

Institutional Investment Consulting

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This brochure provides information about the qualifications and business practices of Institutional Investment Consulting. If you have any questions about the contents of this brochure, please contact us at (248) 339-9808 or mkozemchak@IIC-USA.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Institutional Investment Consulting also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Institutional Investment Consulting as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

This is Institutional Investment Consulting's initial Brochure.

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Item 4 Advisory Business

- A. The Registrant is a Corporation formed on October 27, 2003 in the State of Michigan. The Registrant became registered as an investment adviser firm in August 2013. The Registrant is owned by Michael Kozemchak. Mr. Kozemchak is also the Registrant's Principal.
- B. As discussed below, the Registrant offers investment advisory and pension consulting services to its clients on a non-discretionary basis.

INVESTMENT ADVISORY SERVICES

The client can determine to engage the Registrant to provide non-discretionary fiduciary and non-fiduciary investment advisory services on a *fee* basis.

CONSULTING SERVICES

The Registrant offers fiduciary and non-fiduciary consulting services, on a non-discretionary basis, to defined contribution, defined benefit and non-qualified plans. All qualified plan client accounts are regulated under the Employee Retirement Income Securities Act ("ERISA"). The Registrant will provide non-discretionary, fiduciary and non-fiduciary advisory services to the sponsors of the defined contribution, defined benefits plan and nonqualified deferred compensation, the parties whom have ultimate authority to direct the investing and reinvesting of plan assets as they deem appropriate, considering each plan's stated objective, liquidity needs, and stated policies and guidelines. The Registrant employs an initial and ongoing screening process based upon various quantitative and qualitative factors, including performance and costs. The Registrant will not maintain discretionary authority or control, whatsoever, with respect to the plan or the plan participant accounts maintained by the plan. Adviser will provide services only to the extent it receives necessary and timely cooperation from Company, including but not limited to meetings, telephone calls, production of documents, coordination of services and Company decision making assistance. Adviser agrees to make available the following services (collectively, "Services") to Company, the Plan and the Plan participants during the term of the engagement.

Defined Contribution Plan and Defined Benefit Plan Fiduciary Services: The Registrant may be engaged to provide non-discretionary 3(21)(a)(ii) investment advice to clients regarding asset classes and investment alternatives available to the client in accordance with its investment policies and objectives and to the extent written policies and objectives have been brought to the attention of Adviser. When the Registrant is engaged in this capacity, the client shall have final decision-making authority regarding the selection, retention, removal and addition of investment options. The Registrant's services shall also include the following:

- i. Assistance in selecting investment options consistent with ERISA section 404(c)
- ii. Assistance in the development of an investment policy statement
- iii. Periodic investment reports to aid in monitoring investment options
- iv. Periodic meetings with the client to discuss reports
- v. Assisting with the selection of qualified default investment alternatives
- vi. Analysis of client's service provider reports

- vii. Assist with review and due diligence relating to manager/fund selections Assist with review of Stable Value funds and nonregistered investment options (if applicable). Company shall have the final decision-making authority regarding the selection, retention, removal and addition of stable value or money market investment options.
- viii. Meetings with custodian and/or record-keeper on matters pertaining to the Plans investments
- ix. Participate in periodic Committee meetings (or as often as the Committee deems necessary).
- x. Participate in additional sub-committee meetings as requested with members and outside advisors.
- xi. Assist with investment fund mapping and analytical support as requested.

Client acknowledges that Adviser has no responsibility to provide any services related to the following types of assets: employer securities; ESOP Plans, real estate (except for real estate funds and publicly traded REITs); voting proxies, stock brokerage accounts or mutual fund windows; participant loans; non-publicly traded partnership interests; other non-publicly traded securities or property (other than collective trusts and similar vehicles); or other hard-to-value or illiquid securities or property (collectively, “Excluded Assets”). The Excluded Assets shall be disregarded in determining the fees payable to Adviser under this Agreement, and the fees shall be calculated only on the remaining assets (the “Included Assets”).

