. Each firm seeks to avoid situations in which one client's interests may conflict with the interests of another of our clients. However, one circumstance which could arise is a sudden sharp downturn in the values of one or more stock asset classes, thereby triggering (under adopted investment policies with the vast majority of Joseph Capital's clients) the need to rebalance the investment portfolios. In this instance, Joseph Capital seeks to rebalance each client's investment portfolio on a timely basis, keeping in mind that most mutual fund trades occur at the end of a trading day. In ascertaining which client portfolios to attend to first, Joseph Capital ranks clients by the amount of assets under advisement as of the last quarterly period from highest to lowest, and generally proceeds to rebalance portfolios accordingly. More information about this policy is found in each client's client services agreement.

Proper Management of Conflicts of Interest Relating to the Fees We Receive from Clients

The vast majority of our clients pay Joseph Financial of Smithtown, LLC fees based upon a percentage of the assets we advise upon. This is a very common form of compensation for registered investment advisory firms and avoids the multiple inherent conflicts of interest associated with commission-based compensation (Joseph Financial of Smithtown, LLC and Joseph Capital do not accept commission-based compensation of any nature, nor do the firms accept 12b-1 fees). Asset-advised-upon percentage method of compensation can still, at times, lead to conflicts of interest between our firm and our client as to the advice we provide. For

example, conflicts of interest may arise relating to the following financial decisions in life: incur or pay down debt; gifts of funds to charities or individuals; purchases of a home or cars or other non-investment assets; the purchase of a lifetime immediate annuity; expenditures of funds for travel or other activities; investment in private equity investments (private real estate ventures, closely held businesses, etc.); and the amount of funds to place in non-managed cash reserve accounts. We have adopted internal policies to properly manage these and other potential conflicts of interest. Our goal is that our advice to you remains at all times in your best interests, disregarding any impact of the decision upon our firm.

Comparable Services. Joseph Financial of Smithtown, LLC believes that the charges and fees offered within its program are competitive with alternative programs available through other firms offering a similar range of services; however, lower fees for comparable services may be available from other sources. A client could invest in mutual funds directly, without the services of Joseph Financial of Smithtown, LLC. In that case, the client would not receive the services provided by Joseph Financial of Smithtown, LLC which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives, undertake a disciplined approach to portfolio rebalancing while taking into account the tax ramifications of same, and to avoid *ad hoc* emotional reactions to shorter-term market events. Also, the institutional stock and bond funds of Dimensional Fund Advisers may not be available to the client directly without the use of an investment adviser granted access to such funds.

Item 6: Performance-Based Fees and Side-by-Side Management

Item 6 is inapplicable to Joseph Financial of Smithtown, LLC. Joseph Financial of Smithtown, LLC does not accept performance-based fees, nor manage accounts which impose performance-based fees. [Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets of a client. Performance-based fees may provide an incentive to favor some accounts over the accounts of clients under our other advisory programs. Joseph Financial of Smithtown, LLC considers avoidance of such conflict a paramount policy in maintaining our fiduciary duty to our clients, and hence does not employ performance-based fee methods.]

Item 7: Types of Clients

Joseph Financial of Smithtown, LLC generally offers its services to individual and their families, including high net worth individuals and trusts. Joseph Financial of Smithtown, LLC may also provide services to pension and profit sharing plan participants, foundations and other institutions, and business entities.

For clients of the Joseph Financial of Smithtown, LLC Wealth Planning Program, there is a minimum level of assets under management of \$400,000. The program does not have a maximum level.

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

Generally

Joseph Financial of Smithtown, LLC employs Joseph Capital Management, LLC ("Joseph Capital") as sub-advisor, which in turn provides the investment strategy and its implementation for all clients. Clients of Joseph Financial of Smithtown, LLC receive the benefit of Joseph Capital's investment philosophies, strategies, due diligence, account monitoring, and personal financial planning recommendations.

Joseph Financial of Smithtown, LLC and Joseph Capital provide an investment strategy and its implementation for most clients. Clients of Joseph Financial of Smithtown, LLC receive the benefit of our investment philosophies, strategies, due diligence, account monitoring, and certain personal financial planning recommendations.

Joseph Capital's Investment Committee establishes the overall investment strategies employed by Joseph Financial of Smithtown, LLC, reviews the brokerage firms we recommend to our clients, and approves of particular investments which may be used by advisors of our firm. The Investment Committee includes Ron A. Rhoades (Chair), John J. Ceparano, Sally Long, and Michael J. Tringali.

Expansive academic research, investment information, and certain proprietary analyses are drawn upon in order to provide innovative and comprehensive wealth management and investment advisory services. Each client receives a written Investment Policy Statement, which sets forth a recommended strategic asset allocation. Specific no-load (no commissions, no 12b-1 fees) investments are then recommended to clients. Clients' portfolios are then periodically monitored, and changes to investment portfolios are suggested when appropriate. A disciplined approach to rebalancing is employed in order to maintain asset class exposures within desired risk tolerances, subject to variances permitted for tax planning or other reasons. Clients may either provide, or withhold, discretion for the investment advisor to undertake trades on clients' accounts.

Clients of the Joseph Financial of Smithtown, LLC Wealth Planning Program™ also receive initial and periodic personal financial planning advice, of a comprehensive nature. Most of this advice is provided through periodic private review conferences, as well as through occasional telephone conferences and e-mails.

Methods of Analyses and Investment Strategies, Generally

In designing investment plans for clients, Joseph Financial of Smithtown, LLC and Joseph Capital rely upon the information supplied by the client and the client's other professional advisors. Such information may pertain to the client's financial situation, estate planning, tax planning,

risk management planning, short-term and long-term lifetime financial goals and objectives, investment time horizon, and perceived current tolerance for risk. This information becomes the basis for a strategic asset allocation which we believe will best meet the client's stated long-term personal financial goals. The strategic asset allocation, incorporates those asset classes which Joseph Capital believes (based upon historical data and our own proprietary analysis) will possess attractive combinations of return, risk, and correlation over the long term.

A tremendous amount of academic research reveals that strategic asset allocation is determinative of the majority of the expected long-term gross returns of investor's portfolios. Our selection of asset classes is driven by research into global asset classes by such academics as Professor Eugene Fama, Sr. of the University Of Chicago Booth Graduate School Of Business and the Center for Research in Security Prices, Professor Kenneth French of Dartmouth College, and many other academics and researchers.

The investment advice which Joseph Financial of Smithtown, LLC and Joseph Capital provide is based upon long-term investment strategies which incorporate the principles of Modern Portfolio Theory. The utilization of several different asset classes as part of an investor's portfolio is emphasized, as this has been shown to usually effect a reduction in portfolio volatility (i.e., the standard deviation of the portfolio returns) over long periods of time. We allocate and diversify the client's assets among various asset classes and then among individual investments, following the investment policy agreed to by the client.

Our investment approach is firmly rooted in the belief that markets are fairly efficient (although not always rational) and that investors' gross returns are determined principally by asset allocation decisions. A focus is provided on developing and implementing globally diversified portfolios, principally through the use of low-cost and tax-efficient passively managed stock mutual funds that are generally available only to institutional investors and clients of advisers granted access to such funds, as well as through fixed income investments and mutual funds holding publicly traded REITs.

Investment policy and overall portfolio weightings as between equities and fixed income investments are based upon each client's needs and desires, perceived risk tolerance and the need to assume various risks, and investment time horizon. The portfolios of clients may then follow models designed by Joseph Capital to fit the overall weightings of equities (stocks, stock mutual funds, etc.), REITs, and fixed income investments (notes, bonds, bond funds, CDs, etc.) in an investor's portfolio. For other clients, the investment portfolio's strategic asset class allocation is customized to meet the specific circumstances of a client, the presence of investments in 401(k) or other accounts, as well as a perception of the client's understanding of the fundamental forces affecting risk and return in the capital markets.

In addition, a client's initial or revised strategic asset allocation may be influenced by a review of the relative valuation levels of various asset classes and the investment time horizon of that client. While asset class "bubbles" are attempted to be discerned when they occur, and if discerned may warrant changes to a client's asset allocation, tactical asset allocation strategies are not generally employed in connection with the management of client portfolios.

