

**Item 1 – Cover Page****AlphaCore Capital, LLC**

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This disclosure brochure provides information about the qualifications and business practices of AlphaCore Capital, LLC (also referred to as we, us and AlphaCore throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Richard Pfister at 858-875-4100 or [dpfister@alphacorecap.com](mailto:dpfister@alphacorecap.com). The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about AlphaCore Capital is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view AlphaCore's information on this website by searching for AlphaCore Capital LLC or AlphaCore's CRD number 174346. Registration as an investment adviser does not imply a certain level of skill or training.

## Item 2 – Material Changes

AlphaCore's previous Form ADV Part 2A was dated January 4, 2017. This disclosure brochure will be updated annually or when material changes occur since the previous release.

The following is a summary of the material changes made to the brochure since the last version:

**Item 5 – Fees and Compensation:** Revision to the language relating to the billing of new accounts commencing advisory services in the middle of a billing period, as well as the charging of institutional sub-advisory fees in advance, versus in arrears.

Language was revised to reflect a new process to be applied in charging a portion of a client's contracted advisory fee, to assets invested in the AlphaCore Absolute Fund.

Language was added to further describe the outside business activity (and associated compensation) of Mr. Brett Upper.

**Item 7 – Types of Clients:** Language was updated to reflect that AlphaCore does not impose an account minimum, but may impose a minimum annual advisory fee.

**Item 10 – Other Financial Industry Activities and Affiliations:** Language was added to further describe the outside business activity of Mr. Brett Upper.

**Item 12 – Brokerage Practices:** Custodial language was updated to reflect services in place with Fidelity and Schwab, and to clarify that clients may elect to open accounts with other custodians. We also updated the language relating to directed brokerage, as AlphaCore does not currently permit such arrangements.

**Item 15 – Custody:** Included language relating to a No-Action letter issued by the SEC in February 2017, in which the SEC clarified their position with respect to certain arrangements resulting in custody of client assets by AlphaCore.

Additionally, non-material changes were made within this disclosure brochure. AlphaCore encourages each client to read the brochure carefully and contact us with any questions.

Pursuant to SEC Rules, AlphaCore will ensure that clients receive a summary of any material changes to this disclosure brochure within 120 days of the close of our fiscal year, along with a copy of this disclosure brochure, or an offer to provide the brochure. Additionally, as we experience material changes in the future, we will send clients a summary of our "Material Changes" under separate cover.

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#### Item 4 – Advisory Business

AlphaCore Capital, LLC (“AlphaCore”) is an investment adviser registered with the Securities and Exchange Commission (“SEC”) and is a limited liability company (LLC) formed under the laws of the State of Delaware. AlphaCore has been in business as an investment adviser since February of 2015.

Richard “Dick” Pfister is the CEO and President, Chief Compliance Officer (CCO), Managing Member and majority owner of AlphaCore. Full details of the education and business background of Dick Pfister are provided in his Form ADV Part 2B, which is delivered to new clients, upon material revision, or upon request.

##### **Description of Advisory Services**

AlphaCore provides asset management and financial planning services to individuals, high net worth clients, charitable organizations, one or more registered investment companies (mutual funds), and other investment advisers.

The following are descriptions of the primary advisory services of AlphaCore. At the beginning of the client relationship, a written agreement, which details the exact terms of the service, must be signed by each client and AlphaCore before we can provide any advisory services.

**Asset Management Services** – AlphaCore offers asset management services, which involves AlphaCore providing continuous and ongoing supervision over the assets in our clients’ advisory accounts.

AlphaCore generally manages all client assets on a fully discretionary basis, but will provide non-discretionary management under certain circumstances. Please refer to Item 16 for further information regarding our discretionary authority.

Clients managed accounts are held by qualified custodian(s) under the name of each client. The qualified custodians maintain physical custody of all funds and securities in client accounts, and clients retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the assets in their account(s).

Accounts are managed by us based on each client’s financial situation, investment objectives and risk tolerance.

At the beginning of the relationship, we obtain certain information from each client to determine their financial situation and investment objectives, along with any investment restrictions. AlphaCore does not assume any responsibility for the accuracy of the information provided by clients and we are not obligated to verify the information received. We rely upon the information when managing our clients’ assets and clients are responsible for notifying us of any updates or changes to this information. However, as part of our services we periodically contact clients to determine if any changes or updates regarding their financial situation, risk tolerance or investment objectives has occurred. We are always reasonably available to consult with clients regarding the status of the investments in their managed account(s). Clients have the ability to impose reasonable restrictions on the management of the assets in their accounts, including the ability to instruct us not to purchase certain securities.

In the event that a client notifies AlphaCore of changes in the client’s financial circumstances or objectives, AlphaCore will review such changes and recommend and/or make any necessary revisions to the client’s portfolio to bring it in line with the changes. Investment adviser representatives will generally meet with clients no less than annually to review the client’s investment goals and current advisory portfolios. Representatives are also available during normal business hours to consult with clients.

It is important to understand that we manage investments for a number of clients and may give advice or take actions for certain clients that is different from the advice we provide to other clients. We are not

obligated to buy, sell or recommend to a client any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Conflicts of interest may arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for our clients equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

*Recommendation of Unaffiliated Sub-Advisors:* As part of our Asset Management Services, we may select one or more unaffiliated, third-party investment advisors to serve as "Sub-Advisors" to manage a portion of a client's assets. We are granted discretionary authority by our clients via the client agreement to "hire and fire" Sub-Advisors, which means we can select and remove Sub-Advisors from a client's account without first consulting with the client. Fees assessed by Sub-Advisors are separate and in addition to the advisory fees we charge. AlphaCore performs due diligence on each Sub-Advisor and confirms, among other things, that each Sub-Advisor is properly registered as an investment adviser with the appropriate regulator. The decision to use a Sub-Advisor is always based on each client's individual needs and is predicated upon a strategy offered or available by a Sub-Advisor is in the best interests of our clients. Clients will be provided a copy of the applicable Sub-Advisor's Form ADV Part 2A Disclosure Brochure and Form ADV Part 2B Supplemental Brochure(s) at or before a Sub-Advisor is hired to manage a client's assets.

