



# TRIUMPH CAPITAL MANAGEMENT

Part 2A Brochure  
Disclosure Brochure

August 27, 2017

**Part 2A Brochure**

This brochure provides information about the qualifications and business practices of Triumph Capital Management. If you have any questions about the contents of this brochure, please contact us at (720) 399-5555. 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. Triumph Capital Management is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about Triumph Capital Management is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Triumph Capital Management is 282814.

## Triumph Capital Management

Headquarters: 1610 Wynkoop Street, Denver, CO 80202

Phone: 720.399.5555 E-Mail: [Info@TriumphCapitalManagement.com](mailto:Info@TriumphCapitalManagement.com) Website:  
[www.TriumphCapitalManagement.com](http://www.TriumphCapitalManagement.com)



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### ITEM 2: MATERIAL CHANGES

In this item, Triumph Capital Management is required to discuss any material changes that have been made to the brochure:

**Item 4:** Several changes were made to better define our services to you and the fees associated with those services.

**Item 5:** Several changes were made to better define our services to you and the fees associated with those services. We have updated our variable product advisory management fees, alternative product advisory management fees, and Managed by Triumph Capital fees.

**Item 8:** Triumph Capital Management has updated and further described the risk of loss.

**Item 10:** Triumph Capital Management has made changes to further disclosure the relationship with our broker dealer, Summit Brokerage Services, Inc. and the conflict of interest that arises from this relationship. Triumph Capital Management has also updated several other conflicts of interests.

**Item 12:** Triumph Capital Management has better defined our Investment Advisor Representatives directed brokerage relationship to Summit Brokerage Services in regards to Alternative Investments and Security Benefit accounts, and the conflicts that arise from the relationship.

**Item 14:** Triumph Capital Management has updated and described further other compensation and the conflicts of interest that arise from other forms of compensation.

If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact our Chief Compliance Officer Brandon Drespling at (720) 399-5555 or [brandond@triumphcapitalmanagement.com](mailto:brandond@triumphcapitalmanagement.com).

**WE ENCOURAGE YOU TO READ THIS DOCUMENT IN ITS ENTIRETY**



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### ITEM 4: ADVISORY BUSINESS

This Disclosure document is being offered to you by Triumph Capital Management in connection with the investment advisory services Triumph Capital Management provides. This ADV Part 2A discloses information about the services that are provided by Triumph Capital Management and its Investment Advisor Representative's ("IAR") and the manner in which those services are made available to you, the client.

Triumph Capital Management is an investment management firm with locations in Denver, CO, Canon City, CO, Reno, NV, Malibu, CA and Fort Collins, CO. Our headquarters is located at 1610 Wynkoop Street, Suite 550, Denver, CO 80202. Triumph Capital Management specializes in investment advisory services for high-net-worth individuals, families, trusts, estates, retirement accounts, pension plans, and profit sharing plans. The firm was established by Mr. Derek Eichenwald, the firm's principal owner, in 2016.

We are committed to helping clients build, manage, and preserve their wealth, and to provide assistance that helps clients to achieve their stated financial goals. Triumph Capital Management may offer an initial complimentary meeting upon our discretion; however, investment advisory services are initiated only after you and Triumph Capital Management execute an engagement letter or Triumph Capital Management's client agreement forms.

#### INVESTMENT MANAGEMENT AND SUPERVISION SERVICES

Triumph Capital Management offers discretionary investment management and investment supervisory services for a fee based on a percentage of your assets that are under management. These services include investment analysis, allocation of investments, quarterly and monthly portfolio statements, financial commentaries, and ongoing monitoring of client portfolios.

Triumph Capital Management will help in determining your portfolio composition based on your needs, your portfolio restrictions, if any, your financial goals and your risk tolerances. Triumph Capital Management will work with you to obtain necessary information regarding your financial condition, investment objectives, liquidity requirements, risk tolerance, time horizons, and any restrictions on investing. This information enables us to determine the portfolio best suited for your investment objectives and needs.

In performing our services, Triumph Capital Management shall not be required to verify any information received from you or from other professionals about you. If you request, Triumph Capital Management may recommend and engage the services of other professionals for implementation purposes. You have the right to decide whether to engage the services of any such recommended professional.

Once Triumph Capital Management has determined the types of investments to be included in your portfolio and allocated them, Triumph Capital Management will then provide ongoing portfolio reviews and management services to you. This approach requires us to review your portfolio periodically.



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Our advisory services are tailored to meet the needs of our clients and seek to ensure that client portfolios are managed in a manner consistent with those needs and objectives. You will have the ability to leave standing instructions with us to refrain from investing in particular industries or invest in limited amounts of securities in the investment management agreement.

In all cases, you have a direct and beneficial interest in your securities, rather than an undivided interest in a pool of securities. Triumph Capital Management has limited authority to direct the Custodian to deduct our investment advisory fees from your accounts, but only with the appropriate authorization from you as indicated on your agreement with Triumph Capital Management.

You are advised and are expected to understand that our past performance is not a guarantee of future results. Certain market and economic risks exist that may adversely affect an account's performance. This could result in capital losses in your account.

For assets held in a multi-participant 401k account, Triumph Capital Management offers discretionary investment consulting. In these accounts, the client retains the right to act or not to act on the recommendations made by Triumph Capital Management and through its IAR's. Our advisory services are limited to recommendations for the purchase of investments for your account or sale of investments in your account, which in each case Triumph Capital Management believes would be appropriate for your account considering the agreed-upon investment objectives, risk tolerance and restrictions if applicable. Our Client acknowledges that they are responsible for all purchases and sales made in their account(s).

You should be aware that the compensation to Triumph Capital Management and your IAR will diverge per the particular advisory program chosen. This compensation to Triumph Capital Management and your IAR may be more than the amounts Triumph Capital Management would otherwise receive in you participated in another program. Because of the differences in fee schedules among the various advisory programs and services offered by Triumph Capital Management through your IAR there is a financial incentive to recommend a program or service over other another program and service offered. This presents as a conflict of interest because they create an incentive to make recommendations based upon the amount of compensation that we receive rather than based on your needs. You IAR will explain the specific costs of all programs recommended to you.

### MANAGED BY TRIUMPH CAPITAL MANAGEMENT

Managed by Triumph Capital Management utilizes a model to manage client accounts that are opened and held at the custodian Security Benefit. The mutual funds, ETF's and/or sub accounts that are available on the Security Benefit platform will be the only options available in the allocation mix in this model. The Managed by Triumph Capital Management strategy seeks to provide absolute returns during any market cycle or condition by employing a weighted strategic rotation model, between commodities, REITs, bonds, international equities, domestic equities and cash.

Applying the investment options available on the Security Benefit platform via your Security Benefit Program, Managed by Triumph Capital Management will select and weight heavily into a selection of assets classes from the categories listed above that Triumph Capital Management believes are experiencing the most strength, while attempting to avoid those classes which Triumph Capital Management believes are in



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downward trends or don't show as much promise to the upside. The asset classes are then weighted on or near the last trading day of each month. Cash or a Security Benefit cash account, money market or fixed account is the only asset class that can be weighted 100%.

On a monthly basis, the "Managed by Triumph Capital Management" investment model is reviewed and the investments inside of the model are rotated as appropriate. The model may not rotate at all should we determine that the current allocation is appropriate. The model strives to mitigate market volatility by utilizing a "can go-to-cash" risk management procedure should the team feel the overall markets poses too much risk.

Past performance is not a guarantee of future results. The Managed by Triumph Capital model may not achieve its goals. Market and economic risk may adversely affect the Managed by Triumph model that could result in capital losses in your account. Investing involves risk of loss which you should be prepared to bear.

The Managed by Triumph Capital Management is a program that is limited in nature and is not intended to address all of your advisory needs. Additional services are available by separate agreement. Please review this brochure thoroughly and consult with your IAR about the additional services that are available to you. Inclusion in this program is limited and subject to TCM's discretion. TCM may prohibit any person from participating for any reason or no reason at all.