Methods of Analysis: Sources of Information

Our security analysis is based upon a number of factors, including those derived from commercially available software technology, securities rating services, general economic and market and financial information, due diligence reviews, and specific investment analyses that clients may request. The main sources of information include commercially available investment information and evaluation services, financial newspapers and journals, academic white papers, and other periodicals. Prospectuses, statements of additional information, other issuer-prepared information, and data aggregation services (Morningstar Advisor, etc.) are also utilized. Investment Committee members and advisors also attend various investment and financial planning conferences.

Research is also received from consultants, including financial economists affiliated with Dimensional Fund Advisors (DFA) and other firms. DFA provides historical market analysis, risk/return analysis, and continuing education services. Various computer software programs from DFA and from other third parties may also be utilized to better model the historical and/or expected returns of designed portfolios. The historical valuation levels of various asset classes (as measured by p/b, p/e, p/c, and/or p/s data for various stock indexes) are also utilized by Joseph Capital to undertake estimates of the probable long-term (15-year) expected returns of various asset classes, as a means of aiding investment and financial planning decision-making.

Types of Investments

Each client typically receives an investment portfolio which consists mainly of no-load stock and bond mutual funds. The passively managed stock funds offered by Dimensional Fund Advisors (DFA) are generally recommended. DFA mutual funds offer broad diversification and most are structured for low turnover, so as to substantially lessen the often substantial transaction costs incurred by most mutual funds and ETFs as they trade securities within the fund. Consequently, DFA stock mutual funds' total fees and costs are believed to be generally lower than the total fees and expenses incurred by most other stock mutual funds (including many ETFs and index funds) when comparing funds in the same asset class(es).

Many investment portfolios also include individual fixed income investments (bonds, CDs, etc.) and/or bond funds (primarily from DFA and Vanguard). For clients with a substantial fixed income allocation, we generally recommend a combination of bond funds and individual fixed

income investments, with recommended actual investments dependent upon our views of the risk/return relationship for various forms of fixed income investments or bond funds. Joseph Financial of Smithtown, LLC will typically request discretionary authority from clients to manage individual fixed income assets, as such may be necessary to enable the investment adviser to purchase or sell such assets in a timely manner at quoted prices. For clients with \$8,000,000 or greater in total assets under advisement, Joseph Financial of Smithtown, LLC will generally offer customized fixed income portfolios. All individual fixed income securities recommended will be investment-grade at the time of recommendation. For clients with less than \$8,000,000 of assets under advisement, low cost bond mutual funds may be used for allocated amounts.

Client portfolios may also include some individual equity securities, but these are generally part of clients' investment holdings prior to becoming a client of Joseph Financial of Smithtown, LLC. However, clients with significant amounts to devote to investing in equities (\$15 million or greater, generally) may also participate in a separate account program, which includes individual stocks using a highly diversified approach. This separate account program utilizes Dimensional Fund Advisors as the separate account manager, and may employ individual stocks as well as the use of Dimensional's mutual funds for some foreign stock or other asset class exposures.

Publicly traded real estate investment trusts (REITs) and commodities index, or mutual funds or ETFs containing same, may be recommended for certain clients who desire to include real estate or commodities in their asset allocation strategy.

Insurance products such as annuities and various types of life insurance products may also be evaluated. Recommendations may be undertaken to clients to invest in low-cost, no-load (no commission) variable or fixed deferred or immediate annuities when appropriate to the circumstances and tax situation of the client. More often, this occurs when a client possesses an existing high-cost variable annuity, and a rollover of the annuity is indicated rather than redemption for tax planning purposes, in order to seek to lower the total fees and costs paid by the client and/or provide different investment choices. At times, clients may be advised to retain an existing annuity, previously purchased by the client, or undertake partial or full surrenders of same (and/or tax-free exchanges), following an evaluation of the annuity contract, riders thereto, investment alternatives within the annuity and their fees and costs, and any surrender fees which may be imposed by the insurance company.

New clients' existing investments are evaluated in light of the desired investment policy objectives. We work with new clients to develop a plan to transition from a client's existing portfolio to the desired portfolio. Investment advice may be offered on any investments held by a client at the start of the advisory relationship. Each client's portfolio holdings and strategic

asset allocation are then monitored periodically, taking into account the cash flow needs of the client. Review meetings with clients are held regarding their investment assets under advisement and other personal financial planning issues.

Risk of Loss, Generally

Investing in securities involves a risk of loss that clients should be prepared to bear. The investment recommendations seek to limit risk through broad global diversification in equities (through broadly diversified stock mutual funds and/or separate account management programs) and investment in high quality fixed income securities or diversified bond funds.

However, the investment methodology will still subject the client to declines in the value of their portfolios, which can at times be dramatic. We believe there exists a high probability in most market environments of a long-term (15-year or greater) outperformance of small cap and value stocks, relative to large cap and growth stocks, and hence the stock (equities) portion of an investor's portfolio may be "tilted" toward small cap and value stocks. Accordingly, the normally greater expected returns of the equity portion of the portfolio will in turn often permit the overall allocation to equities (stocks, stock mutual funds) to be reduced, and the allocation to fixed income investments increased. Joseph Capital believes this is the best manner to temper the shorter-term volatility of the stock market, especially for clients who derive cash flow from their portfolios (such as clients who are in retirement years).

Given the long-term nature of the expected equity premium (i.e., the additional expected return for investing in the overall stock market, relative to less "risky" U.S. Treasury bills), and the long-term nature of the expected value and small cap effects, our investment philosophy is best suited for investors who desire a buy and hold strategy for a substantial portion of their funds. Joseph Financial of Smithtown, LLC's stock mutual fund (or separate account manager) strategies are usually appropriate for clients possessing an investment time horizon of a minimum of ten years, and preferably even longer. Even then, investing is inherently uncertain as to future returns. While both macroeconomic and microeconomic risks are evaluated, for purposes of weighing risks and returns and for the computation of the expected returns of various asset classes (for use in financial planning decision-making), we do not generally engage in market-timing activities. We believe the equity, value and small cap effects are highly likely to occur in the future, over long periods of time. However, there can be no assurance that these effects will occur over any given time period. While we seek to reduce non-compensated risks to which a client may be exposed, other risks (including but not limited to the risk of a general stock market decline) may be assumed in order to seek to attain the client's longer-term financial goals and objectives. However, we cannot provide any guarantee that the client's goals and objectives will be achieved.

Risk of Loss, Certain Higher-Risk Securities

Certain securities recommended, such as U.S. small cap value and mid cap value stock mutual funds, U.S. small cap and micro cap mutual funds, and similar pooled investment vehicles inside variable annuities, possess higher levels of volatility (as individual asset classes within a portfolio). Joseph Financial of Smithtown, LLC and Joseph Capital may employ these securities as part of an overall strategic asset allocation for a client, and when such is undertaken, we possess a reasonable belief that the risk-return relationship for these securities will likely be beneficial for the investor over the long term.

Please also note that while all Certificates of Deposit (CDs) purchased for our clients are FDIC-insurance, the pricing of certain of these CDs, which trade in the secondary market, can vary; accordingly, due to price declines and/or transaction costs associated with trading, these CDs could lose value if redeemed prior to maturity. When CDs are recommended to clients, it is our intent that clients hold the CDs to maturity.

Cash Balances in Client Accounts

Cash in clients' investment accounts are typically swept into the bank or money market mutual fund accounts of the institutions (TD AMERITRADE INSTITUTIONAL or FIDELITY INVESTMENTS INSTITUTIONAL SERVICES). We discuss with each client, during the time of review conferences and at other times, upcoming cash flow needs and seeks to plan accordingly to meet those needs. While it is not the practice to encourage clients to maintain a large amount of cash in their accounts, such may be undertaken at the request of the client, to facilitate billing of Joseph Financial of Smithtown, LLC's periodic fees or for other reasons. Upon request of a client, cash balances will be maintained for temporary or short-term purposes.