Selected Sub-Advisors will provide ongoing discretionary investment management services and trading authority over a client's designated assets. This means they can decide what securities to purchase and sell with the designated assets without first discussing with the client and where and when to place the transactions.

We are always available to answer questions clients may have regarding their assets managed by the Sub-Advisor(s) and usually act as the communication conduit between the clients and the Sub-Advisors.

**Financial Planning Services** – In connection with our Asset Management Services, we provide financial planning services to clients. Such services involve preparing a written financial plan covering specific or multiple topics that usually takes between 1 to 4 hours to complete. Topics that we may discuss and include in a client's financial plan, depending on a client's needs, which may include the following:

- Retirement Planning– This involves advice with respect to alternatives and techniques for accumulating wealth for retirement income or advice relative to appropriate distributions of assets following retirement. Tax implications and consequences are identified and evaluated in general terms.
- Education Planning – AlphaCore's financial planning services may include advice on projecting required savings or investing objectives to meet general or specific future educational needs.
- Tax Planning–Our firm may offer advice as to how tax laws may affect various financial decisions, e.g. acquisitions, pension strategy, investing in new opportunities or consolidation of existing investments, and individual taxation issues, among others.
- Investment Consulting and Asset Allocation – This involves advice with respect to asset selection and allocation, as well as investment income accumulation techniques. Evaluations are made of existing and, when applicable, potential investments in terms of their economic and tax characteristics as well as their suitability for meeting client's objectives. Tax consequences and their implications are identified and evaluated in general terms.
- Risk Management and Insurance Analysis – This includes risk management associated with advisory recommendations based on the combination of insurance types that best meet a client's specific needs, e.g. life, health, disability, and long-term care, and others as appropriate.

The preceding is not intended to be an exhaustive list of the topics we may include in a financial plan. We may or may not include additional areas of focus depending on a client's needs.

When providing financial planning services, the role of the investment advisor representative is to find ways to help a client understand their overall financial situation and help set financial objectives. Clients should be aware that there are important issues that may not be taken into consideration when an investment advisor representative develops his or her analysis and recommendations under a limited or modular financial plan.

Clients have the sole responsibility for determining whether to implement our financial planning recommendations. Clients are under no obligation to act upon our financial planning recommendations. If a client does act upon our recommendations, the client is under no obligation to effect transactions through AlphaCore.

**Institutional Sub-Advisor Services** – AlphaCore makes available its investment strategies to institutional advisors through various platforms. The institutional advisors provide the relationship management portion of the service and recommends our strategy to their clients. The institutional advisors ultimately have the fiduciary duty to these clients to ensure that the strategy is suitable for their clients' portfolios.

**Model Portfolio Subscription Service** – AlphaCore offers subscription services allowing Institutions and other clients to utilize AlphaCore's proprietary strategies. These strategies are designed to satisfy a gradient of standard risk/return assumptions as determined by AlphaCore. These services constitute impersonal advisory services, and are not designed to meet the investment objectives of an individual client. The subscribing advisors ultimately have the fiduciary duty to these clients to ensure that the strategy is suitable for their clients' portfolios.

#### **Advisory Services to a Registered Investment Company**

AlphaCore provides investment management services to one or more investment companies registered under the Investment Company Act of 1940, including the AlphaCore Absolute Fund ("AlphaCore Fund"). AlphaCore manages the AlphaCore Fund's portfolio assets based on the Fund's specific investment objectives and restrictions, as outlined in the AlphaCore Fund's prospectus and statement of additional information. Please refer to prospectus of the AlphaCore Fund for a complete description of the investment objective and risks pertaining to the AlphaCore Fund.

#### **Limits Advice to Certain Types of Investments**

We specialize in "alternative" investing strategies which we define as non-correlated with traditional markets or indices. Alternative investment managers can invest long or short, across multiple asset classes, aren't constrained to an investment style, and aren't entirely dependent on the markets going up to achieve positive results.

AlphaCore may provide investment advice on the following types of investments:

- Alternative Mutual Funds
- Traditional Mutual Funds
- Exchange Traded Funds (ETFs)
- Exchange-listed Securities
- Closed-End Funds
- Corporate Debt Securities
- Commercial Paper
- Municipal Securities
- Interests in Partnerships Investing in Real Estate
- Interests in Partnerships Investing in Oil and Gas Interests
- Hedge Funds (including Limited Partnerships)
- Private Equity investment opportunities
- Private Real Estate

- Options
- Futures contracts

Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

Please refer to *Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss* for more information.

### **Tailor Advisory Services to Individual Needs of Clients**

AlphaCore's advisory services are always provided based on a client's individual needs. This means, for example, that when we provide asset management services, clients are given the ability to impose restrictions on the accounts we manage, including specific investment selections and sectors. We work with each client on a one-on-one basis through interviews and questionnaires to determine their investment objectives and suitability information. Our financial planning services are always provided based on a client's individual needs. When providing financial planning services, we work with each client on a one-on-one basis through interviews and questionnaires to determine their investment objectives and suitability information.

We will not enter into an investment advisor relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

### **Participation in Wrap Fee Programs**

We do not offer or participate in wrap-fee programs.

### **Client Assets Managed by AlphaCore**

AlphaCore manages \$168,952,516 on a discretionary basis and \$35,112,906 on a non-discretionary basis as of December 31, 2016.

## **Item 5 – Fees and Compensation**

In addition to the information provided in *Item 4 – Advisory Business*, this section provides additional details regarding AlphaCore's services along with descriptions of each service's fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the advisory agreement between the client and AlphaCore.

### **Asset Management Services and Financial Planning Services**

Fees charged for our asset management services are charged based on a percentage of assets under management, billed in advance on a quarterly calendar basis, and calculated based on the fair market value of a client's account as of the last business day of the previous billing period, subject to a minimum fee. We do not charge separately or impose additional fees for our financial planning services. All financial planning services are covered by the asset management fees assessed.

Fees are prorated (based on the number of days service is provided during the initial billing period) when accounts are opened at any time other than the beginning of the billing period. If asset management services commence in the middle of the billing period, then the prorated fee for that billing period will be based on the value of the account at the end of the first applicable billing quarter, and will be combined and due (deducted or billed) with the next quarterly billing cycle (i.e., an account that commences trading in December will be assessed per diem for the remaining portion of the first quarter, and will be added to the advance billing for the next quarter).



