

Brochure

Form ADV Part 2A

Item 1 - Cover Page



CRD# 214512

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This brochure provides information about the qualifications and business practices of Trademark Capital Management, Inc. which also does business under the name *Trademark Capital Private Wealth Management*. If you have any questions about the contents of this brochure, please contact us at (706) 534-2351 or joe.ezernack@trademarkcapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Trademark Capital Management, Inc. is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Trademark Capital Management, Inc. is also available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Material Changes

This Brochure is prepared in the revised format required beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any material changes to our policies, practices, or conflicts of interest made since our last required "annual update." In the event of any material changes, this Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed under CRD #214512 on March 30, 2017. Of course the complete Brochure is available to clients at any time upon request.

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Item 4 - Advisory Business

General Information

Trademark Capital Management, Inc. ("TCM") was formed in 1995, and provides institutional advisory services to other investment professionals and retirement plans. TCM also provides personalized wealth management services under the name *Trademark Capital Private Wealth Management* including financial planning, portfolio management and general consulting services.

Joseph G. Ezernack, Jr. and Donald Beasley are the principal owners of TCM. Please see ***Brochure Supplements***, Exhibit A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of December 31, 2016, TCM managed \$163,253,576 on a discretionary basis, and no assets on a non-discretionary basis.

INSTITUTIONAL ADVISORY SERVICES

Sub-Advisory Services (Asset Management for Clients of other Investment Professionals)

Other registered investment advisers and investment professionals (the "primary advisers") may recommend or hire TCM to manage their clients' assets. In these arrangements, TCM will implement and manage an investment strategy in the client's account; however, TCM does not serve as the primary adviser to the client. The primary adviser will retain direct contact with the client and will manage the client relationship. The primary adviser's client will typically enter into an advisory contract directly with TCM or alternatively, depending on the contractual arrangement the client has with the primary adviser, TCM may contract directly with the primary adviser to provide the client investment advisory services.

TCM will have exclusive investment discretion as to which securities shall be purchased or sold in the sub-advised client's account in a manner consistent with the client's selected product, investment objectives, policies and restrictions (if any) and the capabilities of the broker-dealer. In order to determine whether the strategy is suitable for a client, the primary adviser and the client are responsible for ascertaining the goals and objectives of the portfolio in question. In addition, TCM will obtain initial documentation of the client's risk parameters and investment objectives. However, it is the responsibility of the primary adviser and/or the client to promptly notify TCM of any changes in financial condition of the client that would necessitate a change in the client's investment objective.

Clients may impose certain written restrictions on TCM in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship.

Model Portfolios

TCM provides various model investment portfolios to turnkey asset management programs and other third party investment platforms (together, the "Programs"). These model portfolios are used by other advisers in managing their clients' assets. The advisers that enrolls a client in the models will explain the elements of the TCM investment strategies, the applicable fees and will perform all screening, suitability and compliance processes applicable to such transactions. The model portfolios and the recommendations implicit in the model portfolios generally are not tailored to

the specific needs or circumstances of the end-client. TCM does not have investment discretion over the Programs' assets and may not place trades or vote proxies in Program accounts. TCM earns a fee based on the value of the client assets assigned to its models available on the Programs.

Collective Investment Funds

TCM also serves as the investment adviser to various collective investment funds (the "Trademark Funds") (each reflecting a different investment strategy), sponsored by Hand Benefits & Trust Company (HB&T), a state-chartered trust company regulated by the Texas Department of Banking. Collective funds represent a pooled group of accounts that are combined to create a larger, diversified portfolio, typically a fund of grouped assets contributed by pension, profit sharing, retirement, or other trusts that are exempt from federal income tax. These pooled funds are grouped into what is commonly referred to as a master trust account under the control of the fund custodian (here HB&T) which acts as the administrator.

