

# The Professional Financial Company LLC dba PROFI

## Firm Brochure - Form ADV Part 2A

*This brochure provides information about the qualifications and business practices of The Professional Financial Company LLC. If you have any questions about the contents of this brochure, please contact us at (801) 701-7141 or by email at: [info@thePFC.com](mailto:info@thePFC.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.*

*Additional information about The Professional Financial Company LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Professional Financial Company LLC's CRD number is: 286419.*

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*Registration as an investment adviser does not imply a certain level of skill or training.*

Version Date: 11/21/2018

## **Item 2: Material Changes**

The Professional Financial Company LLC has the following material changes to report. Material changes relate to The Professional Financial Company LLC's policies, practices or conflicts of interests.

- Legacy Wealth Management LLC is now The Professional Financial Company LLC dba PROF.
- The Professional Financial Company LLC has updated contact information (Cover Page).

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## Item 4: Advisory Business

### A. Description of the Advisory Firm

The Professional Financial Company LLC dba PROFI (hereinafter "ProFi") is a Limited Liability Company organized in the State of Utah. The firm was formed in September 2015, applied for registration as an investment adviser in February 2017, and became registered as an investment adviser in May 2018. [The entity did not provide any business activities until after it was approved as an investment adviser in June 2018.] The principal owner (via The W. Bruce Miller Revocable Trust) is William Bruce Miller.

### B. Types of Advisory Services

#### *Portfolio Management Services*

PROFI offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. PROFI creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

PROFI evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. PROFI will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

PROFI seeks to provide investment decisions made in accordance with the fiduciary duties owed to its accounts and without consideration for PROFI's economic, investment or other financial interests. To meet its fiduciary obligations, PROFI attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, PROFI's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is PROFI's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent, including initial public offerings ("IPOs") and other investment opportunities that might have a limited supply, among its clients on a fair and equitable basis over time.

## *Pension Consulting Services*

PROFI offers consulting services to pension or other employee benefit plans (including but not limited to 401(k) plans). Pension consulting may include, but is not limited to:

- Identifying investment objectives and restrictions
- Providing guidance on various assets classes and investment options
- Recommending money managers to manage plan assets in ways designed to achieve objectives
- Monitoring performance of money managers and investment options and making recommendations for changes
- Recommending other service providers, such as custodians, administrators and broker-dealers
- Creating a written pension consulting plan

These services are based on the goals, objectives, demographics, time horizon, and/or risk tolerance of the plan and its participants.

## *Financial Planning*

Financial plans and financial planning may include, but are not limited to: investment management; tax concerns; retirement planning; estate protection; education planning; insurance planning; net worth, cash flow, and debt/credit planning.

## *Services Limited to Specific Types of Investments*

PROFI generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), equities, treasury inflation protected/inflation linked bonds, commodities, non-U.S. securities, although PROFI primarily recommends mutual funds. PROFI may use other securities as well to help diversify a portfolio when applicable.

## **C. Client Tailored Services and Client Imposed Restrictions**

PROFI will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by PROFI on behalf of the client. PROFI may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent PROFI from properly servicing the client account, or if the restrictions would require PROFI to deviate from its standard suite of services, PROFI reserves the right to end the relationship.

## **D. Wrap-fee Programs**

A wrap-fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. PROFI acts as portfolio manager for and sponsor of a wrap fee program, which is an investment program where the client pays one stated fee that includes management fees, transaction costs, and certain other administrative fees. However, this brochure describes PROFI's non-wrap-fee advisory services; clients utilizing PROFI's wrap-fee portfolio management should see the separate Wrap-fee Program Brochure. PROFI manages the investments in the wrap-fee program, but does not manage those wrap-fee accounts any differently than it would manage non-wrap-fee accounts. PROFI receives the advisory fee set forth in Item 5 below as a management fee under the wrap fee program. Please also see Item 5 and Item 12 of this brochure.

## **E. Assets Under Management**

PROFI has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$39,155,739.00	\$61,881,166.00	November 2018

## **Item 5: Fees and Compensation**

### **A. Fee Schedule**

#### *Portfolio Management Fees*

Total Assets Under Management	Annual Fee
\$0 - \$1,000,000	1.00%
\$1,000,000 - \$5,000,000	0.87%
\$5,000,000 - \$10,000,000	0.75%
\$10,000,000 - AND UP	0.50%

*The advisory fee is calculated using the value of the assets on the last business day of the prior billing period.*

Portfolio management fees are not negotiable. The final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Clients may terminate the agreement without penalty for a full refund of PROFI's fees within five business days of signing the



Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract with 30 days' written notice.

### ***Pension Consulting Services Fees***

#### **Hourly Fees**

The hourly fee for pension consulting services is \$150.

#### **Asset-Based Fees**

<b>Total Assets Under Management</b>	<b>Annual Fee</b>
\$0 - \$10,000,000	0.50%
\$10,000,001 - \$20,000,000	0.40%
\$20,000,001 – And Up	0.30%

*PROFI uses the value of the account as of the last business day of the billing period for purposes of determining the market value of the assets upon which the advisory fee is based.*

Pension consulting fees are not negotiable. The final fee schedule is memorialized in the pension consulting agreement. Clients may terminate the agreement without penalty for a full refund of PROFI's fees within 5 business days of signing the pension consulting agreement. Thereafter, clients may terminate the pension consulting agreement with 30 days' written notice.

