



Crowell, Weedon & Co.

A DIVISION OF D.A. DAVIDSON & CO. MEMBER SIPC

Part 2A of Form ADV

Firm Brochure

Financial Planning Services Brochure

**D.A. Davidson & Co.
8 Third Street North
Great Falls, MT 59401
406-727-4200**

www.dadavidson.com

December 15, 2014

This wrap fee program brochure provides information about the qualifications and business practices of D.A. Davidson & Co., including its Crowell, Weedon & Co. division. If you have any questions about the contents of this brochure, please contact us at 406-727-4200 or 800-332-5915 or adv@dadco.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 D.A. Davidson & Co. is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by our firm's CRD number, which is 199.

Item 2 Material Changes

D.A. Davidson & Co. (“D.A. Davidson”) updated this Form ADV Part 2A Financial Planning Services Brochure (the “Brochure”) on December 15, 2014. The following summary discusses the material changes that D.A. Davidson has made to the Brochure since December 15, 2013, the date of the last annual update to the Brochure.

- In August 2014, D.A. Davidson, without admitting or denying the allegations, consented to the findings of the Financial Industry Regulatory Authority, Inc. (“FINRA”) that Crowell, Weedon & Co. violated FINRA rules relating to the supervision of registration filings relating to its registered representatives during the period from December 2007 through mid-July 2012. The registration filing deficiencies generally related to late, incomplete or inaccurate filings of Forms U4 or U5. Crowell, Weedon & Co. was acquired by D.A. Davidson in August 2013. See Item 9 “Disciplinary Information” for additional information.

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Item 4 Advisory Business

D.A. Davidson & Co. ("D.A. Davidson") is a SEC-registered investment adviser with its principal place of business located in Great Falls, Montana. D.A. Davidson subsidiaries include Crowell, Weedon & Co., Davidson Investment Advisors, Inc., D.A. Davidson Trust Company, and Davidson Fixed Income Management, Inc. D.A. Davidson acquired Crowell, Weedon & Co. in 2013 and Crowell, Weedon & Co. ("Crowell Weedon") operates as a division of D.A. Davidson under the name Crowell, Weedon & Co., a division of D.A. Davidson & Co.

This Brochure describes the Financial Planning Services (the "Services") D.A. Davidson offers its clients through its Financial Advisors and through professionals in its Wealth Planning Department (the "Department"). References to "D.A. Davidson" in this Wrap Fee Brochure (Brochure") shall include Crowell, Weedon & Co., a division of D.A. Davidson & Co. unless otherwise stated. D.A. Davidson sponsors several wrap fee programs that are described in a separate brochure, called a "Wrap Fee Brochure". That brochure describes the agreements, fees and potential conflicts of interest for each program. If you would like to request a brochure for another investment advisory service provided by D.A. Davidson, please call 406-727-4200 or 800-332-5915 or email us at adv@dadco.com.

The information contained in this Brochure is current as of the date above and is subject to change at D.A. Davidson's discretion. Please retain this Brochure for your records.

The Services available generally include an analysis of a client's overall financial condition and investment needs; an analysis of net worth, asset distribution, asset growth and cash flow; estate, education, retirement, stock options and other funding needs; asset allocation strategies; investment portfolio valuation and planning; and a review of life

insurance death benefit needs. The Services may also include limited consultations with other professionals assisting the client, such as the client's attorney or tax adviser. More comprehensive financial planning services may involve the D.A. Davidson Financial Advisor, working either independently or with individuals from other D.A. Davidson departments, considering more complex issues in financial planning and reviewing estate planning strategies. The client's other professional advisers often play an integral role in the Services. Clients may negotiate with Financial Advisors to provide other investment advisory services.

The Services are non-discretionary in nature and a client retains full discretionary authority to manage the client's assets. D.A. Davidson Financial Advisors and the Department professionals tailor their services to the individual needs of clients.

As of September 30, 2014, D.A. Davidson has approximately \$9,650,805,073 assets under management, approximately \$7,785,471,720 of which was managed on a discretionary basis and approximately \$1,865,333,353 of which was managed on a non-discretionary basis.