Should the client desire a "cash reserve account," Joseph Financial of Smithtown, LLC and Joseph Capital will assist the client to establish a separate, non-managed cash reserve account, which is not monitored thereafter, typically either with Vanguard (using one of its money market funds) or with an online bank (offering FDIC-insured money market funds, up to certain limits). We then seeks to review with the client, during periodic conferences, whether any funds are needed to restore cash reserves. Joseph Financial of Smithtown, LLC excludes separate accounts established for cash reserve purposes in the calculation of Joseph Financial of Smithtown, LLC's assets under advisement, and excludes the value of cash reserve accounts from a client's fee calculations.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events of their firm or certain management personnel which would be material to your evaluation of Joseph Financial of Smithtown, LLC or the integrity of Joseph Financial of Smithtown, LLC's management of your investment portfolio.

Neither Joseph Financial of Smithtown, LLC, its sub-advisor Joseph Capital, nor its advisory team members possess any legal or disciplinary events which, in the judgment of Joseph Financial of Smithtown, LLC's Chief Compliance Officer, are required to be disclosed under the guidelines for such disclosure promulgated by the U.S. Securities and Exchange Commission.

Item 10: Other Financial Industry Activities and Affiliations

Ron A. Rhoades, in his individual capacity, is also a principal and attorney for Ron A. Rhoades, P.A., a Florida law firm. Joseph Financial of Smithtown, LLC advisory clients may also be Ron A. Rhoades, P.A. legal clients. No Joseph Financial of Smithtown, LLC client is obligated to use any Ron A. Rhoades, P.A. legal service, and no Ron A. Rhoades, P.A. legal client is obligated to use any Joseph Financial of Smithtown, LLC advisory service. Joseph Financial of Smithtown, LLC is not utilized to solicit clients for Ron A. Rhoades, P.A. No referral fees are paid to either of these entities from the other respective entity. All legal fees charged by Ron A. Rhoades, P.A. are separate and distinct from all advisory fees charged by Joseph Financial of Smithtown, LLC. Ron A. Rhoades is also the co-owner of Scholar Financial, LLC, which holds copyrights to certain books and other publications written by Ron and/or others. No Joseph Financial of Smithtown, LLC client is recommended to purchase such books or other materials. Scholar Financial, LLC is not an advisory client of Joseph Financial of Smithtown, LLC.

John J. Ceparano, in his individual capacity, is also an officer of Business Blocks, Inc. ("BBI"), a real estate holding company. BBI is currently inactive as an accounting firm. No clients of Joseph Capital will be solicited to invest or participate in BBI in its capacity as a real estate holding company. Mr. Ceparano is also an officer and Certified Public Accountant of Joseph & Company Certified Public Accountants, Inc. ("Joseph CPAs"). Joseph CPAs is not an advisory client of Joseph Capital. Joseph Capital's clients will not be solicited to invest in or otherwise be involved with Joseph CPAs.

Ron A. Rhoades and John J. Ceparano are also co-members/managers of Joseph Ventures, LLC, which holds real estate in Citrus County, Florida. No Joseph Financial of Smithtown, LLC advisory clients will be solicited to invest or participate in Joseph Ventures, LLC in its capacity as a real estate holding company.

Sub-Advisory Program Provided for Affiliate RIA Firms

Joseph Capital Management, LLC ("Joseph Capital") has established three affiliate registered investment adviser (RIA) firms, and is likely to establish more. Joseph Capital possesses the majority interest in such affiliate RIA firms. The minority interest is owned by a professional services firm (i.e., law firm, CPA firm, etc.) or by individuals or trusts. The goals of each affiliate RIA firm include the expansion of the fiduciary investment advisory services of the type which Joseph Capital provides into target markets (either geographically or as to particular niches), in order to bring Joseph Capital's value-added services from trusted, professional advisors to a broader segment of the investment public. Further information on Joseph Capital's Sub-Advisory Program may be found in Joseph Capital's Form ADV Part 2A.

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

We Seek to Avoid Material Conflicts of Interest

To seek to avoid material conflicts of interest, generally neither Joseph Financial of Smithtown, LLC nor Joseph Capital nor its investment adviser representatives nor its team members receive any third party direct monetary compensation (i.e., commissions, 12b-1 fees, or other fees) from brokerage firms (custodians) or mutual fund companies. However, some additional services and non-direct monetary or other forms of compensation are offered and provided to Joseph Capital as a result of its relationships with custodian(s) and/or providers of mutual fund products. For example, Joseph Financial of Smithtown, LLC's and Joseph Capital's investment advisors and employees may be invited to attend educational conferences and/or entertainment events sponsored by such brokerage firms or custodians or mutual fund companies. Other services may be provided as outlined in Item 12. Joseph Financial of Smithtown, LLC believes that the services and benefits actually provided to it by brokerage firms (custodians) and mutual fund providers do not materially affect the investment management recommendations made to clients of Joseph Financial of Smithtown, LLC. However, in the interest of full disclosure of any potential conflicts of interest, we discuss the possible conflicts herein.

Although Joseph Financial of Smithtown, LLC believes that its business methodologies, ethics rules, and adopted policies are appropriate to eliminate, or at least minimize, potential material conflicts of interest, and to manage appropriately any material conflicts of interest that may remain, clients should be aware that no set of rules can possibly anticipate or relieve all potential material conflicts of interest.

Our Code of Ethics

Joseph Financial of Smithtown, LLC and Joseph Capital have adopted a Code of Ethics, to which all investment advisor representatives and employees are bound to adhere. The key component of our Code of Ethics states:

Joseph Financial of Smithtown, LLC Fiduciaries, LLC and Joseph Capital Management, LLC and their investment advisor representatives and employees shall always:

- *Act in the best interests of each and every client;*
- *Act with integrity and dignity when dealing with clients, prospects, team members, and others;*

- *Strive to maintain and continually enhance our high degree of professional education regarding Modern Portfolio Theory, strategic asset allocation, and financial, tax, estate, and risk management planning; and*
- *Seek at all times to preserve our firm's independence and to maintain our complete objectivity with respect to our advisory services and each recommendation made to our clients.*

Joseph Financial of Smithtown, LLC further adopted Joseph Capital's detailed Code of Ethics expressing the firm's commitment to ethical conduct, which is adopted by reference by Joseph Financial of Smithtown, LLC, and which is utilized to guide the personal conduct of our various team members. This detailed Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth our practices of supervising the personal securities transactions of employees with prior or concurrent access to client trade information. Joseph Financial of Smithtown, LLC will provide a complete copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions and Personal Trading

Joseph Financial of Smithtown, LLC does not currently participate in securities in which it has a material financial interest. Joseph Financial of Smithtown, LLC and its related persons, as a matter of policy, do not recommend to clients, or buy or sell for client accounts, securities in which the firm or its related persons has a material financial interest.

Joseph Financial of Smithtown, LLC's Code of Ethics provides that individuals associated with our firm may buy or sell securities for their personal accounts identical or different than those recommended to clients. However, it is the expressed policy of our firm that no person employed by the firm shall prefer his or her own interest to that of any advisory client nor make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with the Code of Ethics, our firm requires that anyone associated with this advisory practice and who possesses access to advisory recommendations (before or at the time they are entered into) ("access persons") to provide annual securities holding reports and quarterly transaction reports to Joseph Financial of Smithtown, LLC's Chief Compliance Officer or his/her designee. We also require access persons to receive advanced approval from Joseph Financial of Smithtown, LLC's Chief Compliance Officer or his/her designee prior to investing in any initial public offerings or private placements, and with regard to trading of certain individual securities.

The Code of Ethics further includes our firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. We require that all

individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

Item 12: Brokerage Practices

Joseph Financial of Smithtown, LLC, through its sub-advisor relationship with Joseph Capital, utilizes the services of TD AMERITRADE INSTITUTIONAL and FIDELITY INVESTMENTS INSTITUTIONAL SERVICES. Each custodian respectively provides our team members with access to institutional trading and custody services, which services are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis and at no charge to them. However, not all independent investment advisors recommend that their clients utilize particular custodians.

TD AMERITRADE INSTITUTIONAL. Joseph Financial of Smithtown, LLC, through its sub-advisor relationship with Joseph Capital, participates in the advisory services program (ASP) of TD AMERITRADE INSTITUTIONAL. While there is no direct linkage between the investment advice given and participation in the ASP program, economic benefits are received which would not be received if Joseph Capital did not give investment advice to its clients.