### THIRD PARTY ASSET MANAGERS

Triumph Capital Management provides investment advice and recommendations on the investment strategies of Third Party Managers ("Managers" or "TPAM"). Selected Managers are evaluated by Triumph Capital Management for client use. Our services include assisting you in identifying your investment objectives and matching personal and financial data with a select list of Managers. The intent of this service is to have a selected list of high-quality third-party investment management firms from which Triumph Capital Management selects one or more Managers to handle the day-to-day management of your account(s).

Triumph Capital Management's IARs assist you with identifying your risk tolerance and investment objectives. IARs will recommend TPAMs in relation to your stated investment objectives and risk tolerance. You select a recommended TPAM based upon your needs. Triumph Capital Management may act in either a "manager of managers" or "sub-adviser" capacity when it offers TPAM programs to you.

Managers selected for your investments need to meet several quantitative and qualitative criteria established by Triumph Capital Management. Among the criteria that may be considered are the Manager's experience, assets under management, performance record, client retention, the level of client services provided, investment style, buy and sell disciplines, capitalization level, and the general investment process. Prior to selection, all Managers are interviewed by a member of Triumph Capital Management.

You are advised and should understand that:

- A Manager's past performance is no guarantee of future results





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- There is a certain market and/or interest rate risk which may adversely affect any Manager's objectives and strategies, and could cause a loss in a Client's account(s); and
- Client risk parameters or comparative index selections provided to Triumph Capital Management are guidelines only and there is no guarantee that they will be met or not be exceeded.

Triumph Capital Management IARs shall be available to answer questions you may have regarding your account and act as the communication conduit between you and the Manager. Managers may take discretionary authority to determine the securities to be purchased and sold for the client.

All accounts are managed by the selected Manager and Triumph Capital Management does not have any discretionary trading authority concerning such accounts. Information collected by our firm regarding Managers is believed to be reliable and accurate, but Triumph Capital Management does not necessarily independently review or verify it on all occasions. All performance reporting will be the responsibility of the respective Manager. Such performance reports will be provided directly to you and Triumph Capital Management. Triumph Capital Management does not audit or verify that these results are calculated on a uniform or consistent basis as furnished by a Manager directly to Triumph Capital Management or through the consulting service utilized by the Manager. However, Triumph Capital Management does monitor the results of the Manager.

Triumph Capital Management has entered agreements with various independent Program Managers. Under these agreements, Triumph Capital Management offers clients various types of programs sponsored by these Managers. All TPAMs to whom Triumph Capital Management will refer to you will be licensed as investment advisors by your resident state and any applicable jurisdictions or registered investment advisors with the Securities and Exchange Commission.

Third-party managed programs generally have account minimum requirements that will vary from investment advisor to investment advisor. Account minimums are generally higher on fixed income accounts than equity based accounts. A complete description of the Manager's services, fee schedules and account minimums will be disclosed in the Manager's Form ADV or similar Disclosure Brochure which will be provided to clients at the time an agreement for services is executed and account is established.

**MANAGER OF MANAGERS:** When acting as a manager of managers for the TPAM program, your IAR assists you in selecting one or more TPAM program believed to be suitable for your based on your stated financial situation, investment objectives, and financial goals. Triumph Capital Management and your IAR oversee your investment with the TPAM. Triumph Capital Management tracks the performance of each investment manager and we have the authority to fire ineffective managers and hire replacements on your behalf. Triumph Capital Management and your IAR are compensated for referring you to the TPAM program. This compensation generally takes the form of the TPAM sharing a percentage of the advisory fee you pay to the TPAM with Triumph Capital Management and your IAR. You will receive a written disclosure statement describing the nature of our relationship with the TPAM program, if any; the terms of our compensation arrangement with the TPAM program, including a description of the compensation that Triumph Capital Management will receive for referring you to the TPAM program; and the amount, if any, that you will be charged in addition to the advisory fee that you will pay to the TPAM as a result of our referral of you to



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the TPAM program. As part of establishing a new account, you will receive both our disclosure brochure as well as the TPAM's disclosure brochure.

**ADVISER OR SUB-ADVISER:** Under an adviser or sub-adviser relationship between Triumph Capital Management and the sponsor of the TPAM program, we are jointly responsible for the ongoing management of the account. Your IAR is responsible for assisting you with completing the investor profile questionnaire. While each TPAM may have a different name for the questionnaire, your responses will assist your IAR with understanding your investment objectives, financial situation, risk tolerance, investment time horizon and other personal information. Based on the answer that you provide to your IAR, he or she will assist you in determining which TPAM model or portfolio strategy is appropriate for you.

### CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS AND CLIENT CONTACT

Non-public information is information about you not accessible to the public. Your social security number, your net worth, and your annual income are examples of non-public information. Public information is information about you readily accessible to the public. Public information may include your name, phone number and address.

For all accounts, including those in the programs described in this brochure, your IAR will have access to the non-public information provided by you in the account opening process. This information is protected in accordance with our Privacy Policy. Our Privacy Policy is available on our [website](#) and is provided upon opening your account and annually thereafter.

### RETIREMENT PLAN ADVISORY SERVICES

Retirement Plan Advisory Services consist of assisting employer plan sponsors to establish, monitor and review their company's retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment selection and monitoring, plan structure, and participant education.

Triumph Capital Management will establish your plan's needs and objectives through an initial meeting to collect data, review plan information, and assist you in developing or updating the plan's provisions. Ongoing services to you may include recommendations regarding the selection and review of unaffiliated mutual funds, ETFs and other investment products that, in our judgment, are suitable for investment of plan assets. Triumph Capital Management will periodically review the investment options you select and make recommendations to keep or to replace plan investment options as Triumph Capital Management feels appropriate. Triumph Capital Management will perform a comprehensive review of potential service providers or vendors and will assist you with converting from your incumbent service provider to a new service provider selected by you. You are under no obligation to follow the recommendations Triumph Capital Management make.

Services available under an Investment Advisory Agreement permit us to provide financial education to your plan participants. The scope of education provided to participants at your request will not constitute





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“investment advice” within the meaning of ERISA and participant education will relate to general investment principles and information about the investment options currently in the plan. Triumph Capital Management may also participate in initial enrollment meetings and periodic workshops and future enrollment meetings for new participants as we agree upon.

All Retirement Plan Advisory Services shall be in compliance with any applicable Federal and State law(s) regulating the services provided by our Agreement. This section applies to an Account that is a pension or other employee benefit plan (a “Plan”) governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). If your Account is part of a Plan and Triumph Capital Management accepts appointments to provide our services to your Account, Triumph Capital Management acknowledges that we are a fiduciary within the meaning of Section 3(21) of ERISA.

### SELF-DIRECTED BROKERAGE ACCOUNTS

A Self-Directed Brokerage Account (SDBA) is a brokerage window that allows participants to select investment options outside of their employer’s core offerings, while staying within the plan and receiving the associated tax benefits. SDBAs provide more flexibility and control, enabling diversified, targeted and strategic retirement investing. The SDBA is for investors who acknowledge and understand the risks associated with many of the investments contained in the SDBA. Your IAR will work with you to identify your investment goals and objectives, as well as risk tolerance, in order to create a portfolio allocation designed to meet your objective(s), while staying within any plan specific restrictions.

Advisory accounts typically involve the purchase and/or sale of securities. These accounts are managed on a discretionary non-discretionary basis based on the plan and the participant’s needs.

TD Ameritrade SDBAs prohibit the following:

- Selling short or using margin
- Trading in foreign securities (stocks, bonds)
- Trading in bulletin board or pink sheets stocks
- Trading real estate/property outside of approved REITs
- Trading currencies
- Trading limited partnerships
- Trading futures/commodities
- Trading promissory notes
- Trading Collectibles
- Trading municipal bonds

### FINANCIAL PLANNING SERVICES

Financial advisory services provided by us will include the analysis of your situation and assistance in identifying and implementing appropriate financial planning and investment management techniques to



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help you meet your specific financial objectives. Such services will include a written financial analysis and specific or general investment and/or planning recommendations.

In preparing your financial plan, Triumph Capital Management may address five areas of financial planning. These include: financial planning, money management, tax, estate and insurance planning.