The Client-D.A. Davidson Relationship

D.A. Davidson, the Department and its Financial Advisors are deemed to have a fiduciary relationship with a client when providing the Services that are described in this Brochure. As fiduciaries, D.A. Davidson, the Department and Financial Advisors are required to act in the best interest of clients when providing investment advice, make a full disclosure to clients of all material conflicts of interest, and in the event a conflict of interest occurs, D.A. Davidson, the Department and its Financial Advisors are required to place a client's interests ahead of their own.

From time to time D.A. Davidson and its Financial Advisors may engage in certain business practices or may receive compensation or other benefits that create a potential for conflict between the interests of clients and the interests of D.A. Davidson and its Financial Advisors. D.A. Davidson generally addresses potential conflicts of interest by adopting and enforcing policies and procedures for D.A. Davidson and its associates to follow that are designed to ensure that: (i) D.A. Davidson and its advisory personnel comply with applicable fiduciary standards and act in the best interest of a client when providing investment advice; (ii) potential conflicts of interest are avoided or disclosed to a client; and (iii) D.A. Davidson conducts its business in a manner that is consistent with the disclosures made.

Description of Services

Financial Planning. As reflected by a written agreement between D.A. Davidson and a client, D.A. Davidson offers financial planning services that generally address a wide spectrum of a client's long-term financial needs through the creation of a financial plan (a "Plan"). If a client wishes to engage D.A. Davidson for financial planning services, the client must define his or her financial goals, needs and objectives and provide adequate relevant information to D.A. Davidson. Typically, this may include the completion of a discovery interview or financial planning questionnaire by the client, as well as the provision of supporting documentation. The content of a Plan will depend on the specific needs and circumstances of the client, as well as the information they provide.

A Plan will generally evaluate a client's retirement, savings, and cash flow needs, as well as address certain aspects of their insurance needs. Additionally, a Plan may address certain aspects of a client's estate planning needs, although any estate plan

analysis should not be considered tax or legal advice and clients are urged to consult their tax and legal consultants about the tax and legal consequences of any specific estate planning strategy. Finally, a Plan generally includes an analysis of a client's investment objectives and presents an asset allocation recommendation including equity and fixed income securities, cash, or other investment assets. All Financial Advisors who present financial plans are Series 65 or 66 licensed.

A Plan will set forth recommendations intended to help with the attainment of the client's goals, needs and objectives as understood by D.A. Davidson. In developing a client's Plan, D.A. Davidson does not assume or undertake any responsibility for implementing the recommended actions or for monitoring the actions taken by the client. At the client's request, and pursuant to a separate arrangement, D.A. Davidson will assist the client in implementing the Plan and monitoring the investments made and related actions taken. In preparing a Plan for a client, D.A. Davidson relies on the accuracy and completeness of the information clients provide in the financial planning questionnaire and otherwise, without independent verification. D.A. Davidson is not responsible for any inadequacies or errors contained in the Plan resulting from a client's failure to provide D.A. Davidson with accurate or complete information.

Before commencement of the financial planning process the client must sign a Financial Planning Engagement agreement (the "Agreement"). The Agreement explains that the client is hiring D.A. Davidson, either through their Financial Advisor or the Department, for a finite period of time in connection with the preparation and delivery of a financial plan or financial planning services. The financial planning relationship

will commence with the client's signature on the Agreement. The financial planning relationship will end upon the delivery of the financial plan to the client, or 90 days after the start of the financial planning relationship, whichever is earlier. If the financial planning relationship ends because 90 days elapse and the Plan has not been delivered to the client, a new engagement letter will need to be signed by the client in order for the process to continue.

Once the financial planning engagement ends, the client's relationship with their Financial Advisor and the firm will automatically revert to a broker-dealer relationship, unless the client decides to implement the plan through one of our advisory programs and separately contracts (or has already contracted) for that separate advisory service. Otherwise investment recommendations made by a client's Financial Advisor in the implementation of the Financial Plan will be in his or her capacity as a broker.

Clients are not required to transact business through D.A. Davidson to implement any of the suggestions contained in a comprehensive financial plan. If a client decides to execute transactions through D.A. Davidson as broker-dealer, the client will pay D.A. Davidson any applicable charges, including commissions and/or fees, a portion of which, if any, will be paid to the Financial Advisor. Fees for comprehensive financial planning services are negotiable. Since the client is not obligated to implement the Plan, neither D.A. Davidson nor the Department performs a subsequent review or periodic or continual monitoring of the client's plan following the delivery of the Plan. However, the client may negotiate arrangements to update a Plan.