FIDELITY INVESTMENTS INSTITUTIONAL SERVICES. Joseph Financial of Smithtown, LLC, through its sub-advisor relationship with Joseph Capital, participates in the FIDELITY INVESTMENTS INSTITUTIONAL SERVICES – Fidelity Registered Investment Advisor Group (FIAG) program. While there is no direct linkage between the investment advice given and participation in the FIAG program, economic benefits are received which would not be received if Joseph Capital did not give investment advice to clients.

Discussion of Benefits to Joseph Capital as to Both Custodians

The benefits provided by the ASP and FIAG programs include assistance with practice management and assistance with the management of client accounts, including but not limited to: (a) receipt of duplicate client confirmations; (b) receipt of electronic duplicate statements; (c) access to a trading desk serving investment adviser firm participants exclusively, and providing research, pricing information, and other market data; (d) access to the investment advisor portion of their web sites which includes practice management articles, compliance updates, and other financial planning related information and research materials (including, for example, rating reports on individual companies from Standard and Poors' or other sources); (e) access to other vendors (such as insurance or compliance providers, or providers or research or other materials) on a discounted fee basis through discounts arranged by the custodians; (f)

permitting Joseph Capital to access an electronic communication network for client order entry and to access clients' account information and which may otherwise assist Joseph Capital with its back-office functions, including recordkeeping and client reporting; and (g) conferences at which advisors and employees of our firms may attend (with no registration fees) and receive education on issues such as practice management, marketing, investment theory, financial planning, business succession, regulatory compliance, and information technology.

Participation in the custodians' programs also provides access to certain mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors, such as the mutual funds of Dimensional Fund Advisors.

The benefits received through participation in the custodians' programs may depend upon the amount of transactions directed to, or amount of assets placed in custody with these custodians. These benefits arise because Joseph Capital does not have to provide or pay other third parties for these services and materials. Joseph Capital may possess an incentive to recommend to its clients a certain custodian based upon Joseph Capital's interest in receiving the research or other services or materials provided by these custodians, rather than on the basis of achieving the most favorable execution for our clients.

Generally, many of these services may be utilized to service all or a substantial number of our clients' accounts. Educational, research, or other services provided by custodians or mutual fund companies may benefit all of Joseph Financial of Smithtown, LLC's and Joseph Capital's clients or may benefit only some clients.

Our Recommendation of Brokerage Firms

Clients are permitted to direct Joseph Financial of Smithtown, LLC to utilize their desired brokers. However, if such brokers are utilized, Joseph Financial of Smithtown, LLC may not possess access to certain mutual funds and other investments that are generally available only to institutional investors or which would require a significantly higher minimum initial investment, and commission rates paid or transaction fees paid may be higher than the fees negotiated by Joseph Financial of Smithtown, LLC. Hence, we recommend certain custodians to our clients, for selection by the client.

While as a fiduciary, Joseph Financial of Smithtown, LLC endeavors to act in its clients' best interests, our desire that clients maintain much of their assets in accounts at TD Ameritrade or Fidelity may be based in part on the benefit to our firm of the availability of some products and services (previously described) at no cost to us, or at reduced costs, and not solely on the nature, cost, or quality of custody and brokerage services provided by the brokers, and this may create a potential conflict of interest. Joseph Financial of Smithtown, LLC's clients may,

therefore, pay higher transaction fees, commissions (for individual stock and ETF trades), and principal mark-ups and mark-downs (relating to purchases and sales on a principal, as opposed to an agency, basis), than those charged by other discount brokers. However, we have negotiated fees with the custodians we recommend, and we have selected these custodians for their generally lower fees relative to another large custodian. Also, please note that we prefer to recommend custodians whom possess significant size and financial resources, for purposes of enhanced safety of clients' funds. For all of these reasons, the lowest cost custodian for clients may not be recommended to clients by Joseph Financial of Smithtown, LLC.

Non-Aggregation of Client Trades

Joseph Financial of Smithtown, LLC has chosen to not aggregate (combine) the trades of its clients. This is due to the fact that all trade decisions are reviewed for near-term and long-term tax efficiency, which requires individual analysis of most trading decisions. This individual analysis of trades does not lend itself to computer software programs which could aggregate trades. As a result, Joseph Financial of Smithtown, LLC's clients do not receive the benefits of reduced transaction fees which aggregation of trades could provide to our clients, generally.

Non-Participation in Client Referral Programs of Custodians

Joseph Financial of Smithtown, LLC will continue to avoid certain relationships with custodians (brokerage firms, etc.) and investment product providers which it believes might materially hamper its independence in its providing advice to its clients or results in clients paying higher mutual fund management, administrative, or other product-related fees and costs. For this and other reasons, Joseph Financial of Smithtown, LLC does not participate in the client referral programs which may be sponsored by custodians.

Also, Joseph Financial of Smithtown, LLC does not currently recommend to clients any mutual funds or ETFs (other than money market funds) manufactured by affiliates of such custodians (although we may, in the future, recommend such funds if, after a process of due diligence, Joseph Capital's Investment Committee concludes that such mutual funds are the best funds in that particular asset class or would otherwise best meet a client's objectives).

About Our Relationships with Investment Product Providers, through Joseph

Following a stringent interview process, Joseph Capital was granted access by Dimensional Fund Advisors (DFA) to its mutual funds at the time of Joseph Capital's inception of operations. Dimensional Fund Advisors is a Santa Monica, California-based mutual fund company with over 40 funds and over \$206 billion of assets under management (as of December 31, 2010).

While there is no direct linkage between the investment advice given and the approval of Joseph to access the mutual funds of Dimensional Fund Advisors, economic benefits are

received which would not be received if Joseph Capital did not give investment advice to clients. These benefits, which are also received by other Registered Investment Adviser firms granted access to the DFA funds, include: (a) attendance at seminars hosted by DFA at which the investment products of DFA are explained, academic instruction is given on asset allocation strategies, and financial planning and practice management instruction is given. Joseph Capital pays all of the travel and hotel costs for members and staff attending these seminars. DFA provides, at no charge to Joseph Capital and the other attendees at such seminars, the speakers and facilities for the seminar, occasional luncheons or dinners, and the materials handed out at the seminar; (b) access to the "financial advisor" portion of the DFA web site (www.dfaus.com), which contains additional academic research, practice management articles, newsletters, educational video presentations, software, and investment returns data; (c) use of the DFA Returns and DFA Allocation Evaluator software programs and accompanying data, which can be utilized to ascertain how different asset classes (as represented by various indices) and different mutual funds of DFA have performed over time and which provides a method for calculation based upon historical results of rate of return and standard deviation for those asset classes and mutual funds; (d) various print materials (including article reprints and DFA brochures); (e) occasional practice management conferences and telephone conferences with DFA's team members, including Regional Directors, research staff, and tax staff, to discuss specific issues relating to academic research relating to investment theory and/or relating to practice development (marketing) and management issues; (f) participation in a regional study group sponsored and hosted by DFA; and (g) other services and benefits.

Joseph Capital is under no obligation to recommend the mutual funds of Dimensional Fund Advisors to Joseph Financial of Smithtown, LLC's clients. Joseph Capital recommends funds of Dimensional Fund Advisors or other mutual fund companies or other investment products only when Joseph Capital believes they best suit the client's objectives. Joseph Capital does not provide any payment to Dimensional Fund Advisors for the access provided to Joseph Financial of Smithtown, LLC's clients. Dimensional Fund Advisors does not pay Joseph Capital any direct monetary compensation in order to recommend the funds of Dimensional Fund Advisors.

Item 13: Review of Accounts

Portfolio Reviews and Rebalancing

Portfolio reviews and rebalancing of the client's portfolio, for the assets held under advisement with Joseph Financial of Smithtown, LLC, will be undertaken: (1) periodically as set forth in Item 5; (2) upon request; and (3) upon a substantial asset class decline for clients of certain programs, under the following adopted policies and procedures.

Periodic Portfolio Reviews are undertaken by advisors of Joseph Capital to ascertain if the values in any asset class have strayed beyond their target minimums or maximums, and for purposes of meeting a client's cash flow needs. Even if one or more asset classes fall outside their target minimums or maximums, the advisor may determine not to rebalance the asset class for various reasons, such as avoidance of short-term capital gains, deferring long-term capital gains realization, minimization of transaction costs, or our view on whether the asset class is undervalued or overvalued relative to historic norms and our view of the level of the macroeconomic risks to which the asset class may be exposed. Clients are generally only contacted in the event that rebalancing actions are recommended.