### ***Financial Planning Fees***

The hourly fee for financial planning services is \$150.

Financial planning fees are not negotiable. The final fee schedule is memorialized in the financial planning agreement. Clients may terminate the agreement without penalty for full refund of PROFI's fees within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the financial planning agreement with 30 days' written notice.

## **B. Payment of Fees**

### ***Payment of Portfolio Management Fees***

Asset-based portfolio management fees are either (a) withdrawn directly from the client's accounts with client's written authorization or (b) invoiced and billed directly to the client

on a basis; clients may select the method in which they are billed. Fees are paid quarterly in advance.

### ***Payment of Pension Consulting Fees***

Asset-based pension consulting fees are either (a) withdrawn directly from the client's accounts with client's written authorization or (b) invoiced and billed directly to the client on a quarterly basis; clients may select the method in which they are billed. Fees are paid quarterly in arrears.

Hourly pension consulting fees are paid via check or wire, 50% in advance, but never more than six months in advance, with the remainder due upon presentation of the plan.

### ***Payment of Financial Planning Fees***

Hourly financial planning fees are paid via check or wire, 50% in advance, but never more than six months in advance, with the remainder due upon presentation of the plan.

## **C. Client Responsibility for Third-Party Fees**

This brochure describes PROFI's non-wrap-fee advisory services; clients utilizing PROFI's wrap fee portfolio management should see the separate Wrap Fee Program Brochure for additional details regarding third-party fees. Client accounts not participating in the wrap fee program are responsible for the payment of all third-party fees (i.e., custodian fees, commissions, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by ProFi. Please see Item 12 of this brochure regarding broker/custodian.

## **D. Prepayment of Fees**

PROFI collects certain fees in advance and certain fees in arrears, as indicated above. Refunds for fees paid in advance will be returned within thirty days to the client via check or return deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate\* times the number of days elapsed in the billing period and the 30 days' notice of termination. (\*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

For hourly fees that are collected in advance, the fee refunded will be the balance of the fees collected in advance minus the hourly rate times the number of hours of work that has been completed.

## **E. Outside Compensation for the Sale of Securities to Clients**

Neither PROFI nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

PROFI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

## **Item 7: Types of Clients**

PROFI generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Banks and Thrift Institutions
- ❖ Pension and Profit Sharing Plans
- ❖ Corporations or Business Entities

There is no account minimum for any of PROFI's services.

## **Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss**

### **A. Methods of Analysis and Investment Strategies**

#### *Methods of Analysis*

PROFI's methods of analysis include Fundamental analysis, Modern portfolio theory and Quantitative analysis.

**Fundamental analysis** involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

**Quantitative analysis** deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

**Modern portfolio theory** is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a

given level of expected return, each by carefully choosing the proportions of various assets.

### *Investment Strategies*

PROFI uses/recommends long term investing, global asset-class diversification, and tax-efficient investing based on client goals.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **B. Material Risks Involved**

### *Methods of Analysis*

**Fundamental analysis** concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

**Quantitative Model Risk:** Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

**Modern portfolio theory** assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

### *Investment Strategies*

**Long term trading** is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## C. Risks of Specific Securities

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

**Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

**Equity** investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

**Fixed income** investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

**Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

**Real estate** funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real

estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

**Annuities** are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

**Private placements** carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

**Venture capital funds** invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

**Commodities** are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

**Non-U.S.** securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

**Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **Item 9: Disciplinary Information**

### **A. Criminal or Civil Actions**

There are no criminal or civil actions to report.

## **B. Administrative Proceedings**

There are no administrative proceedings to report.

## **C. Self-regulatory Organization (SRO) Proceedings**

There are no self-regulatory organization proceedings to report.

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

## **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

Neither PROFI nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

## **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither PROFI nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

## **C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

William Bruce Miller is currently an investment adviser representative with another investment advisory firm, Arista Wealth Management. However, this is for the purpose of transferring his current clients at Arista Wealth Management to ProFi, which will at all times act in the best interest of its clients.

## **D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**

PROFI does not utilize nor select third-party investment advisers.

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

### **A. Code of Ethics**

PROFI has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. PROFI's Code of Ethics is available free upon request to any client or prospective client.

### **B. Recommendations Involving Material Financial Interests**

PROFI does not recommend that clients buy or sell any security in which a related person to PROFI or PROFI has a material financial interest.

### **C. Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of PROFI may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of PROFI to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. PROFI will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

### **D. Trading Securities At/Around the Same Time as Clients' Securities**

From time to time, representatives of PROFI may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of PROFI to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, PROFI will never engage in trading that operates to the client's disadvantage if representatives of PROFI buy or sell securities at or around the same time as clients.



