

**ITEM 1. COVER PAGE**

# Laffer Tengler Investments, Inc.

Form ADV, Part 2A  
("Brochure")

December 10, 2020

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Brentwood, TN 37027  
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This Brochure provides information about the qualifications and business practices of Laffer Tengler Investments. If you have any questions about the contents of this Brochure, please contact us at (704) 558-3101. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Laffer Tengler Investments may refer to itself as a "registered investment adviser" or "RIA". You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training.

Additional information about Laffer Tengler Investments is also available on the SEC's Investment Adviser Public Disclosure ("IAPD") website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2. MATERIAL CHANGES**

The following are material changes from our last updated Brochure, dated April 30, 2020:

- Effective April 30, 2020, Laffer Investments Inc. has been renamed to Laffer Tengler Investments, Inc. All references throughout the document have been updated.
- We have revised Item 10 to disclose affiliates, Red Barchetta GP LLC and ITCANHAPPEN GP LLC and we have removed the affiliation with Butcher Joseph Asset Management, LLC. For more information about these relationships, please see Item 10 of this Brochure.
- Laffer Tengler Investments, Inc. was purchased by ButcherJoseph Financial Holdings, LLC. As a result, all Laffer Tengler Investments, Inc. contracts have been assigned to the new ownership structure. In addition, Jon Curley is now the CEO and CCO of Laffer Tengler Investments, Inc and Nancy Tengler is now the Chief Investment Officer. For more information about the financial industry affiliations of ButcherJoseph Financial Holdings, LLC, please see Item 10 of this Brochure.
- The Firm's Chief Compliance Officer has changed to Katherine Mach as of July 1, 2020. We have updated the contact information in item 1 and removed the title of Chief Compliance Officer in regard to Jon Curley throughout the Brochure.
- The Firm's main office has moved. Our new contact information is:  
310 Seven Springs Way, Suite 230  
Brentwood, TN 37027  
(704) 594-5448
- The Firm now serves as a sub-adviser to two exchange traded funds. Descriptions of the exchange-traded funds are contained in Item 4, and a description of the fees charged to the funds by the Firm is contained in Item 5. There are certain conflicts of interest arising from management of the funds that are described in Items 6 and 8.
- Clarification of how LTI's financial professionals are compensated was added in Item 5.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

You can find this document as well as other information about Laffer Tengler Investments and other registered advisors at the SEC's website ([www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)).

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#### **ITEM 4. ADVISORY BUSINESS**

Laffer Tengler Investments, Inc. (“**Laffer Tengler Investments**” or the “**Firm**”) was incorporated in 1999 and started managing discretionary accounts in August of 2000. The firm was founded by Dr. Arthur B. Laffer, and Arthur B. Laffer, Jr. Jonathan E Curley is President and Chief Executive Officer (“**CEO**”). Nancy Tengler is the Chief Investment Officer. Arthur B. Laffer, Jr. is a portfolio manager.

The Firm is organized as a common stock corporation and is currently domiciled in the state of Tennessee. 100% of the stock is owned by ButcherJoseph Financial Holdings, LLC. Specific ownership interest information is located on Schedule A of Part 1 of the firm’s Form ADV.

##### **Types of Advisory Services**

Laffer Tengler Investments provides investment advice and management services (1) as a discretionary investment adviser to domestic and foreign separately managed accounts, (2) as a discretionary manager to clients participating in one or more wrap fee programs, (3) as a non- discretionary investment adviser to certain clients, including other investment advisers; and (4) as a sub-adviser to certain open-end exchange traded funds (collectively, “**clients**” or “**accounts**”).

In addition to traditional research services, Laffer Tengler Investments utilizes quantitative modeling and economic forecasting in developing advice to be provided to clients. Laffer Tengler Investments utilizes government sources for economic data as well as data provided by third party research providers. In addition, Laffer Tengler Investments utilizes specialized software programs developed by third parties.