Additional Portfolio Reviews Upon Request

Additional portfolio reviews are undertaken upon request by the client, such as when special cash needs arise or when additional cash or securities are added to the investment portfolio. Joseph Capital will respond to such requests within a reasonable period of time.

Special Procedures upon Major Market Change

Upon a substantial decline in the valuation of the stock markets, generally, or a specific stock asset class, an opportunity may be presented for rebalancing of a client's investment portfolio. In such event, our resources may be limited given the number of relationships with our clients, especially if the downward change in valuation of the asset class occurs suddenly. Joseph Capital shall undertake rebalancing actions during this period as follows:

- If the client has provided Joseph Financial of Smithtown, LLC with "limited discretion" or "rebalancing discretion," we shall seek to analyze the client's account during this time. Due to the large number of clients under advisement, priority will be based upon the total amount of assets under advisement, with clients who possess higher assets under advisement given greater priority. There is no assurance that Joseph Financial of Smithtown, LLC can undertake rebalancing actions for all clients on the day in which rebalancing is indicated; therefore, if Joseph Financial of Smithtown, LLC cannot

rebalance a client's account on that day, rebalancing of the account by the next business day will normally occur.

- If the client has not provided Joseph Financial of Smithtown, LLC with discretion, we will not analyze the client's account on the days of a major market change. Rather, we will analyze the account only after accounts for which we have discretion have been examined.
- All periodic account reviews, and reviews desired by special request of any client, will be suspended during the process of reviewing accounts upon a major market change.
- If a client has provided Joseph Financial of Smithtown, LLC with "rebalancing discretion" or "limited discretion" to trade in his/her account(s), we may undertake sales and purchases in the account(s) without advance notification to the client. Following any exercise of discretion, we shall thereafter (when time permits) seek to notify the client of the trades which have been taken.

Procedures Applicable to All Portfolio Reviews

Only no-load stock and bond and money market mutual funds and exchange-traded funds may be sold or purchased by us in the event of such a portfolio rebalancing. Only funds in such asset classes (or combinations thereof) as may have been approved (in the client's Investment Policy Statement or any amendments thereto, or which are currently approved by Joseph Capital's Investment Committee) may be purchased by us. Preference is given to purchase additional shares in those stock mutual funds which the client currently owns, unless for such valid reason as we determine (avoiding wash sale rules, fund closing, etc.) a substitute fund is, in our judgment, more appropriate.

We may also undertake sales and purchases during this time to effect tax loss harvesting, in addition to rebalancing actions.

In undertaking rebalancing actions, we will seek to rebalance one or more asset classes closer to the targets. We may decline to rebalance a specific asset class, due to tax concerns, high transaction costs relative to the trade amount, or other reasons.

We may estimate the market close at any point during the day during which trades are being made, and undertake trades on that basis. Since the stock market is very volatile, especially in the last hour of trading, this may cause us to underestimate or overestimate the amount needed to effect a rebalancing action.

Portfolio Reports Provided to Clients

Quarterly Reports from Joseph Capital of the client's investment portfolio, including a consolidated inventory of the investments upon which advice is provided to the client and a portfolio rebalancing analysis, are provided to most clients. Such reports may also include a performance report of the client's portfolio. In addition, in January or February of each calendar year, the client may be provided with a realized gains and loss report for any taxable accounts which are under advisement to aid the client's CPA/accountant/tax preparer in income tax preparation.

Online Access to Account Information, utilizing a combination of secure online account aggregation and online data reporting services to provide updated account values as of the preceding business day for assets held at the custodians (TD Ameritrade Institutional or Fidelity Institutional) utilized by Joseph Capital.

We may also offer periodic data for other investment accounts upon which we provide advice, not held at the foregoing custodians, if such information can be obtained from our account aggregation services, and provided the client's consent is obtained to furnish such account aggregation service with any account passwords required to access account information.

While we are hopeful that the information supplied by custodians and data aggregation services is reliable, we cannot guarantee its accuracy.

Clients may also directly access account information at the custodians with which the accounts are held online (specifically, TD Ameritrade Institutional and Fidelity Institutional), each and every business day, via the secure web sites of these institutions.

Monthly or Quarterly Statements Directly from Account Custodians are sent to the client directly from the corresponding brokers, banks, mutual funds, partnership sponsors, and/or insurance companies which hold the client's investments. These statements reflect the assets in the custodian's custody, together with confirmations of each transaction executed in the account(s) if desired by the client. For some custodians, the client may elect to receive these statements by e-mail rather than U.S. mail.

Clients are strongly encouraged to review the monthly or quarterly statements they receive from custodians. Despite the best efforts of any firm to safeguard client's assets, fraud could still occur. While we hope that our clients trust our firm and advisors, and we have never had an instance of theft of client funds, we believe it is nevertheless important for clients to verify their investment holdings.

We also encourage clients to timely compare the account statements received from us with those received directly from TD Ameritrade, Fidelity, or other custodians. Should the client detect any unauthorized trading in an account, or unauthorized transfers of cash or securities, they are asked to contact Ron A. Rhoades, Chief Compliance Officer, toll-free at 1-866-746-4460 or via his cell phone (352-228-1672). Please note that while we have never had any unauthorized withdrawals or transfers from our clients' accounts, your assistance in reviewing your monthly and/or quarterly account statements aids us in deterring any such activity in the future.

Reviews of Accounts

Joseph Capital's Private Wealth Advisors undertake the vast majority of periodic reviews of client accounts, although they are often assisted by Joseph Capital's Private Wealth Managers.

Financial planning issues are generally reviewed, and any required analysis undertaken, by Joseph Capital's Private Wealth Managers and Private Wealth Advisors. These reviews generally occur in the context of annual or semi-annual review conferences with clients.

A complete listing of Joseph Capital's advisory team members is found in Joseph Capital's consolidated Form ADV, Part 2B, which is provided to each client or prospective client along with this Brochure.

Item 14: Client Referrals and Other Compensation

Joseph Financial of Smithtown, LLC does not provide, nor does it accept compensation from, any person for client referrals.

Referrals to other professionals may be undertaken where appropriate to meet the client's needs. These situations are discussed below.

- Referrals to a CPA may be undertaken for preparation of the client's tax projections. Joseph Financial of Smithtown, LLC may refer the client to his/her Certified Public Accountant (CPA) and/or tax preparer should Joseph Financial of Smithtown, LLC ascertain that tax projections would be useful to the client for one or more various purposes (capital gain harvesting, alternative minimum tax avoidance, impact of additional income on taxation or social security benefits, etc.). While Joseph Financial of Smithtown, LLC may assist the client's CPA or tax preparer by providing various information for purposes of these tax projections or suggesting alternative inputs, the client's CPA/tax preparer will provide these services directly to the client, and the client is charged directly by the CPA/tax preparer in accordance with the client's agreement with that person or firm.
- Referrals to attorneys for legal advice and document preparation may be undertaken for preparation of any recommended estate planning documents, the implementation of various strategies relating to asset protection planning, legal document preparation relating to transactions involving closely held businesses and/or professional firms, and/or other similar services. Joseph Financial of Smithtown, LLC is not a law firm and does not provide legal services. While Joseph Capital employs attorneys as Private Wealth Managers, these attorneys do not provide legal services in such roles (however, they may possess separate law practices that provide legal services).

Joseph Capital receives compensation from its affiliated registered investment advisory firms ("Affiliate RIA"). This compensation is two-fold. First, Joseph Capital receives a sub-advisory fee for providing services to clients of Affiliate RIAs. This sub-advisory fee is charged on an individual client basis. It is a flat fee based upon the total assets under management of the client and how many years the Affiliate RIA has been in operation. Second, Joseph Capital receives a percentage of the net profits each quarter from the Affiliate RIAs, after expenses and cash reserve of the Affiliate RIA has been taken into account. Joseph Capital does not provide or accept any other form of compensation from any Affiliate RIA.

Item 15: Custody

It is Joseph Financial of Smithtown, LLC's policy to not accept custody of a client's securities. In other words, we are not granted access to our clients which would enable us to withdraw or transfer or otherwise move funds or cash from any client account to our accounts or the account of any third party (other than for purposes of fee deductions, as explained below). This is for the safety of our clients' assets.