## **Item 12: Brokerage Practices**

### **A. Factors Used to Select Custodians and/or Broker/Dealers**

Custodians/broker-dealers will be recommended based on PROFI's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and PROFI may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in PROFI's research efforts. PROFI will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

PROFI will require clients to use TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC, Fidelity Brokerage Services LLC, and Schwab Institutional, a division of Charles Schwab & Co., Inc., Aspire Financial Services, Empower Retirement, Transamerica Retirement and ABGRM.

#### ***1. Research and Other Soft-Dollar Benefits***

While PROFI has no formal soft dollars program in which soft dollars are used to pay for third-party services, PROFI may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). PROFI may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. PROFI benefits by not having to produce or pay for the research, products or services, and PROFI will have an incentive to recommend a broker-dealer based on its interest in receiving research or services rather than its clients' interest in receiving most favorable execution. Clients should be aware that PROFI's acceptance of soft dollar benefits may result in higher commissions charged to the client. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it. PROFI does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts and instead uses these benefits to service all client accounts. Moreover, PROFI does not direct client transactions to a particular broker-dealer in return for soft-dollars received. Please see Item 14 for discussion of other benefits offered by broker-dealers/custodians.

#### ***2. Brokerage for Client Referrals***

PROFI receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### ***3. Clients Directing Which Broker/Dealer/Custodian to Use***

PROFI will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

#### **B. Aggregating (Block) Trading for Multiple Client Accounts**

PROFI does not aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

## **Item 13: Review of Accounts**

#### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

All client accounts for PROFI's advisory services provided on an ongoing basis are reviewed at least annually by William Bruce Miller, Principal, with regard to clients' respective investment policies and risk tolerance levels. All accounts at PROFI are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by William Bruce Miller, Principal. Financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

#### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to financial plans, PROFI's services will generally conclude upon delivery of the financial plan.

Pension consulting engagements for retirement plans meet ERISA requirements for annual plan reviews, enrollment and education meetings, and other meetings as necessarily determined through the engagement.

#### **C. Content and Frequency of Regular Reports Provided to Clients**

Each client of PROFI's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Each financial planning client will receive the financial plan upon completion.

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

### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

PROFI participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC, an unaffiliated SEC-registered broker-dealer and FINRA member ("TD Ameritrade").

TD Ameritrade offers to independent investment advisor services that include custody of securities, trade execution, clearance and settlement of transactions. PROFI receives some benefits from TD Ameritrade through its participation in the Program. There is no direct link between PROFI's participation in the Program and the investment advice it gives to its clients, although PROFI receives economic benefits through its participation in the Program that are typically not available to TD Ameritrade retail investors. 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 PROFI 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 PROFI's 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 PROFI by third-party vendors. TD Ameritrade may also pay for business consulting and professional services received by PROFI's related persons. Some of the products and services made available by TD Ameritrade through the Program may benefit PROFI but may not benefit its client accounts. These products or services may assist PROFI in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help PROFI manage and further develop its business enterprise. The benefits received by PROFI or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, PROFI endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by PROFI or its related persons in and of itself creates a conflict of interest and may indirectly influence the PROFI's choice of TD Ameritrade for custody and brokerage services.

With respect to Schwab, PROFI receives access to Schwab's institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients'

assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. For PROFI client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to PROFI other products and services that benefit PROFI but may not benefit its clients' accounts. These benefits may include national, regional or PROFI specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of PROFI by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist PROFI in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts, if applicable), provide research, pricing information and other market data, facilitate payment of PROFI's fees from its clients' accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of PROFI's accounts. Schwab Advisor Services also makes available to PROFI other services intended to help PROFI manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to PROFI by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to ProFi. PROFI is independently owned and operated and not affiliated with Schwab.

#### **B. Compensation to Non – Advisory Personnel for Client Referrals**

PROFI has a referral relationship whereby Central Bank, a Utah-based bank, refers potential clients to ProFi. PROFI does not pay compensation to Central Bank for these referrals and prospective clients referred by Central Bank are free to enter into an advisory agreement for PROFI's services or decline ProFi.

### **Item 15: Custody**

When advisory fees are deducted directly from client accounts at client's custodian, PROFI will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

## **Item 16: Investment Discretion**

PROFI provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, PROFI generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, PROFI's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to ProFi).

## **Item 17: Voting Client Securities (Proxy Voting)**

PROFI will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

## **Item 18: Financial Information**

### **A. Balance Sheet**

PROFI neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

### **B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither PROFI nor its management has any financial condition that is likely to reasonably impair PROFI's ability to meet contractual commitments to clients.

### **C. Bankruptcy Petitions in Previous Ten Years**

PROFI has not been the subject of a bankruptcy petition in the last ten years.

## **Item 19: Requirements For State Registered Advisers**

### **A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background**

PROFI currently has only one management person: William Bruce Miller. Education and business background can be found on the individual's Form ADV Part 2B brochure supplement.

### **B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)**

Other business activities for each relevant individual can be found on the Form ADV Part 2B brochure supplement for each such individual.

### **C. Calculation of Performance-Based Fees and Degree of Risk to Clients**

PROFI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

### **D. Material Disciplinary Disclosures for Management Persons**

There are no civil, self-regulatory organization, or arbitration proceedings to report under this section.

### **E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)**

Neither PROFIT nor its management persons has a material relationship with issuers of securities.