



Item 1 – Cover Page

**3D ASSET MANAGEMENT, INC.**

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Date: August 28, 2020

This Brochure provides information about the qualifications and business practices of 3D Asset Management, Inc. (hereinafter “3D”). If you have any questions about the contents of this Brochure, please contact us at (860) 291-1998 or [Info@3DAdvisor.com](mailto:Info@3DAdvisor.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.

3D is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about 3D also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for 3D is 139595.

## Item 2 – Material Changes

3D Asset Management has made no material changes to its brochure since its last filing, dated May 6, 2020.

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Currently, our Brochure may be requested by contacting Andrew T. Lucich, Chief Compliance Officer at (860) 291-1998 or [alucich@3dadvisor.com](mailto:alucich@3dadvisor.com).

Additional information about 3D is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with 3D who are registered, or are required to be registered, as investment adviser representatives of 3D.

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## Item 4 – Advisory Business

3D Asset Management, Inc. is registered with the Securities and Exchange Commission as a registered investment advisor. The majority of 3D's business involves providing investment management services, as described in detail below, as well as providing investment supervisory services as defined in Section 202(a)(13) of the Investment Advisers Act of 1940 (hereinafter “The Act”).

The firm was founded in 2006 to provide globally diversified investment strategies and practice management support to financial advisors. 3D is privately owned by certain board members and passive investors: Principal owners include John O'Connor (Board Member/Principal) jointly with his wife, Sheryl, Wayne Connors (Board Member) and Christopher Frankenhoff (Board Chair).

As of December 31, 2019, 3D managed \$603,025,169 of discretionary regulatory assets under management. In addition, 3D provides advisory services to an additional \$229,133,854 in participant-directed defined contribution plans, through sub-advisory arrangements, and other sub-advisory and model-provider relationships on investment platforms and in collective trusts.

3D offers a suite of investment management and administrative services to other financial intermediaries as well as directly to investors through the firm's investment advisor representatives (IARs). The suite of services is branded as 3D Managed Account Program or 3D MAP. The services include but are not limited to: custodial account set up; asset transfer; account administration; client and advisor reporting; trading for 3D-managed strategies as well as those provided by sub-advisors and model providers; customer billing; solicitor billing and payment; client and advisor online portal administration; sales & marketing support; and, other back and middle office services.

3D manages investment portfolios for individuals, qualified retirement plans, trusts, and businesses. 3D will create a portfolio of no-load mutual funds and/or Exchange Traded Funds or Exchange Traded Notes (herein after collectively, "ETFs"), and may use model portfolios if the models match the client's investment policy. 3D will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. 3D recommends portfolios consisting primarily of passively managed asset class and/or index mutual funds and ETFs. 3D will hold actively-managed asset class mutual funds and ETFs if warranted.

Client portfolios may also include some individual equity securities, bonds or CDs. 3D manages portfolios on a discretionary basis only. 3D manages portfolios designed by its own investment team and also manages portfolios designed by the investment teams within other model-providers or sub-advisors contracted to provide those model portfolios. 3D offers its services primarily through other properly registered financial service intermediaries. These services may

also be offered on a sub-advisory or model-provider basis by 3D as is the case with Vestmark, FolioDynamix, Envestnet™ and several intermediary-specific managed account platforms. Additionally, 3D offers its portfolio modeling and other services to retirement plan sponsors through several custodians and on several retirement plan platforms including, but not limited to: Ascensus; ASpire, MidAtlantic Trust's ModelxChange; Paychex; Professional Capital Services (PCS); The Retirement Plan Company (TRPC); and others.

## **INVESTMENT MANAGEMENT SERVICES**

*Advisory Services available through a Solicitor Arrangement:* Advisors who introduce customers to 3D in return for a portion of the fee charged by 3D under a Solicitor Agreement are referred to as Solicitors. Solicitors are independent contractors and are not employees of 3D. The solicitation services provided by the Solicitors will include, but are not limited to: assisting the prospective client in understanding the services provided by 3D; assisting the prospective client in understanding the investment management strategy(ies) offered by 3D or a sub-advisor or model provider; assisting the client in determining the custodian that will be used for a particular account (Charles Schwab & Co. or TD Ameritrade); assisting the prospective client in the suitability assessment process by helping prepare an Investment Policy Statement; assisting the prospective client in the completion of all new account paperwork; introducing the prospective client to 3D; maintaining ongoing contact with the client so as to maintain current information regarding the client's financial situation and investment objectives; conveying any changes in the clients information, financial status, and/or financial objectives to 3D; communicating any concerns of the client to 3D; and, serving as the client's primary liaison with 3D.

Upon signing an Investment Advisory Agreement, 3D will provide solicited clients ongoing discretionary investment management services. Consequently, the client will appoint 3D as agent and attorney-in-fact with full power and authority to act for and on behalf of the Client to buy, sell and trade securities for the client's investment account. 3D may periodically revise the utilized investments, adjust the strategic asset allocation, and/or rebalance the investment portfolio. 3D is required to act within the parameters of the Investment Policy Statement and in accordance with any restrictions specified by the client. 3D will respond to inquiries directly from each client, however in most circumstances the soliciting advisor will be the primary liaison between the client and 3D.

*Advisory Services available through a Separate Account Management Arrangement:* The firm also acts as a Separate Account Manager on the Managed Account Marketplace Program sponsored by Charles Schwab & Company, Inc. ("Schwab MAM") and the Separate Account Exchange (SAE) sponsored by TD Ameritrade. Under this arrangement, the client is a client of both the introducing advisor and of 3D under a "Dual Contract" arrangement. 3D provides the introducing advisor sufficient information and documentation to evaluate 3D's services and recommend a particular strategy to his/her client. When 3D is contracted for management by the client/introducing advisor, 3D manages the account based on the terms of the contract and direction from the introducing advisor. 3D only bills the client account for 3D's investment management fee and does not share any of its fees with the introducing advisor.

