

**Item 1 - Cover Page**

**Lakeview Capital Partners, LLC**

**CRD# 165931**

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**April 13, 2020 Brochure**

This brochure provides information about the qualifications and business practices of Lakeview Capital Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (404) 841-2224 or [Courtney.tomlin@lcpwealth.com](mailto:Courtney.tomlin@lcpwealth.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Lakeview Capital Partners, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Lakeview Capital Partners, LLC also is available on the SEC's website at **[www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov)**.

## **Item 2 - Material Changes**

This Brochure includes the following material changes since our last annual amendment, which was dated March 25, 2020.

### **Item 1**

- Updated Jacksonville, Florida office phone number.

### Item 3 - Table of Contents

Page

Item 1 - Cover Page.....	1
Item 2 - Material Changes.....	2
Item 3 - Table of Contents .....	3
Item 5 - Fees and Compensation.....	7
Item 6 - Performance-Based Fees and Side-By-Side Management .....	9
Item 7 - Types of Clients.....	9
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss .....	9
Item 9 - Disciplinary Information.....	12
Item 10 - Other Financial Industry Activities and Affiliations.....	12
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..	13
Item 12 - Brokerage Practices.....	14
Item 13 - Review of Accounts.....	16
Item 14 - Client Referrals and Other Compensation .....	16
Item 15 - Custody.....	16
Item 16 - Investment Discretion.....	17
Item 17 - Voting Client Securities .....	17
Item 18 - Financial Information .....	17
Brochure Supplement.....	Exhibit A

## **Item 4 - Advisory Business**

### General Information

Lakeview Capital Partners, LLC ("LCP") was formed in 2012 and provides financial planning and portfolio management services to its clients. Lakeview Capital Holdings, LLC ("LCH") is the principal owner of LCP. Lone Peak Capital Group, LLC ("LPCG") owns a controlling interest in LCH. Kyle Tomlin owns a controlling interest in LPCG.

As of December 31, 2019, LCP managed \$713,098,543 on a discretionary basis and \$2,643,133,982 on a non-discretionary basis.

### **SERVICES OFFERED**

At the outset of each client relationship, LCP spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and reviewing options for the client. Based on its reviews, LCP generally develops with each client:

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

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

### Financial Planning

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

Financial Planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

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

Once Financial Planning advice is given, the client may choose to have LCP implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under

no obligation to act upon any of the recommendations made by LCP under a Financial Planning engagement and/or engage the services of any recommended professional.

#### Portfolio Management

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

To implement the client's Investment Plan, LCP will manage the client's investment portfolio on a discretionary or a non-discretionary basis. As a discretionary investment adviser, LCP will have the authority to supervise and direct the portfolio without prior consultation with the client. Clients who choose a non-discretionary arrangement must be contacted prior to the execution of any trade in the account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

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

#### Separate Account Managers

When appropriate and in accordance with the Investment Plan for a client, LCP may recommend the use of one or more Separate Account Managers, each a "Manager". Having access to various Managers offers a wide variety of manager styles and offers clients the opportunity to utilize more than one Manager if necessary, to meet the needs and investment objectives of the client. LCP will usually select or recommend the Manager(s) it deems most appropriate for the client. Factors that LCP considers in recommending/selecting Managers generally includes the client's stated investment objective(s), management style, performance, risk level, reputation, financial strength, reporting, pricing, and research.

The Manager(s) will generally be granted discretionary trading authority to provide investment supervisory services for the portfolio. Under certain circumstances, LCP retains the authority to terminate the Manager's relationship or to add new Managers without specific client consent. In other cases, the client will ultimately select one or more Managers recommended by LCP. Fees paid to such Manager(s) are separate from and in addition to the fee assessed by LCP.

From time to time and in accordance with the Investment Plan for a client, LCP may utilize one or more Managers available in a Wrap Program. A Wrap Program is one that charges one fee (the "wrap fee")

for both the Manager's fee and the transaction expenses incurred by the account. LCP's fee is charged separately from and in addition to the wrap fee.

In any case, with respect to assets managed by a Manager, LCP's role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the Manager(s), and to assist the client in understanding the investments of the portfolio.