However, with a client's consent, Joseph Financial of Smithtown, LLC may be provided with the authority to seek deduction of Joseph Financial of Smithtown, LLC's fees from a client's accounts; this process generally is more efficient for both the client and the investment advisor, and there may be tax benefits for the client to this method when fees can be paid from certain tax-deferred accounts of clients. When they occur, fee deductions are monitored by the custodians for reasonableness.

All of our clients receive account statements directly from qualified custodians, such as a bank or broker-dealer that maintains those assets. **Clients should carefully review these account statements and compare them to the quarterly or other reports made available by Joseph Financial of Smithtown, LLC. We urge all of our clients to compare statements in order to ensure that all account transactions, including deductions to pay advisory fees, remain proper, and to contact us with any questions.**

Item 16: Investment Discretion

Joseph Financial of Smithtown, LLC accepts limited forms of discretion over clients' accounts, as described in Items 5 and 13 of this Brochure, and below, with the consent of the client. Each client's grant of discretion is evidenced in the client services agreement (or addendums thereto) signed by the client, and is further evidenced to the custodians through a limited power of attorney contained in the account establishment form signed by the client or a separate limited power of attorney document signed by the client.

Nearly all clients appoint Joseph Capital as the client's agent and attorney-in-fact with respect to undertaking trades in client accounts. Joseph Capital's ability to enter trades electronically for clients often provides reduced transaction fees and other benefits to the client.

Please note that Joseph Financial of Smithtown, LLC and Joseph Capital prefer to contact clients in advance of trades, but the limited forms of discretion set forth below are believed by us to better enable our firm to serve our clients. Moreover, Joseph Financial of Smithtown, LLC seeks to undertake a minimal amount of trading in client accounts, in order to keep transaction fees, other expenses, and tax consequences associated with trading to minimal levels.

Fixed income trading discretion - for nearly all client accounts

With client consent, Joseph Financial of Smithtown, LLC and Joseph Capital will accept discretion to purchase and sell individual fixed income securities. Only investment-grade individual fixed income securities will be purchased using this discretion. The purpose of this discretion is to enable Joseph Capital to undertake purchases and sales in a timely manner when securities are available at quoted prices.

Rebalancing in the event of a major asset class valuation fall – for most client accounts

With client consent, Joseph Financial of Smithtown, LLC will accept discretion to undertake sales of fixed income securities (usually bond funds) and purchases of stock mutual funds or stock exchange-traded funds (typically additional shares of funds already owned by the client, or substantially similar securities should the need arise) on the same day, when in the judgment of the investment adviser a significant fall in the value of a stock asset class has occurred which may affect a substantial number of our clients. Trades are generally undertaken by prioritizing clients accounts based upon the amount of assets under advisement (from high to low) at the time of the last quarter; it is possible that not all client accounts in which trades should be undertaken will be attended to on the day of, or day following, a major stock market or asset class decline in value. Not all client accounts will need trading on such a day, however. On such days Joseph Capital's Private Wealth Managers and Private Wealth Advisors will not typically

possess the time to discuss planned trades with each client in advance, due to the large number of trades to be undertaken. Clients who do not provide Joseph Financial of Smithtown, LLC with this type of limited discretion will typically not see trading in their accounts on the day of a major rebalancing effort. Please note that we will not typically possess the ability to receive or return calls from clients on the day of a major rebalancing effort, but we will endeavor to communicate with clients outside of trading hours or within a few days thereafter.

While trades are planned based upon an advisor's judgment of the likely value of asset classes at the end of trading on the exchanges (*i.e.*, typically 4:00pm, the time when trades in mutual funds are executed under SEC rules), it is possible that late-session movements in the values of asset classes may occur, which may cause either an under-purchase or over-purchase of stock mutual funds or stock ETFs in a client's account relative to the desired target for a particular asset class.

Within a reasonable period of time following the exercise of discretion by our team to undertake such sales and purchases for rebalancing purposes, a team member will attempt to contact the client to discuss any trades which have taken place.

While it is hoped that the number of occurrences in which this type of limited discretion is exercised is limited, and will occur on average less than once each year, during the Fall of 2008 Joseph Capital experienced four days in which this type of discretion was exercised for some clients, due to high volatility in the stock market during that period of time.

Limited discretion to rebalance in accordance with investment policy – for some client accounts

With client consent, Joseph Financial of Smithtown, LLC and Joseph Capital will accept from clients discretion to deploy cash additions (or cash arising from the redemption of maturity of securities) in a client's portfolio in accordance with the client's investment policy statement. In addition, Joseph Financial of Smithtown, LLC will accept from such clients the discretion to rebalance the client's portfolio back closer to its desired targets. Clients typically grant such authority to Joseph Financial of Smithtown, LLC for rebalancing purposes when the client's business affairs or travels are such that the client is likely to be unavailable to Joseph Financial of Smithtown, LLC to confer, prior to entering any recommended trade(s).

Item 17: Voting Client Securities

As a matter of firm policy and practice, Joseph Financial of Smithtown, LLC does not accept authority to vote proxies on behalf of clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Generally, clients will receive their proxies or other solicitations directly from the custodian or transfer agent. However, clients may call or e-mail their advisor with questions regarding a particular proxy or other solicitation, and Joseph Financial of Smithtown, LLC may provide advice to clients regarding clients' voting or proxies or such solicitations, upon request of a client or clients or in unusual circumstances.

Item 18: Financial Information

Joseph Financial of Smithtown, LLC does not require the prepayment of more than \$1,200 in fees per client for six months or more in advance. Generally, Joseph Financial of Smithtown, LLC only requires the prepayment of fees for more than one calendar quarter when a client first signs the client services agreement. This prepayment will not exceed a period of six months (two full calendar quarters), and generally only requires payment for the remaining days in the current calendar quarter and the fee for the next full calendar quarter.

Joseph Financial of Smithtown, LLC accepts limited forms of discretion over clients' accounts, as described in Item 16 of this Brochure. Due to this acceptance, Joseph Financial of Smithtown, LLC is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Joseph Financial of Smithtown, LLC currently possesses no such financial condition. Joseph Financial of Smithtown, LLC has never been the subject of a bankruptcy proceeding.

Biography for John J. Ceparano

Item 1: Cover Page

This brochure supplement provides information about John J. Ceparano that supplements Joseph Financial of Smithtown, LLC's and Joseph Capital Management, LLC's ("Joseph Capital") Firm Brochure. You should have received a copy of that Firm Brochure. Please contact Joseph Capital's Chief Compliance Officer if you did not receive Joseph Capital's Firm Brochure or if you have any questions about the contents of this supplement.

Additional information about John J. Ceparano is available on the SEC's website at www.adviserinfo.sec.gov



John J. Ceparano, CPA/PFS*, CFP®, M. Tax

Director of Business Development, Co-Director of Tax and Financial Planning, and Private Wealth Manager

Joseph Capital Management, LLC

2450 N. Citrus Hills Blvd.
Hernando, FL 34442-5348

Phone: 352-746-4460

Item 2: Educational Background and Experience

John Ceparano was born in 1963. He graduated with a Bachelor of Science degree in Accounting, with a minor in Economics, from St. John's University in 1985. John received his Master of Taxation degree from Florida Atlantic University in August of 2005. John currently serves as Director of Business Development, Co-Director of Tax and Financial Planning, and Private Wealth Manager for Joseph Capital Management, LLC.

John has over 25 years of experience in taxation, business consulting, financial counseling for successful closely-held business owners, and serving the needs of high net-worth individuals. After graduating from St. John's University, John practiced with Price Waterhouse for six years, rising to the position of Senior Tax Consultant. While at Price Waterhouse, he advised ultra-affluent clients on such matters as tax efficient investing and stock option exercise planning. John then served as a Manager and CPA with Blau, Soloway, & Goldsteind in New York from 1992 to 1993. John then served as President of Business Blocks, Inc., an accounting and tax

firm from 1993 to the present. He has also served as President of Joseph & Company Certified Public Accountants, Inc. from 2000 through the present. John has also served as an adjunct faculty member with St. John's University and the University of Florida, where he taught classes in business management and finance.