The asset management services continue in effect until terminated. Clients may terminate the services by providing AlphaCore with notice. AlphaCore may terminate the services by providing clients with written notice effective 30 days after receipt of the written notice. Any prepaid, unearned fees will be promptly refunded by AlphaCore to the client. Fee refunds will be determined on a pro-rata basis using the number of days services are actually provided during the final period.

Fees charged for our asset management services are negotiable based on a variety of factors, including but not limited to the type of client, the complexity of the client's situation, the relationship of the client with the investment advisor representative, and the total amount of assets under management for the client. The following is our current standard fee schedule:

<b><u>Assets under Management</u></b>	<b><u>Annual Fees</u></b>
First \$1,000,000	\$15,000 (minimum fee)
\$1,000,001 to \$1,250,000	1.50%
\$1,250,001 to \$5,000,000	1.00%
\$5,000,001 to \$10,000,000	0.75%
\$10,000,001 and above	0.50%

*Tiered-Blended Pricing Schedule:* The standard fee schedule utilizes a blending of the rates above. As an example, a client with \$7,000,000 of assets under management with AlphaCore would pay 1.50% annually on the first \$1,250,000; 1.00% on managed assets over \$1,250,000 up to \$5,000,000; and 0.75% on managed assets over \$5,000,000 up to \$10,000,000. The resulting blended fee would be approximately 1.02%.

AlphaCore imposes a minimum annual fee amount of \$15,000, which can be lowered and/or waived at our sole discretion. While we do not require a minimum account size, we reserve the right to turn away any potential client or terminate any current client with account assets of less than \$1 million.

The fee schedule listed above was implemented on January 1, 2017, which means there are clients of AlphaCore that are subject to a lower fee schedule, and were not subject to the minimum fee amount. In addition, this fee schedule represents the fees charged solely by AlphaCore, and does not include the fees charged by Sub-Advisors selected by AlphaCore to manage clients' accounts, when applicable. Fees assessed by Sub-Advisors are separate and in addition to the advisory fees we charge. We strive to ensure that the fees charged separately by the Sub-Advisors and also the fees charged by both AlphaCore and the Sub-Advisors are reasonable in light of the services being provided. Sub-Advisors are responsible for calculating and billing their fees. A description of each Sub-Advisor's fees and billing practices are outlined in their respective Form ADV Part 2A, which is provided to each applicable client. Please also refer to "Other Fees and Expenses" below for further information on third party fees.

AlphaCore believes that its annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisors offering similar services/programs. Our annual investment advisory fee may be higher than that charged by other investment advisors offering similar services/programs.

In addition to our compensation, clients also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses such as brokerage, administrative, legal, and other expenses). The advice provided by AlphaCore may include recommendations to sell, hold, or purchase unaffiliated mutual funds, and/or AlphaCore managed mutual funds, including the AlphaCore Fund. While the purchase of the AlphaCore Fund won't be subject to a load or sales charge, the AlphaCore Fund incurs advisory, administrative, and custodial fees, as well as other fees and expenses that it pays out of its own assets. The advisory, administrative, custodial, and other costs make up the AlphaCore Fund's expense ratio. Other than a 0.65% annual advisory fee, none of the fees or expenses paid by the AlphaCore Fund are received by AlphaCore. Please refer to the AlphaCore Fund's prospectus and statement of additional information for details on all fees and expenses.



When an investment in to the AlphaCore Fund is deemed appropriate for a client, it will result in the payment of advisory fees to AlphaCore, by the AlphaCore Fund. If an asset management client invests in the AlphaCore Fund with assets subject to an asset management advisory fee, the advisory fee charged on the portion of a client's account assets invested in the AlphaCore Fund will be reduced by the advisory fee charged by the AlphaCore Fund. Since advisory fees are charged in advance, the initial fee reduction will be in the form a credit applied to the next billing cycle. After the initial quarter of investment, the advance billing of the quarterly advisory will be reduced by an amount equivalent of the advisory fee charged by the AlphaCore Fund. In the event a credit exceeds the advisory fees due in advance for any given quarter, AlphaCore will generate a rebate of the credit due, and rebate via the custodian, or remit a check to the client if necessary.

Clients can choose how to pay AlphaCore's investment advisory fees. The investment advisory fees can be deducted from a client's account and paid directly to AlphaCore by the client's qualified custodian(s), or a client can pay AlphaCore upon receipt of a billing notice sent directly to the client. For client's that choose to have the investment advisory fees deducted from their account, the client must provide the qualified custodian(s) of their account with authority to deduct fees and pay such fees directly to AlphaCore. This authorization is contained in the client agreement entered into with AlphaCore, when clients select this method of payment.

Clients will receive a quarterly statement from their qualified custodian no less than on a quarterly basis detailing all account transactions, including amounts paid to AlphaCore. We will remit a billing statement to clients in advance of the time that fee deduction instruction is sent to the client's qualified custodian(s). The billing statement will detail the formula used to calculate the fee, the assets under management and the time period covered.

If a client chooses to directly pay the advisory fees, fees will be due upon receipt of the billing statement. The billing statement will detail the fee schedule used to calculate the fee, the assets under management and the time period covered.

Clients should review their account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted.

#### **Institutional Sub-Advisor Services**

Fees charged for our sub-advisory services are negotiable, billed quarterly in advance, based on the fair market value of sub-advisory assets in the account on the last day of previous billing period. Fees charged for our institutional sub-advisory services are negotiable based on a variety of factors, including but not limited to the relationship of the client with AlphaCore, and the total amount of assets under management for the client. If sub-advisory services commence in the middle of the billing period, then the prorated fee for that billing period will be based on the value of the account at the end of the first applicable billing quarter, and combined and deducted with the next quarterly billing cycle (i.e., an account that commences trading in December will assessed per diem for the remaining portion of the first quarter, and will be added to the advance billing for the next quarter). The following is our standard fee schedule:

<b><u>Assets under Management</u></b>	<b><u>Annual Fees</u></b>
\$1,000,000 to \$5,000,000	0.65%*
\$5,000,001 to \$10,000,000	0.50%
\$10,000,001 and above	0.35%

*\*A minimum quarterly fee of \$1,250 is applicable to advisor relationships utilizing the Sub-Advisory Service. The minimum fee can be lowered and/or waived at the sole discretion of AlphaCore.*

**Tiered-Blended Pricing Schedule:** The standard fee schedule utilizes a blending of the rates above. As an example, an advisory relationship with \$6,000,000 of assets under management with AlphaCore would pay 0.65% annually on the first \$5,000,000, 0.50% on the next \$1,000,000. The resulting blended fee would be 0.55% per annum.