When LCP evaluates potential Managers, one consideration is the brokerage arrangements of the Manager. When the Manager allocates brokerage, such Managers will generally do so within their duty to seek best execution. Clients may direct LCP to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

#### General Consulting

In addition to the foregoing services, LCP may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by LCP. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

#### Institutional Consulting

For clients seeking financial advice involving analysis of a particular investment, investment portfolio, or overall financial situation, Lakeview, through its financial advisors, also provides investment consulting services designed to meet the client's financial goals, needs and objectives. The consulting services provided to individuals and institutions typically take the form of a comprehensive investment program customized to their needs. These consulting services may include, but are not necessarily limited to, a review of aspects including an individual's or institution's investment objectives, risk tolerance and financial circumstances. To the extent other services are needed, the financial advisor will assist the individual client. Lakeview may also assist the client in coordinating the implementation of any recommendations made, including referral to other practicing professionals such as an attorney, accountant or insurance agent whose services may be necessary. In preparing a financial plan for a client, the financial advisor gathers information deemed relevant to the particular advisory service being provided through fact-finding reviews with the client and through documents and/or the client's profile questionnaire (as completed by the client). Based on the client's selection, the service may include an analysis of the client's financial information, which may include items such as the client's current assets, income, investments, liabilities, short and long-term capital and liquidity needs, risk tolerance and short and long-term financial goals and objectives.

Should a client choose to implement the recommendations contained in the financial plan or as defined by the investment policy statement, the financial advisor will generally make recommendations and assist the client in identifying suitable investments, asset managers, and other investment products necessary to implement the plan. Lakeview provides assistance to its financial advisors with identifying potential investments and/or investment strategies. Financial advisors may utilize these and other services when assisting clients with the recommendation and implementation of a financial plan. However, the decision to implement any recommendation rests exclusively with the client, and

the client has no obligation to implement any such recommendations through Lakeview and/or its affiliates.

In addition to providing individual financial planning and investment advisory consulting services to individuals and entities, Lakeview may also provide advice and consultation to institutional, individual retirement plans and/or employer-sponsored retirement plans. For these types of relationships, financial advisors may choose to utilize the expertise of advisors in servicing certain institutional clients. Services may include, but are not necessarily limited to, the development of a document investment process, asset allocation, research and investment recommendations, plan participant education, investment or investment manager performance monitoring, and guidance to the plan sponsor on their fiduciary obligations to plan participants. When providing services to retirement plans, Lakeview may act as a fiduciary as defined under Section 3(21)(A) and in limited instances (as expressly agreed in writing) will act as an “investment manager” as defined under Section 3(38) of ERISA, but will serve in such capacity only with respect to the ERISA-defined investment advice provision.

### ***Item 5 - Fees and Compensation***

#### **General Fee Information**

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

#### **Portfolio Management Fees**

The annual fee schedule, based on a percentage of assets under management, uses the following breakpoints for its fee tiers:

0- \$5,000,000	2.00%
\$5,000,001-\$10,000,000	1.50%
\$10,000,001 - \$25,000,000	1.00%
Above \$25,000,000	Negotiable

There is no minimum annual fee or minimum portfolio value for client accounts; however, LCP may at its discretion, make exceptions to the foregoing fee schedule or negotiate special fee arrangements where LCP deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Additionally, when management fees are paid in advance, in the event a Client adds or subtracts \$100,000 or more during a calendar quarter, LCP will adjust the fee based on a pro-rated calculation. Additions will result in assessment and subtractions will result in a rebate. With client authorization and unless other arrangements are made, fee are normally debited directly from client account(s). In the event an account utilizes margin, or other forms of borrowings, the management fee may be based on the total value of the holdings in the account.

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

#### Financial Planning Fees

When LCP provides stand-alone financial planning services to clients, these fees are negotiated at the time of the engagement for such services and are normally based on the scope of the engagement.

#### General Consulting Fees

When LCP provides general consulting services to clients, these services are generally separate from LCP's portfolio management services. Fees for general consulting are negotiated at the time of the engagement for such services and are normally based on an hourly or fixed fee basis.

#### Institutional Consulting Fees

##### Non-Discretionary

0 - \$100,000,000	.12%
\$100,000,001 - \$200,000,000	.08%
\$200,000,001 - \$400,000,000	.04%
Above \$400,000,001	.03%

Minimum Annual Fee: \$50,000

##### Discretionary

0 - \$25,000,000	.25%
\$25,000,001 - \$50,000,000	.15%
\$50,000,001 - \$100,000,000	.10%
Above \$100,000,001	Negotiable

Minimum Annual Fee: \$50,000

Management fees for institutional clients are generally paid in arrears.

#### Other Compensation

Certain of LCP's employees are also Registered Representatives of one or more registered broker/dealers. As such, they are entitled to receive commissions or other remuneration on the sale of insurance and other products. In order to protect client interests, LCP's policy is to fully disclose all forms of compensation before any such transaction is executed. Clients will not pay both a commission to these individuals and also pay an advisory fee to LCP on assets held in the same account. These fees are exclusive of each other.