Advisory Services available through a Direct Arrangement: 3D will take on clients through a direct arrangement where the client contracts with 3D directly. The firm also has a small group of Investment Advisor Representatives ("IAR's") who exclusively use the investment management and administrative services of 3D and the sub-advisors and model managers available through 3D MAP. Direct clients and clients of these IAR's are provided with the same portfolio models and services as clients introduced under the first two arrangements.

IARs may have their own legal business entities whose trade names and logos are used for marketing purposes and may appear on marketing materials or client statements. The Client should understand that the businesses are legal entities of the IAR and not of 3D. The IARs are under the supervision of 3D, and the advisory services of the IAR are provided through 3D. Our firm has the arrangement described above with the following Advisor Representatives:

- Sterling Group
- Strada Wealth Advisors

The above three arrangements are part of 3D's Retail Investment Management business. Under the Solicitor and Direct arrangements, the client works with the soliciting advisor or IAR to determine which portfolio or portfolio(s) is/are appropriate for this particular investment account. Based upon information supplied by the prospective client, the solicitor or IAR will produce an Investment Policy Statement using tools provided by 3D MAP, typically through an online application and printed by the introducing or soliciting advisor. The Investment Policy Statement will assist in defining the criteria and in outlining the appropriate investment guidelines upon which 3D will base suitable investment account or model portfolio recommendations. Additionally, 3D will construct an asset allocation and make specific investment recommendations or use a portfolio model provided by a sub-advisor or model-provider, if selected, that are designed to conform to the client's Investment Policy Statement.

Under the Separate Account Management arrangement, the introducing advisor selects the appropriate 3D Model based on his/her knowledge of the client's objectives and risk tolerances. The Introducing Advisor, as a fiduciary working on the client's behalf, is able to instruct 3D to change models on behalf of the client.

3D may periodically revise the utilized investments, adjust the strategic asset allocation, and/or rebalance the investment portfolio as needed. 3D is required to act within the parameters of the Investment Policy Statement and in accordance with any restrictions specified by the client.

For Retail Investment Management client accounts, 3D will ensure that the following conditions are met and maintained:

1. 3D will manage each client's account on the basis of the parameters defined in the IPS and any reasonable investment restrictions the client may impose;
2. For Direct and Solicited Clients, 3D will obtain sufficient client information to be able to provide individualized investment advice to the client. For Schwab MAM Clients, 3D will manage to the objectives specified by the Client's Investment Advisor. At least annually, 3D, the client's Solicitor or the Client's Investment Advisor Representative will contact the client to determine whether there have been any changes in the client's financial situation or investment objectives and whether the client wishes to impose investment restrictions or modify existing restrictions. For Direct and Solicited Clients, 3D will request on a quarterly basis that clients notify them in writing if there have been changes in the client's financial situation or investment objectives and/or if the client wishes to impose investment restrictions or modify existing restrictions. These quarterly notifications will include the means through which contact shall be made to 3D;
3. Each Client is able to impose reasonable investment restrictions on the management of the account (See disclosure in Item 12 pertaining to the trading of accounts with restrictions);
4. Each Client will receive custodial statements, at least quarterly, with a description of all account activity; and,
5. Each client will retain certain indicia of ownership of the securities and funds in the account, e.g., the ability to withdraw securities, vote proxies (at client's discretion), among others.

Platform Advisory Services (Sub-Advisory Services): 3D offers its investment strategy and portfolio modeling services through other investment advisors on a sub-advisory or model-provider basis. In these cases, the other advisor is contracted by the client for investment management services and uses 3D's investment models, asset allocation strategies and buy/sell signals to manage the contracted investors' accounts. As a sub-advisor or model-provider, 3D's roll is limited to providing the investment manager 3D's proprietary investment strategies, training on those strategies, any updates to the strategies and marketing and sales support to promote the use of the strategies by advisors using the investment managers suite of services. Such investment managers and service providers include Vestmark, FolioDynamix (FDx) and Envestnet Asset Management, Inc. ("Envestnet") among others. Vestmark, FDx and Envestnet may further offer 3D's strategies to other brokerage firms and investment advisory firms via their private-labeled "Investment Manager Marketplace" services. 3D retains the right to approve or decline being included on any additional platforms through FDx or Envestnet.

Group Trust Advisory Services (Sub-Advisory Services): Reliance Trust Company ("Reliance Trust") has selected and retained 3D to provide investment advisory services with respect to Series Four of the Group Trust designated as the "Reliance Trust Company Advisors Portfolios Programs Collective Investment Trust" (herein referred to as the "Collective Trust") to be offered exclusively to plan

sponsors of tax-qualified employee retirement plans held in employee benefit trust and agency accounts by Reliance Trust. 3D shall monitor and make recommendations regarding the purchase and sales of securities within the 3D Global Portfolios Fund account managed by Reliance Trust. The Collective Trust is designed primarily for defined contribution plans, including 401(k), money purchase and traditional profit sharing plans. Acting as a non-discretionary sub-advisor, 3D will periodically make recommendations for investment changes in the portfolios when such changes are deemed advisable. 3D shall propose such specific investment recommendations to Reliance Trust; however, Reliance Trust shall make the final decision as to the specific securities, funds or assets and mix thereof that will comprise the Collective Trust. Clients should refer to the Offering Statement for further details and the terms of this investment product.

*Full Service Retirement Plan Services:* 3D offers investment advisory services to defined contribution (“DC”) retirement plan sponsors. The firm provides two types of advisory services to DC plan sponsors as outlined below.

### **ERISA Section 3(38) Investment Management Services:**

*For Solicitor Introduced Plans:* For DC Plans introduced to 3D by Solicitors, 3D coordinates the efforts of a record keeper, custodian and TPA, if needed, (collectively “Service Providers”) and helps the Solicitor introduce the various parties and roles to the Plan Sponsor client. 3D acts as an ERISA Section 3(38) fiduciary and selects the investment options for the plan, produces an Investment Policy Statement (“IPS”) for the plan and assists the Service Providers in coordinating a plan conversion. On an ongoing basis, 3D manages the risk-based or target-date model portfolios within the plan and monitors the additional investment options (“Stand-alone”) selected for inclusion within the plan. The monitoring of the Stand-alone investments is managed in part through the use of the Fiduciary Investment Reporting Manager (FiRM) system which uses an investment screening and evaluation process developed especially for fiduciary retirement plan investors. The fee charged to the plan, or directly to the plan sponsor if requested, is typically billed quarterly, in arrears and is based on total assets within the plan. Part of the fee is paid to the solicitor based on the details specified in the Solicitor Disclosure document approved and signed by the plan sponsor.