### **Model Portfolio & Research Subscription Service**

Fees charged for our subscription services are negotiable, billed quarterly in arrears, and based on the complexity of the support services provided, and the nature of the relationship of the client with AlphaCore. Advisor will be charged a flat annual fee of up to 0.50%\* of the daily net assets of subscriber's assets under management invested in the models, and as reported by the subscriber. Fees will be due within 10 days of each quarter's end. In the event of the termination of subscription services, the applicable fees shall be paid until the earlier of either AlphaCore releasing a revised model portfolio, or the adviser reallocating client assets away from the AlphaCore model portfolio.

*\*A minimum quarterly fee of \$6,250 is applicable to advisor relationships utilizing the Model Portfolio & Research Subscription Service. The minimum fee can be lowered and/or waived at the sole discretion of AlphaCore.*

### **AlphaCore Fund Fees**

AlphaCore is paid by the AlphaCore Fund an annual advisory management fee of 0.65% of the daily net assets of the AlphaCore Fund. The fee is calculated by the AlphaCore Fund's administrator monthly and is based on the average daily net assets of the AlphaCore Fund's portfolio. Detailed management fee and related expense information are contained in the prospectus and statement of additional information for the AlphaCore Fund, which should be read carefully before investing. No performance fees are charged to the AlphaCore Fund.

When it is determined to be suitable, AlphaCore may recommend that certain clients purchase shares of the AlphaCore Fund. If an asset management client invests in the AlphaCore Fund with assets subject to an advisory fee, the advisory fee charged on the portion of a client's account assets invested in the AlphaCore Fund will be reduced by the annual advisory fee charged by the AlphaCore Fund, and paid to AlphaCore. See the "Asset Management Services and Financial Planning Services" section above for additional details. The client will be subject to the fees and charges applicable to all shareholders of the AlphaCore Fund, which includes the advisory fee paid to AlphaCore. Please refer to the AlphaCore Fund's prospectus and statement of additional information for details on all fees and expenses.

### **Other Fees and Expenses**

Brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to the client by the qualified custodian and are in addition to the advisory fees paid. AlphaCore does not receive any portion of such commissions or transaction fees paid to qualified custodians. In certain circumstances, AlphaCore's clients may elect to receive asset based pricing rather than transaction based pricing.

In addition, clients will incur certain charges imposed by third parties other than AlphaCore in connection with investments made through client's account including, but not limited to, mutual fund sales loads, 12b-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s). Other than the advisory fee charged by the AlphaCore Fund, the management fees charged by AlphaCore are separate and distinct from the fees and expenses charged by investment company securities (e.g. internal mutual fund expenses) that may be recommended to clients or invested in clients' accounts by AlphaCore. A description of these fees and expenses are available in each investment company security's (mutual fund) prospectus.

### **Additional Compensation Received by Investment Adviser Representative ("IARs")**

Mr. Marc Seward serves as an IAR of AlphaCore, and also is a registered insurance agent. In this capacity, Mr. Seward recommends from time to time various insurance products to AlphaCore clients. Should a client elect to purchase the recommended insurance product(s), Mr. Seward will receive commissions, which depending on the product can be a one-time commission or ongoing payments for the term of the insurance product.

The receipt of additional compensation creates an inherent conflict of interest, and could affect the judgment of Mr. Seward when making recommendations. The conflict is due to the fact that Mr. Seward have an incentive to make recommendations based on the compensation he can receive rather than on a client's

needs. AlphaCore and its IARs, including Mr. Seward endeavor at all times to put the interests of the clients first and recommendations only will be made to the extent that they are reasonably believed to be in the best interests of the clients. Also, this conflict is disclosed to AlphaCore clients at the time of entering into an advisory agreement, mainly through the delivery of this Disclosure Brochure (ADV Part 2A) and Mr. Seward's Form ADV Part 2B Supplement Brochure. Clients are not obligated to implement insurance recommendations made by Mr. Seward and have the option to purchase any recommended insurance products through other non-affiliated insurance agents.

Mr. Brett Upper is a 50% equity interest owner Nautical Advisors, which conducts business through Daniel Wealth Advisors, dba DW Advisors, and an investment adviser registered with the SEC. Mr. Upper is an IAR of DW Advisors. Mr. Upper receives a percentage of advisory fee revenue as an equity interest owner of Nautical Advisors, and for his activities as an IAR of DW Advisors. This includes a portion of incentive fees earned on certain client accounts. There is a potential conflict of interest in trading client accounts of Nautical Advisors, and those of AlphaCore. Nautical Advisors subscribes to AlphaCore's "Model Portfolio & Research Subscription Service," and therefore receives certain research and model allocation information. Therefore, Nautical Advisors may trade, but are not required to, certain client accounts similarly or the same as AlphaCore's clients at different times. Nautical Advisors does not utilize these services with respect to accounts subject to an incentive fee, which is charged on accounts traded pursuant to a purely systematic program (i.e., trading effected according to a computer generated model or algorithm) offered to certain qualified clients. Mr. Upper endeavors at all times to put the interests of the clients first, and does not conduct trading activities for AlphaCore. This conflict is disclosed to AlphaCore's clients at the time of entering into an advisory agreement, mainly through the delivery of this Disclosure Brochure (ADV Part 2A) and Mr. Upper's Form ADV Part 2B Supplement Brochure.

Please refer to Item 10 for additional information regarding the financial industry affiliations of AlphaCore and its IARs.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. AlphaCore does not charge or accept performance-based fees.

#### **Item 7 – Types of Clients**

AlphaCore generally provides investment advice to high net-worth individuals, registered investment advisers, banks and trusts, small companies, and charitable organizations, and may provide investment advice to non-high net worth individuals. Additionally, we provide investment management services to one or more registered investment company(ies).

Clients are required to execute a written advisory agreement with AlphaCore prior to AlphaCore providing advisory services.