Defined Contribution, Defined Benefit Plan Non-Fiduciary Services: The Registrant may be engaged to provide non-discretionary non-fiduciary services. When the Registrant is engaged in this capacity, the client shall have final decision-making authority regarding the selection, retention, removal, modification and/or addition of any and all advisor non-fiduciary recommendations. The Registrant’s services shall also include the following:

- i. Monitoring and Supporting Governances
- ii. Plan Administration/Vendor Management
- iii. Support of the Participant Communication and Education Program
- iv. Provider Benchmark Studies and Searches
- v. Implementation/Conversion Support
- vi. Analysis of client’s service provider reports

Nonqualified Deferred Compensation Plan Non-Fiduciary Services: The Registrant may be engaged to provide non-discretionary non-fiduciary services. When the Registrant is engaged in this capacity, the client shall have final decision-making authority regarding the selection, retention, removal, modification and/or addition of any and all advisor non-fiduciary recommendations. The Registrant’s services shall also include the following:

- i. Assistance in selecting investment options consistent with objectives
- ii. Assistance in the development of an investment policy statement
- iii. Periodic investment reports to aid in monitoring investment options
- iv. Periodic meetings with the client to discuss reports
- v. Assisting with the selection of default investment alternatives
- vi. Analysis of client’s service provider reports
- vii. Meetings with custodian and/or record-keeper on matters pertaining to the Plans investments

- viii. Participate in periodic Committee meetings (or as often as the Committee deems necessary).
- ix. Participate in additional sub-committee meetings as requested with members and outside advisors.
- x. Assist with investment fund mapping and analytical support as requested.
- xi. Monitoring and Supporting Governances
- xii. Plan Administration/Vendor Management
- xiii. Support of the Participant Communication and Education Program
- xiv. Provider Benchmark Studies and Searches
- xv. Implementation/Conversion Support
- xvi. Analysis of client's service provider reports

MISCELLANEOUS

Non-Investment Consulting/Implementation Services. To the extent requested by the client, the Registrant *may* provide consulting services regarding non-investment related matters. Neither the Registrant, nor any of its representatives, serves as an attorney or accountant and no portion of the Registrant's services should be construed as same. To the extent requested by a client, the Registrant may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Registrant. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify the Registrant if there is ever any change in its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains its responsibility to promptly notify the Registrant if there is ever any change in its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Disclosure Statement. A copy of the Registrant's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Plan Advisory and Consulting Agreement*.

- C. The Registrant shall provide investment services specific to needs of each client. Prior to providing investment services, an investment adviser representative will discuss with each client, its particular investment objective(s). Clients may, at anytime, impose restrictions, in writing, on the Registrant's services.
- D. The Registrant does not participate in a wrap fee program.
- E. As of August 6, 2013, the Registrant had \$6,152,950,000 in retainer client assets under advisement.

Item 5 Fees and Compensation

A.

INVESTMENT ADVISORY SERVICES

The client can determine to engage the Registrant to provide non-discretionary investment advisory services on a *fee* basis. The Registrant's annual investment advisory fee shall be based upon various objective and subjective factors. These factors include, but are not limited to, the amount of the assets placed under the Registrant's advisement, the level and scope of the overall investment advisory services to be rendered and the complexity of the engagement.

Note: Fee Differentials. The Registrant shall price its services based upon various objective and subjective factors. As a result, the Registrant's clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall financial planning and/or consulting services to be rendered. The services to be provided by the Registrant to any particular client could be available from other advisers at a higher or lower fee. All clients and prospective clients should be guided accordingly.

RETIREMENT CONSULTING SERVICES

The Registrant offers pension-consulting services, on a non-discretionary basis, to defined contribution, defined benefit and non-qualified plans. Generally, the Registrants advisory fees are payable quarterly in advance. However, the Registrant may also charge its advisory fees quarterly in arrears. The Registrant's fee for advisory services may be based on a percentage of assets under advisement, an agreed upon fixed fee or determined on an hourly rate basis.