Our specific services in preparing your plan may include:

- Review and clarification of your financial goals.
- Assessment of your overall financial position including cash flow, balance sheet, investment strategy, risk management and estate planning.
- Creation of a unique plan for each goal you have including personal and business real estate, education, retirement or financial independence, charitable giving, estate planning, business succession and other personal goals.
- Development of a goal-oriented investment plan around tax suggestions, asset allocation, expenses, risk and liquidity factors for each goal. This includes IRA and qualified plans, taxable and trust accounts that require special attention.
- Design of a risk management plan including risk tolerance, risk avoidance, mitigation and transfer, including liquidity as well as various insurance and possible company benefits.
- Crafting and implementation of, in conjunction with your estate and/or corporate attorneys as tax advisor, an estate plan to provide for you and/or your heirs in the event of an incapacity or death.
- Generation of a benefits plan, risk management plan and succession plan for your business, if applicable.

### CONSULTING SERVICES

Triumph Capital Management also provides clients investment advice on a more-limited basis on one-or-more isolated areas of concern such as estate planning, real estate, retirement planning, or any other specific topic. Additionally, Triumph Capital Management may provide advice on non-securities matters in connection with the rendering of estate planning, insurance, real estate, and/or annuity advice. In these cases, you may be required to select your own investment managers, broker-dealer and/or insurance companies for the implementation of consulting recommendations. If your needs include brokerage and/or other financial services, Triumph Capital Management may recommend the use of one of several investment managers, brokers, banks, custodians, insurance companies or other financial professionals ("Firms"). You must independently evaluate these Firms before opening an account or transacting business, and have the right to effect business through any firm you choose. You are under no obligation to follow the consulting advice that Triumph Capital Management provides.

### WRAP FEE PROGRAMS

Our services include a wrap fee program for portfolio management. Wrap fee programs differ from other programs in that the fee structure for wrap programs is all-inclusive, whereas non-wrap fee programs



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assess trade execution costs that are in addition to the investment advisory fees. Triumph Capital Management will receive a portion of the wrap fee for our services.

### ASSETS

As of August 27, 2017, Triumph Capital Management had approximately \$251,349,493.23 in discretionary assets under management. Triumph Capital Management does not have any non-discretionary assets under management.

## ITEM 5: FEES AND COMPENSATION

### INVESTMENT MANAGEMENT FEES AND COMPENSATION

Triumph Capital Management charges a fee as compensation for providing Investment Management services on your account. These services include advisory and consulting services, trade entry, investment supervision, and other account-maintenance activities. Our custodian may charge transaction costs, custodial fees, redemption fees, retirement plan, alternative assets fee and administrative fees or commissions. See Additional Fees and Expenses below for further details.

In addition, some assets (i.e. mutual funds, ETF's, alternative investments, UIT's and MLP's) deposited in your accounts may have been subject to other management and administrative fees as described in the prospectuses or agreements. These fees are independent of our fees and should be disclosed by the custodian or contained in each prospectus or agreements. You should also note that fees for comparable services vary and lower fees for comparable services may be available from other sources.

The annual fee for portfolio management services is billed quarterly or monthly, in arrears or advance. The fee is based on the average daily market value of the account or accounts during the billable period negotiated. Fees are assessed on all assets under management, including securities, cash and money market balances. Margin debt balances do not reduce the value of assets under management. Triumph Capital Management can also exclude positions for billing purposes.

Our maximum annual investment advisory fees are 3.00%. The specific advisory fees are outlined in your Investment Advisory Agreement. Fees may vary based on the size of the account, the complexity of the portfolio, the extent of activity in the account or other reasons agreed upon by Triumph Capital Management and the Client. In certain circumstances, our fees and the timing of the fee payments may be negotiated. Triumph Capital Management charges a minimum fee of \$150 annually.

At our discretion, Triumph Capital Management will aggregate asset amounts in accounts from your same household together to determine the advisory fee for all your accounts. Triumph Capital Management may do this, for example, where Triumph Capital Management also services accounts on behalf of your minor children, individual and joint accounts for a spouse, and/or other types of related accounts. This consolidation practice is designed to allow you the benefit of an increased asset total, which could



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potentially cause your account(s) to be assessed a lower advisory fee-based on the asset levels available in our fee schedule.

The independent qualified custodian holding your funds and securities will debit your account directly for the advisory fee and pay that fee to Triumph Capital Management. You will provide written authorization permitting the fees to be paid directly from your account held by the qualified custodian. Further, the qualified custodian agrees to deliver an account statement at least quarterly directly to you indicating all the amounts deducted from the account including our advisory fees. See item 15 for details. At our discretion, you may pay the advisory fees by check. You are encouraged to review your account statements for accuracy.

Either Triumph Capital Management or you may terminate the management agreement immediately upon written notice to the other party. The management fee will be pro-rated to the date of termination, for the quarter or month in which the cancellation notice was given and refunded or billed to you. Upon termination, you are responsible for monitoring the securities in your account, and Triumph Capital Management will have no further obligation to act or advise with respect to those assets.

### MANAGED BY TRIUMPH CAPITAL MANAGEMENT FEES

Advisory Fees for the Managed by Triumph Capital Management program at Security Benefit is 1%. The fee is charged in advance on a quarterly basis. Triumph Capital's fee of 1% for the Managed By Triumph Capital Program for the initial period are based on the value of your cash and securities on the date the custodian/broker-dealer receives them and are prorated based upon the number of calendar days in the calendar quarter that our agreement is in effect. The fee is then based on the ending value of your account to include all securities, thereafter.

Broker-dealers and other financial institutions that hold client accounts are referred to as custodians ("custodian/ broker-dealer"). Your custodian/broker-dealer for this program is Security Benefit. Security Benefit determines the values of the assets in your portfolio. Security Benefit charges specified fee and expense options exclusive of sub-account fees when establishing an account. The IARs of TCM may in some instances be compensated as RRs of SBS from these fees. Please review the Security Benefit Mutual Fund Program brochure and the prospectus for additional details.

In addition to the 1% fee for the Managed by Triumph Capital Management Program the custodian, Security Benefit also has a number of additional fees and expenses as shown in the below graph titled "Security Benefit Fees and Expenses".

#### Security Benefit Fees and Expenses:

Fees and Expenses	Option 3	Option 4	Option5	Option 6	Option 7
Annual Account Fee	\$35 per year for account balances less than \$50,000, No fee for account balances more than \$50,000				
Purchase Load	0.00%	5.50%	0.00%	0.00%	0.00%
Account Distribution Fee (Custodial Fee)	1.00%	0.35%	1.25%	1.20%	1.25%



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Contingent Deferred Sales Charge	<b>YEAR CDSC</b> One 1.00% Two 0.00%			<b>YEAR CDSC</b> One 1.00% Two 0.00%	<b>YEAR CDSC</b> One 5.00% Two 4.00% Three 3.00% Four 2.00% Five 1.00% Six 0.00%
Withdrawal Fee	A withdrawal fee may apply to any withdrawal not requested through the participant account online at <a href="http://securitybenefit.com">securitybenefit.com</a>				
Rights of Accumulations					
Loan Fees - All options (not available in all plans or IRA's)					
Loan Origination Fee	\$100				
Loan Annual Maintenance Fee	\$50				
Loan Interest Rate	Prime + 1				

What is a 'Contingent Deferred Sales Charge (CDSC)

- A contingent deferred sales charge (CDSC) is a fee (sales charge or load) that mutual fund investors pay when selling fund shares within a specified number of years of the date on which they were originally purchased.

**Example:** Total Fee when enrolled in Managed by Triumph Capital Management. *This is for illustrative purposes only.*

- In this example, Option 3 is selected from the above chart "Security Benefit Fees and Expenses". Option 3 carries an account distribution fee (Custodial fee) of 1%.
- In this hypothetical example, the client's account has a balance of \$100,000.00
- The client has chosen to enroll into the Managed by Triumph Capital Program. The additional cost of adding the MBTC program is 1%. Triumph Capital Management has accepted the client's enrollment into the program.
- Two layers of fees now apply:
  - First, the 1% for the Security Benefit program:  $(\$100,000 * 1\%) = \$1,000^*$
  - Second, the 1% for the Managed by Triumph Capital program:  $(\$100,000 * 1\%) = \$1,000^*$
- \*In addition to the fees described above, securities used in the Security Benefit program and MBTC program i.e. mutual funds, ETF's may have been subject to other management and administrative fees as described in the prospectuses these funds. These fees are independent of the fees disclosed above and should be disclosed by the custodian or contained in each prospectus or agreements.
- You are not required to enroll into the MBTC program, and you can enroll only into the Security Benefit program and therefore avoid the 1% fee associated with the MBTC program.