#### **Minimum Investment Amounts Required**

AlphaCore does not generally impose a minimum investment amount, though the standard fee schedule does impose a minimum annual advisory fee. See "Item 5 – Fees and Compensation."

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

### **Methods of Analysis**

AlphaCore utilizes a variety of methods to analyze securities and sub advisors when formulating customized client investment advice.

Qualitative Macro – Macro analysis involves the review of historical relative performance of various risk factors including but not limited to equity risk, interest rate risk, credit risk, commodity risk and shock risk potential. By incorporating a review of these factors and how they relate to the current market environment we can provide a framework for an allocation process that has the potential to provide superior risk adjusted returns for our clients.

Risks associated with qualitative macro analysis involve the subjectivity of the interpretation of the data itself. If by reviewing the various risks described above a portfolio allocation employed there is no guarantee those risk factors will necessarily provide positive returns. In fact, they may contribute to potential loss.

Fundamental – This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is considered to be the opposite of technical analysis. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security. Fundamental analysis may also involve such qualitative factors like company management, evaluating key stakeholders, or subjective review of a company's ability to provide positive economic value.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

Technical – This is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

A decision might be made based on a historical move in a certain direction that was accompanied by heavy volume; however, that heavy volume may only be heavy relative to past volume for the security in question, but not compared to the future trading volume. Therefore, there is the risk of a trading decision being made incorrectly, since future trading volume is an unknown. Technical analysis is also done through observation of various market sentiment readings, many of which are quantitative. Market sentiment gauges the relative degree of bullishness and bearishness in a given security, and a contrarian investor utilizes such sentiment advantageously. When most traders are bullish, then there are very few traders left in a position to buy the security in question, so it becomes advantageous to sell it ahead of the crowd. When most traders are bearish, then there are very few traders left in a position to sell the security in question, so it becomes advantageous to buy it ahead of the crowd. The risk in utilization of such sentiment technical measures is that a very bullish reading can always become more bullish, resulting in lost

opportunity if the money manager chooses to act upon the bullish signal by selling out of a position. The reverse is also true in that a bearish reading of sentiment can always become more bearish, which may result in a premature purchase of a security.

### **Investment Strategies**

AlphaCore creates investment portfolios based on the investment objectives, risk tolerance and individual financial issues of each client. AlphaCore's investment strategies consider the clients' short and long term financial objectives, retirement horizon, liquidity needs and tolerance for risk. AlphaCore periodically reviews changes in clients' needs, as well as economic and market conditions. When recommending any investment, AlphaCore is sensitive to expenses and fees as they relate to added value and return.

AlphaCore primarily focuses on long-term investment strategies (i.e. investments held for an entire market cycle). More specifically, the AlphaCore model portfolio emphasizes alternative investments (Alpha) as the central allocation to provide positive risk adjusted returns while complementing these allocations with traditional stocks and bonds (beta) to finalize the diversification of our client's entire portfolio.

The strategies and asset classes that AlphaCore may trade are a significant portion of the global investment universe. AlphaCore may invest directly in these strategies and asset classes, or AlphaCore may invest in funds or partnerships that allocate to these strategies and asset classes.

Additionally, AlphaCore may take long positions or short positions in many of these asset classes:

### **Equities**

AlphaCore invests in the full spectrum of equities including individual stocks, exchange traded funds, index and actively managed mutual funds. US stocks are diversified by style and size of companies, as well as management methodology. Foreign stocks include both developed and emerging markets and, at times, with currency hedges in place.

### **Bonds**

There is a wide variety of bond categories that AlphaCore may recommend at various times:

- US Government, TIPS, municipals, floating rate, adjustable agency, mortgage-backed, convertible,
- asset-backed, corporate, foreign;
- From high quality and investment grade to high yield and distressed;
- Durations may include ultra-short, short, intermediate and long term bonds;
- Individual bonds may be ladder, actively managed in a Separately Managed Account ("SMA"),
- or in mutual fund format; and
- Fixed income investments may also include index funds, ETFs and ETNs.

### **Hard Assets**

Hard assets may benefit from rising prices and may perform better in an inflationary environment. AlphaCore may utilize securities investing in hard assets to further diversify portfolios and as an inflation hedge. Categories may include:

- Diversified commodities indexes;
- ETFs whose underlying holdings are futures on hard assets or hard assets themselves;
- ETFs whose underlying holdings are companies that are in the upstream, midstream or downstream vertical of a particular category of hard assets;
- Futures contracts related to commodities indices or individual commodities;
- Actively managed companies that produce or distribute commodities;
- Hard assets may be in individual holdings or holdings in actively managed mutual funds, Master Limited Partnerships ("MLPs"), exchange traded fund, and/or exchange traded notes; and
- Real Estate Investment Trusts ("REITs").

### **Derivatives**

- Options contracts on indices, equities, fixed income securities or futures contracts;
- Futures contracts;

- Swaps.

#### Alternatives

AlphaCore attempts to provide clients with portfolio diversification through a variety of asset classes that may offer returns not highly correlated with US or foreign stocks, bonds or hard assets. These may include securities focused in managed futures, merger arbitrage, long-short equity, long-short credit, global macro, specialty strategies, equity market neutral, interest rate hedges and diversified strategies which may include relative value, event-driven, directional, pairs trading, multi-strategy and multi-manager strategies.

#### Cash and Cash-equivalents

These are short-term in nature and are set aside for future cash needs and for ultra-conservative allocations. These may include money market funds, certificates of deposit, commercial paper and treasury bills.