*For Adviser Introduced Plans:* The same suite of services is provided to the plan sponsor as described in the preceding paragraph except that 3D does not share its fee with the introducing advisor. Under this scenario, the introducing advisor bills the plan or plan sponsor directly and typically acts as an ERISA Section 3(21) fiduciary.

A sub-set of adviser-introduced plans are plans introduced by advisers affiliated with Cambridge Investment Research, Inc. (“CIR”) and administered by Cambridge Retirement Plan Services (“RPS”). 3D will act as 3(38) fiduciary on these plans, if contracted by the plan sponsor however, 3D’s model portfolios will be managed by CIR with 3D acting as sub-advisor to CIR.



## **Defined Contribution Investment Only (“DCIO”):**

*DCIO Managed Models:* These services include 3D’s construction and management of portfolio models that are then made available to retirement plans either through the management of the model portfolios in a retirement plan record keeping system or through a unitization system such as Mid Atlantic Trust’s ModelXchange™ system. In both cases 3D acts as a 3(38) fiduciary for the management of the model portfolios only. 3D is paid a fee only on the assets within the model portfolios. The model portfolios may be risk-based, target-date or both.

3D has partnered with Newfound Research, LLC (“Newfound”) to provide the 3D/Newfound PrudentPath™ Target Date Portfolio Series. This suite of target-date portfolios utilizes exchange traded funds (ETFs) for defined contribution plan sponsors. 3D will advise the Target Date Portfolio Series and Newfound will sub-advise and provide tactical integration to 3D’s aggressive target date series.

As mentioned above, 3D provides serviced through advisers affiliated with CIR. 3D will offer portfolio models through CIR and RPS on an investment-only basis as well. In this case 3D will act as sub-adviser to CIR who will act as investment manager for the portfolio models.

*DCIO through Collective Investment Trusts (“CIT’s”):* 3D’s risk-based models are also available to retirement plan sponsors through the use of CIT’s sub advised by 3D and managed and distributed by Reliance Trust. These CIT’s are priced daily, trade in full and fractional shares and are available to retirement plans whose service providers trade and settle through NSCC.

The above DC Retirement Plan Services are available through several different record-keepers including, but not limited to: Acsensus, Inc.; ASPire; Paychex; Professional Capital Services, LLC; TRPC and others.

In all cases above, except with the CIT’s, written agreements are executed between 3D and plan sponsors for the above services which spell out the level of service provided by 3D. 3D’s investment advisory services are provided to the plan sponsor only and not to individual plan participants.

## **Financial Planning Services:**

3D also offers Financial Planning Services through its IARs, primarily to individuals. Financial planning typically involves providing a variety of analyses based on a multiple step process regarding the management of financial resources designed to meet an individual Advisory Client’s financial needs and goals. Each Plan is tailored to the circumstances of the Advisory Client based on information obtained from the client. The IAR will typically meet with the Advisory Client to identify and prioritize goals and future needs, and gather information necessary to perform analyses, conduct evaluation, and formulate recommendations. The information gathered would

normally cover income, expenses, current and anticipated assets and liabilities; including, but not limited to, savings, investments, retirement and employee benefits, current expenses, planned expenses, and debt. Based upon the IAR's analyses and evaluation, a written Financial Plan will be developed using approved financial planning software, currently eMoney Advisor® and Advizr® that proposes recommendations for a general course of action and/or specific steps to be taken by the Advisory Client. These recommendations are designed to help the Advisory Client attain the goals established. For example, recommendations may include increased or decreased insurance coverage, additional savings in qualified retirement accounts, debt consolidation or elimination, changes to investment asset allocations or security concentrations for diversification purposes to reduce risk. However, the written Financial Plan will not contain recommendations with respect to the advisability of purchasing any specific investment, insurance contract or other property. Financial planning is a generic term that can represent a variety of planning services.

3D offers the following Financial Planning Services:

- Investment Planning – analyzing the current cash flow, risk tolerance, time horizon and goals of an Advisory Client in an effort to design asset allocation strategies that will optimize portfolio composition to achieve objectives.
- Education Planning – estimating education costs and explaining strategies that will help fund the education of children, grandchildren, or others. This could involve information pertaining to the post-secondary financial aid process.
- Retirement Planning – estimating retirement income and expenses and applying strategies focused on both the accumulation of assets and the distribution of such during retirement to identify the adequacy of funding.
- Estate Planning – identifying the client's goals for the distribution of property and examining the client's current estate and estate planning for purposes of projecting the affect of taxes and settlement costs using customary assumptions. Introducing information about alternative steps for minimizing settlement costs.
- Budget/Cash Flow Planning – compiling information of assets, debt, current inflows and outflows and analyzing it to determine how the cash flows will affect goals and objectives.

An Advisory Client can engage the Financial Planner to perform one or more of the planning services described above. The analyses and recommendations provided through these planning services are based upon the information provided by the Advisory Client and their advisors, economic and tax considerations, and the Financial Planner's judgment. The Financial Planner is prohibited from providing legal or tax advice, and 3D strongly encourages their Advisory Clients

to work with their legal and tax advisors prior to implementing any recommendations listed in the written Financial Plan. The delivery of the written Financial Plan and the execution of the acknowledgement letter by the Advisory Client signify the end of the Financial Planning Services engagement. The Financial Planner has no responsibility to keep the Plan current. The Advisory Client is under no obligation to purchase any investment or insurance product from the Financial Planner in connection with the delivery of the written Financial Plan, nor are they required to update the Plan through a 3D Financial Planner. If an Advisory Client reengages a 3D Financial Planner to update or revise a previously delivered written Financial Plan, it will be deemed a new advisory relationship, and the Advisory Client will be required to execute a new Financial Planning Services Agreement and may incur additional Financial Planning Service fees. The written Financial Plan is the property of the Advisory Client and can be shared with anyone at his or her discretion. The Advisory Client can choose to implement or ignore the recommendations contained within the written Financial Plan. Moreover, the Advisory Client can choose to implement the recommendations of the written Financial Plan with an investment professional of their choice. Notwithstanding the aforementioned, 3D will permit a Financial Planner to assist the Advisory client with implementing the recommendations contained in the written Financial Plan in their capacity as a Registered Representative and/or Insurance Agent.