Retirement Plan Advisory Services

Establishing a sound fiduciary governance process is vital to good decision-making and to ensuring that prudent procedural steps are followed in making investment decisions. TCM will provide Retirement Plan consulting services to Plans and Plan Fiduciaries as described below. The particular services provided will be detailed in the consulting agreement. The appropriate Plan Fiduciary(ies) designated in the Plan documents (e.g., the Plan sponsor or named fiduciary) will (i) make the decision to retain our firm; (ii) agree to the scope of the services that we will provide; and (iii) make the ultimate decision as to accepting any of the recommendations that we may provide. The Plan Fiduciaries are free to seek independent advice about the appropriateness of any recommended services for the Plan. Retirement Plan consulting services may be offered individually or as part of a comprehensive suite of services which can be used with any Plan provider, record keeper, or Plan administrator.

The Employee Retirement Income Security Act of 1974 ("ERISA") sets forth rules under which Plan Fiduciaries may retain investment advisers for various types of services with respect to Plan assets. For certain services, TCM will be considered a fiduciary under ERISA. For example, TCM will act as a fiduciary when providing non-discretionary investment advice to the Plan Fiduciaries by recommending a suite of investments as choices among which Plan Participants may select. Also, to the extent that the Plan Fiduciaries retain TCM to act as an investment manager within the meaning of ERISA § 3(38), TCM will provide discretionary investment management services to the Plan.

Stand Alone 3(38) Program

TCM will implement a multi-step process to carry out the fiduciary responsibilities associated with its discretionary management of the Plan's investments. TCM will assist the Plan Fiduciary with establishing an Investment Policy Statement ("IPS") for suitable investment options under the Plan and will evaluate and designate the specific investments to be offered as Plan investment options to Plan Participants. Investment options will be monitored and changed as deemed appropriate in TCM's discretion. TCM shall also prepare reports evaluating the performance of Plan's investments and comparing the performance to the benchmarks set forth in the IPS or as otherwise determined in consultation with the Plan Fiduciary. TCM will also establish and maintain a fiduciary audit file.

As a condition for participating in the *Stand Alone 3(38) Program*, the Plan Fiduciary must agree to offer the Trademark Capital Target Retirement Funds, a series of age-based collective investment funds held in trust by the Hand Benefits & Trust Company and advised by TCM, as an investment option for Participants if the Trademark Funds are available on the investment platform. Once the Plan Fiduciary determines that the Trademark Funds are suitable for the Plan, in no event shall

TCM provide any discretionary or non-discretionary investment advice regarding the prudence of maintaining or continuing investments in the Trademark Funds.

Full Service 3(38) and 3(21) Programs

In addition to its *Stand Alone 3(38) Program*, TCM offers a *Full Service 3(38) Program*. The *Full Service 3(38) Program* encompasses the *Stand Alone 3(38) Program* described above but is offered in conjunction with non-fiduciary services (described below), as selected by each client.

TCM also offers a non-discretionary *Full Service 3(21) Program*, where in addition to providing the non-fiduciary services described below, TCM will assist the Plan Fiduciary establish an Investment Policy Statement (IPS) for suitable investment options under the Plan. TCM will provide Plan Fiduciaries with recommendations of investment options consistent with the IPS and ERISA section 404(c). Plan Fiduciaries retain responsibility for the final determination of investment options and for compliance with ERISA section 404(c). Upon request, TCM will meet with the Plan Fiduciary periodically to review variances with the IPS and to recommend changes to the IPS or to the investments, and assist with the implementation of any approved changes. TCM will prepare reports evaluating the performance of Plan's investments and comparing the performance to benchmarks set forth in the IPS or as otherwise determined in consultation with the Plan Fiduciary. TCM shall also maintain written minutes of meetings held with the Plan Fiduciary and also establish and maintain a fiduciary audit file.

As a condition for participating in the *Full Service 3(38)* and/or *3(21) Programs*, the Plan Fiduciary must agree to offer the Trademark Capital Target Retirement Funds (the "Trademark Funds"), a series of age-based collective investment funds held in trust by the Hand Benefits & Trust Company and advised by TCM, as an investment option for Participants. Once the Plan Fiduciary determines that the Trademark Funds are suitable for the Plan, in no event shall TCM provide any discretionary or non-discretionary investment advice regarding the prudence of maintaining or continuing investments in the Trademark Funds.