#### Risk of Loss

- Alternative Investing - Hedge funds, commodity pools and other alternative investments involve a high degree of risk and can be illiquid due to restrictions on transfer and lack of a secondary trading market. They can be highly leveraged, speculative and volatile, and an investor could lose all or a substantial amount of an investment. Alternative investments may lack transparency as to share price, valuation and portfolio holdings. Complex tax structures often result in delayed tax reporting. Compared to mutual funds, hedge funds and commodity pools are subject to less regulation and often charge higher fees. Mutual funds involve risk including possible loss of principal. Alternative investment managers typically exercise broad investment discretion and may apply similar strategies across multiple investment vehicles, resulting in less diversification.
- Liquid alternative investments – Alternative strategy mutual funds may be subject to a higher degree of volatility, and potentially a higher degree of regulatory risk as certain strategies and trading methodologies are under a degree of regulatory scrutiny. Certain alternative mutual funds may be new to the marketplace, and have a limited history of operations, and may be subject to higher expenses, and expense ratios may be higher during an initial asset raising period. Many strategies by nature are non-correlated to traditional markets, and therefore may not participate fully in traditional market returns, returns or may lose money while most traditional markets are making money.
- Market Risk – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- Equity (stock) market risk – Common stocks, and securities investing in them, are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If a client held common stock, or common stock equivalents, of any given issuer, the client would generally be exposed to greater risk than if a client held preferred stocks and debt obligations of the issuer.
- Company Risk - When investing in stocks, and securities investing in them, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Fixed Income Risk - When investing in bonds, and securities investing in, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.



- Options Risk - Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When investing in a an ETF or mutual fund, a client will bear additional expenses based on the client's pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. A client will also incur brokerage and/or transaction costs when purchasing ETFs or mutual funds.
- Management Risk – A client's investment with AlphaCore varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

There are risks pertaining to investments made for the AlphaCore Fund that are outlined in detail in the AlphaCore Fund's prospectus and statement of information. It is important for potential shareholders to fully read these documents before investing.

Past performance is not indicative of future results. Therefore, a client should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. A client should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, AlphaCore is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate a client from losses due to market corrections or declines.

### **Item 9 – Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

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

AlphaCore is not and does not have a related person that is a broker-dealer, municipal securities dealer, government securities dealer or broker, a pooled investment vehicle (including a private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, an insurance company or agency, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

Mr. Marc Seward, who is an IAR of AlphaCore, is a registered insurance agent and owns a consulting firm. These outside business activities create conflicts of interest. For example, as outlined in Item 5 above, from time to time Mr. Seward recommends various insurance products to AlphaCore clients and when an insurance product is purchased by a client, Mr. Seward receives commissions. The fact that Mr. Seward receives compensation creates an incentive to make such recommendations, which in turn creates a conflict. Clients are not obligated to implement insurance recommendations and have the option to purchase any recommended insurance products through other non-affiliated insurance agents.

While Mr. Seward devotes as much time to the business and affairs of AlphaCore as is necessary to perform his duties as an investment adviser representative, he also devotes a portion of his time to performing services for his other outside business activities. Having outside business activities create conflicts of



interest, especially since Mr. Seward's obligations to the outside businesses take time away from his duties performed for AlphaCore.

As outlined in Item 5, Mr. Brett Upper is an equity interest owner of Nautical Advisors, and an IAR with DW Advisors. Mr. Upper provides services to clients of Nautical Advisors, and is responsible for client servicing and limited trading activities. As noted in Item 5, Mr. Upper receives compensation for his role as an IAR and equity interest owner of Nautical Advisors. There is a potential conflict of interest in trading client accounts of Nautical Advisors, and those of AlphaCore. Nautical Advisors subscribes to AlphaCore's "Model Portfolio & Research Subscription Service," and therefore receives certain research and model allocation information. Therefore, Nautical Advisors may trade, but are not required to, certain clients' accounts similarly or the same as AlphaCore clients at different times. Nautical Advisors does not utilize these services with respect to accounts subject to an incentive fee, which is charged on accounts traded pursuant to a purely systematic program (i.e., trading effected according to a computer generated model or algorithm) offered to certain qualified clients. Mr. Upper is not responsible for trading related responsibilities at AlphaCore.

AlphaCore and its IARs endeavor at all times to put the interests of the clients first, and recommendations only will be made to the extent that they are reasonably believed to be in the best interests of the client. While Mr. Seward and Mr. Upper devote as much time to the business and affairs of AlphaCore as is necessary to perform their duties as IARs, they do devote a portion of their time to performing services for the outside business activities. Having outside business activities create conflicts of interest, especially since obligations to the outside businesses take time away from their duties performed for AlphaCore. The conflicts outlined above are disclosed to clients at the time of entering into an advisory agreement, mainly through the delivery of this Disclosure Brochure (ADV Part 2A) and Mr. Seward's and Mr. Upper's ADV Part 2B Supplement Brochure.

While they are not "Management Persons" (as defined by the SEC), it is noted that three individuals are registered with an unaffiliated broker-dealer, Foreside Fund Services, LLC ("Foreside"). Two individuals are registered representatives of Foreside in the capacity of wholesale distribution services for the AlphaCore Fund, and one individual is a registered representative of Foreside to supervise such activities. None of these individuals provide direct asset management services to individual clients.

### **Third – Party Investment Advisor Arrangements**

As described in *Item 4* and *Item 5*, we may select independent, third-party investment advisors to serve as Sub-Advisors in our Asset Management Services program. We do not receive a referral fee or solicitor fee from such Sub-Advisors. The only compensation we receive is the management fee we charge directly to our clients. Sub-Advisors will also bill clients directly, but our fees are completely separate from the fees charged by Sub-Advisors (please refer to Item 5 for more details). This policy helps us avoid selecting Sub-Advisors based on our economic interests. Instead, we select Sub-Advisors we believe are most appropriate for our clients absent additional economic benefits we could receive from a third-party Sub-Advisor.

## **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

### **Code of Ethics Summary**

An investment advisor is considered a fiduciary and has a fiduciary duty to all clients. AlphaCore has established a Code of Ethics to comply with the requirements of the securities laws and regulations that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. AlphaCore's Code of Ethics covers all individuals that are classified as "Supervised Persons" (i.e., any officers, partners, directors (or other persona occupying a similar status or performing similar functions), or employees, or any person who provides investment advice for AlphaCore). AlphaCore requires its Supervised Persons to consistently act in a client's best interest in all advisory activities. AlphaCore imposes certain requirements on its Supervised Persons to ensure that they meet AlphaCore's fiduciary responsibilities to our clients. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of AlphaCore. For a full copy of our Code of Ethics, please send us a written request to our main address, or call us at 858-875-4100.