3D does not offer legal advice or tax advice.

#### Institutional Investment Advisory Business

We offer our services directly to municipal, Taft Hartley and other retirement plan clients in both a full-service investment advisory capacity and as an investment-only offering. The investment strategies employed to fill the needs of these institutional investors are typically designed specifically for that institution and may or may not employ 3D's model-based investment implementation methodology.

3D personnel or IAR's will meet with these institutional clients on a periodic basis as required and will also meet with the client's consultant or advisor if they utilize one.

#### Wrap Fee Programs

We offer a wrap fee program as further described in Part 2A, Appendix 1 (the "Wrap Fee Program Brochure") of our Brochure. Our wrap fee and non-wrap fee accounts are managed similarly and are offered separately to provide financial advisors choice of pricing structures. As further described in our Wrap Fee Program Brochure, we receive a portion of the wrap fee for our services.

## Item 5 – Fees and Compensation

Fees charged by 3D to client accounts may include all of the following: Platform fee; Investment Management fee; Model Maintenance fee; Direct Investment Management/Administration fee; Sub-advisor or Model Manager fee; and, Solicitor fee.

### **These fees are defined as follows:**

**Platform fee** includes costs of custodial account set up; asset transfer; account administration; client and advisor reporting; trading; performance calculation; customer billing; solicitor billing and payment; client and advisor online portal administration; and, other back and middle office services.

**Investment Management fee** is the charge for 3D Asset Management's investment strategies which include Global ETF models, 3D DFA Models, Targeted Fixed Income, custom account management and other strategies managed by 3D's investment team.

**Model Maintenance fee** is the fee charged to receive in, reconcile, maintain and administer certain models provided by Institutional Model managers who provide their models to 3D free of charge but are not proactively providing administrative investment support or sales and marketing support.

**Direct Investment Management/Administration fee** is the bundled fee charged by 3D and a 3D IAR to a direct client that includes all of the above fee but does not include any sub-advisor or model provider fee, defined below, charged by that sub-advisor or model provider.

**Sub-advisor or Model Provider fee** is the fee charged on behalf of a sub-advisor or model provider, the entire amount of which is remitted to the sub-advisor or model provider and represents the cost to 3D MAP and the client of the investment analysis, management and other intellectual property of the sub-advisor or model provider.

**Solicitor fee** is the portion of the investment management fee charged to the client account and paid to the solicitor. This fee is described and disclosed in the Solicitor Disclosure document attached to the Investment Advisory Agreement and is to be reviewed and signed by the client.

The applicable fees described above and charged to client accounts are described as annual fees and are charged directly to client accounts monthly. The fees are calculated on account values at the end of each month and are charged in arrears on approximately the 5<sup>th</sup> business day of the following month. The fees are calculated based on the number of calendar days in the month and are also asset-flow sensitive. That is, if cash or other assets arrive or leave the account during a month fees are charged on those assets only for the days the assets were actually in the account that month.

3D discounts its Platform fee based on the aggregate dollar value in a household's account or accounts. The tables below illustrate the fees charged to client accounts under normal circumstances. All fees are negotiable and those negotiated fees are not illustrated below.

### 3D MAP Platform fee

Aggregate Household Assets with 3D MAP	Annualized Fee
Up to \$1,000,000	0.30%
\$1,000,001 to \$2,500,000	0.25%
\$2,500,001 to \$5,000,000	0.20%
\$5,000,001 to \$10,000,000	0.15%
\$10,000,001 and over	0.10%

### 3D Investment Management fee

Investment Style/ Strategy Family	Annualized Fee
3D Global ETF Portfolios	0.20%
3D DFA Portfolios	0.10%
3D Targeted Fixed Income	0.10%
3D Specialty ETF Portfolios	0.20%

### 3D Model Maintenance fee

All 3 <sup>rd</sup> Designated Models	0.10%
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### Direct Investment Management/Administrative fee

Annual fee: 2.00%, may be discounted
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### Sub-advisor, Model Provider fee

Subadvisor	Annualized Fee
Astoria Portfolio Advisors	0.20%
Lee Capital Management	0.35%

### Solicitor fee

Maximum Solicitor Fee = 1.50%
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### Ranges of combined fees for Solicited Clients (may not be all-inclusive)

3D MAP fee	3D Inv Mgt fee	3D Model Maint fee	Sub-advisor/ Model mgr	Solicitor fee	Total
<b>Solicitor using 3D MAP and 3D as investment manager</b>					
0.10%-0.30%	0.10% - 0.20%	NA	NA	0 – 1.50%	<b>Up to 2.00%</b>
<b>Solicitor using 3D MAP and Institutional Model</b>					
0.10%-0.30%	NA	0.10%	NA	0 – 1.50%	<b>Up to 1.90%</b>

	<b>Solicitor using 3D Map and sub-advisor or model provider</b>				
0.10%-0.30%	NA	NA	0.20% - 0.35%	0 – 1.50%	<b>Up to 2.15%</b>

Minimum account size on 3D MAP is \$25,000, which may be waived at 3D's discretion.

**For Direct Clients (no Solicitor relationship):**

Direct Client's will be charged 2.00% annually. 3D reserves the right to discount this fee. Minimum account size is \$25,000, which may be waived at 3D's discretion.