Certain of LCP's employees are also insurance agents of Lakeview Insurance Group, LLC, a licensed insurance agency and an affiliate of LCP. As such, these individuals will be able to effect insurance transactions and commissions or other compensation accordingly. Please see ***Item 10 - Other Financial Industry Activities and Affiliations*** for additional information.

#### Other Costs Clients May Incur

Clients may be responsible for costs associated with third party services designed to provide online access and account reporting. Please note that these costs are not paid to LCP.



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

Portfolio Managers may manage accounts that are charged a performance fee along with accounts that are charged asset-based fees only. Performance-based fee arrangements may create an incentive for the Portfolio Manager to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. This creates a potential conflict of interest. LCP has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

### ***Item 7 - Types of Clients***

LCP offers traditional services for individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. LCP does not have a minimum annual fee or minimum portfolio value.

LCP also offers services for high net worth and institutional clients. These services typically require a minimum annual fee.

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

#### **Methods of Analysis**

In accordance with the Investment Plan, LCP will primarily invest in ETFs, mutual funds and common stocks for clients' accounts. Other types of investments will be utilized as appropriate.

The mission at LCP is to provide the individual investor with the same information, expertise and strategy that has historically only been available to institutional and super-wealthy investors. Through rigorous research, LCP has identified and partnered with some highly successful fund managers, economists and strategists and has gained access to their theories and ideas. It is this, LCP's unique knowledge and insight, that forms the foundation of our investment theory as we direct our clients' assets.

Specifically, ETFs and mutual funds are generally evaluated and selected based on a variety of factors, including, as applicable and without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

When selecting individual common stocks for client accounts, LCP generally uses fundamental analysis, which involves the review and evaluation of the business and financial information about an issuer. Without limitation, the following factors generally will be considered:

- Financial strength ratios;
- Price-to-earnings ratios;
- Dividend yields; and
- Growth rate-to-price earnings ratios

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. LCP may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

When appropriate, LCP may select one or more Manager(s) that specialize in particular areas, such as fixed income investing, specific segments of the market, etc.

Investment Strategies:

LCP's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. LCP generally buys securities for the long term purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. LCP may also buy securities for the short term purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.

LCP may recommend a covered call strategy for clients who seek to generate additional income beyond dividends from their stock holdings and/or to gain a limited amount of protection against a decline in the stock's value. Covered call writing entails the sale of a call option covered by shares held by investors in their brokerage accounts. The seller or "writer" of the call option receives a premium for writing the call. The seller gets to earn the premium while at the same time appreciate all the benefits of underlying stock ownership, such as dividends and voting rights, unless the seller is assigned an exercise notice on the written call and is obligated to sell the shares.

While the sale of a covered call generates positive cash flow, it does not eliminate the downside risk of stock ownership. In addition, the writer gives up the chance to benefit from any appreciation above the call option's strike price, and the sale of shares due to assignment may result in a taxable gain. Investing in stock options is generally considered to carry higher risk than just owning the shares of stock. However, at LCP we believe the protections offered by this strategy, such as increased income to the portfolio and limited downside protection outweighs the additional risk of a covered call strategy.

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

**Risk Disclosures**

*Management Risks.* While LCP manages client investment portfolios based on LCP's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that LCP (or a recommended Manager) allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that LCP's specific investment choices could underperform their relevant indexes.

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

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

*Fixed Income Risks.* LCP (or a recommended Manager) may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

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

*Private Offerings.* Lakeview may recommend or make available for certain clients an investment in a privately offering. This may include hedge funds, private equity funds, venture capital funds or investments directly into an operating company. Lakeview does not manage these vehicles; rather each retains its own manager or sponsor who make the investment decisions and/or oversee the management of the vehicle. There may be few limitations on the types of securities or other financial instruments which may be traded or used, and no requirement to diversify. These investment vehicles may trade on margin or otherwise leverage positions, thereby potentially increasing the investment risk. In addition, because private investment vehicles are not registered investment companies, they are not subject to the same regulatory reporting and oversight of a registered entity. These types of investments are often illiquid, and clients should only invest funds which they will not need for a number of years. There are numerous risks associated with investing in these types of securities. Clients should carefully review the private placement memorandum and/or other prospectus or documents explaining such risks prior to investing. Please also refer to Item 10 for disclosure related to the fact that private offerings recommended by Lakeview may be sponsored by an affiliated company.