- B. The Registrant does not deduct its advisory fee from client accounts. Instead, should the client choose to do so, the client may initiate a disbursement from its custodial account to be directed as payment for the Registrant's advisory services. In the event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. As indicated below, the Registrant's advisory fees are generally payable quarterly in advance but in some instances may be payable quarterly in arrears. The Registrant quarterly advisory fee is calculated as a prorated portion of the agreed upon annual fee.
- C. Clients may incur, in addition to Registrant's investment advisory fee, charges imposed by other professionals engaged by the client and/or certain investment vehicles, including but not limited to all mutual fund purchases, collective trusts and separately managed accounts ("SMAs"). All fees paid to the Registrant are separate and distinct from the fees and expenses charged by mutual funds to their shareholders, collective trusts, SMAs and other similar investment vehicles. These fees and expenses are described in the investment vehicle's prospectus. These fees will generally include a management fee, other expenses, as well as a possible distribution fee. Also, in the case of a mutual fund, the fund may also impose a sales charge.
- D. Registrant's annual investment service fee shall be prorated and paid quarterly. The Registrant's advisory fees are generally payable quarterly in advance but in some instances may be payable quarterly in arrears. The Registrant does not generally require an annual minimum fee or asset level for investment services. Registrant, in accordance

with all applicable regulations and at its sole discretion, may charge a lesser investment advisory fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to receive advisory services, account composition, negotiations with client, etc.).

The *Plan Advisory and Consulting Agreement* between the Registrant and the client will continue in effect until terminated by either party by written notice and/or in accordance with the terms of the *Plan Advisory and Consulting Agreement*.

- E. Certain of the Registrant's representatives, in their individual capacities as registered representatives of Cantella & Co., inc. ("*Cantella*"), a FINRA member broker-dealer. Registrant's representatives do not hold themselves out to clients and, as such, may not be engaged in their individual capacities as registered representatives by clients to implement investment recommendations on a commission basis.
1. Any recommendation to a client to purchase a securities commission product from *Cantella* would be a conflict of interest. However, as discussed above, the Registrant's representatives do not hold themselves out to clients in this capacity.
 2. Clients may purchase investment products through other, non-affiliated broker dealers or agents.
 3. The Registrant does not receive commission compensation.
 4. When providing services on an advisory fee basis, the Registrant's representatives do not also receive commission compensation for such advisory services.

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

Neither the Registrant nor any supervised person of the Registrant accepts investment performance-based fees.

Item 7 Types of Clients

The Registrant's clients shall include defined contribution, defined benefit and non-qualified plans. The Registrant does not generally require an annual minimum fee or asset level for investment services. Registrant, in its sole discretion, may charge a lesser investment advisory fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to receive advisory services, account composition, negotiations with client, etc.).

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

- A. The Registrant's methods of security analysis will be applied as directed by the client but generally include:
- Fundamental - (analysis performed on historical and present data)

- Technical – (analysis performed on historical and present data)

The Registrant may rely upon the following investment strategies when providing advisory solutions consistent with the client's investment perspective:

- Long Term Purchases (investment vehicles held at least a year)
- Short Term Purchases (investment vehicles sold within a year)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended by the Registrant) will be profitable or equal any specific performance level(s).

- B. The Registrant's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases, Short Term Purchases, are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

- C. Currently, the Registrant typically advises that clients make available to plan participants various mutual funds, collective trusts, SMAs, and other investment vehicles in accordance with the client's designated investment objective(s).

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. As disclosed above in Item 5.E, certain of Registrant's representatives are also registered representatives of *Cantella*, a FINRA member broker-dealer, but do not hold themselves out in this capacity to clients of the Registrant.

- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

C.

Registered Representatives of Cantella. As disclosed above in Item 5.E, certain of Registrant's representatives, are registered representatives of *Cantella*, a FINRA member broker-dealer. Registrant's representatives do not hold themselves out to clients and, as such, may not be engaged in their individual capacities as registered representatives by clients of the Registrant to implement investment recommendations on a commission basis.

Licensed Insurance Agents. Certain of Registrant's representatives, in their individual capacities, are licensed insurance agents. These representatives do not hold themselves out to clients of the Registrant as licensed insurance agents in a retail capacity. Therefore, Registrant's representatives do not receive commissions on the sale of any insurance products to Registrant's clients.

From an institutional perspective, the Registrant is prepared to perform a Nonqualified Deferred Compensation Funding analysis on a complimentary basis. If a client chooses to fund a Nonqualified plan based upon the Registrant's complimentary funding analysis work, the Registrant will seek to collect, on a fully disclosed basis and in compliance with all applicable rules and regulations, any imbedded compensation relating to the Registrant's funding solution and use any such proceeds to offset the Registrant's advisory fee.