**For Clients through a Separate Account Management Arrangement such as Schwab's Managed Account Marketplace and TD's Separate Account Exchange:**

All Separate Account Management Clients will be charged an annual fee of 0.30%. 3D may negotiate this fee at its discretion. Minimum account size is \$100,000, which may be waived at 3D's discretion.

**For Clients through Envestnet:**

All Envestnet Clients will be charged an annual fee of 0.20% for 3D Global ETF models and 0.10% for Targeted Fixed Income models. 3D may negotiate this fee at its discretion. Minimum account size on Envestnet is \$25,000. 3D does not have the ability to waive this minimum. Private-labeled platforms using Envestnet may have lower minimum account sized but this is up to the program sponsor.

**For Clients through FolioDynamix:**

All FolioDynamix clients invested in PrudentPath models will be charged an annual fee of 0.60%, one third of which (0.20%) is paid as a sub-advisory fee to Newfound Research, LLC. Clients invested in risk-based models will be charged 0.30%.

**For Sub-Advisory Services through 3D Global Portfolios Fund:**

3D receives a fee of .23% for the sub-advisory services performed for Reliance Trust, in addition to the Marketing/Solicitation Fee which is further discussed in Item 14 below. The minimum size to participate in the Collective Trust plan is \$1,000,000. The Trustee may waive this minimum in its sole discretion.

**For Retirement Plan Services (except CIT's):**

Fees charged to Retirement Plan Sponsor clients are based on the level of services provided by 3D. 3(38) services are provided to Plans for a fee of 0.40% on Plan assets annually. DCIO services are provided at 0.40% on assets under management within the 3D managed portfolios.

**For ModelxChange:**

Fees charged by 3D for services on Mid Atlantic Trust's *ModelxChange* platform are typically 0.40% annually, accrued daily. If 3D is providing 3(38) fiduciary service to a plan and using models managed on ModelxChange, 3D will charge 0.0% (zero basis points) as a model-management fee. Instead, 3D will be paid by either the plan record keeper or plan sponsor as described under the preceding section. 3D may negotiate this fee at its discretion.

**For DC Plans through Cambridge Retirement Plan Services:**

Fees for 3(38) services provided through RPS are assessed at the plan level and may be billed to the plan itself or invoiced to the plan sponsor, depending on the plan administrator's direction and will be 0.50% per year, billed quarterly in arrears. In this case, 3D will charge zero sub-advisor fees for model portfolio management. For plans where 3D is not acting as a 3(38) fiduciary 3D will only be compensated for assets invested in the 3D model portfolios. In its capacity as sub-adviser to the model portfolios, 3D will charge 0.50% on assets in the portfolios, half of which (0.25%) will be paid to CIR for back office and platform services relating the management of the 3D model portfolios. 3D may negotiate this fee at its discretion.

**For Wrap Account Clients:**

Wrap fee clients will receive our Form ADV Part 2A Appendix 1 (Wrap Brochure). Wrap fee clients will not incur transaction costs for trades. More information about this and other services of the Wrap Program is disclosed in our separate Wrap Program Brochure.

**GENERAL INFORMATION ON FEES**

Negotiability of Fees: In certain circumstances, 3D's fees may be negotiable.

Fee Calculation: The fee is not charged on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

Termination of Advisory Relationship: An advisory agreement may be canceled at any time, by the client, for any reason upon receipt of written notice and by 3D, for any reason, upon 10 days prior written notice. Upon termination of any account, any unpaid earned fees will be due and payable and may be billed to the client through the mail.

Mutual Fund and ETF Fees and Expenses: All fees paid to 3D for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or ETF's to their shareholders. These fees and expenses are described in each investment product's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee although 3D endeavors, whenever possible, to use no-load mutual funds with no 12b-1 or other similar fees. A client could invest in a mutual fund or ETF directly, without the services of 3D. In that case, the client would not receive the services provided by 3D which are designed, among other things, to assist the client in determining which mutual fund or funds or ETF's are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the investment products and the fees charged by 3D

to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Clients may also elect to be billed directly for fees or to authorize 3D to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar month (with the exception of de minimis contributions and withdrawals).

Item 12 further describes the factors that 3D considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

3D does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## **Item 7 – Types of Clients**

3D provides portfolio management services to individuals, high-net worth individuals, qualified retirement plans, trusts, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, and other U.S. businesses. 3D offers its portfolio modeling and other services to retirement plan sponsors through several custodians and on several record-keeping platforms.

Refer to Item 5 for a discussion of account minimums requirements.

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

*Investing in securities involves risk of loss that clients should be prepared to bear.*

3D believes in efficient markets and passive fund management as a means of taking advantage of those efficiencies. 3D typically looks for pure asset-class investment vehicles with which to build efficient and low-cost portfolios. 3D uses low cost asset-class and/or index mutual funds to structure certain portfolios. Exchange Traded Funds ("ETF's") and Exchange Traded Notes ("ETN's") (referred to collectively herein as "ETF's") also provide such investment vehicles. 3D will use certain ETF's to construct certain portfolios. 3D will typically limit its use of "Exchange Listed Securities" to ETF's and closed end, passively managed funds. Additionally, 3D may use mutual funds within its strategies.



Client portfolios may also include some individual securities, but usually resulting from pre-existing client holdings prior to becoming a 3D client. As a result, 3D may provide advice to clients on when to sell out of existing holdings but will typically not recommend the purchase of individual equities or bonds to advisory clients.

3D may, from time to time, ladder Certificates of Deposit or US Government Securities for some clients as a means of protecting principal in order to make capital available for future purchases in dollar cost averaging strategies or the like. 3D may also, in limited circumstances, allow a client to purchase non-index funds within a separate portfolio sleeve. 3D will monitor and report on these non-index funds and include these funds in the clients' assets for billing purposes.