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- Your TCM IAR could also be a Registered Representative of a broker-dealer, this is disclosed in their ADV Part 2B. Therefore, the 1% fee to Security Benefit is shared with your RR's broker-dealer, and the broker-dealer compensates the RR for processing the Security Benefit Program through them. When selling you the Security Benefit program your IAR is acting in the capacity of a registered representative of a Broker Dealer.
- Your advisor is also an Investment Advisor Representative of Triumph Capital Management. The 1% cost of adding the Managed by Triumph Capital program is also shared with your IAR. If enrolling into the Managed by Triumph Capital program, your IAR is acting in the capacity of a IAR.
- Due to commission payments associated with the Security Benefit program enrollment and the fee changed by enrolling into the Managed by Triumph Capital Management program a conflict of interest may exist. The Security Benefit program offers different options when purchasing, including load and no-load options as well as different CDSC. Please review the prospectus closely and discuss with your IAR.
- In such cases where a load was paid on a Security Benefit purchase, Triumph Capital Management will not allow its IAR's to enroll you into the Managed by Triumph Capital program. If your IAR did not sell the Security Benefit program to you, this may not apply.
- You should also note that fees for comparable services vary and lower fees for comparable services may be available from other sources.
- The custodian of this account (Security Benefit) provides fee and expenses disclosure on your quarterly statements. An example of this is: "Certain fees and expenses are charged to your account for individual services. The following amounts of these individual expense were charged to your account for the quarter ending 00/00/00:

Expenses (Quarter Ending 00/00/000)	
Fee Category	
Third Party Management Fee	\$250
Asset Based Fee	\$250

- **Third Party Management fee:** Expenses associated with the Investment Advisory Services provided by the managed account provider.
  - This fee is compensation paid to Triumph for providing management services to your account pursuant to your enrollment in the Managed by Triumph Capital Management program.
- **Asset Based Fee:** Asset based fees help pay for distribution expense as well as recordkeeping. The asset based fee amount provided in this section may also include a front-end sales charge.





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- This fee as shown on the Security Benefit Fee and Expenses Chart presented above. Your advisor is also a Registered Representative of a broker-dealer, Summit. Some portion of the Asset Based Fee charged by Security Benefit may be paid to your RR's broker-dealer, and the broker-dealer may compensate the RR from this payment.

Should either one of us terminate the advisory agreement regarding Managed by Triumph Capital that we have entered into before the end of a billing period, any unearned fees that were deducted from your account will be returned to you by us. The amount refunded to you is calculated by dividing the most recent advisory fee you paid by the total number of days in the quarter. This daily fee is then multiplied by the number of calendar days in the quarter that our agreement was in effect. This amount, which equals the amount Triumph Capital Management earned for the partial quarter, is subtracted from the total fee you paid in advance to determine your refund.

You must authorize us in writing to have the custodian pay us directly by charging your account. Your custodian provides you with statements that show the amount paid directly to us. You should verify the calculation of our fees. Your custodian does not verify the accuracy of fee calculations.

### FINANCIAL PLANNING FEES

Triumph Capital Management will negotiate a fee with you. The fee may vary based on the extent and complexity of your individual or family circumstances and the amount of your assets under our management. Triumph Capital Management will determine your fee for the designated financial advisory services. Under a fixed fee arrangement, any fee will be agreed in advance of services being performed. Fees range from \$100.00 to \$10,000.00.

Typically, Triumph Capital Management will complete a plan within 30 days and present it to you within 90 days of the contract date, provided that you have provided us all information needed to prepare the financial plan. If the work is not completed in such a time, Triumph Capital Management may refund your fee on a pro-rated basis. The fees are paid monthly, quarterly, semi-annually or annually in arrears or arrears within 30 days after receiving an invoice.

In no case are our fees based on, or related to, the performance of your funds or investments. Triumph Capital Management will not require prepayment of more than \$1200 in fees per client, six (6) or more months in advance of providing any services.

The services may be terminated by either party at any time without penalty upon receipt of written notice. Financial Planning Services are termed upon delivery of the Financial Plan and discussion of the Plan.

### RETIREMENT PLAN ADVISORY SERVICE FEE

For Retirement Plan Advisory Services compensation, Triumph Capital Management charges an annual fee as negotiated with the client and disclosed in the Investment Advisory Agreement. The compensation method



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is explained and agreed upon in advance before any services are rendered. Annual fees range from 0.25% to 3.00%. Fixed fees range from \$500 to \$50,000.

Plan advisory services begin with the effective date of the Agreement, which is the date you sign the Investment Advisory Agreement. For that calendar quarter, fees will be adjusted pro rata based upon the number of calendar days in the calendar quarter that the Agreement was effective. Our fee is billed in advance on the last business day of the calendar quarter. Invoices are sent each quarter to either the client or the custodian of the Plan. For Plans where our fee is billed to the custodian, the fee is deducted directly from the participant accounts. Written authorization permitting us to be paid directly from the custodial account is outlined in the Investment Advisory Agreement. In some circumstances, you can have the fee automatically taken from your bank account or directly charged to a credit card.

Either party may terminate the Agreement at any time upon 90 days written notice. You are responsible to pay for services rendered until the termination of the agreement.

### CONSULTING FEES

Triumph Capital Management provides planning services for clients who need advice on a limited scope of work. Triumph Capital Management will negotiate consulting fees with you. Fees may vary based on the extent and complexity of the consulting project. Fees are negotiated and you will be billed as services are rendered.

Either party may terminate the agreement. Upon termination, fees will be prorated to the date of termination and any unearned portion of the fee will be refunded to you as described above.

### VARIABLE PRODUCT ADVISORY MANAGEMENT FEES

A Triumph Capital Management IAR may offer you investment management services on the subaccount allocations within a variable product you own, such as a variable annuity or a variable universal life insurance policy. This service may be provided to you directly by your IAR on a discretionary basis, and this will be detailed in your advisory agreement. Your IAR may use his/her own analysis, research methods, investment style/strategy and ongoing management philosophy when providing this investment management service to you.

If you engage your IAR to provide advice relative to your variable product, you will pay a fee for this service. This advisory fee is separate and in addition to the internal costs inherent to your variable product, and will be calculated as a percentage of your variable product account value, including any cash or cash equivalent positions(s). When this service is provided to you directly by your IAR, the advisory fee is not to exceed 2% per year. The advisory fee you will be charged will be clearly outlined in the advisory agreement you sign with your IAR.

Due to commission payments associated with certain variable products, they present a conflict of interest because they create an incentive to make recommendations based on the compensation that we receive



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rather than based on your needs. We will explain the specific costs associated with any recommended investments with you upon request. In such cases where a commission was paid on a variable product, Triumph Capital Management will not allow its IAR's to charge a fee for this service for a period of two years following when he/she sold the variable product to you. If your IAR did not sell the variable product to you, this two-year waiting period may or may not apply.

### ALTERNATIVE PRODUCT ADVISORY MANAGEMENT FEES

If you engage your IAR to provide advice relative to your alternative Investments, you will pay a fee for this service. This advisory fee is separate and in addition to the internal costs inherent to your alternative investment, and will be calculated as a percentage of your alternative investment account value, as reported by the custodian where your alternative investment is held. When this service is provided to you directly by your IAR, the advisory fee is not to exceed 3% per year. The advisory fee you will be charged will be clearly outlined in the advisory agreement you sign with your IAR.

Due to commission payments associated with certain alternative investments, they present a conflict of interest because they create an incentive to make recommendations based on the compensation that we receive rather than based on your needs. We will explain the specific costs associated with any recommended investments with you upon request. Alternative investments may have different shares classes available for purchase including no load options. Please review the prospectus closely and discuss with your IAR. In such cases where a commission was paid on an alternative investment, Triumph Capital Management will not allow its IAR's to charge a fee for this service for a period of three years following when the IAR sold the alternative investment to you. If your IAR did not sell the alternative investment to you, this three-year waiting period may or may not apply.