John currently holds the Certified Public Accountant (CPA) credential in the States of Florida and New York. CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two year period or 120 hours over a three year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous Code of Professional Conduct which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's Code of Professional Conduct within their state accountancy laws or have created their own.

John obtained the Personal Financial Specialist (PFS) credential in March of 2009. The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the AICPA. A PFS credential holder is required to adhere to AICPA's Code of Professional Conduct, and is encouraged to follow AICPA's Statement on Responsibilities in Financial Planning Practice. To maintain their PFS credential, the recipient must complete 60 hours of financial planning CPE credits every three years. The PFS credential is administered through the AICPA.

John obtained the Certified Financial Planner® (CFP®) designation in April of 2009. The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks

(collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.
- Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:
- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3: Disciplinary Information

John J. Ceparano possesses no disciplinary history required to be disclosed by the U.S. Securities and Exchange Commission.

Item 4: Other Business Activities

John is a co-author of *The Science of Investing: How to Apply Academic Research to Reduce Risks and Increase Investment Returns*.

John is President of Business Blocks, Inc. ("BBI"), a real estate holding company. BBI is currently inactive as an accounting firm. No Joseph Capital advisory clients will be solicited to invest or participate in BBI in its capacity as a real estate holding company.

John is President of Joseph & Company Certified Public Accountants, Inc. ("Joseph CPAs"). Joseph CPAs is not an advisory client of Joseph Capital. Joseph Capital advisory clients will not be solicited to invest in, or otherwise be involved with, Joseph CPAs.

John is also a co-member/manager of Joseph Ventures, LLC, which holds real estate in Citrus County, Florida. No Joseph Capital advisory clients will be solicited to invest or participate in Joseph Ventures, LLC in its capacity as a real estate holding company.

John is also active in his local community. He currently serves on the Trinity Catholic High School Board of Trustees, Strategic Planning Committee, and Finance Committee. He is also an active member of the Rotary Club of Central Citrus County.

All of these business activities do not constitute more than ten (10) percent of John's time.

Item 5: Additional Compensation

John J. Ceparano may receive additional compensation from his activities with Business Blocks, Inc., Joseph and Company Certified Public Accountants, Inc., and/or Joseph Ventures, LLC. This additional compensation is not believed to affect the relationship between John J. Ceparano and his Joseph Capital advisory clients.

Item 6: Supervision

John reports to the Executive Committee of Joseph Capital Management, LLC. The specific person to contact is Michael J. Tringali, Managing Director, at 352-746-4460.

Biography for Ron A. Rhoades

Item 1: Cover Page

This brochure supplement provides information about Ron A. Rhoades that supplements Joseph Financial of Smithtown, LLC's and Joseph Capital Management, LLC's ("Joseph Capital") Firm Brochure. You should have received a copy of that Firm Brochure. Please contact Joseph Capital's Chief Compliance Officer if you did not receive Joseph Capital's Firm Brochure or if you have any questions about the contents of this supplement.

Additional information about Ron A. Rhoades is available on the SEC's website at www.adviserinfo.sec.gov



Ron A. Rhoades, JD, CFP®

Director of Research, Chief Compliance Officer, and Private Wealth Manager

Joseph Capital Management, LLC

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Phone: 352-746-4460

Item 2: Educational Background and Experience

Ron A. Rhoades was born in 1958. He graduated with a Bachelor of Science degree in Business Administration from Florida Southern College in 1983. He graduated with a Juris Doctor degree, with honors, from the University of Florida College of Law in 1985.

Ron A. Rhoades is the Director of Research and Chief Compliance Officer for Joseph Capital Management, LLC, serving in such capacity from 2001 to present. He also serves as Chair of the firm's Investment Committee. Ron also possesses over 25 years of experience as an attorney, with most of those years substantially devoted to estate planning (with an emphasis on transfer tax planning and retirement plan distribution planning) in the firm of Ron A. Rhoades, P.A. In 2000, Ron served as a consultant to Prudential Financial, in association with the development of a program to serve new retirees.

Ron attained the Certified Financial Planner™ (CFP™) designation in 2005. The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.
- Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:
- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning

services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Ron is a member of The Florida Bar and a Juris Doctor. Juris Doctor, or JD, denotes the form of law degree issued by most of the nation's law schools, and forms one of the educational prerequisites to the practice of law. Most law schools require a four-year baccalaureate degree for admission, and law school is generally a three-year (six-semester) course of graduate-level study.

Ron is a member of, and serves on the Board of Directors of, the National Association of Personal Financial Advisors (NAPFA). Ron is also a NAPFA-Registered Financial Advisor. NAPFA-Registered Financial Advisor® is the top level of membership in the National Association of Personal Financial Advisors (NAPFA). All NAPFA-Registered Financial Advisors® must possess three years of comprehensive financial planning experience, have a sample comprehensive financial plan pass a peer review process. Since Jan. 1, 2009 all NAPFA-Registered Financial Advisors® must possess a Bachelor's degree from an accredited institution. Since Jan. 1, 2010, new NAPFA-Registered Financial Advisors® must also possess either the Certified Financial Planner™ designation awarded by the Certified Financial Planner Board of Standards, Inc., or (since mid-2010) the American Institute of Certified Public Accountants' Personal Financial Specialist (CPA/PFS) credential. All NAPFA-Registered Financial Advisors® must also adhere to NAPFA's Fiduciary Oath, Standards of Membership and Affiliation, and Bylaws. NAPFA-Registered Financial Advisors® must also comply with NAPFA's industry-leading strict continuing education requirements of sixty hours every two years. All NAPFA-Registered Financial Advisors® provide investment and/or financial advice on a strictly Fee-Only basis as defined by NAPFA. NAPFA defines a Fee-Only financial advisor as one who is compensated solely by the client with neither the advisor nor any related party receiving compensation that is contingent on the purchase or sale of a financial product. No NAPFA-Registered Financial Advisor® may receive commissions, rebates, awards, finder's fees, bonuses or other forms of compensation from others as a result of a client's implementation of the individual's planning recommendations. In addition, NAPFA-Registered Financial Advisors® must continue to meet NAPFA's standards for strong character and adherence to the laws and regulation governing the profession.

Ron, along with Joseph Capital Management, LLC, has chosen to participate in NAPFA's "Find An Advisor" listing of advisors, a benefit provided by payment of regular annual membership fees to all NAPFA-Registered Financial Advisors®, NAPFA Corporate Members and NAPFA Provisional Members. Only fee-only registered investment advisers who are in these membership categories may participate in the Find An Advisor program. NAPFA does not receive any portion of fees paid by clients who engage a personal financial advisor as a result of the information provided by NAPFA's Find An Advisor program.

Ron is also a member of the Financial Planning Association. The Financial Planning Association (FPA) is the largest membership organization for personal financial planning experts in the U.S. and includes professionals from all backgrounds and business models. FPA helps connect thousands of consumers to competent and ethical planners who uphold the FPA's Standard of Care. Membership in the FPA is open to any person engaged in Financial Planning who agrees to abide by FPA's Standard of Care.

Ron has attended numerous continuing educational forums, symposia, and conferences over the years.

Item 3: Disciplinary Information

Ron A. Rhoades possesses no disciplinary history required to be disclosed by the U.S. Securities and Exchange Commission.

Item 4: Other Business Activities

Ron devotes a substantial portion of his time (up to 20% of his business-related time each year) to researching, writing, traveling, and attending conferences in support of various industry organizations, the advancement of the fiduciary standard of conduct for all providers of investment and financial planning advice, and to the education of fellow personal financial advisors.

Ron also serves as Chief Executive Officer and Chief Compliance Officer for affiliate RIA firms which Joseph Capital Management, LLC has formed with other professional service firms or individuals.

Ron also serves as a principal and attorney for Ron A. Rhoades, P.A., a Florida law firm. Through the law firm, Ron also serves as trustee of two trusts arising from his long-term relationship with two law firm (deceased) clients. (See Item 5 for more detail about Ron's compensation related to the law firm.)

Ron is also a co-member/manager of Joseph Ventures, LLC, a real estate holding company in Citrus County, Florida. No Joseph Capital advisory clients will be solicited to invest or participate in Joseph Ventures, LLC in its capacity as a real estate holding company.