Item 5 Fees and Compensation

Advisory Fee

Financial Planning. D.A. Davidson's financial planning services and financial plans may be

provided for a fee or at no charge. The fee is negotiable and is generally determined based on the nature of the services being provided, the complexity of the client's circumstances, as well as the other aspects of the client's current and historical relationship with D.A. Davidson. All fees are agreed upon prior to entering into an Agreement with any client. D.A. Davidson may waive and/or refund part or all of the fees for planning services in its sole discretion. Fees are generally payable as services are rendered.

A D.A. Davidson Financial Advisor who is a CERTIFIED FINANCIAL PLANNERTM certificant may charge fees for the preparation of a Plan and any related consultation. D.A. Davidson management and the Wealth Planning Department have the discretion to allow Financial Advisors who are not CERTIFIED FINANCIAL PLANNERTM certificants to charge fees based on the tenure and other education or training of the Financial Adviser. A D.A. Davidson Financial Advisor who does not have these credentials may share in fees related to Plans prepared by the Department or by other D.A. Davidson Financial Advisors that have the necessary credentials. This may be in the form of a referral fee or revenue sharing, depending on the nature of the Financial Advisor's level and type of participation in the planning process.

Currently, the fees for preparing a Plan and providing related financial planning services generally range from \$500 to \$10,000, but may be higher depending upon the services requested. In some cases, Financial Advisors may charge an hourly rate for financial planning services. The fees charged to a client for preparation of a Plan and related services are paid to D.A. Davidson, and a portion of the fees may be paid to the D.A. Davidson Financial Advisor and/or the Department as part of their non-recurring compensation. This compensation may be in the form of a referral fee or otherwise, depending upon the nature

of the relationship with the client. Since D.A. Davidson began providing these services, it has had other fee ranges and schedules in effect, which may provide fees lower or higher, as the case may be, than those described above. As new fees are put into effect, they are generally made applicable only to new clients, and fee schedules to existing clients are generally not affected. Therefore, some clients may pay different fees than those shown above. If a D.A. Davidson Financial Advisor discusses matters relating to a Plan with a client's tax or legal Consultants per the client's request, the client may be charged a separate fee by those Consultants.

There is no minimum dollar value of assets or other conditions required of a client to receive these services.

Other Fees and Expenses

The fees paid to D.A. Davidson by the client only cover the financial planning services provided by D.A. Davidson. The fees do not include any fees that may be charged by investment managers managing client assets or other service providers, such as custodians and broker-dealers, which a client may incur in implementing the Plan or recommendations made by D.A. Davidson.

In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker-dealer with which an independent investment manager effects transactions for the client's account.

All fees paid to D.A. Davidson for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also

imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without D.A. Davidson's services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Other Compensation Received by D.A. Davidson

D.A. Davidson is registered as a broker-dealer under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and its Financial Advisors are registered broker-dealer representatives of D.A. Davidson. In such capacities, D.A. Davidson and its Financial Advisors provide brokerage and related services to clients, including the purchase and sale of individual stocks, bonds, mutual funds, private investment funds, and other securities, and sales of life insurance policies and annuities. D.A. Davidson and its Financial Advisors receive compensation based upon the sale of such securities and other investment products, including asset-based sales charges and service fees on the sale of mutual funds. This practice presents a conflict of interest because it gives D.A. Davidson and its Financial Advisors an incentive to recommend investment products based upon the compensation received rather than on a client's needs. However, when providing investment advisory services to clients, D.A. Davidson and its Financial Advisors are

fiduciaries and are required to act solely in the best interest of clients. D.A. Davidson addresses these potential conflicts by adopting and enforcing policies and procedures that are designed to ensure that D.A. Davidson and its Financial Advisors comply with their fiduciary duties as is further described under the section “Advisory Business—The Client-D.A. Davidson Relationship” above. For more specific information about D.A. Davidson’s compensation and other benefit arrangements and how D.A. Davidson addresses the potential conflicts of interest they create, please see the sections “Other Financial Industry Activities and Affiliations” and “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” below.