### THIRD PARTY MANAGER FEES

Triumph Capital Management also receives compensation from third-party managers (TPAM) that are approved by Triumph Capital Management. These TPAMs compensate us in the manner described. Triumph Capital Management provides investment advice and recommendations on the investment strategies of Third Party Managers ("Managers" or "TPAM"). Selected Managers are evaluated by Triumph Capital Management for client use. Our services include assisting you in identifying your investment objectives and matching personal and financial data with a select list of Managers. The intent of this service is to have a selected list of high quality and recognizable third-party investment management firms from which you select one or more Managers to handle the day-to-day management of the your account(s). Following recommendations by our Investment Adviser Representatives, you will have final authority to select a Manager. The IAR may assist you in completing appropriate documents.

All accounts are managed by the selected Manager and Triumph Capital Management does not have any discretionary trading authority with respect to such accounts. Information collected by our firm regarding Managers is believed to be reliable and accurate but Triumph Capital Management does not necessarily independently review or verify it on all occasions. All performance reporting will be the responsibility of the respective Manager. Such performance reports will be provided directly to you and Triumph Capital Management. Triumph Capital Management does not audit or verify that these results are calculated on a



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uniform or consistent basis as provided by a Manager directly to Triumph Capital Management or through the consulting service utilized by the Manager. However, Triumph Capital Management does monitor the results of the Manager.

### ADDITIONAL FEES AND EXPENSES

Advisory fees payable to us do not include all the fees you will pay when Triumph Capital Management purchases or sells securities for your Account(s). The following list of fees or expenses are what you may pay directly to third parties only, whether a security is being purchased, sold or held in your Account(s) under our management.

- Transaction fees;
- SEC fees;
- Custodial Fees;
- Transfer taxes;
- Wire transfer and electronic fund processing fees;
- Account closing fees.

Please refer to the “Brokerage Practices” below for discussion of Triumph Capital Management’ brokerage practices.

### ITEM 6: PERFORMANCE BASED FEES AND SIDE BY SIDE MANAGEMENT

Triumph Capital Management does not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees). Our advisory-fee compensation is charged only as disclosed above in Fees and Compensation.

### ITEM 7: ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

Triumph Capital Management provides investment advice to individuals, high-net-worth individuals, families, small businesses, foundations, trusts and estates. Triumph Capital Management also provides investment advice on and to retirement accounts including but not limited to IRA’s, SEP, Simple, Solo’s, retirement trusts, defined benefit plans, small business 401(k) plans and corporate 401(k) plans. Our minimum initial account value is \$25,000. Triumph Capital Management may waive account minimums at our sole discretion.

The Separate Account Exchange program has managers with minimum account size and can vary from manager to manager.



### ITEM 8: METHODS OF ANALYSIS, INVESTMENTS STRATEGIES AND RISK OF LOSS

Triumph Capital Management seeks to recommend investment strategies that will give a client a diversified portfolio consistent with the client's investment objective. Triumph Capital Management does this by analyzing the various securities, investment strategies, and third-party management firms. The goal is to identify a client's risk tolerance, and then find a manager with the maximum expected return for that level of risk.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, Triumph Capital Management determines investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

Triumph Capital Management utilizes both fundamental and technical analysis. Triumph Capital Management gathers our information from a broad array of financial resources including financial newspapers, magazines, research prepared by others, corporate rating services, company press releases, annual reports, prospectuses and filings with the Securities and Exchange Commission.

Triumph Capital Management determines how to allocate assets among the various asset classes based on the investment strategy chosen, prevailing economic conditions and our determination of where we are in the economic cycle. Potential risks and opportunities are weighed to determine to what degree the portfolio should be invested.

From time-to-time, market conditions may cause your account to vary from the established allocation. To remain consistent with the asset allocation guidelines established, your account is monitored on an ongoing basis and rebalanced to the original allocation, or if deemed beneficial, to a new allocation based on the then prevailing economic conditions and within the guidelines of the chosen investment strategy.

In addition to the rebalancing, overall market conditions and microeconomic factors that affect specific holdings in your account may trigger changes in allocation. Your account may also receive informal reviews more frequently.

#### THIRD PARTY PORTFOLIO MANAGER SELECTION, EVALUATION

Triumph Capital Management seeks to recommend investment strategies that will give a client a diversified portfolio consistent with the client's investment objective. Triumph Capital Management does this by analyzing the various securities, investment strategies, and third-party management firms. The goal is to identify a client's risk tolerance, and then find a manager with the maximum expected return for that level of risk.

Triumph Capital Management examines the experience, expertise, investment philosophies and past performance of independent, third party managers in an attempt to determine if that manager has demonstrated an ability to invest over a period and in different economic conditions. Triumph Capital Management monitors the managers' underlying holdings, strategies, concentrations and leverage as part





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of our overall periodic risk assessment. Additionally, as part of our due-diligence process, Triumph Capital Management surveys the managers' compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a managers' portfolio, there is also a risk that the manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as Triumph Capital Management does not control the managers' daily business and compliance operations, Triumph Capital Management may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

### INVESTMENT PHILOSOPHY

Prior to making recommendations, Triumph Capital Management determines your financial status, needs, time horizon, investment objectives, risk tolerance, and tax status. From this, Triumph Capital Management creates an investor profile and general asset allocation target. While Triumph Capital Management believes asset allocation is a key factor affecting long-term rate of return, Triumph Capital Management also believe fundamental research and securities selection are vital. To that end, Triumph Capital Management selects from a narrow, refined list of institutional fund managers known for excellence in their respective disciplines. Triumph Capital Management focuses primarily on the people, processes, research, consistency, and culture rather than simply recent "high performance" or "track record".

As much as reasonably possible, Triumph Capital Management strives to:

- Diversify strategically with non-correlating assets.
- Balance between growth and value styles.
- Diversify globally.
- Rebalance as markets change.
- Manage for tax efficient returns wherever possible.

Triumph Capital Management selects specific investments for your portfolios through the use of fundamental, cyclical and technical analysis, as well as charting. Triumph Capital Management gathers our information from a broad array of financial resources including financial newspapers, magazines, research prepared by others, corporate rating services, company press releases, annual reports, prospectuses and filings with the Securities and Exchange Commission.

Triumph Capital Management determines how to allocate assets among the various asset classes based on the investment strategy chosen, prevailing economic conditions and our determination of where we are in the economic cycle. Potential risks and opportunities are weighed to determine to what degree the portfolio should be invested.

From time-to-time, market conditions may cause your account to vary from the established allocation. To remain consistent with the asset allocation guidelines established, your account is monitored on an ongoing basis and rebalanced to the original allocation, or if deemed beneficial, to a new allocation based on the then prevailing economic conditions and within the guidelines of the chosen investment strategy.





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In addition to the rebalancing, overall market conditions and microeconomic factors that affect specific holdings in your account may trigger changes in allocation.

Fundamental analysis is a method of evaluating a company that has issued a security by attempting to measure the value of its underlying assets. It entails studying overall economic and industry conditions as well as the financial condition and the quality of the company's management. Earnings, expenses, assets, and liabilities are all important in determining the value of a company. The value is then compared to the current price of the issuing company's security to determine whether to purchase, sell or hold the security. Cyclical analysis is a form of fundamental analysis that involves the process of making investment decisions based on the different stages of an industry at a given point in time.

Technical analysis is a method of evaluation securities by analyzing statistics generated by market activity, such as past prices and volume movements. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity.

Charting involves identifying patterns that can suggest future activity in price movements. A chart pattern is a distinct formation on a stock chart that creates a trading signal or sign of future price movements. Chartists use these patterns to identify current trends and trend reversals to trigger buy and sell signals. Some of the chart types are Line Charts, Bar Charts, Candlestick, Point and Figure, etc.

Our investment strategies may include long-term and short-term holds as well as trading (securities sold within 30 days) and the use of options, margin, and short sales. You may place reasonable restrictions on the strategies to be employed in your portfolio and the type of investments to be held in your portfolio.