*Manager Selection Risks.* Lakeview's advisory activities may involve the selection of other managers and as such, may be dependent upon the expertise and abilities of managers who have investment discretion or make recommendations for Lakeview clients. The use of a Manager who does not perform well will adversely affect investment results.

*Structured Investments.* LCP may determine that “Structured Investments” are appropriate for certain clients. These products have a number of risks, including the market risk of a linked index, liquidity risk due to a limited secondary market, credit risk of the applicable issuer, lack of interest paid on the principal, potential leverage or hedging risks, as well as other potential risks depending upon the individual product utilized in a client’s account.

*Options and Other Derivative Instruments.* The prices of many derivative instruments are highly volatile. The value of options and other derivatives depend primarily upon the price of the securities, indexes, commodities, currencies or other instruments underlying them. Also at risk, is the failure of any of the exchanges on which its positions trade or of their clearinghouses or of counterparties.

Additionally, Lakeview will seek to select only managers with the highest level of integrity; however, Lakeview will have no control over the day-to-day operations of any of the selected managers. As a result, there can be no assurance that the conduct of every Manager engaged by Lakeview will conform to these standards.

### ***Item 9 - Disciplinary Information***

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client’s evaluation of LCP or the integrity of LCP’s management.

LCP has no information applicable to this item.

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

LCP is affiliated with Blue River Family Office Partners, LLC (“Blue River”, Lone Peak Capital Group, LLC (“Lone Peak”) and Imperium Blue Management, LLC (“Imperium”), as certain indirect owners of these entities have an ownership interest in LCP. Blue River, Lone Peak and Imperium each serve as sponsors for private offerings (“Offering”). LCP may recommend an investment in an Offering from Blue River or Imperium on a non-discretionary basis. This creates a conflict of interest and therefore, LCP will only make this type of recommendation when it has reason to believe that the client is eligible to invest in the Offering and that it meets the investment objectives of the client. LCP may charge management fees for investments in an Offering, provided that it is able to obtain a valuation that it believes accurately reflects the market value of the investment. The receipt of a performance fee will not result in any additional costs to the client and the details of any performance fee arrangement will be disclosed to the client prior to an investment being made in an Offering.

LCP is also affiliated with Lakeview Insurance Group, LLC, a licensed insurance agency, by virtue of common ownership. From time to time, LCP may refer a client to Lakeview Insurance Group, LLC for insurance services or Lakeview Insurance Group, LLC may refer a client to LCP for advisory services. Neither LCP nor Lakeview Insurance Group, LLC will receive a fee for making such referrals. Insurance services provided by Lakeview Insurance Group, LLC are separate and distinct from LCP’s advisory services, and are provided for separate and typical compensation. Certain employees of LCP may also be insurance agents of Lakeview Insurance Group, LLC. As such, these individuals will be able to effect insurance transactions and will receive commissions or other compensation accordingly. No LCP client is obligated to use Lakeview Insurance Group, LLC for insurance services and conversely, no Lakeview Insurance Group, LLC client is obligated to use the advisory services provided by LCP.

LCP has a strategic relationship with Renasant Bank (“Renasant”), formerly Brand Bank. Through this relationship, Renasant makes available various money market, lending and mortgage products. Pursuant to a Loan Agreement, LCP has borrowed approximately \$1.32 million from Renasant. Under the terms of the Loan Agreement, this amount was due to be paid back, with interest, on or before September 30, 2016. LCP has opted not to pay back the loan, and Renasant’s sole and exclusive remedy is to exercise a warrant issued to Renasant by LCP that will allow Renasant to receive up to 6.25% equity ownership in LCP in exchange for canceling the debt owed. Renasant has not exercised the warrant but still may do so in the future.

LCP or its employees may refer clients to third parties, such as a payroll vendor, based on requests from a client. In the event a third party pays a referral fee for this arrangement, Lakeview or its employees will only accept these fees when they have received assurances that the client is paying the same amount as if they had gone directly to the vendor.

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

#### **Code of Ethics and Personal Trading**

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

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

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

#### **Participation or Interest in Client Transactions**

As outlined above, LCP has adopted procedures to protect client interests when its associated persons invest in the same securities as those selected for or recommended to clients. In the event of any identified potential trading conflicts of interest, LCP’s goal is to place client interests first.