**Affiliate and Employee Personal Securities Transactions Disclosure**

AlphaCore or Supervised Persons of AlphaCore may buy or sell for their personal accounts, investment products identical to those recommended to clients. Also, there are times when AlphaCore will purchase the same or similar securities for the AlphaCore Fund at the same time as it affects transactions for other our clients. Additionally, Supervised Persons of AlphaCore may invest in the AlphaCore Fund. This creates a potential conflict of interest. It is the express policy of AlphaCore that all persons supervised in any manner with AlphaCore must place clients' interests ahead of their own when implementing personal investments. AlphaCore and its Supervised Persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with AlphaCore unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To mitigate potential conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, supervised persons):

- Supervised persons cannot place their own interests ahead of any client.
- Supervised persons are subject to restrictions regarding transactions of certain securities transacted in client accounts.
- Supervised persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Supervised persons are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider".
- Supervised persons are discouraged from conducting frequent personal trading.
- Supervised persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of AlphaCore.
- Supervised persons must report their transactions and holdings in certain securities, including the AlphaCore Fund.

Any Supervised Person not observing our policies is subject to sanctions up to and including termination.

**Item 12 – Brokerage Practices**

Clients are under no obligation to act on the financial planning recommendations of AlphaCore. When AlphaCore implements our investment advice, we are responsible to ensure that the client receives the best execution possible. Best execution does not necessarily mean that clients receive the lowest possible price and/or commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in a client's best interest. When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with our existing systems, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

We exercise reasonable due diligence to make certain that best execution is obtained for all clients when implementing any transaction by considering the back office services, technology and pricing of services offered.

AlphaCore does not have a related company that is a broker-dealer, and we do not receive client referrals from broker-dealers.

### ***Custodial Arrangements***

#### **Fidelity Institutional Wealth Services**

We may recommend that clients open accounts directly at Fidelity Institutional Wealth Services as a result of our participation in the Fidelity Institutional Wealth Services program. Fidelity Institutional Wealth Services, a division of Fidelity, Inc. is a registered broker-dealer, member FINRA/SIPC/NFA ("Fidelity"), and will serve as the client's qualified custodian and maintain physical custody of all client funds and securities, along with effecting trades in clients' accounts held at Fidelity.

Fidelity provides AlphaCore with access to their institutional trading and custody services, which are typically not available to retail investors. The services from Fidelity include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Fidelity's institutional services also provide access to products and services (as part institutional wealth services, or paid for by AlphaCore) which assist AlphaCore in servicing its clients and their accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology which provides account access, portfolio management, accounting, back-office functions, recordkeeping and client reporting. Fidelity Institutional Wealth Services may also provide other services intended to help us manage and further develop our business, such as research, regulatory compliance, and other services.

#### **Charles Schwab & Company, Inc.**

AlphaCore also may recommend Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA-registered broker-dealer, Member SIPC, to clients to serve as custodian of the client's assets and to effect trades for their account(s). Although AlphaCore may recommend that a client establish accounts at Schwab, it is the client's decision to custody assets with Schwab. AlphaCore is independently owned and operated and not affiliated with Schwab. AlphaCore may recommend additional unaffiliated broker-dealers to affect fixed income transactions.

Schwab provides AlphaCore with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained at Schwab Institutional. These services are not contingent upon AlphaCore committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require significantly higher minimum initial investment.

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

Schwab's products and services assist AlphaCore in managing and administering clients' accounts, and may include software and other technology that (i) provides access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of

AlphaCore's fees from some of its accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help AlphaCore manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of AlphaCore personnel.

#### **Other Custodians**

AlphaCore may provide advisory services to clients that have selected other custodians for certain assets. AlphaCore has the ability and authority to place buy and sell orders with or through any broker-dealers it deems will provide the best overall services and execution at the time of the transaction.

While as a fiduciary, AlphaCore endeavors to act in its clients' best interests, AlphaCore's recommendation that clients maintain their assets in accounts at any specific custodian may take into account availability of some of the foregoing products, services, or other arrangements and not solely on the cost or quality of custody and brokerage services provided by a custodian, which may create a conflict of interest with AlphaCore's recommendation of a custodian.

#### **AlphaCore Fund Transactions**

For transactions placed for the AlphaCore Fund, since the assets are held at a custodian bank, AlphaCore has the ability and authority to place buy and sell orders with or through any broker-dealers it deems will provide the best overall services and execution at the time of the transaction.

#### **Client Directed Brokerage**

AlphaCore does not currently permit directed brokerage arrangements. Under no circumstances will AlphaCore place any transactions for the AlphaCore Fund with a broker-dealer in recognition of past or future client referrals or in consideration of the broker's promotion of the sale of mutual fund shares.

#### **Block Trading Policy**

Transactions for each client will be effected independently, unless AlphaCore determines a transaction of the same security for several clients at approximately the same time should be placed as a "bunched" transaction. AlphaCore provides advisory services for a number of clients, some of which may have similar investment objectives. When believed to be beneficial to all participating clients, AlphaCore will aggregate client's transactions, which from time to time will include transactions for the AlphaCore Fund and/or proprietary (firm or employee) accounts that have similar orders being made at the same time. Such client benefits may include better transaction prices and lower trade execution costs.

If all aggregate orders do not fill at the same price, transactions will generally be averaged as to price and allocated among participating accounts pro-rata to the purchase and sale orders placed for each participating account on any given day. When the full amount of an aggregated trade is not executed on the day of placement, the partial amount actually executed shall be allocated among the participating accounts on a pro rata basis.

### **Item 13 – Review of Accounts**

#### **Account Reviews and Reviewers**

Managed accounts are generally reviewed quarterly. While the calendar is the main triggering factor, reviews can also be conducted at a client's request. Account reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by one or more our investment advisor representatives with reviews performed in accordance with a client's investment goals and objectives.

### **Statements and Reports**

For our asset management services, clients are provided with transaction confirmation notices and regular quarterly account statements directly from their qualified custodian. Additionally, AlphaCore may provide written position or performance reports to clients quarterly and upon request. Reporting may also include details of financial planning projections and updates.

Clients are encouraged to always compare any reports or statements provided by us, a sub-advisor or a third-party money manager against the account statements delivered from the qualified custodian or issuer. When clients have questions about their account statement, they should contact AlphaCore or the qualified custodian or issuer preparing the account statement.