Non-Fiduciary Services

At the request of Plan Fiduciaries that have chosen to utilize TCM's *Full Service 3(38)* and/or *3(21) Programs*, TCM will include the following non-fiduciary services:

- *Plan Evaluation.* If selected, TCM will provide the Plan Fiduciary with a comprehensive benchmarking report that measures a variety of the Plan's current metrics against the metrics of other similar retirement plans. Plan metrics may include and are not limited to plan features, participation rates, deferral rates, investment funds, record-keeping fees, administrative costs and fund expenses.
- *Participant Education.* If selected, TCM will deliver financial education across all levels of employees of the Plan Sponsor, regardless of their participation in the Plan, to enable them to confidently accumulate and manage their savings toward their retirement. Participant education services shall be consistent with and within the scope of Interpretive Bulletin 96-1. As such, TCM will not provide fiduciary investment advice (as defined in ERISA) to the participants and will not provide investment advice concerning any investment option or combination of investment options for a particular participant or beneficiary under the Plan.

TCM will also provide the following ala carte non-fiduciary services for separate and additional compensation:

- *Vendor Selection.* If selected, TCM will provide assistance to the Plan Fiduciary in regard to the selection of a vendor on behalf of the Plan. The goal of this service is to assist and empower the Plan Fiduciary to make an informed and knowledgeable vendor selection decision.
- *Extra Meetings and Reports.* If selected, TCM will attend additional fiduciary and employee meetings and provide additional reports in connection with providing its fiduciary services.

Fiduciary Disclosure

With respect to any account for which TCM meets the definition of a fiduciary under Department of Labor rules, TCM acknowledges that both TCM and its Related Persons are acting as fiduciaries. Additional disclosure may be found elsewhere in this Brochure or in the written agreement between TCM and the client.

WEALTH MANAGEMENT SERVICES

At the outset of each client relationship, TCM spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain TCM to prepare a full financial plan as described below. This written report is presented to the client for consideration. In most cases, clients subsequently retain TCM to manage the investment portfolio on an ongoing basis.

For those financial planning clients making this election, and for other clients who do not need financial planning but retain TCM for portfolio management services, based on all the information initially gathered, TCM generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile" or "Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan" or "Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments TCM will make on behalf of the client to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Finally, where TCM provides only limited financial planning or general consulting services, TCM will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Financial Planning Services

One of the services offered by TCM is financial planning, described below. This service may be provided as a stand-alone service, or may be coupled with ongoing portfolio management.

Financial planning generally includes advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement

planning, education funding, and investment portfolio design. Depending on a client's particular situation, financial planning may include some or all of the following:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives;
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning;
- Assessing risk and reviewing basic health, life and disability insurance needs; or
- Reviewing goals and objectives and measuring progress toward these goals.

Once financial planning advice is given, the client may choose to have TCM implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by TCM under a financial planning engagement and/or to engage the services of any recommended professional.

Portfolio Management

As described above, at the beginning of a client relationship, TCM meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by TCM based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, TCM will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, TCM will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on TCM in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of TCM.

Held Away Assets

TCM provides additional services for accounts where it is not possible for the firm to enact trades through the normal custodians. These are primarily company retirement accounts, 529 plans and variable annuities. TCM meets with clients regularly to review the current holdings in these accounts, suggest appropriate trades which are then enacted by the clients, monitor the accounts, and provide statements and performance reporting (where given access) on an ongoing basis.

General Consulting Services

In addition to the foregoing services, TCM may provide general consulting services to clients. These services are generally provided on a project basis, and usually include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by TCM.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to TCM are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 - Brokerage Practices*** for additional information. Fees paid to TCM are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, TCM and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio management fees are generally payable quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. If management begins after the start of a quarter, fees will be prorated accordingly. When assets are deposited into a client's account, TCM shall charge a pro-rata fee for these additional assets based upon the number of days remaining in the billing quarter. No fee adjustments will be made for partial withdrawals. With client authorization, unless other arrangements are made, fees are normally debited directly from client account(s).