3D utilizes mainstream investment theories, principles, and modeling techniques. These include, but are not limited to Modern Portfolio Theory, Efficient Markets Hypothesis and the Fama-French Three Factor Model. We believe asset allocation is the primary driver of investment portfolio performance; that risk and expected return are correlated; and, that diversification is essential in managing risk. We monitor macro-economic data and interpretive data related to investors' current appetite to take on or reduce investment risk. These factors are used to fine tune strategic asset allocation models and increase or decrease slightly our portfolios' exposures to asset classes that we feel will be affected by current economic or market conditions. We will never try to time the market and we normally do not go to cash; rather will stay fully invested in equities and alternatives via ETFs and mutual fund positions as set out in that model's investment policy.

Active asset allocation and an investment in the model portfolio involve market risk and an investment in a model portfolio could lose money over short or even long periods. Trading can affect investment performance, particularly through increased brokerage costs and taxes.

Model portfolios are formed using exchange-traded funds ("ETFs") that track specified investment themes for the purpose of targeting long-term investment goals. 3D's criteria for selecting ETFs includes, but is not limited to, targeted investment exposure or theme, costs, reputation of ETF sponsor, and liquidity/assets under management. The material risks involved in ETFs are primarily rooted in the adequate functioning of capital markets. For instance, if underlying securities of an

ETF do not trade, a price cannot be established for capital market makers to assess the true underlying net asset values of the ETFs. However, we see these types of risk as remote in nature, but ETFs require a normal, functioning market for the market value to trade closely to the underlying net asset value. A secondary risk is the liquidity of the underlying basket of securities. ETFs that invest in illiquid securities such as emerging markets and fixed income debt securities can trade at larger premiums/discounts versus ETFs that invest in more liquid securities such as U.S. large companies. ETFs that invest in the former can also trade at wider bid/ask offers to compensate for the less liquid nature of the baskets. Model portfolios are constantly reviewed by the Investment Committee and reallocation of positions occurs pursuant to changes in investment decisions made by the Investment Committee. Accounts are rebalanced to the model, defined as a targeted allocation

plus or minus a tolerance range, on an episodic basis depending on market conditions but typically once or twice a year although 3D is not wedded to a specified time table for making changes.

The ETFs and mutual funds utilized by 3D may include ETFs and mutual funds invested in domestic and international equities, including preferred equities and Real Estate Investment Trust (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks.

*Risk of loss:* the prices of the common stocks, other securities or commodities held by the ETFs and mutual funds may decline (and the ETF price may in turn decline) in response to certain events taking place around the world, including those directly involving the issuers whose securities are owned by the ETF; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; governmental or governmental agency responses to economic conditions; and currency, interest rate and commodity price fluctuations.

Certain ETFs and mutual funds utilized by 3D may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility, as more fully described in the respective ETF prospectus. These risks may be greater with investments in developing countries, commonly referred to as Emerging Markets.

Certain ETFs and mutual funds utilized by 3D may invest in lower rated fixed income securities. ETFs and mutual funds invested in lower rated bonds are subject to greater fluctuations in value and risk of loss of income and principal than higher rated bonds. The return of principal for the bond holdings in ETFs and mutual funds is not guaranteed. ETF shares are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

ETFs and mutual funds are subject to market fluctuations and involve the risk of loss that clients should be prepared to bear. Clients should carefully consider the investment objectives, risks and expenses of the various ETFs and mutual funds utilized by 3D. This and other important information is contained in each ETFs and mutual funds summary prospectus and prospectus, which can be obtained directly from your account custodian, the ETF manager or from the Disclosures page on 3D's website. Please contact 3D's Operations Department if you need assistance in obtaining additional information.

3D uses research and analytical tools purchased from Bloomberg, Morningstar, Opturo, internally produced proprietary programs, web-based analytical tools and various industry publications. Portfolio model construction is based on academic research and regression analysis. Certain index and other data are obtained through Bloomberg, Morningstar, Adhesion Technologies and other subscription data providers. 3D primarily utilizes the concepts put forth by Modern Portfolio Theory and the Fama/French Three Factor Model.

## **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 your evaluation of 3D or the integrity of 3D's management. 3D has no information applicable to this Item.

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

3D provides portfolio management services to its advisory clients and is not an insurance agency or broker-dealer. 3D does not receive insurance commissions or brokerage revenue of any kind.

## **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

3D has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at 3D must acknowledge the terms of the Code of Ethics annually, or as amended.

3D anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which 3D has management authority to effect and will recommend to

investment advisory clients or prospective clients, the purchase or sale of securities in which 3D and/or clients, directly or indirectly, have a position of interest. 3D's employees and persons associated with 3D are required to follow 3D's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of 3D may trade for their own accounts in securities which are recommended to and/or purchased for 3D's clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of 3D will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of 3D's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between 3D and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with 3D's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. 3D will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Related persons of 3D may invest their own money in funds recommended to clients, specifically in model portfolios of funds and/or ETF's.

It is 3D's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. 3D will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Select 3D clients have become investors in a private equity offering of 3D Asset Management, Inc. These offerings are very limited in time and scope and confined to very few 3D clients who are also "accredited investors", as defined by SEC regulations. 3D did not provide advice to such investors with respect to such private investment. Upon investment in this private offering, clients' provided acknowledgement of their individual determination to participate in this private placement and the various risks involved.

3D's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Andrew Lucich at (860) 291-1998.

## **Item 12 – Brokerage Practices**

Except in those instances where a client wishes to retain discretion over broker selection and commission rates, 3D accepts discretionary authority to determine the brokers used and the commission paid by clients for securities transactions.

Occasionally a client may direct the use of a particular broker-dealer to execute portfolio transactions and/or have a prior custodial arrangement with a broker-dealer. In such circumstances, the broker may have a commission-recapture program utilized by the client. 3D does not use soft dollar or

commission recapture programs for itself but will take direction if an institutional investor has an established commission recapture agreement with a broker. 3D will accept such accounts to the extent that the custodian has access to the EFTs invested in by 3D. In those cases where the client has directed a particular broker-dealer, it should be understood that 3D will not have authority to negotiate commissions or obtain volume discounts and best execution may not be achieved.