##### **Wrap Fee Discretionary Management Services**

As further described below, Laffer Tengler Investments may serve as a portfolio manager in certain wrap fee programs. Laffer Tengler Investments may insist on a minimum account size per wrap fee client. Each wrap fee sponsor (“**Sponsor**”) generally charges clients quarterly in advance some form of comprehensive fee based upon a percentage of the value of the assets under management. The comprehensive fee may include execution, consulting, custodial and other services performed or arranged by the Sponsor and an amount sufficient to cover the investment advisory services of discretionary managers such as Laffer Tengler Investments. A Sponsor collects the comprehensive fee and remits to Laffer Tengler Investments a portion of the fee paid by each wrap fee program client advised by Laffer Tengler Investments. In some wrap fee programs, the discretionary portfolio manager’s fee is paid directly by the wrap fee client pursuant to a separate contract executed between the portfolio manager and the wrap fee client. In other wrap fee programs, the manager’s fee is paid by the Sponsor. Laffer Tengler Investments may participate in either type of wrap fee program.

In most wrap fee programs, the Sponsor is responsible for establishing the financial circumstances, investment objectives and investment restrictions of each wrap fee client through a client profile, questionnaire and/or investment policy statement (“**Profile**”) as well as consultations with the Sponsor’s personnel. Each client completes a Profile and enters into a wrap fee agreement with the Sponsor. In some wrap fee programs, wrap fee program clients may also be required to enter into a separate agreement directly with Laffer Tengler Investments or Laffer Tengler Investments may be a party to the client/Sponsor agreement. The Sponsor’s wrap fee agreement establishes the services to be provided to the client by or on behalf of the Sponsor. These services may include, among other things: (1) manager selection, (2) execution, generally without a transaction-specific commission or charge; (3) custodial services; (4) periodic monitoring of discretionary managers; and (5) account evaluation.

Wrap fee clients may also be subject to additional fees and expenses (e.g., commissions on transactions executed away from the Sponsor or the Sponsor's designated broker-dealer ("**Sponsor Designated Broker**"), expenses with respect to money market funds used as a cash sweep investment vehicle, dealer mark-ups on principal transactions, and certain costs or charges imposed by third-parties including odd-lot differentials, exchange fees, and transfer taxes mandated by law). Generally, Sponsors are responsible for providing wrap fee program clients both the Firm's Brochure and the Sponsor's own wrap fee brochure ("**Wrap Brochure**"). A Sponsor's Wrap Brochure is available on the SEC's IAPD website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov), as Appendix 1 to the Sponsor's Form ADV, Part 2A.

Wrap fee program clients should review the Sponsor's Wrap Brochure for further details about the relevant wrap fee program. Wrap fee clients should consider that, depending on the rate of the wrap fee charged, the amount of account activity, the value of custodial and other services provided and other factors, the wrap fee may exceed the aggregate costs of the services provided if they were to be obtained separately and, with respect to brokerage, transaction based commissions. Laffer Tengler Investments is not responsible for, and does not attempt to determine, whether, in the first instance, a particular wrap fee program is suitable or advisable for any given investor. Rather, Laffer Tengler Investments is responsible for and will determine whether each wrap fee account referred to Laffer Tengler Investments is reasonably suitable for discretionary management by Laffer Tengler Investments based on the wrap fee client's Profile provided by the Sponsor. Laffer Tengler Investments reserves the right, in its sole discretion, to reject any wrap fee account referred to Laffer Tengler Investments for any reason, including, but not limited to, the wrap fee client's investment goals and restrictions.

Laffer Tengler Investments' fees for advice to clients in a wrap fee program may be less than for direct management of such an account outside of a wrap fee program. However, clients should be aware that, as discussed above, the total fees and expenses associated with a wrap fee program may exceed those which may be available if the services were acquired separately.

#### The Laffer Tengler Sponsored Wrap Program

LTI also sponsors a wrap fee program and act as portfolio manager for the same. For more information on the Laffer Tengler Wrap Program see our Wrap Fee Brochure.

#### Non-Discretionary Advisory Services

Laffer Tengler Investments provides non-discretionary investment advisory services to certain clients, including other investment advisers, broker-dealers, account managers and fiduciaries. Such non-discretionary advice may be provided as (i) "model portfolios" that represent Laffer Tengler Investments' recommendations as to the composition of a portfolio of securities that would be reasonably appropriate to meet a stated investment objective, based on criteria provided by the client or (ii) "research reports and rankings" that apply Laffer Tengler Investments' proprietary analyses and models to rank a universe of securities selected by the client (or Laffer Tengler Investments), from best to worst, according to criteria supplied by the client and/or Laffer Tengler Investments. The Firm's fees for non-discretionary management services are negotiable and the Firm does not maintain any standard fee schedule with respect to such services.