Either TCM or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to TCM from the client will be invoiced or deducted from the client's account prior to termination.

In the event that TCM's advisory fees are due and the client's advisory account does not contain sufficient funds to pay those advisory fees, TCM shall have authority to sell/redeem/liquidate securities held in the client's portfolio, in sufficient amounts, to pay TCM's then due advisory fees.

At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), TCM *may* maintain cash positions for defensive purposes. All cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating TCM's advisory fee.

When beneficial to the client, individual fixed-income transactions may be effected through broker-dealers other than the account custodian, in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "trade away" fee charged by the account custodian.

INSTITUTIONAL ADVISORY SERVICES FEES

Sub-Advisory Services Fees (Asset Management for Clients of Other Investment Professionals)

When TCM serves as the investment manager to accounts of other advisers and investment professionals (i.e., the primary advisers), there are three components that comprise the client's fee/pricing structure: the primary adviser's management fee, TCM's management fee, and the broker-dealer's fee for brokerage and custody services.

TCM's annual fee schedule for sub-advised accounts, based on a percentage of assets under management, is as follows:

Market Value of All Assets Under Management	% of Assets
On the first \$250,000	0.65%
On the next \$1,750,000	0.50%
Above \$2,000,000	0.40%

TCM's minimum sub-advised account size is \$50,000. At the discretion of TCM, minimum amounts to open accounts may be lowered and some clients may negotiate a lesser management fee. The client should see the primary adviser's Form ADV Part 2A for more information regarding its fees, as fees will vary by adviser. For brokerage and custody services, the broker-dealer will charge a transaction fee on trades executed in the client's account and may also charge custodial and other fees.

Model Portfolio Fees

When an adviser enrolls a client in a TCM model on a Program platform, the client will pay TCM's model provider fee, their adviser's management fee, and the Program fee, which includes custodial, transaction and administration fees. TCM's fee may range up to 0.75% annually in these arrangements. The account application and/or contract the client executes to participate in the Program(s) will detail all applicable fees as well as the timing and manner of fee collection. TCM reserves the right to negotiate model provision fees with a client's adviser based on the adviser's total client assets enrolled in TCM models on the Program platform. Program fees vary by platform.

Collective Investment Funds Fees

TCM generally receives an investment management fee of 0.35% or 0.60% for services rendered to the Trademark Funds, depending upon the share class. For more information regarding how fees are calculated and collected for the Trademark Funds, investors should see the Participation Agreement and the Hand Composite Employee Benefit Trust Document (https://www.bpas.com/products/inst_trust_serv.htm).

Stand Alone 3(38) Program

Plans participating in this program do not directly compensate TCM when the Trademark Funds are selected within the Plan's investment platform. In these instances, TCM will receive compensation in connection with the Plan's investment in the Trademark Funds. Such compensation is earned for providing investment advisory services to Hand Benefits & Trust Company (the "Trustee"), the trustee for the Trademark Funds. The annual rate of the advisory fee earned by Advisor for advising the Trademark Fund is a percentage of the asset value of the Trademark Funds, depending on the share class held by the Plan, as provided in the Participation Agreement for the Hand Composite Employee Benefit Trust (the "Participation Agreement") entered into (or to be entered into) by the Plan Sponsor and the Trustee.

To the extent that a Plan participates in an investment platform where the Trademark Funds are not available, an asset-based fee of up to 0.20% per year will be charged. These accounts are also subject to a \$2,500 minimum annual fee. TCM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where TCM deems it appropriate under the circumstances.

Full Service 3(38) and 3(21) Programs

The asset-based fee for the Full Service 3(21) and 3(38) Programs is inclusive of 3(21) or 3(38) fiduciary services and non-fiduciary Plan Evaluation and Participant Education services (as selected by the client). The blended annual fee is calculated based on the Plan's total assets in accordance with the following fee schedule:

Value of Plan Assets under Management	3(21) Annual Fee	3(38) Annual Fee
The first \$3,000,000	0.40%	0.50%
The next \$7,000,000	0.12%	0.15%
The next \$20,000,000	0.10%	0.125%
Above \$30,000,000	Negotiable	Negotiable

The annual minimum fee is \$5,000 for these services. TCM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where TCM deems it appropriate under the circumstances.