In connection with providing the Services, D.A. Davidson and its Financial Advisors only offer asset allocation and similar investment recommendations of a general nature, and do not recommend any particular investment product. A client has the option to purchase investment products through brokers or agents that are not affiliated with D.A. Davidson.

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

D.A. Davidson does not charge performance-based fees. Performance-based fee arrangements involve the payment of fees based upon the capital gains or capital appreciation of a client’s account.

Item 7 Types of Clients

D.A. Davidson offers financial planning services to many types of current or prospective clients, including, but not limited to: individuals; trusts; estates; or charitable organizations. There is no minimum account size or minimum fee requirements for financial planning services.

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

D.A. Davidson Financial Advisors and the Department may use various forms of third party research information and related tools to provide financial planning services. These sources of information and tools may include, among others, external market, economic, financial and investment data and analyses provided by organizations not affiliated with D.A. Davidson. D.A. Davidson Financial Advisors and the Department may also use research reports created by other departments of D.A. Davidson and may consider the asset allocations recommended by D.A. Davidson in connection with its Managed Funds Portfolios (MFP) program. They may also employ the use of computers and third party financial planning application software to more readily display information and to assist with analysis and making recommendations. Although they use information and tools that D.A. Davidson deems reliable, D.A. Davidson does not independently verify or guarantee the accuracy of the information or tools used.

Risk is inherent in any investment in securities and D.A. Davidson does not guarantee any level of return on a client’s investments. There is no assurance that a client’s investment objectives or other goals will be achieved. Numerous assumptions are made during the financial planning process, which may turn out to be incorrect. As a result, a client’s returns may be less than anticipated.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

In July 2012, D.A. Davidson, without admitting

or denying the allegations, consented to the findings of the Financial Industry Regulatory Authority, Inc. ("FINRA") that it violated FINRA Rule 2010 and NASD Rules 2110, 2320 and 2440 by failing to use reasonable diligence to ascertain the best inter-dealer market and failed to buy or sell corporate bonds to or from its customers at the most favorable price as possible under the prevailing market conditions. D.A. Davidson was censured and fined \$30,000.

In February 2012, D.A. Davidson, without admitting or denying the allegations, consented to the findings of the NASDAQ Stock Market that it violated SEC Rule 604 in that it failed to display immediately customer limit orders in NASDAQ securities in its public quotation, when such order was at a price that would have improved the firm's bid or offer. D.A. Davidson was censured and fined \$7,500.

In April 2010, D.A. Davidson, without admitting or denying the allegations, consented to the findings of the Financial Industry Regulatory Authority, Inc. ("FINRA") that it violated: (1) Rule 30 of Regulation S-P in failing to adopt and implement policies and procedures reasonably designed to safeguard customer records and information; and (2) NASD Rules 3010(A) and (B) by failing to establish and maintain a system, reasonably designed to achieve compliance with Rule 30 of Regulation S-P. The events arose from the criminal hacking of one of D.A. Davidson's databases, which occurred at the end of 2007. D.A. Davidson was censured and fined \$375,000.

In April 2009, D.A. Davidson, without admitting or denying the allegations, consented to the findings of FINRA that D.A. Davidson failed to report accurate trading information through the submission of electronic blue sheets in response to request for such information by FINRA during the period from January 1, 2005 to August 1, 2005; by failing in some instances to include the correct buy, sale, or short sale

indicator for electronic blue sheet records. D.A. Davidson was censured and fined \$40,000.

In June 2004, D.A. Davidson without admitting or denying the allegations, consented to the findings of the National Association of Securities Dealers, Inc. ("NASD"), renamed FINRA in 2007, that it failed to establish, maintain or enforce supervisory systems and written procedures reasonably designed to prevent and detect late trading; failed to create and maintain records reflecting the time of receipt of orders to purchase or sell mutual fund shares; and failed to retain the records relating to the time of order of entry of mutual fund shares for the required three years. D.A. Davidson was fined \$150,000.

Prior to the combination of D.A. Davidson and Crowell Weedon, Crowell Weedon operated as its own separate dually registered investment adviser and broker dealer. Below are the legal and disciplinary events previously disclosed by Crowell Weedon.