##### *Model Portfolios*

Currently, Laffer Tengler Investments serves as a non-discretionary "Model Portfolio Provider" to the following:

1. Wells Fargo Advisors in the Allocation Advisor and DMA programs
2. Stifel Nicolaus in the Horizon program

3. 1<sup>st</sup> Global Advisors in the IMS Unified Choice program
4. Envestnet in the Envestnet UMA & SMA programs
5. Benjamin F. Edwards & Co. in the Benjamin F. Edwards ETF program
6. Ameriprise Financial in the Ameriprise Select SMA platform
7. ProEquities Inc in the ProEquity SMA platform.

Under each program, Laffer Tengler Investments provides non-discretionary recommendations to assist in the development of a portfolio of investments. These include strategies that invest in exchange-traded funds (“**ETFs**”), which generally are passively managed and designed to track the performance of specific benchmarks or indices, that certain advisers (i.e., program sponsors) determine to be suitable for their clients as well as portfolios that may use common stocks, preferred stocks and other non-pooled investment options. Laffer Tengler Investments’ role is solely to provide research and portfolio recommendations to the program sponsors. The program sponsors retain full discretion to accept, modify or reject Laffer Tengler Investments’ recommendations. The clients in such programs are clients of each sponsor and are not clients of Laffer Tengler Investments.

#### Exchange Traded Fund Sub-Adviser Services

In its capacity as sub-adviser to the primary adviser, Laffer Tengler Investments manages the portfolios of two exchange traded funds (“Funds”): (1) the 2<sup>nd</sup> Vote Life Neutral Plus ETF; and (2) the 2<sup>nd</sup> Vote Society Defended ETF. Tentatively, the Firm plans to begin acting as a sub-adviser to a third exchange traded fund in the near future. The Funds seek to achieve extrinsic results and are therefore in a class of funds sometimes referred to as environmental, social or government (ESG) focused funds. However, the extent to which the investment policies seek such extrinsic results are more fully described in each Fund’s Prospectus, and all information in this Brochure is subject to, and expressly qualified by, statements in the Prospectus. Any prospective investor in a Fund should review the Prospectus before investing.

The 2<sup>nd</sup> Vote Life Neutral Plus ETF is an actively managed exchange traded fund that seeks to generate a total return over the long term. Under normal circumstances, the Fund seeks to meet its investment objective by primarily investing its net assets, plus borrowings for investment purposes, if any, in the equity securities of large- and mid-capitalization US companies that meet the Fund’s pro-life social criteria. The Fund uses a fundamental security analysis and proprietary social scoring system to select the equity securities. More information about the Fund’s investment policy and investment methodology is available in the Fund Prospectus.

The 2<sup>nd</sup> Vote Society Defended ETF is an actively managed exchange traded fund that seeks to generate a total return over the long term. Under normal circumstances, the Fund seeks to meet its investment objective by primarily investing its net assets, plus borrowings for investment purposes, if any, in the equity securities of large- and mid-capitalization US companies that meet the Fund’s 2nd Amendment and border security social criteria. More information about the Fund’s investment policy and investment methodology is available in the Fund Prospectus.

#### Client Directed Restrictions

Investments for separately managed accounts and wrap fee clients are managed in accordance with the client’s stated investment objectives, strategies, restrictions and guidelines, as communicated to Laffer Tengler Investments by the client (or the client’s primary adviser or wrap fee program Sponsor).

For discretionary portfolios managed either directly by Laffer Tengler Investments or by Laffer Tengler Investments through a wrap fee program, Laffer Tengler Investments will typically allow clients a limited amount of restrictions to be imposed upon their portfolios. In all such cases where a client is requesting

account restrictions, Laffer Tengler Investments first and foremost takes into account the impact that the restrictions could have on the management of the account and the Firm's ability to adequately implement its investment process. Each request for investment restrictions by clients will be evaluated on a case by case basis by the Firm for acceptance or rejection.

#### Assets Under Management

As of June 30, 2020, Laffer Tengler Investments managed \$163,002,382 in discretionary assets. As of June 30, 2020, Laffer Tengler Investments provided advice on model portfolio assets of \$483,436,828.

### **ITEM 5. FEES AND COMPENSATION**

The following discussion represents the basic compensation arrangements of Laffer Tengler Investments. However, fees and other compensation are negotiable in certain circumstances and arrangements with any particular client may vary.