The following ancillary services are offered for separate and additional compensation as listed below:

- **Vendor Selection Fee.** Vendor Selection services are provided at the hourly rate of \$225.
- **Extra Meetings and Reports.** If requested, Advisor shall attend additional meetings and provide additional reports in connection with Advisor's providing its fiduciary services, Plan Evaluation Services, Participant Education or Vendor Selection services in accordance with the following fee schedule:
 - **Fiduciary Review Meetings** - \$500 for each meeting that is in addition to Advisor's standard semi-annual meetings.
 - **Benchmarking Reports** - \$500 for each report that is in addition to Advisor's standard annual reports.
 - **Employee Meetings** - \$1,500 per day, plus travel and expenses, for each meeting that is in addition to Advisor's standard meetings (initial transition meeting and ongoing meetings on an annual basis).

In addition to the asset-based fee schedule above and any ala carte fees for non-fiduciary services, TCM receives compensation in connection with the Plan's investment in the Trademark Funds. Such compensation is earned for providing investment advisory services to Hand Benefits & Trust Company, the trustee for the Trademark Funds. The annual rate for the gross compensation earned by TCM for advising the Trademark Fund is a percentage of the asset value of the Trademark Funds, (0.35% or 0.65%, depending on the share class held by the Plan), as provided in the Participation

Agreement for the Hand Composite Employee Benefit Trust entered into (or to be entered into) by the Plan Sponsor and the Trustee.

WEALTH MANAGEMENT SERVICES FEES

Financial Planning Fees

Financial planning services are provided for an hourly rate that typically ranges from \$150 to \$250 per hour based on the professional providing the services. A deposit representing 50% of the estimated fee for the requested services is due at the inception of the planning engagement. An invoice for the remainder of fees due will be presented upon completion and presentation of the financial plan. Any additional fees incurred by reason of client requested consultations will be billed separately. Invoices are payable upon receipt.

Portfolio Management Fees

Fees for portfolio management are based on a percentage of assets under management of up to 1.75%. Fees are billed on a pro-rata annualized basis quarterly in advance based on the value of the client's account on the last day of the previous quarter. Fees may be negotiable, and in certain circumstances, a tiered fee schedule may be provided.

Please see General Fee Information above for more information about how fees are calculated and assessed, and other expenses your portfolio may be subject to, etc.

Held Away Assets Fees

Depending on the scope and frequency of reviews, TCM may assess either a fee based on the percentage of assets advised on or an hourly fee for financial advice on accounts held away from the firm.

General Consulting Fees

Fees general consulting services are negotiated with each client based on the scope and complexity of the requested services and may be a fixed fee, or alternatively may be based on an hourly rate – generally not to exceed \$125 per hour.

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

TCM does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because TCM has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

TCM serves individuals, pension and profit-sharing plans, business entities, collective investment trusts, estates and trusts. TCM does not generally impose a minimum portfolio value for conventional wealth management services or a minimum fee. TCM's minimum portfolio value for sub-advised accounts is \$50,000.

TCM imposes a \$5,000 minimum annual fee for the *Full Service 3(38) and 3(21) Program*. TCM imposes a \$2,500 minimum annual fee for the *Stand Alone 3(38) Service* where Trademark Funds are not available on the Plan's investment platform.

TCM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where TCM deems it appropriate under the circumstances.

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

Investment Strategies

TCM manages most of its portfolios utilizing an active strategy guided by TCM's principal investment model. TCM's investment model is a proprietary, rules-based tactical asset allocation model designed to react to current market conditions. The model uses a variety of quantitative measures to determine the overall risk levels in the market place. These levels determine the rules TCM uses to buy and sell investments for client accounts. TCM's investment model seeks to:

- Participate in gains when stock and/or bond market conditions are good
- Reduce exposure to the markets when conditions are poor
- Continually control portfolio risk through tactical asset allocation

TCM primarily allocates client investment assets among various exchange traded funds ("ETFs"), mutual funds, fixed income securities, individual equity (stocks), and on a discretionary basis.