In August 2014, D.A. Davidson, without admitting or denying the allegations, consented to the findings that Crowell, Weedon & Co. violated FINRA rules relating to the supervision of registration filings relating to its registered representatives during the period from December 2007 through mid-July 2012. More specifically, during the period from December 2007 through January 2011, Crowell Weedon filed late, inaccurate or failed to file to file Form U4, Form U5 or NYSE Rule 351(d) amendments on 39 occasions, and for the period from February 2011 through mid-July 2012, Crowell Weedon filed late, inaccurate, or failed to filed Form U4, Form U5 or NYSE 351(d) amendments on 41 occasions. The amendments generally related to reporting outside business activities, income tax judgments/liens, and customer complaints. Crowell Weedon & Co. was fined \$120,000.

On May 30, 2012, Crowell Weedon, without

admitting or denying the allegations, consented to a FINRA censure and \$40,000 fine arising from FINRA's allegations that Crowell Weedon failed to require three individuals in supervisory capacities with respect to the firm securities business to obtain the Series 24 license. As a condition of the sanction, Crowell Weedon fulfilled its obligation to: (a) ensure that all the firm's employees are properly registered; (b) ensure that the individuals do not act in a supervisory capacity until they obtain a Series 24 license; and (c) revise the firm's written supervisory procedures to, among other things, clearly designate the individuals responsible for supervision

On May 30, 2008, Crowell Weedon, without admitting or denying the allegations, consented to a FINRA censure and \$25,000 fine arising from FINRA's allegations that Crowell Weedon violated the Securities Exchange Act of 1934, and NASD rules. This settlement arose from findings from four separate examinations conducted by the NYSE Division of Member Firm regulation between November 2004 and December 2005. In the 2004 Sales Practice Unit ("SPRU") examination, the firm was found to have failed to promptly file a Form RE-3 with the NYSE on two separate occasions in connection with the misappropriation of funds by firm employees. In the 2004 and 2005 financial and operation examinations, the firm was found to have a business continuity plan that failed to meet the required elements. In the 2004 and 2005 SPRU examinations, the firm was found to have failed to properly complete its handwritten order tickets.

On May 21, 2007, the New York Stock Exchange (NYSE) issued an order censuring and fining Crowell Weedon \$225,000 for violating NYSE Rule 401(A) in that it did not at all times adhere to the principles of good business practice in the conduct of its business affairs,

by: (a) Failing to timely deliver prospectuses in connection with certain sales of registered securities in violation of Section 5(B)(2) of the Securities Act of 1933; (b) Failing to disclose to customers that its Registered Representatives were given opportunities to attend Sales Conferences at resort locations, and to receive increased commission compensation from the firm, with respect to customer transactions in certain investment products; (c) Violating NYSE Rule 100(B) in that it failed to deliver product descriptions in connection with the sales of certain Exchange Traded Funds. Crowell Weedon was censured and fined for violating NYSE Rule 342 by failing to have policies and procedures in place reasonably designed to: (a) Cause prospectuses or product descriptions to be delivered to customers in connection with certain sales of registered securities, as required; (b) Cause disclosure to customers that its registered representatives were given opportunities to attend sales conferences at resort locations, and transactions in certain investment products.

Item 10 Other Financial Industry Activities and Affiliations

D. A. Davidson is a wholly owned subsidiary of D.A. Davidson Companies, a financial services holding company. Davidson Companies' other subsidiaries are Davidson Investment Advisors Inc. and Davidson Fixed Income Management, Inc., (Davidson Investment Advisors, Inc. and Davidson Fixed Income Management, Inc. are federally registered investment advisers), and D.A. Davidson Trust Company, a federally chartered savings bank.

D.A. Davidson is a federally registered investment adviser as well as a FINRA registered broker-dealer. D.A. Davidson employees engaged in the managed futures business, or supervising that business, are licensed accordingly.

D.A. Davidson employees engaged in the advisory business are registered as investment adviser representatives in various states. Many D.A. Davidson employees engaged in the advisory business are also registered representatives of D.A. Davidson in its capacity as a broker-dealer.

D.A. Davidson is an affiliate of Davidson Investment Advisors. The President of Davidson Investment Advisors is also a registered representative of D.A. Davidson. In certain circumstances, he may have an incentive to refer a potential DIA customer to D.A. Davidson, or vice versa.