#### Methods and Manner of Billing

Unless specifically stated to the contrary, fees will be calculated based upon the aggregate market value of all assets under management within the client's account(s), including allocations to cash. Fees that are calculated as a percentage of assets under management are generally charged quarterly in arrears; however, as discussed below, fees charged to wrap fee clients by wrap fee Sponsors, including the portion of such fees payable to Laffer Tengler Investments for its portfolio management services, may be paid in advance.

Investment advisory agreements between Laffer Tengler Investments and its clients are generally terminable at any time by the client or the Firm upon 30-day advance notice by either party to the other. Such termination may require that written notice be given by the terminating party. In the event of termination during a quarterly period, the client will pay only that portion of the fee earned by Laffer Tengler Investments up to the actual date services are terminated. To the extent that fees are paid to the Firm in advance and a client terminates its agreement during the quarterly period, Laffer Tengler Investments (or the wrap fee Sponsor, as applicable) will refund to the client a pro rata portion of the fee paid.

Fees for clients with assets under management in excess of \$100 million may be negotiable and Laffer Tengler Investments may group multiple accounts of a client together for fee billing purposes. Fees may be negotiated on a basis that differs from these schedules if circumstances warrant. For example, Laffer Tengler Investments may on occasion enter into fixed fee arrangements. There may also be differences in fees paid by certain clients based on account inception dates.

Clients may request that fees owed to Laffer Tengler Investments be deducted directly from the client's account. In instances where a client has authorized direct billing, the client's "qualified custodian" for purposes of the Custody Rule (as defined below) sends periodic statements, no less frequently than quarterly, showing all transactions to the account in accordance with Rule 206(4)-2 ("**Custody Rule**") under the Investment Advisers Act of 1940, as amended ("**Advisers Act**"). Clients may also request that billings be made directly to the client or a designated third party if authorized in writing by the client.

#### Domestic (U.S.) Separately Managed Account Fee Schedule

Laffer Tengler Investments generally offers the following investment mandates according to Laffer Tengler Investments' general fee schedules, as follow:

#### U.S. Convertible Strategy

100 basis points on the first \$10 million in assets under management per client,  
75 basis points on the next \$40 million in assets under management per client,  
60 basis points on all assets over \$50 million under management per client.

#### U.S. Convertible Income Strategy

100 basis points on the first \$10 million in assets under management per client,  
75 basis points on the next \$40 million in assets under management per client,  
60 basis points on all assets over \$50 million under management per client.

#### U.S. Dividend Growth Strategy

100 basis points on the first \$10 million in assets under management per client,  
75 basis points on the next \$40 million in assets under management per client,  
60 basis points on all assets over \$50 million under management per client.

#### U.S. Equity Growth and U.S. Equity Income

75 basis points on the first \$5 million in assets under management per client, 60  
basis points on the next \$45 million in assets under management per client, 50  
basis points on all assets over \$50 million under management per client.

#### U.S. Fixed Income ETF Strategy

45 basis points on the first \$5 million in assets under management per client,  
35 basis points on the next \$5 million in assets under management per client,  
25 basis points on all assets over \$10 million under management per client.

#### Global Equity Strategy

100 basis points on the first \$5 million in assets under management per client,  
80 basis points on the next \$15 million in assets under management per client,  
70 basis points on the next \$25 million in assets under management per client,  
60 basis points on all assets over \$50 million under management per client.

#### U. S. Strategic Equity Income Strategy

100 basis points on the first \$10 million in assets under management per client,  
75 basis points on the next \$40 million in assets under management per client,  
60 basis points on all assets over \$50 million under management per client.

#### U.S. Dynamic Inflation Strategy

100 basis points on the first \$5 million in assets under management per client,  
85 basis points on the next \$5 million in assets under management per client,  
75 basis points on the next \$15 million in assets under management per client,  
60 basis points on all assets over \$25 million under management per client.

#### Wrap Fee Program Clients

For fee arrangements with wrap fee program clients, the program Sponsor generally collects the total wrap fee and remits the advisory portion to Laffer Tengler Investments. The advisory portion payable to Laffer Tengler Investments may vary from program to program and within a single program based on the desired investment mandate. Information on the total wrap fee is included in the Wrap Brochure provided by the program Sponsor. The current advisory portion payable to Laffer Tengler Investments generally ranges from 0.20% to 0.55% depending upon the strategy and wrap platform in question.