Methods of Analysis

TCM may utilize the following methods of security analysis:

- Fundamental - (analysis performed on historical and present data to screen certain investments)
- Quantitative - (analysis performed on historical and present data, focusing on price, volume, breadth and other data to measure market risk.

TCM may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

Investment Risk

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by TCM will be profitable or equal any specific performance level(s). TCM's methods of analysis and investment strategies do not present any significant or unusual risks.

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

TCM's primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

Risk of Loss

While TCM seeks to diversify clients' investment portfolios across various asset classes in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While TCM manages client investment portfolios based on TCM's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. The ability of the portfolio to meet its objective is directly related to the ability of TCM's investment model to correctly quantify market risk and react accordingly to current and developing market trends. Thus, client investment portfolios are subject to the risk that TCM allocates client assets to individual securities and/or asset classes that are adversely affected by unanticipated market movements, and the risk that TCM's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, TCM may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. TCM will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. TCM may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is

generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. TCM may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Cash Positions

At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), TCM *may* maintain cash positions for defensive purposes. All cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating the TCM's advisory fee

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of TCM or the integrity of TCM's management. TCM has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Related Collective Investment Funds

TCM provides investment advisory services to the Trademark Capital Target Retirement Funds (the "Trademark Funds") a series of Collective Investment Trusts through Hand Benefit & Trust. HB&T compensates TCM with a management fee of 0.35% or 0.60%, depending upon the share class. Thus, Plans participating in TCM's *Full Service 3(21)* and *Full Service 3(38) Programs* will indirectly pay TCM a management fee for investments held in the Trademark Funds and will also pay an asset based fee to TCM for providing Non-Fiduciary Services (i.e., Participant Education and Plan Evaluation). Other Ancillary Non-Fiduciary services are offered for separate and additional compensation.

Plan recordkeeping platforms may receive shareholder servicing fees from the Trademark Funds in exchange for tracking and maintaining Participant-level records relating to a Plan's beneficial ownership of such investments. The annual rate of any such compensation is disclosed in the Participation Agreement or its related fee disclosures with each Plan.

For complete information on the Trademark Funds' expenses and fees, investors should see the Participation Agreement for the Hand Composite Employee Benefit Trust entered into (or to be entered into) by the Plan Sponsor and the Trustee. Additionally, in the event that any client has questions regarding the Fund and/or any corresponding perceived conflict of interest that the

purchase of Fund for a client's account may present, the client is encouraged to speak with TCM's Chief Compliance Officer, Joseph Ezernack.

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

Code of Ethics and Personal Trading

TCM has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. TCM's Code has several goals. First, the Code is designed to assist TCM in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, TCM owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with TCM (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for TCM's associated persons. Under the Code's Professional Standards, TCM expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, TCM associated persons are not to take inappropriate advantage of their positions in relation to TCM clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of its access persons (i.e., those who possess access to TCM's advisory recommendations). From time to time TCM's access persons may invest in the same securities recommended to clients. Under its Code, TCM has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of its access persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because client accounts are invested primarily in ETFs and mutual funds, there is little opportunity for a conflict of interest between personal trades by TCM access persons and trades in client accounts, even when such accounts invest in the same securities. However, in the event of other identified potential trading conflicts of interest, TCM's goal is to place client interests first.