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

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

## ***Item 12 - Brokerage Practices***

### **Best Execution and Benefits of Brokerage Selection**

When given discretion to select the brokerage firm that will execute orders in client accounts, LCP seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, LCP may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third-party research (or any combination) and may be used in servicing any or all of LCP's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

LCP may recommend that clients establish brokerage accounts with Charles Schwab & Co., Inc. ("Schwab") or TD Ameritrade Institutional, a division of TD Ameritrade Inc., ("TD Ameritrade") (together "the Custodians") and each a FINRA registered broker-dealer, member SIPC, as the qualified custodians to maintain custody of clients' assets. LCP may also effect trades for client accounts at the Custodians, or may in some instances, consistent with LCP's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although LCP may recommend that clients establish accounts at the Custodians, it is ultimately the client's decision to custody assets with the Custodians. LCP is independently owned and operated and is not affiliated with the Custodians.

The Custodians each provides LCP with access to its institutional trading, custody, reporting and related services, which are typically not available to retail investors. The Custodians also make available various support services. Some of those services help LCP manage or administer our clients' accounts while others help LCP manage and grow our business. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them. These services are not soft dollar arrangements but are part of the institutional platforms offered by the Custodians. Brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For LCP client accounts maintained in their custody, the Custodians are compensated by account holders through transaction-related commissions or asset-based fees based on the account value. The Custodians may make available to LCP other products and services that benefit LCP but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of LCP accounts, including accounts not maintained at either of the Custodians.

Products and services that assist LCP in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide pricing and other market data; (iv) facilitate payment of LCP's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

The Custodians also offer other services intended to help LCP manage and further develop its business enterprise. These services may include: (i) technology, compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. The Custodians may make available, arrange and/or pay third-party vendors for the types of services rendered to LCP. The Custodians 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 LCP. The Custodians may also provide other benefits such as educational events or occasional business entertainment of LCP personnel. In evaluating whether to recommend that clients custody their assets at one of the Custodians, LCP may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by the Custodians, which may create a potential conflict of interest.

#### Directed Brokerage

Clients may direct LCP to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangements that LCP has with the Custodians are designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing LCP to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with LCP that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

#### Aggregated Trade Policy

LCP typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However, from time to time, LCP may aggregate trades together for multiple client accounts, most often when these accounts are being directed to sell the same securities at the same time. If such an aggregated trade is not completely filled, LCP will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by LCP or its officers, directors, or employees will be excluded first.

### Cross Trades

From time to time, LCP may direct a “cross trade” of securities (including, without limitation, fixed income securities) between client accounts, whereby LCP arranges for one client account to purchase a security directly from another client. In such cases, LCP will seek to obtain a price for the security from one or more independent sources. LCP is not a broker-dealer and receives no compensation from a cross trade; however, the broker-dealer facilitating the cross trade normally charges administrative fees to the clients’ accounts.

LCP may direct a cross trade when LCP believes that the transaction is in the best interest of the clients, that no client will be disfavored by the transaction, and that the transaction receives the best execution.

### ***Item 13 - Review of Accounts***

Managed portfolios are reviewed at least quarterly but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by LCP. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. One or more Investment Adviser Representatives and/or firm principals review all accounts.

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

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

As noted above, LCP may receive an economic benefit from Schwab or TD Ameritrade in the form of support products and services it makes available to LCP and other independent investment advisors that have their clients maintain accounts at Schwab or TD Ameritrade. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of Schwab or TD Ameritrade’s products and services to LCP is based solely on our participation in the programs and not in the provision of any particular investment advice.

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

### ***Item 15 - Custody***

Schwab and TD Ameritrade are the custodians of nearly all client accounts at LCP. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian’s responsibility to provide clients with confirmations of trading activity, tax forms and at



least quarterly account statements. Clients are advised to review this information carefully, and to notify LCP of any questions or concerns. Clients are also asked to promptly notify LCP if the custodian fails to provide statements on each account held.

From time to time and in accordance with LCP's agreement with clients, LCP will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

#### ***Item 16 - Investment Discretion***

As described in ***Item 4 - Advisory Business***, LCP will accept clients on either a discretionary or non-discretionary basis. For *discretionary accounts*, a Limited Power of Attorney ("LPOA") is executed by the client, giving LCP the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. LCP then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with LCP and the requirements of the client's custodian.

For *non-discretionary accounts*, the client also generally executes an LPOA, which allows LCP to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between LCP and the client, LCP does not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. As with discretionary accounts, clients may limit the terms of the LPOA, subject to LCP's agreement with the client and the requirements of the client's custodian.

#### ***Item 17 - Voting Client Securities***

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

#### ***Item 18 - Financial Information***

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