Some Financial Advisors may be licensed life agents or are agents and/or brokers for various insurance companies. If you purchase insurance products (including variable and fixed annuities), your Financial Advisor, in the capacity as a life agent, will receive separate and customary commission compensation for insurance sales. This conflict may be reduced as the value of the insurance assets is not included in the quarterly computation for managed fees.

Financial Advisors may from time to time refer clients to its affiliate, Davidson Investment Advisors, in its capacities as an independent investment adviser and as an investment adviser in D.A. Davidson advisory programs. The Financial Advisors have an incentive to make these referrals, because Davidson Investment Advisors pays a referral fee to D.A. Davidson, part of which is paid to its Financial Advisors. Nevertheless, when Davidson Investment Advisors serves as an investment adviser to a client referred from D.A. Davidson, the total fee to the client will be equal to or less than when a third party manager manages the account or a portion of the account.

D.A. Davidson is an affiliate of D.A. Davidson Trust Company. In that capacity, it refers

clients to D.A. Davidson. However, D.A. Davidson Trust Company is not compensated for such referrals. Additionally, D.A. Davidson Paragon Portfolio Managers manage accounts over which D.A. Davidson Trust Company has investment discretion, which it delegates to D.A. Davidson.

Certain D.A. Davidson officers or their affiliates own a minority interest in San Pasqual Trust. San Pasqual Trust may act as trustee for certain accounts for which D.A. Davidson may provide brokerage or investment advisory services. Accounts for which San Pasqual Trust acts as trustee are custodied at Bank of Montreal.

Two employees of D.A. Davidson own an investment adviser registered with the SEC. Please see "Affiliated Mutual Funds" below for additional information.

From time to time, D.A. Davidson and its Financial Advisors may recommend that clients invest with an affiliated advisor or investment products that are affiliated with D.A. Davidson. Such recommendation of affiliated advisors or investment products creates a potential conflict of interest. However, as fiduciaries, D.A. Davidson and its Financial Advisors will select or recommend affiliated investment products only when they determine it to be in the client's best interest to do so. This criteria used by them in deciding to select or recommend affiliated investment products are the same as those used for unaffiliated investment products.

Affiliated Mutual Fund Davidson Investment Advisers, Inc. ("DIA") is the investment adviser to Davidson Mutual Funds, an investment company registered under the Investment Company Act of 1940. U.S. Bancorp Fund Services, LLC acts as the Fund's administrator and provides fund accounting and transfer agency services. D.A. Davidson offers the fund

to its brokerage and certain advisory (as described below) clients. The compensation that D.A. Davidson and its Financial Advisors receive from selling shares of the fund is set forth in the prospectuses relating to the fund and is similar to what it may receive from sales of mutual funds managed by non-affiliated investment advisers.

D.A. Davidson may purchase or recommend the purchase of the Davidson Mutual Fund in Paragon and Choice advisory accounts with the exception of those that are IRA and ERISA accounts. The client will not be charged a fee or load. Any purchase will be made at Net Asset Value. When the Davidson Mutual Fund is held in an advisory account, the client will pay a fee based on the market value of assets which will include the fair market value of the Fund shares held in the account. The Fund will pay 12b-1 marketing and distribution fees to D.A. Davidson but D.A. Davidson rebates those fees directly to the account holding the Fund shares. D.A. Davidson provides no financial or other incentive for the Financial Advisor to favor the Davidson Mutual Fund over other unaffiliated mutual funds.

DIA receives fees for advising the Davidson Mutual Fund. Those fees are based on the amount of assets held in the Funds, which increases with any new purchases of shares. The fee arrangement for DIA advisory services is disclosed in each Fund's prospectus. As a mutual fund shareholder, the client pays indirectly a portion of the ongoing expenses of the Fund. These expenses include the DIA advisory fee, all 12b-1 fees, not just those paid and rebated to client accounts by D.A. Davidson, and all other ongoing fees incurred in the administration of the Funds.

For additional information about the Davidson Mutual Funds, a Prospectus and Statement of Additional Information are available on-line at: www.davidsonmutualfunds.com. Prospective investors should review these documents

carefully before making any investment in the funds.