Consistent with the foregoing, TCM maintains policies regarding participation in initial public offerings ("IPOs") and private placements to comply with applicable laws and avoid conflicts with client transactions. If a TCM access person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if an access persons trade with client accounts (i.e., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with TCM's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

In the event that the client requests that TCM recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct TCM to use a specific broker-dealer/custodian), TCM generally recommends that investment management accounts be maintained at Schwab, Fidelity and National Advisors Trust Company (collectively, the "Custodians"). Prior to engaging TCM to provide investment management services, the client will be required to enter into a formal *Asset Management Agreement* with TCM setting forth the terms and conditions under which TCM shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that TCM considers in recommending the Custodians (or any other broker-dealer/custodian to clients) include historical relationship with TCM, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by TCM's clients shall comply with the TCM's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where TCM determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although TCM will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, TCM's investment management fee. TCM's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Research and Additional Benefits

When determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, TCM may receive from the Custodians (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist TCM to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by TCM may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by TCM in furtherance of its investment advisory business operations. These services are not soft dollar arrangements, but are part of the institutional platforms offered by the custodians.

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

TCM's clients do not pay more for investment transactions effected and/or assets maintained at the Custodians as a result of this arrangement. There is no corresponding commitment made by TCM to the Custodians or any other entity to invest any specific amount or percentage of client assets in

any specific mutual funds, securities or other investment products as a result of the above arrangement.

Directed Brokerage

With the exception of Plan accounts and certain legacy accounts, TCM does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and TCM will not seek better execution services or prices from other broker-dealers or be able to “batch” the client’s transactions for execution through other broker-dealers with orders for other accounts managed by TCM. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

In the event that the client directs TCM to effect securities transactions for the client’s accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through TCM. Not all advisers require their clients to utilize a specific custodian.

Aggregated Trade Policy

TCM may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This method permits the trading of aggregate blocks of securities composed of assets from multiple client accounts. It allows TCM to execute trades in a timely, equitable manner, and may reduce overall costs to clients.

TCM will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of TCM’s Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all TCM’s transactions in a given security on a given business day. Transaction costs for participating accounts will be assessed at the custodian’s commission rate applicable to each account; therefore, transaction costs may vary among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account’s participation ineligible or impractical.

TCM will prepare, before entering an aggregated order, a written statement (“Allocation Statement”) specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of TCM. TCM’s books and records will separately reflect, for each client account included in a block trade, the securities held by and bought and sold for that account. TCM will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Trade Rotation

Generally, trades will be aggregated for each group of participating client accounts that share a common custodian. TCM places the orders for aggregated block trades through a rotation of the executing custodians so that no group is damaged or disadvantaged over time by the timing of the executions

Item 13 - Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by TCM. These factors generally include, but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. A qualified Financial Advisor or Principal of the firm will review clients' accounts.

For those clients to whom TCM provides separate financial planning and/or consulting services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of TCM's Financial Advisors or Principals.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. Upon request, TCM will periodically provide a report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results.

Item 14 - Client Referrals and Other Compensation

As noted above, TCM receives an economic benefit from the Custodians in the form of support products and services they make available to TCM and other independent investment advisors that have their clients maintain accounts at the Custodians. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of the Custodians' products and services to TCM is based solely on our participation in the programs and not in the provision of any particular investment advice.

From time to time, TCM may enter into arrangements with third parties ("Solicitors") to identify and refer potential clients to TCM. Consistent with legal requirements under the Investment Advisers Act of 1940, as amended, TCM enters into written agreements with Solicitors under which, among other things, Solicitors are required to disclose their compensation arrangements to prospective clients before such clients enter into an agreement with TCM.

Item 15 - Custody

It is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify TCM of any questions or concerns. Clients are also asked to promptly notify TCM if the custodian fails to provide statements on each account held.

From time to time and in accordance with TCM's agreement with clients, TCM will provide additional reports. The account balances reflected on these reports should be compared to the

balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Item 16 - Investment Discretion

As described above under ***Item 4 - Advisory Business***, TCM manages portfolios on a discretionary basis. This means that TCM will execute that trades within a client's portfolio without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving TCM the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. TCM then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with TCM and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between TCM and the client.

Item 17 - Voting Client Securities

As a policy and in accordance with TCM's client agreement, TCM does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact TCM with questions relating to proxy procedures and proposals; however, TCM generally does not research particular proxy proposals.

Item 18 - Financial Information

TCM does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure with respect to this item.