Under certain circumstances 3D may offer to manage accounts maintained by clients at certain custodians other than as indicated above. However, such custodians must have contractual arrangements with fund companies used by 3D in the model portfolios that 3D offers. 3D reserves the right to decline acceptance of any client account that directs the use of a broker/dealer other than Schwab.

In the absence of any client direction to utilize a particular broker or dealer for the execution of transactions in any client accounts, 3D's overriding objective in the selection of broker-dealers is to obtain the best combination of price and execution. When possible, 3D will block, or, aggregate multiple client orders. This practice could facilitate execution of the order and may result in a better execution price and lower commission cost. Best price is normally an important factor in this decision, but the selection also takes into account the quality of brokerage services, including such factors as execution capability, financial stability, and clearance and settlement capability. Accordingly, transactions will not always be executed at the lowest available commission. In our attempt to give equitable treatment to clients' orders, orders are entered on a rotation basis.

As indicate above, when it is appropriate, 3D may aggregate or "block" client orders to achieve more efficient execution. In such instances, client accounts participating in the aggregated transaction will be charged the average price per unit for the security and transaction costs will be allocated pro rata among clients. 3D may utilize an unaffiliated broker-dealer, Knight Capital, for aggregating ETF execution of block orders, when consistent with 3D's obligation of best execution. Certain clients that have communicated certain account restrictions (e.g., cash requirements, restrictions on positions, etc.) will not participate in aggregated or block trades. These accounts will be traded separately and normally after the block trades have been effected.

3D will normally execute ETF trades through the primary custodian's trading desk via a trade rotation system among our client accounts. In cases where ETFs are less liquid and tend to trade at wide bid/ask spreads (approximately greater than 2 cents), 3D will investigate how the costs of such trades can be further reduced including using a step-out broker to achieve better execution for our clients.

3D participates in the following programs for brokerage services:

Schwab Institutional ("Schwab") services program offered to independent investment advisers by Charles Schwab & Company, Inc., a FINRA registered broker/dealer. Clients are typically required to custody their assets at Charles Schwab & Company. Not all advisers require their clients to direct

brokerage. In lieu of transactional charges, Schwab customarily charges clients of 3D an asset based tiered custody fee. The minimum annual fee charged by Schwab is \$200.

TD Ameritrade ("TDA") - 3D participates in the institutional advisor program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade, Inc., member FINRA/SIPC, an unaffiliated SEC-registered broker-dealer and FINRA member. TDA offers to independent investment advisers services which include custody of securities, trade execution, clearance and settlement of transactions. 3D may receive certain benefits from TDA through its participation in the TDA program.

Adhesion- 3D participates in Adhesion's Overlay Program Management ("OPM") platform. Within this overlay platform, 3D is responsible for the management of specific models and client's investment in those models, however Adhesion is granted limited power of attorney by the client to effect the trades within the sleeves on 3D's behalf. Adhesion was acquired by Vestmark, Inc. in November 2018 and continues to provide the services described above.

In directing the use of Schwab or TD Ameritrade it should be understood that best execution may not be achieved, and this practice may cost clients more money. In addition, a disparity in custody charges may exist between the custody fees charged to other clients. When 3D recommends open-end investment company shares on a no-load basis, typical trading issues such as blocking trades, volume discounts, price negotiation and commissions do not apply to these transactions. When 3D recommends ETF's, 3D will endeavor to block and allocate trades if trading for multiple accounts at the same time and day.

Should a client's portfolio include ETF's, individual stocks or bonds; 3D has evaluated Schwab and TD Ameritrade and believes that they will provide 3D clients with a blend of execution services, transaction costs and professionalism that will assist 3D in obtaining best execution for these transactions. The use of Schwab and TD Ameritrade is essential to 3D's service arrangements and capabilities, and 3D may not accept clients who direct the use of other brokers. As part of Schwab's and TD Ameritrade's programs, 3D receives benefits that it would not receive if it did not offer investment advice. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker.

For certain institutional clients and retirement plans 3D may use a custodian and/or broker dealer other than as indicated above to facilitate trust accounting, recordkeeping or other services necessary for each specific client account. Any custodian or broker dealer used will have a contractual arrangement with mutual funds used in the 3D Portfolios. However, 3D reserves the right to decline acceptance of any client account that directs the use of a broker other than Schwab or Folio Institutional.

Schwab and TD Ameritrade also make available to 3D other products and services that benefit 3D but may not benefit its clients' accounts. Some of these other products and services assist 3D in managing

and administering clients' accounts. These include software and other technology 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), provide research, pricing information and other market data, facilitate payment of 3D's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of 3D's accounts.

Schwab and TD Ameritrade also may make available to 3D other services intended to help 3D manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. 3D does not, however, enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, 3D endeavors to act in its clients' best interests, 3D's preference that clients maintain their assets in accounts at Schwab may be based in part on the benefit to 3D of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

### **Item 13 – Review of Accounts**

While the underlying securities within Investment Management Services and Investment Supervisory Services accounts are continuously monitored, these accounts will be formally reviewed at least quarterly by a principal of 3D or another designated individual. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Clients will receive at least quarterly statements and confirmations from their broker dealer or custodian. In addition, for Direct and Solicited Clients, 3D provides quarterly performance reports. For Clients on Schwab MAM and Envestnet, quarterly performance reports are provided by the platform sponsor or investment advisor.

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

As disclosed in Item 12, 3D recommends that clients establish brokerage accounts with the institutional division of Charles Schwab & Co., Inc. or and TD Ameritrade to maintain custody of clients' assets and to effect trades for their accounts.

Schwab and TD Ameritrade provide 3D with access to its institutional trading and operations services, which are typically not available to retail investors. These services generally are available to independent investment advisers at no charge to them so long as 3D maintains a certain level of client assets at each custodian. As discussed fully in Item 12 above services provided by Schwab include research, brokerage, custody, access to mutual funds and other investments that are otherwise

available only to institutional investors or would require a significantly higher minimum initial investment.