### RISKS OF LOSS

You are advised and are expected to understand that our past performance is not a guarantee of future results and that certain market and economic risks exist that may adversely affect an account's performance that could result in capital losses in your account. Investing in securities involves risk of loss which you should be prepared to bear.

There are principal and material risks involved which may adversely affect the account value and total return. There are other circumstances (including additional risks that are not described here) which could prevent your portfolios from achieving its investment objective. It is important to read all the disclosure information provided and to understand that you may lose money by investing in any of our strategies.

Past performance is not a guarantee of future results. The Managed by Triumph Capital model may not achieve its goals. Market and economic risk may adversely affect the Managed by Triumph model that could result in capital losses in your account. Investing involves risk of loss which you should be prepared to bear.

You should be aware that your account is subject to the following risks:



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**MARKET RISK** — Even a long-term investment approach cannot guarantee a profit. Economic, political and issuer-specific events will cause the value of securities to rise or fall. Because the value of investment portfolios will fluctuate, there is the risk that you will lose money and your investment may be worth more or less upon liquidation.

**FOREIGN SECURITIES AND CURRENCY RISK** — Investments in international and emerging-market securities include exposure to risks such as currency fluctuations, foreign taxes and regulations, and the potential for illiquid markets and political instability.

**CAPITALIZATION RISK** — Small-cap and mid-cap companies may be hindered as a result of limited resources or less diverse products or services, and their stocks have historically been more volatile than the stocks of larger, more established companies.

**INTEREST RATE RISK** — In a rising rate environment, the value of fixed-income securities generally declines and the value of equity securities may be adversely affected.

**CREDIT RISK** — Credit risk is the risk that the issuer of a security may be unable to make interest payments and/or repay principal when due. A downgrade to an issuer's credit rating or a perceived change in an issuer's financial strength may affect a security's value and, thus, impact the fund's performance.

**SECURITIES LENDING RISK** — Securities lending involves the risk that the fund loses money because the borrower fails to return the securities in a timely manner or at all. The fund could also lose money if the value of the collateral provided for loaned securities, or the value of the investments made with the cash collateral, falls. These events could also trigger adverse tax consequences for the fund.

**DERIVATIVE RISK** — Derivatives are securities, such as futures contracts, whose value is derived from that of other securities or indices. Derivatives can be used for hedging (attempting to reduce risk by offsetting one investment position with another) or non-hedging purposes. Hedging with derivatives may increase expenses, and there is no guarantee that a hedging strategy will achieve the desired results.

**EXCHANGE-TRADED FUNDS** — ETFs face market-trading risks, including the potential lack of an active market for shares, losses from trading in the secondary markets and disruption in the creation/redemption process of the ETF. Any of these factors may lead to the fund's shares trading at either a premium or a discount to its "net asset value."

**PERFORMANCE OF UNDERLYING MANAGERS** — We select the mutual funds and ETFs in the asset allocation models. However, Triumph Capital Management depends on the manager of such funds to select individual investments in accordance with their stated investment strategy.

**OPTIONS RISK** — Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.



### ITEM 9: DISCIPLINARY INFORMATION

Triumph Capital Management does not have any legal, financial or other “disciplinary” items to report. Your investment Advisor Representative will provide you with Form 2B that is specific to their individual disciplinary record. More information may be found by visiting [www.FINRA.org](http://www.FINRA.org) or [www.SEC.gov](http://www.SEC.gov).

- Triumph Capital Management’s CRD number is: 282814
- Triumph Capital Management’s SEC number is: 801-107312

### ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

#### INSURANCE

Investment Adviser Representatives (“IAR”) of Triumph Capital Management may act as agents appointed with various life, disability or other insurance companies, receive commissions, trails, or other compensation from the respective product sponsors and/or as a result of effecting insurance transactions for clients. However, clients should note that they are under no obligation to purchase any insurance products through Triumph Capital Management or its IARs. Please note that IARs spend less than 10% of their time on business relating to Insurance.

#### BROKER DEALER

Triumph Capital Management is not a broker/dealer, but some of Triumph Capital Management’s Investment Adviser Representatives are registered representatives of Summit Brokerage Services, Inc. (“SBS”), a full-service broker-dealer, member FINRA/SIPC, which compensates them for effecting securities transactions. When placing securities transactions through SBS in their capacity as registered representatives, they may earn sales commissions. Because the IARs are dually registered agents of SBS and Triumph Capital Management, SBS has certain supervisory and administrative duties pursuant to the requirements of FINRA Conduct Rule 3040. These dually-registered individuals are subject to applicable industry rules that restrict them from conducting securities transactions away from SBS unless SBS provides the individual with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through SBS. This presents a material conflict of interest because your IAR may have an incentive to effect securities transactions for the purpose of generating commission rather than basing his/her recommendations solely on your needs and objectives. Triumph Capital Management mitigates this conflict of interest by monitoring the appropriateness of the recommendations that your IAR/RR makes to you. SBS and Triumph Capital Management are not affiliated companies. IARs of Triumph Capital Management spends a portion their time in connection with broker/dealer activities.

As a broker-dealer, SBS engages in a broad range of activities normally associated with securities brokerage firms. Pursuant to the investment advice given by Triumph Capital Management or its IARs, investments in securities may be recommended for clients. If SBS is utilized for brokerage services, IAR’s of Triumph Capital Management may receive commissions for executing securities transactions.



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You are advised that when SBS is selected as the broker-dealer, the transaction charges may be higher or lower than the charges you may pay if the transactions were executed at other broker/dealers. You should note; however, that you are under no obligation to purchase securities through IARs of Triumph Capital Management or SBS.

Moreover, you should note that under the rules and regulations of FINRA, SBS has an obligation to maintain certain client records and perform other functions regarding certain aspects of the investment advisory activities of its registered representatives. These obligations require SBS to coordinate with, and have the cooperation of its registered representatives that operate as, or are otherwise associated with, investment advisers other than SBS. Accordingly, SBS may limit the use of certain custodial and brokerage arrangements available to clients of Triumph Capital Management and SBS may collect, as paying agent of Triumph Capital Management, the investment advisory fee remitted to Triumph Capital Management by the account custodian. SBS may retain a portion of the investment advisory fee you pay, as a charge for the functions it performs, and such portion may be further re-allowed to other registered representatives of SBS. The charge will not increase the advisory fee you have agreed to pay Triumph Capital Management.

IARs of Triumph Capital Management, in their capacity as registered representatives of SBS, or as agents appointed with various life, disability or other insurance companies, receive commissions, 12(b)-1 fees, fee trails, or other compensation from the respective product sponsors and/or as a result of effecting securities transactions for clients. These arrangements present a conflict of interest because they create an incentive to make recommendations for the purchase or sale securities and / or insurance policies based upon the amount of compensation your IAR can receive rather than based upon your needs. Selection of specific programs, products, or investments may also result in an increase in the total fees and commissions received by the related entities. However, clients should note that they are under no obligation to purchase any investment products through the Triumph Capital Management IAR whom might also be a registered representative of Summit Brokerage Services.

### OTHER REGISTRATIONS

IARs of Triumph may also be IARs of Summit Financial Group ("SFG") and Cetera Investment Advisers LLC ("CIA"), and are able to offer a variety of advisory programs and services through SFG and CIA in addition to the advisory services our IARs are able to offer through Triumph. SFG and CIA are affiliated RIAs of Summit Brokerage Services, Inc. When our IARs conduct advisory business through SFG and CIA, he/she may earn a fee based on the advisory service offered through SFG or CIA. This presents a material conflict of interest because your IAR may have an incentive to offer advisory services through SFG and CIA that result in a higher fee compensation. This fee is separate and in addition to the fees you pay for the advisory services you receive from your IAR through Triumph Capital Management.

### OUTSIDE BUSINESS ACTIVITIES

IARs of Triumph Capital Management may have Outside Business Activities ("OBA"). The OBA's of your IAR are fully described and disclosed on his/her ADV form 2B. OBA's can presents a material conflict of interest because your IAR may have an incentive to spend more time on their outside business activity than focusing



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on your advisory relationship. Triumph Capital Management monitors and approves OBA's to help reduce this conflict of interest.