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

AlphaCore has entered into arrangements with solicitors to refer potential clients to AlphaCore. All such agreements are in writing and comply with the requirements of Rule 206(4)-3 of the Advisers Act. When a prospective client is introduced to AlphaCore by a solicitor and then becomes a client, AlphaCore pays the referring solicitor a fee. While the specific terms of each arrangement may differ, generally, the compensation paid to the solicitor is based upon the engagement and retention of new clients, and is calculated using a varying percentage of the advisory fees paid by the clients. Each prospective client who is referred to AlphaCore under such an arrangement will receive a copy of AlphaCore's Form ADV Part 2 and a separate written disclosure statement disclosing the nature of the relationship between the third party solicitor and AlphaCore, which will disclose the amount of compensation that will be paid by AlphaCore to the solicitor. The solicitor is required to obtain the client's signature on that disclosure statement, which acknowledges the client's receipt of AlphaCore's Form ADV Part 2 and the solicitor's written disclosure statement outlining the arrangement.

The only direct compensation received from advisory services is the fees charged for providing investment advisory services as described in *Item 5* of this Disclosure Brochure. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as client appreciation events, advertising, publishing, and seminar expenses. Although receipt of these marketing expense reimbursements are not predicated upon specific allocation quotas, the product sponsor reimbursements are typically made by those sponsors for which allocations have been made or for which it is anticipated allocations will be made. This creates a conflict of interest in that there is an incentive to recommend certain products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. We attempt to control for this conflict by always basing investment decisions on the individual needs of our clients. AlphaCore receives no other forms of compensation in connection with providing investment advice.

### **Item 15 – Custody**

Custody, as it applies to investment advisers, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented. AlphaCore is deemed to have custody of client funds and securities whenever AlphaCore is given the authority to have fees deducted directly from client accounts. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody. In addition, on February 21, 2017, the SEC published a "No-Action" letter wherein they took the position that an investment adviser which acts on behalf of a client and pursuant to a standing letter of instruction, or other similar asset transfer authorization arrangement established by a client with a qualified custodian, and transfers client assets to one or more third parties upon the request of a client, is deemed to have custody of such assets. Therefore, to the extent



clients have put in place such third party transfer authorizations, AlphaCore is deemed to have custody of such assets.

For accounts in which AlphaCore is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from AlphaCore. When clients have questions about their account statements, they should contact AlphaCore or the qualified custodian preparing the statement.

In the above mentioned No-Action letter, the SEC set forth seven conditions whereby, if met by an adviser, the SEC would not recommend enforcement action against an adviser under Section 206(4) of, and Rule 206(4)2 under, the Advisers Act if that adviser does not obtain a surprise examination (as would otherwise be required for any adviser having custody of client assets). The SEC further stated its acknowledgment that investment advisers, qualified custodians and their clients will require a reasonable period of time to implement the processes and procedures necessary to comply with this relief. The Adviser is in the process of establishing procedures to meet these conditions, and anticipates this to be in place within a reasonable period of time. AlphaCore will update its Form ADV Part 2A and Part 1. Beginning with the next annual updating amendment after October 1, 2017, AlphaCore will include client assets that are subject to such a standing letter of authorization in its response to Item 9 of Form ADV.

When fees are deducted from an account, AlphaCore is responsible for calculating the asset management and/or sub-advisory fees, and delivering instructions to the custodian. Prior to AlphaCore instructing the custodian to deduct fees from a client's account, AlphaCore will send a statement to the client, and/or adviser who engaged our sub-advisory services, itemizing the fee. Itemization will include the fee schedule used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee.

### Item 16 – Investment Discretion

When providing asset management services, AlphaCore maintains trading authorization over a client's account and can provide management services on a **discretionary** basis. When discretionary authority is granted, we will have the authority to determine the type of securities and the amount of securities that can be bought or sold for a client's account without obtaining client consent for each transaction.

If a client decides to grant trading authorization on a **non-discretionary** basis, we will be required to contact the client prior to implementing changes in their account. Therefore, clients will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If a client's account is managed on a non-discretionary basis, the client should understand that if we are not able to obtain approval or the approval is delayed, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

Clients will have the ability to place reasonable restrictions on the types of investments that may be purchased in their accounts. Clients also may place reasonable limitations on the discretionary power

granted to AlphaCore so long as the limitations are specifically set forth or included as an attachment to the client agreement.

### **Item 17 – Voting Client Securities**

AlphaCore does not vote proxies on behalf of our clients, with the exception of the AlphaCore Fund. Therefore, clients are instructed to read through the information provided with proxy-voting documents and make a determination based on the information provided. If requested, we may provide limited clarifications of the issues presented in the proxy voting materials based on our understanding of issues presented in the proxy-voting materials. However, clients will have the ultimate responsibility for making all proxy-voting decisions. Clients will usually receive proxies and proxy related documents directly from their custodian. However, should AlphaCore inadvertently receive a proxy on a client's behalf (other than the AlphaCore Fund), we will promptly forward to the client for voting.

AlphaCore has been delegated proxy voting responsibility by the AlphaCore Fund for proxies solicited on the securities held in the AlphaCore Fund's portfolio. Our general policy is to vote proxies received in a manner consistent with the best interests of the AlphaCore Fund and its shareholders. As such, it is the general policy to vote all proxies received from underlying mutual fund in which the AlphaCore Fund is invested in the same proportion that all shares of the underlying funds are voted, or in accordance with the instruction received from AlphaCore Fund shareholders, pursuant to Section 12(d)(1)(F) of the 1940 Act. Also, we are required to present to the AlphaCore Fund's Board of Trustees, at least annually, our written proxy voting policy and a record of each proxy voted by AlphaCore on behalf of the AlphaCore Fund, including a report on the resolution of all proxies identified by us as involving a conflict of interest.

Information regarding how proxies were voted relating to portfolio securities of the AlphaCore Fund is outlined in the AlphaCore Fund's prospectus and statement of additional information. For a copy of AlphaCore's Proxy Voting Policy, please call the main number on the cover page of this Disclosure Brochure.

AlphaCore will not be deemed to have proxy-voting authority solely as a result of providing advice or information about a particular proxy vote to a client.

### **Item 18 – Financial Information**

This *Item 18* is not applicable to this brochure. AlphaCore does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, AlphaCore has not been the subject of a bankruptcy petition at any time.