Two Oaks Investment Management LLC ("Two Oaks"), the investment advisor to Two Oaks Diversified Income Fund Class A and C ("Two Oaks Funds"), which is part of the Northern Lights Fund II, an investment company registered under the Investment Company Act of 1940. Two Oaks is owned by Blake Todd and Jarrett Perez who are registered representatives of D.A. Davidson. The Two Oaks Funds are generally available for use in advisory accounts and brokerage accounts, except for accounts managed by Mr. Todd or Mr. Perez as discussed below. Northern Lights Fund Trust II is not otherwise affiliated with D.A. Davidson

D.A. Davidson does not maintain an ownership interest in Two Oaks. In their capacity as Financial Advisors to D.A. Davidson clients, Mr. Todd and Mr. Perez are presented with some conflicts of interest. Among those conflicts of interest are the following and how they are managed:

- (1) As Financial Advisors of D.A. Davidson, Mr. Todd and Mr. Perez may direct trades for the fund through D.A. Davidson and D.A. Davidson could profit from that trading activity. To eliminate this conflict of interest, no Two Oaks mutual fund trades are permitted to be directed through D.A. Davidson.
- (2) Mr. Todd and Mr. Perez could place shares of the Mutual Fund, Two Oaks in discretionary accounts they manage and get paid a management fee for such discretionary account management, and also receive a fund Advisory fee on the same moneys. To remove this conflict of interest for Mr. Todd's and Mr. Perez's discretionary accounts at D.A. Davidson, these

accounts are prohibited from owning any shares in the Two Oaks Mutual Fund.

- (3) In their capacity of advising clients on the placement of their investments Mr. Todd and Mr. Perez are compensated as the broker of record and receive any sales commission for the placement of moneys into the Two Oaks Mutual Fund. As such, they may also receive any ongoing 12b-1 servicing fees for those clients they are the broker of record for in retail (non-advisory) accounts. To address this conflict of interest all clients are informed of the dual role Mr. Todd and Mr. Perez maintain and how they are compensated prior to their purchase of fund shares. Clients could also choose to invest in shares

For additional information about the Two Oaks Funds, a Prospectus and Statement of Additional Information are available online at www.twooaks.com. Prospective investors should review those documents carefully before making any investments in the Two Oaks Funds.

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

Code of Ethics. D.A. Davidson has adopted a Code of Ethics which sets forth the ethical standards of business conduct required of its employees, including compliance with applicable federal securities laws.

D.A. Davidson's Code of Ethics establishes rules of conduct for all D.A. Davidson employees working in the investment adviser area and is designed to, among other things; govern personal securities trading activities in the accounts of employees. The Code is based upon the principle that D.A. Davidson and its employees owe a fiduciary duty to D.A.

Davidson's advisory clients, to conduct their affairs, including personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients; (ii) taking inappropriate advantage of their position with the firm and (iii) any actual conflicts of interest or any abuse of their position of trust and responsibility. Financial Advisors who have discretion over client accounts cannot trade in the same security as clients during the same 24 hour period, unless the Financial Advisors account is managed in the same manner as other client accounts and does not result in a more favorable price to the Financial Consultant.

You may request a copy of the Code by email at adv@dadco.com, or by calling D.A. Davidson's Compliance Department at 406-727-4200 or 800-332-5915.

D.A. DAVIDSON'S PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Principal Trading. Subject to the requirements of applicable law, D.A. Davidson may act as principal, buying securities for itself from, or selling securities it owns to, an advisory client, but only on a case-by-case basis with advance written authorization from the client, and when it is in the best interest of a client to do so.

In addition to the advisory fee paid by a client, D.A. Davidson may realize profits from principal transactions with a client based on the difference between the price D.A. Davidson paid for the security and the price at which D.A. Davidson sold the security, which may include a markup or markdown from the prevailing market price, an underwriting fee, selling concession, or other incentive to execute the transaction. In trading as principal with a client, D.A. Davidson will have potentially conflicting division of loyalties and responsibilities regarding D.A. Davidson's own interests and the interests of the client. This

profit potential may give D.A. Davidson an incentive to recommend a transaction in which D.A. Davidson acts as principal. Nonetheless, D.A. Davidson has a fiduciary duty to act in the best interest of clients and to obtain best execution for its advisory clients. Furthermore, D.A. Davidson has adopted internal procedures designed to ensure that D.A. Davidson will not act in a principal capacity for any transaction in an advisory client's account, absent disclosure of the nature of the transaction to the client, including all material information regarding D.A. Davidson's or the client's Financial Advisor's interest in the transaction, and the client's prior written approval of the transaction or unless otherwise allowed by applicable law, and provided that such transaction is not otherwise prohibited by ERISA.