- D. The Registrant does not recommend or select other investment advisors for its clients for which it receives a fee.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.
- C. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant

and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as “scalping” (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, “front-running” (i.e., personal trades executed prior to those of the Registrant’s clients) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant’s “Access Persons”. The Registrant’s securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written quarterly report detailing the Access Person’s personal transactions during the previous quarter and an annual holdings report detailing the Access Person’s personal holdings; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11 C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant’s Access Persons.

Item 12 Brokerage Practices

- A. The Registrant provides non-discretionary investment advisory and consulting services to defined contribution, defined benefit and non-qualified plans. In the event that the client requests that the Registrant recommend a custodian, Registrant may provide the client with potential service providers. The client shall execute a separate custodial/clearing agreement with the custodian of its choice.

Factors that the Registrant considers in recommending a potential custodian to clients include the custodian’s historical relationship with similar clients, financial strength, reputation, execution capabilities, pricing, research, compliance, technology, services and pricing. As noted above, the custodial fees and transaction fees charged by the designated custodian are exclusive of, and in addition to, Registrant's investment advisory fee.

1. Research and Additional Benefits

Although not material, in limited circumstances, the Registrant may receive from broker-dealers/custodians support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. The Registrant does not solicit nor will it accept any such support or services without compensating the broker-dealer/custodian for the full market value of such support or services. Any and all qualified plan related compensation received

is disclosed as required under the 408(b)(2) regulations, pursuant to the Plan Advisory and Consulting Agreement which is typically annually.

As indicated above, certain of the support services and/or products that *may* be received may assist the Registrant in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

2. The Registrant does not receive referrals from any sources including broker-dealers, record-keepers, custodian or asset managers.
 3. Generally, the Registrant will not select a custodian, record-keeper or asset manager for the client. As such, the client will negotiate terms and arrangements for their account with the vendor of their choosing. The Registrant does not execute transactions on behalf of clients and therefore is not responsible for “batching” transactions for execution.
- B. The Registrant does not provide investment management services to its clients or the clients plan participants. Clients and plan participants effect transactions on their own behalf. Therefore, the Registrant is not responsible for “bunching” or “batching” transactions.

Item 13 Review of Accounts

- A. Account reviews are conducted by the Registrant's representatives on an ongoing basis. All clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review investment objectives and account performance with the Registrant on an annual basis.
- B. The Registrant *may* conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Registrant, in limited circumstances, may receive from broker-dealers/custodians support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. The Registrant does not solicit nor will it accept any such support or services without compensating the broker-dealer/custodian for the full market value of such support or services.

- B. The Registrant does not compensate, directly or indirectly, any person, other than its representatives for client referrals.

Item 15 Custody

The Registrant does not take custody of client assets.

Item 16 Investment Discretion and Excluded Assets

The Registrant does not provide investment services on a discretionary basis.

The Adviser has no responsibility to provide any services related to the following types of assets: employer securities; ESOP Plans, real estate (except for real estate funds and publicly traded REITs); stock brokerage accounts or mutual fund windows; participant loans; non-publicly traded partnership interests; other non-publicly traded securities or property (other than collective trusts and similar vehicles); or other hard-to-value or illiquid securities or property (collectively, “Excluded Assets”). The Excluded Assets shall be disregarded in determining the fees payable to Adviser under this Agreement, and the fees shall be calculated only on the remaining assets (the “Included Assets”).

Item 17 Voting Client Securities

- A. The Registrant does not advise on client securities and therefore does not vote client proxies. Clients and/or their participants maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client and/or their participants shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client’s investment assets.

The Registrant is not responsible for, nor will it provide, advice relating to the voting of proxies for individual securities or securities held by individual plan participants via brokerage window accounts.

- B. Clients and/or their participants will receive their proxies or other solicitations directly from their custodian.

Item 18 Financial Information

- A. The Registrant does not solicit pre-payment of fees of more than \$1,200, per client, six months or more in advance.

- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Michael Kozemchak, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.