Ron is a co-owner of Scholar Financial, LLC, which holds copyrights to various articles and books authored by Ron, for which publication and sale may occur.

Ron serves on the Board of Directors (2009-2011 term) of the National Association of Personal Financial Advisors (NAPFA). He currently Chairs NAPFA's Industry Issues Committee, and he is NAPFA's appointed representative to the U.S. Technical Advisory Group for the potential U.S. adoption of international standards for financial planners. Ron is also one of NAPFA's representatives to the Financial Planning Coalition. Ron also previously served on NAPFA's Educational Advisory Task Force and he was Chair of its Ethics Committee.

Ron is also a member of the Financial Planning Association (FPA), where he served as Reporter for its Fiduciary Task Force (2007-8), as Reporter for its Professional Standards Task Force (2008), and as a member of its Government Relations Committee (2007-8).

Ron has been referred to by national press as the "One Man Think Tank" for the investment adviser profession. He has been quoted in numerous publications, including *Fortune* and *Newsweek* magazines, *Washington Post*, *Barron's*, *Kiplinger's Retirement Report*, *Financial Planning*, *Financial Advisor*, *Investment Advisor*, *Wealth Manager*, *On Wall Street*, *Investment News*, and *Compliance Reporter*.

In recent years, Ron's articles relating to the fiduciary duties of financial planners, investment advisers, and/or attorneys were published in *RIABiz*, *The Florida Bar Journal*, *FIRMA Forum*, and *Advisor Perspectives*. Ron has served as an invited panelist at national conferences of the North American Securities Administrators Association (NASAA), where he addressed regulators on issues relating to the fiduciary duties of investment advisers. Ron also organized and hosted NAPFA's 2009 Compliance and Fiduciary Duties Conference in Washington, DC. In addition, Ron A. Rhoades has spoken at various meetings of accountants and attorneys regarding retirement account distribution planning and Roth IRA conversion planning. Ron may receive an honorarium for certain speaking engagements.

Mr. Rhoades is the author of *Estate Planning for the Florida Resident: Questions and Answers* (a 250-page book), the co-author of *The Science of Investing: How to Apply Academic Research to Reduce Risks and Increase Investment Returns* (a 330-page book), and the author of *The Seven Secrets of Investing*. He is the author of numerous white papers and articles relating to

investment management and portfolio construction. Ron is currently working on several other book and white paper projects.

Item 5: Additional Compensation

Ron may receive an honorarium, and/or be reimbursed for travel expenses and/or may have registration fees for attendance at the conference reduced or waived, for certain speaking engagements. Ron may also receive compensation associated with certain writing projects. Joseph Capital does not believe the receipt of such honorariums, reimbursements, or other compensation directly influences the advice Joseph Capital provides to its clients.

Ron also receives compensation from legal services provided under Ron A. Rhoades, P.A. Joseph Capital advisory clients may also be Ron A. Rhoades, P.A. legal clients. No Joseph Capital client is obligated to use any Ron A. Rhoades, P.A. legal service, and no Ron A. Rhoades, P.A. legal client is obligated to use any Joseph Capital advisory service. Joseph Capital is not utilized to solicit clients for Ron A. Rhoades, P.A. No referral fees are paid to either of these entities from the other respective entity. All legal fees charged by Ron A. Rhoades, P.A. are separate and distinct from all advisory fees charged by Joseph Capital.

Ron also serves as the Trustee of two trusts, arising from his long-time relationship with two law firm (deceased) clients. The fees derived by Ron from trustee services by Ron flows into the law firm.

Item 6: Supervision

Ron reports to the Executive Committee of Joseph Capital Management, LLC. The specific person to contact is Michael J. Tringali, Managing Director, at 352-746-4460.

Biography for Eric J. Sobocinski

Item 1: Cover Page

This brochure supplement provides information about Eric J. Sobocinski that supplements Joseph Financial of Smithtown, LLC's and Joseph Capital Management, LLC's (Joseph Capital) Firm Brochure. You should have received a copy of that Firm Brochure. Please contact Joseph Capital's Chief Compliance Officer if you did not receive Joseph Capital's Firm Brochure or if you have any questions about the contents of this supplement.

Additional information about Eric J. Sobocinski is available on the SEC's website at www.adviserinfo.sec.gov



Eric J. Sobocinski, JD

Senior Private Wealth Advisor

Joseph Capital Management, LLC

100 Europa Drive, Suite 431
Chapel Hill, NC 27517

Phone: 919-868-5727

Item 2: Educational Background and Experience

Eric J. Sobocinski is a native of Smithtown, New York. He was born in 1969. Eric received his Bachelor of Arts degree in Psychology from Villanova University in 1991. He then received his Juris Doctor degree from Villanova University School of Law in 1995 and relocated to Chapel Hill, North Carolina.

Eric has been in private law practice since 1996 with various law firms in North Carolina. He has represented clients in the areas of estate planning, trust and estate administration, business succession planning, business transactions, and family charitable and philanthropic counseling. Eric has also provided representation to professional athletes. From 2002 to 2006, Eric served as the Director of Advanced Planning for Northwestern Mutual Life in Raleigh, NC. From 2007 to 2008, Eric also served as a representative of Reliance Securities, LLC, based in Atlanta, Georgia. He has also served as Vice President of Sales for Investors Trust Company of Chapel

Hill, North Carolina. Eric is currently "Of Counsel" to the Durham, North Carolina, law firm of Walker, Lambe, Rhudy, & Costley, PLLC. Eric currently serves as a Senior Private Wealth Advisor for Joseph Capital Management, LLC and as President of Core Strategic Management, Ltd.

Juris Doctor, or JD, denotes the form of law degree issued by most of the nation's law schools, and forms one of the educational prerequisites to the practice of law. Most law schools require a four-year baccalaureate degree for admission, and law school is generally a three-year (six-semester) course of graduate-level study.

Item 3: Disciplinary Information

Eric J. Sobocinski possesses no disciplinary history required to be disclosed by the U.S. Securities and Exchange Commission.

Item 4: Other Business Activities

Eric J. Sobocinski current is "of counsel" to the law firm of Walker, Lambe, Rhudy & Costley, PLLC in Durham, North Carolina. He serves as an attorney for individuals in matters relating to tax, estate planning, and business. Eric does not provide legal services to clients of Walker, Lambe, Rhudy, & Costley, PLLC who are current clients of Joseph Capital. Eric spends approximately twenty hours per month (10% of his time) in his capacity as an independent contractor of Walker, Lambe, Rhudy, & Costley, PLLC.

Eric also serves as manager and insurance-licensed designee for Wealth Strategies, LLC, an insurance company in Chapel Hill, North Carolina, which sells life and disability insurance. Wealth Strategies, LLC is a QSSS of Core Strategic Management, Ltd. Eric spends approximately one hour per month in his capacity as manager and designee, and receives no compensation from Wealth Strategies, LLC. Wealth Strategies, LLC does not sell insurance to individuals who are clients of Joseph Capital.

Eric also serves as President of Core Strategic Management, Ltd., which provides consultative sales and marketing services to businesses and sports marketing services to an athlete representation firm. Eric spends approximately 50 hours per month (30% of his time) in this capacity. Core Strategic Management, Ltd. does not provide its services to individuals or companies who are clients of Joseph Capital.

Eric is Assistant Secretary, Counsel, and is a member of the Board for the Carolina Baseball Club, Inc., a non-profit travel baseball team in Durham, North Carolina. Eric spends up to 50 hours per month (30% of his time) in his capacity as a Board member and in coaching duties, depending upon the season. He is not compensated for this participation.

Item 5: Additional Compensation

Eric J. Sobocinski receives additional compensation from the law firm of Walker, Lambe, Rhudy, & Costley, PLLC for his services as an independent contractor providing legal advice to clients of the law firm. Eric also receives additional compensation from Core Strategic Management, Ltd. in his capacity as President. Joseph Capital does not believe the receipt of such compensation directly influences the advice Joseph Capital provides to its clients. Joseph Capital does not believe the receipt of such compensation directly influences the advice Joseph Capital provides to its clients.

Item 6: Supervision

Eric reports to the Chief Compliance Officer of Joseph Capital Management, LLC. The specific person to contact is Ron A. Rhoades, Chief Compliance Officer, at 352-746-4460.