Agency Cross Transactions. D.A. Davidson policy generally prohibits agency cross transactions for advisory clients, but in rare exceptions may be granted. An "agency cross" transaction is a transaction in which D.A. Davidson acts as broker for the party or parties on both sides of the transaction. As compensation for its brokerage services, D.A. Davidson may receive compensation from parties on both sides of an agency cross transaction. Therefore, D.A. Davidson may have a conflicting division of loyalties and responsibilities. However, in all cases, D.A. Davidson will seek to obtain the best execution for each respective advisory client and will effect agency cross transactions only in accordance with the requirements of Rule 206(3)-2 under the Advisers Act. However, no cross transactions may be made in ERISA-covered or IRA advisory accounts.

Cross Trading Involving D.A. Davidson Advisory Accounts. From time to time, when D.A. Davidson believes that each respective transaction is consistent with the client's best interest, such as when accounts are adjusting

their respective durations, when one account is in a liquidation mode while another is in an accumulation mode, or for tax management purposes, D.A. Davidson, acting as investment manager, may cause (or in the case of non-discretionary accounts, recommend) the sale of securities from an advisory client's account while at or about the same time causing (or, in the case of non-discretionary accounts, recommending) the purchase of the same securities for the account of another advisory client. Such transactions may have the benefit of reducing transaction and market impact costs.

In such cases, because D.A. Davidson is acting as investment manager for both buyer and seller, D.A. Davidson is subject to potentially conflicting interests in causing (or recommending) the transactions. Also, because Davidson is acting as investment adviser for both buyer and seller, transaction prices may be determined more by reference to market information or dealer indications for the securities involved, and less through the type of independent arms-length negotiation that might otherwise occur. In these transactions, D.A. Davidson seeks to obtain best execution for each respective advisory client and to ensure that each client receives fair and equitable treatment.

Cash Sweep Program. When D.A. Davidson acts as custodian for client assets, D.A. Davidson's primary cash sweep investment option for clients is the Bank Insured Deposit Program (the "BIDP"). Client assets in the BIDP are held by financial institutions and are eligible for FDIC insurance in accordance with Federal Deposit Insurance ("FDIC") regulations. In addition to the BIDP, client's cash may be held in other cash management programs, including without limitation, money market mutual funds. Accounts that have selected an eligible money market fund as their cash sweep options will not participate in

the BIDP. Please refer to the "Terms and Conditions for D.A. Davidson & Co., Bank Insured Deposit Account," which is part of the D.A. Davidson Account Agreement signed by the client for a description of the terms and conditions of the BIDP. ERISA, IRA and certain other account types are not eligible for the BIDP.

Item 12 Brokerage Practices

Not applicable.

Item 13 Review of Accounts

Financial Planning Services

Unless the client and the client's Financial Advisor and/or the Department otherwise agree, the client's Financial Advisor and the Department generally do not provide ongoing review of the client's accounts or provide ongoing reporting as part of the financial planning services engagement.

Item 14 Client Referrals and Other Compensation

D.A. Davidson may provide compensation to individuals who refer clients for financial planning in some instances. When applicable, the compensation paid is a percentage of the client's fee payments or the value of the client's account. The amount of compensation will vary, with the specific level determined based upon consideration of various factors including, but not limited to, the individual's role in developing the relationship and the assets under management. D.A. Davidson may pay these fees to registered representatives of D.A. Davidson and its affiliates as well as to unaffiliated, solicitors that have entered into a written agreement with D.A. Davidson.

Item 15 Custody

Not applicable.

Item 16 Investment Discretion

Not applicable.

Item 17 Voting Client Securities

Not applicable.

Item 18 Financial Information

As an advisory firm, we are required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. D.A. Davidson & Co. has no such financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.