Schwab and TD Ameritrade also make available to 3D other products and services that benefit 3D, such as software and other technology that provide access to client account data, facilitation and aggregation of trade execution, pricing information and other market data. Schwab facilitates payment of 3D's fees from its clients' accounts, and assist with back-office support, recordkeeping and client reporting. As well, they may provide 3D with other services intended to help 3D manage and further develop its business enterprise. These services may include consulting, publications and presentations on practice management, information technology, business succession, regulatory compliance, and marketing. Schwab 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 3D.

Additionally, 3D may receive other benefits from other brokerage firms as a result of its clients' investments in mutual fund and ETF vehicles. Benefits may include access to research materials or paid attendance to research conferences.

Solicitors, through their licensed and registered investment advisory representatives, may introduce customers to 3D in return for a portion of the fee charged by 3D. Solicitors are independent contractors and are not employees of 3D. The Solicitor receives a portion of the total fee charged by 3D for the solicitation services that the Solicitor provides to the client.

Since the Solicitor's portion of the total fee charged is negotiated between the Solicitor and the prospective client, a solicited client may pay more or less than another solicited client for the same services. The Solicitor's portion of the total investment advisory fee is separate and distinct from 3D's portion of the total investment advisory fee.

Since investment advisory fees are negotiable, whether or not a Solicitor is involved in the advisory client relationship, the total investment advisory fee charged to an advisory client may be more or less than the total investment advisory fee charged to another advisory client for the same services.

Such solicitor arrangements will comply with the requirements set forth in Rule 206(4)-3 under The Act. Solicited Clients will receive and sign a document (i.e., Solicitors Disclosure Statement) that discloses the solicitation relationship and defines the compensation arrangement between 3D and the Solicitor. Refer to Item 4 for a discussion on the services provided by Solicitors.

In addition to the above noted solicitation agreements, 3D has been retained by Reliance Trust to provide certain marketing and client relations services to Reliance in connection with the Collective Trust product detailed in Item 4 above. 3D is paid .02% of the assets under management which are introduced to Reliance for inclusion in the Collective Trust account.



*Equity Services*- 3D has a solicitation agreement with Equity Services, a registered broker-dealer, whereby Equity Services is paid a fee for the referral of client accounts. Additionally, 3D is deemed a Preferred Partner on the Equity Services platform whereby 3D participates in quarterly meetings, webinars and is provided exposure in their monthly newsletter to advisors. For their participation as a Preferred Partner, 3D pays Equity Services 0.05% of the AUM referred to 3D for management. 3D does not affect any trades through Equity Services and there are no other compensation arrangements except for the above disclosed items. 3D may enter into additional arrangements with other Solicitors to be considered a Preferred Partner in order to receive sales and marketing support from that Solicitor.

## **Item 15 – Custody**

Clients should receive at least quarterly statements (paper or electronic) from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. 3D urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Item 16 – Investment Discretion**

3D usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing. When selecting securities and determining amounts, 3D observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to 3D in writing.

## **Item 17 – Voting Client Securities**

3D invests primarily in mutual funds and ETF's. As such, proxy votes may not have a direct effect on corporate decision making in underlying companies. As a general policy, 3D will retain proxy voting authority for clients that have assigned 3D the authority to do so. In such cases, 3D will follow proxy voting guidelines outlined in the Firm's Proxy Voting Policies.

When a client's account is initially transferred into a custodian used by 3D, often legacy stock positions may be included in the account. If the timing is such that 3D is deemed the advisor of record when a proxy vote is solicited, 3D may receive a request to vote. In cases of this nature, where the short term holding of a stock is incidental to the account transfer and investment into a 3D portfolio model, 3D will not vote this proxy.

Clients may obtain a copy of 3D's complete proxy voting policies and procedures or record of client's ballots voted upon request to the Chief Compliance Officer.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about 3D's financial condition. 3D has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

## *PRIVACY POLICY*

3D Asset Management LLC (herein “3D”) is committed to client confidentiality and to protect your privacy. The following information is provided, as required by law, to help you understand our privacy policy and how we will handle and maintain confidential personal information as we fulfill our obligations to protect your privacy. “Personal information” refers to the nonpublic financial information obtained by 3D Asset Management in connection with carrying out our services.

### **Information We Collect**

3D collects personal information as part of our relationship with you to provide client services and fulfill legal and regulatory requirements. The type of information we collect may include:

Information 3D receives from you on applications and other forms (such as name, address, date of birth, Social Security number and investment holdings);

Information about your transactions with us, or others as provided by others to facilitate those transactions; and,

Information you provide 3D directly about your personal finances or personal circumstances or which 3D may receive from brokerage statements or other information you authorize 3D to receive.

### **Information Disclosed in Administering Products and Services**

3D will not disclose personal information about current or former clients to nonaffiliated third parties except as permitted or required by law. 3D does not sell any personal information about you to any third party. 3D will not disclose personal information without your authorization, except as required or permitted by law. 3D may disclose information it collects about customers or former customers to third parties who are not affiliated with 3D under the following circumstances:

As directed or authorized by the customer;

To corresponding solicitors as directed by the customer;

To providers of other services and products used by the customer (custodian, etc.), in order to effect or settle transactions on the customer's behalf,

As required in a regulatory audit or examination or to respond to a subpoena or similar legal process; and,

To persons and organizations contracted by 3D to provide services in support of our mission to service our customers. These parties include technology vendors, broker dealers/custodians, record-keepers and others. Any party so contracted will be prohibited, in their contract with 3D, from disclosing or using client information other than to perform the services contracted for.

### **Procedures to Protect Confidentiality and Security of Your Personal Information**

3D Asset Management has procedures in place that limit access to personal information to those employees who need to know such information in order to perform business services. In addition, 3D maintains physical, electronic and procedural safeguards to guard your nonpublic personal information.

3D will update its policy and procedures when necessary to ensure that your privacy is maintained and that 3D conducts business in a way that fulfills our commitment to you. If 3D makes any material changes in its privacy policy, we will make that information available to clients through our Web site and/or other communications. Any questions concerning 3D's privacy policy should be directed to the Chief Compliance Officer at (860) 291-1998.