### OTHER POTENTIAL CONFLICTS OF INTEREST

As a fiduciary, the Firm and all Code Persons have an affirmative duty of care, loyalty, honesty, and good faith to act in the best interests of its clients. With this duty, the Firm and its Code Persons can achieve this obligation by trying to avoid conflicts of interest and by fully disclosing all material facts concerning any conflict that does arise with respect to any client. A "conflict of interest" may occur when a Code Person's private interests may be inconsistent with the interests of the Firm's clients and/or his/her service to the Firm. Additionally, Code Persons must try to avoid situations that have even the appearance of conflict or impropriety.

Conflicts of interest may arise where the Firm or its Code Persons have reason to favor the interests of one client over another client (e.g., larger accounts over smaller accounts, accounts compensated by performance fees over accounts not so compensated, accounts in which employees have made material personal investments, accounts of close friends or relatives of Code Persons). The Firm prohibits inappropriate favoritism of one client over another client that would constitute a breach of fiduciary duty.

The Firm prohibits Code Persons from using knowledge about pending or currently considered securities transactions for clients to profit personally, directly or indirectly, as a result of such transactions, including purchasing or selling such securities.

Supervision: Mr. Brandon Drespling and Mr. Derek Eichenwald are both principals of TCM. Mr. Drespling is supervised by Mr. Eichenwald and Mr. Eichenwald is supervised by Mr. Drespling. Mr. Drespling and Mr. Eichenwald manage client assets as co-managers. This can be deemed a potential conflict of interest. If you have any questions regarding the supervision of Mr. Drespling or Mr. Eichenwald please contact Mr. Drespling and Mr. Eichenwald prior to engaging in advisory services with TCM.

### ITEM 11: CODE OF ETHICS PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Triumph Capital Management and persons associated with us are allowed to invest for their own accounts or to have a financial interest in the same securities or other investments that Triumph Capital Management recommends or acquires for your account, and may engage in transactions that are the same as or different than transactions recommended to or made for your account. This creates the potential for a conflict of interest. Triumph Capital Management recognizes the fiduciary responsibility to place your interests first and have established policies in this regard to avoid any potential conflicts of interest.

Triumph Capital Management has developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate this conflict of interest. The Code of Ethics addresses, among other things, personal trading, gifts, the prohibition against the use of inside information and other situations where there is a possibility for conflicts of interest.





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The Code of Ethics is designed to protect our clients by deterring misconduct, educate personnel regarding the firm's expectations and laws governing their conduct, remind personnel that they are in a position of trust and must act with complete propriety at all times, protect the reputation of Triumph Capital Management, guard against violation of the securities laws, and establish procedures for personnel to follow so that Triumph Capital Management may determine whether their personnel are complying with the firm's ethical principles.

Triumph Capital Management has established the following restrictions in order to ensure our firm's fiduciary responsibilities:

A director, officer or employee of Triumph Capital Management shall not buy or sell any securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No director, officer or employee of Triumph Capital Management shall prefer his or her own interest to that of the advisory client.

- Triumph Capital Management maintains a list of all securities holdings and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of Triumph Capital Management.
- Triumph Capital Management emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where we are granted discretionary authority of the client's account.
- Triumph Capital Management emphasizes the unrestricted right of the client to select and choose any broker-dealer (except in situations where Triumph Capital Management is granted discretionary authority) he or she wishes.
- Triumph Capital Management requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- Any individual not in observance of the above may be subject to termination.
- You may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this Brochure.

### ITEM 12: BROKERAGE PRACTICES

Triumph Capital Management recommends the brokerage services of SBS. SBS is an introducing broker-dealer which clears its transactions through both Pershing, WFCS, or directly with Insurance Companies' and Alternative Companies'. SBS is registered with the SEC and state jurisdictions and is a member of FINRA and SIPC. SBS provides a full range of brokerage services in stocks, corporate bonds, municipal bonds, government bonds, options, mutual funds, variable annuities, real estate investment trusts and other investment and insurance products.





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Triumph Capital Management does not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

### DIRECT BROKERAGE

Not all registered investment advisors require their clients to direct their brokerage transactions to a specific broker-dealer. However, many of our IARs are also RRs of SBS and will recommend SBS to clients for brokerage services, which may include various insurance and other investment products. These dually-registered individuals are subject to applicable industry rules that restrict them from conducting securities transactions away from SBS unless SBS provides the individual with written authorization to do so.

These individuals are generally limited to conducting securities transactions through SBS. It may be the case that transaction costs and/or custodial fees charged through SBS are higher than what other broker-dealers charge for the same types of transactions. If transactions are executed through SBS, these dually-registered individuals (in their separate capacity as RRs of SBS) earn commission-based compensation as a result of placing the recommended securities transactions through SBS. This commission-based compensation is separate and in addition to the fees you pay for the advisory services you receive from your IAR through Triumph Capital Management.

Further, an IAR, when appropriate, may recommend that a retirement plan sponsor use a certain retirement plan platform or service provider (such as a record keeper, administrator or broker-dealer). That recommendation may include using our SBS to serve as broker-dealer in connection with the sale of securities or insurance products to the retirement plan.

These instances present a material conflicts of interest because your IAR may have an incentive to effect securities transactions for the purpose of generating commission rather than basing his/her recommendations solely on your needs and objectives. Triumph Capital Management mitigates this conflict of interest by monitoring the appropriateness of the recommendations your IAR/RR makes to you. You may utilize the broker-dealer of your choice, and you have no obligation to purchase or sell securities through SBS. However, if you do not use SBS, Triumph Capital Management may not be able to accept your account and therefore, you may not be able to work with our dually-registered individual (IAR/RR) on your account.

### T.D. AMERITRADE INSTITUTION; PROGRAM

Triumph Capital Management participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer. TD Ameritrade offers to independent investment advisors services that include custody of securities, trade execution, clearance and settlement of transactions. Triumph Capital Management may receive certain additional economic benefit "(Additional Services)" that may or may not be offered to any other independent investment Advisors participating in the program.



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TD Ameritrade provides the Additional Services to an Advisor in its sole discretion and at its own expense, and an Advisor does not pay any fees to TD Ameritrade for the Additional Services. An Advisor and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

There is no direct link between our participation in the program and the investment advice Triumph Capital Management gives to our clients, although we receive economic benefits through our participation in the program that are typically not available to any other independent Investment Advisors participating in the program. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by some of our related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit your account. These products or services may assist us in managing and administering your account, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by Triumph Capital Management or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to clients, Triumph Capital Management endeavors at all times to put the interests of our clients first. You should be aware, however, that the receipt of economic benefits by Triumph Capital Management or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

Our receipt of Additional Services raises the potential for conflicts of interest. In providing Additional Services to us, TD Ameritrade most-likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, our client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with Triumph Capital Management, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, Triumph Capital Management may have an incentive to recommend to its clients that the assets under management by Triumph Capital Management be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. Triumph Capital Management's receipt of Additional Services does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for client accounts.

In the event you request us to recommend a broker/dealer custodian for execution and/or custodial services, Triumph Capital Management generally recommends your account to be maintained at TD Ameritrade. Triumph Capital Management may recommend that you establish accounts with TD Ameritrade to maintain custody of your assets and to effect trades for your accounts. You are under no obligation to act upon any recommendations, and if you elect to act upon any recommendations, you are under no obligation to place the transactions through any broker/dealer Triumph Capital Management



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recommends. Our recommendation is generally based on the broker's cost and fees, skills, reputation, dependability and compatibility with the client. You may be able to obtain lower commissions and fees from other brokers and the value of products, research and services given to us is not a factor in determining the selection of broker/dealer or the reasonableness of their commissions.

Triumph Capital Management does not select or recommend broker/dealers based upon receiving client referrals from a broker/dealer or third party. Triumph Capital Management does not routinely recommend, request or require that you direct us to execute transaction through a specified broker/dealer. Additionally, Triumph Capital Management typically does not permit you to direct brokerage.

We place trades for your account subject to our duty to seek best execution and other fiduciary duties. Triumph Capital Management may use broker/dealers other than your custodian to execute trades for your account. The practice of using other broker/dealers may result in additional costs to you so that we are more likely to place trades through your custodian rather than through other broker/dealers. Your custodian's execution quality may be different than other broker/dealers.

Triumph Capital Management will aggregate trades for ourselves or our associated persons with your trades, providing that the following conditions are met:

1. Our policy for the aggregation of transactions shall be fully-disclosed separately to our existing clients (if any) and the broker/dealer(s) through which such transactions will be placed;
2. Triumph Capital Management will not aggregate transactions unless we believe that aggregation is consistent with our duty to seek the best execution (which includes the duty to seek best price) for you and is consistent with the terms of our investment advisory agreement with you for which trades are being aggregated.
3. 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 our transactions in a given security on a given business day, with transaction costs based on each client's participation in the transaction;
4. Triumph Capital Management will prepare a written statement ("Allocation Statement") specifying the participating client accounts and how to allocate the order among those clients;
5. 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, the accounts that did not receive the previous trade's positions should be "first in line" to receive the next allocation.
6. 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 difference of allocation is explained in writing and is reviewed by our compliance officer. Our books and records will separately reflect, for each client account, the orders of which aggregated, the securities held by, and bought for that account.



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7. Triumph Capital Management will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation; and
8. Individual advice and treatment will be accorded to each advisory client.

As a matter of policy and practice, we do not utilize research, research-related products and other services obtained from broker-dealers, or third parties, on a soft-dollar commission basis.

### SECURITY BENEFIT

When utilizing the security benefit program, be advised that your IAR is acting as an RR of the broker dealer SBS. The fees and expense charged by Security Benefit are therefore paid to the RR through SBS.

### ALTERNATIVE INVESTMENTS

When utilizing the purchase of alternative investments, be advised that your IAR may be acting as an RR of the broker dealer SBS.

### TRADE ERRORS

Triumph Capital Management has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of our clients. In cases where a client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and Triumph Capital Management will absorb any loss resulting from the trade error if the error was caused by our firm. If the error is caused by the broker/dealer, the broker/dealer will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will be donated to charity. Triumph Capital Management will never benefit or profit from trade errors.

## ITEM 13: REVIEW OF ACCOUNT

The underlying securities within the investment supervisory services are regularly monitored. These reviews will be made by your individual Investment Advisor and are reviewed by the supervisor in charge. An annual review is usually conducted in person or by telephone.

The purpose of all these reviews is to ensure that the investment plan continues to be implemented in a manner which matches your objectives and risk tolerances. More-frequent reviews may be triggered by



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material changes in variables such as your individual circumstances, or the market, political or economic environment. You are urged to notify us of any changes in your personal circumstances.

### STATEMENTS AND REPORTS

You are urged to compare the reports provided by Triumph Capital Management against the account statements you receive directly from your account custodian. Triumph Capital Management will have the ability to provide clients with Performance/Position summary reports upon request. Reports may also be provided at every client meeting.

The custodian for the individual client's account will also provide clients with an account statement at least quarterly.

Financial planning clients (i.e. those who have no assets under management with us in our advisory program) will receive quarterly progress calls and an annual plan update.

### ITEM 14: CLIENT REFFERALS AND OTHER COMPENSATION

The IARs of Triumph Capital Management receive a portion of the wrap fee paid by you for participation in the program. In addition, your IAR is also licensed to offer insurance products and will receive customary commissions for the sale of such products should a client decide to make the purchases or sales through our associates which are not covered by the wrap fee. When selling these products, a conflict of interest exists.

These products and other investments can be linked to your account statement. These investments are not a part of our wrap program and are excluded from the fee you pay.

As disclosed under Brokerage Practices, Triumph Capital Management participates in TD Ameritrade's institutional customer program and Triumph Capital Management may recommend TD Ameritrade to you for custody and brokerage services. There is no direct link between our participation in the program and the investment advice Triumph Capital Management gives to our clients, although Triumph Capital Management receives economic benefits through our participation in the program that are typically not available to any other independent Investment Advisors participating in the program. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by some of our related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit your account. These products or services may assist us in managing





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and administering your account, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by Triumph Capital Management or our personnel through participation in the program does not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to clients, Triumph Capital Management endeavors at all times to put the interests of our clients first. You should be aware, however, that the receipt of economic benefits by Triumph Capital Management or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

Because the amount of our compensation or the products or services we receive may vary depending on the custodian/broker-dealer we recommend to be used by our clients, we may have a conflict of interest in making that recommendation. Our recommendation of specific custodian/broker-dealers may be based in part on the economic benefit to us and not solely on the nature, cost or quality of custody and brokerage services provided to you and our other clients. We nonetheless strive to act in your best interest at all times.

From time to time, Triumph Capital Management may receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing-expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made.

### OUTSIDE COMPENSATION

Triumph Capital Management may enter into written referral agreements with third parties by which the third party may, from time to time, refer clients that may establish accounts and enter into advisory relationships with us. In such circumstances, Triumph Capital Management agrees to pay the third party a referral fee equal to a percentage of fees received by us from the referred client. The referral fee may be split between third parties who have jointly participated in referring a client to Triumph Capital Management. Triumph Capital Management makes disclosure of such referral arrangement, if any, to the client before entering into an advisory agreement. All referral agreements are governed by Rule 206(4)-3 under the Investment Advisers Act of 1940.

Triumph Capital Management only refers clients to professionals Triumph Capital Management believes are competent and qualified in their field, but it is ultimately the client's responsibility to evaluate the provider, and it is solely the client's decision whether to engage a recommended firm. Clients are under no obligation to purchase any products or services through these professionals, and Triumph Capital Management has no control over the services provided by another firm. Clients who chose to engage these professionals will sign a separate agreement with the other firm. Fees charged by the other firm are separate from and in addition to fees charged by Triumph Capital Management.





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If the client desires, Triumph Capital Management will work with these professionals or the client's other advisers (such as an accountant or attorney) to help ensure that the provider understands the client's investments and to coordinate services for the client. Triumph Capital Management will never share information with an unaffiliated professional unless first authorized by the client.

### ITEM 15: CUSTODY

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented.

Triumph Capital Management is deemed to have custody of client funds and securities whenever Triumph Capital Management is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody Triumph Capital Management will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

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

When fees are deducted from an account, Triumph Capital Management is responsible for calculating the fee and delivering instructions to the custodian. At the same time Triumph Capital Management instructs the custodian to deduct fees from the client's account; Triumph Capital Management will send you a notification itemizing the fee. Itemization shall include the formula used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee.

### ITEM 16: INVESTMENT DISCRETION

Prior to engaging Triumph Capital Management to provide investment advisory services, you will enter into a written Agreement with us granting the firm the authority to supervise and direct, on an on-going basis, investments in accordance with the client's investment objective and guidelines. In addition, you will need to execute additional documents required by the Custodian so as to authorize and enable Triumph Capital Management, in its sole discretion, without prior consultation with or ratification by you, to purchase, sell or exchange securities in and for your accounts. Triumph Capital Management is authorized, in our discretion and without prior consultation with you to: (1) buy, sell, exchange and trade any investment company registered under the Investment Company Act of 1940 and (2) determine the amount of securities



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to be bought or sold and (3) place orders with the custodian. Any limitations to such authority will be communicated by you to us in writing.

The limitations on investment and brokerage discretion held by Triumph Capital Management for you are:

1. For discretionary clients, Triumph Capital Management requires that we be provided with authority to determine which securities and the amounts of securities to be bought or sold, as well as the broker/dealer to be used and the commission rates to be paid.
2. Any limitations on this discretionary authority shall be included in this written authority statement. You may change/amend these limitations as required. Such amendments shall be submitted in writing.

Research products and services received by us from broker-dealers will be used to provide services to all our clients.

### ITEM 17: VOTING PROXIES AND CLIENT SECURITIES

Triumph Capital Management will not vote proxies under our limited discretionary authority. You are welcome to vote proxies or designate an independent third-party at your own discretion. You designate proxy voting authority in the custodial account documents. You must ensure that proxy materials are sent directly to you or your assigned third party. Triumph Capital Management does not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies.

### ITEM 18: FINANCIAL INFORMATION

This item is not applicable to this brochure. Triumph Capital Management does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, Triumph Capital Management is not required to include a balance sheet for our most recent fiscal year. Triumph Capital Management is not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, Triumph Capital Management has not been the subject of a bankruptcy petition at any time.