#### Exchange Traded Funds

Laffer Tengler Investments receives 22.5 basis points (0.225%) per dollar of assets under management in the Fund. These charges are paid from the assets of the Fund and are included in the total fund operating



expenses charged to the Fund and allocated proportionally to each shareholder. Complete information regarding a Fund's operating expenses is located in the Prospectus for the Fund. Laffer Tengler Investments shall waive any asset-based fees due to Laffer Tengler Investments with respect to the total amount invested by such clients in one or more of the Fund for which we act as sub-adviser.

#### Mutual Funds and Private Funds

Currently, Laffer Tengler Investments does not advise any private funds or mutual funds.

#### Other Fees and Expenses

Laffer Tengler Investments does not provide custody services to clients. Therefore, except for wrap fee program clients and non-discretionary accounts, clients are responsible for contracting with an independent custodian prior to engaging the Firm to provide advisory services to such clients. Any fees owed to custodians for their services are exclusively the responsibility of the client (including clients that are Mutual Funds or Private Funds).

In addition to the fees charged by Laffer Tengler Investments for the advisory services rendered, clients of Laffer Tengler Investments (as well as, indirectly, Underlying Investors in Mutual Funds) bear certain other fees, expenses and costs which are incidental or related to the maintenance of an account or the buying, selling and holding of investments including, but not necessarily limited to: (1) custodial charges (as described above); (2) brokerage fees, commissions and other related transaction costs and expenses; (3) governmental charges, taxes and duties; (4) transfer fees, registration fees and other expenses associated with buying, selling or holding investments; (5) withholding taxes payable and required to be withheld by issuers or their agents; and, (6) as discussed below, fees associated with investments in other, pooled investment vehicles. For additional information about brokerage fees, commissions and other related transaction costs and expenses, please refer to the discussion in Item 12 below.

Uninvested cash balances in a client account may be swept into money market funds (or similar cash vehicle) which may be sponsored by the client's custodian, broker-dealer, or wrap-fee Sponsor. When money market funds are used for cash management purposes, the client, in effect, may pay two advisory fees with respect to the amount of assets so invested (i.e., the money market fund's fees and expenses and that portion of the Laffer Tengler Investments' management fee attributable to such assets).

#### Special Fee Arrangements

Laffer Tengler Investments reserves the right, in its sole discretion, to negotiate and to charge different fees for certain accounts based on a client's particular needs or requirements as well as overall financial condition, goals, risk tolerance and other factors unique to the client's particular circumstances. In particular, fee schedules for foreign (non-U.S.) clients and offshore Private Funds may be higher due to increased administrative costs and requirements. The maximum fee that might be charged is 2%, exclusive of any incentive component or allocation (i.e., performance fees). Fees for research models are negotiable.

#### Compensation of Supervised Persons

Our financial professionals receive a salary and bonuses based on performance metrics as determined by the Investment Committee. The factors the Investment Committee uses to evaluate performance bonuses are investment performance, adherence to investment discipline, revenue growth, contribution to company brand, participation in marketing, and overall contribution to the company. The more assets you have in an advisory account, the more you will pay in fees, and we may therefore have an incentive to encourage you to increase the assets in your account.

## Valuation

Laffer Tengler Investments may be required to manually price a security when a market price is not readily available or when Laffer Tengler Investments has reason to believe that the market price is inaccurate. Because Laffer Tengler Investments may be compensated on the basis of the value of assets held in and/or the performance of the accounts it manages. To the extent that Laffer Tengler Investments values a security higher than its current market value, Laffer Tengler Investments may benefit by receiving a fee based on the increased value of the assets in an account. When manually pricing a security, Laffer Tengler Investments attempts, in good faith, to determine the fair value of the security in question, considering such relevant factors as: the nature and type of security; the marketplace in which the security trades; the pricing and trading history, if any, of the security and of other similar securities and issuers; and other relevant factors. Laffer Tengler Investments may rely on prices provided by a custodian or a third-party pricing service for valuation purposes.

## **ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

**CURRENTLY, LAFFER TENGLER INVESTMENTS DOES NOT HAVE ANY PERFORMANCE-BASED FEE ARRANGEMENTS IN PLACE.**

The Firm understands that having performance and non-performance-based fee arrangement can create a potential conflict of interest with respect to accounts managed in a similar fashion. Those accounts with performance-based fees could potentially be far more profitable to the Firm in cases where high absolute performance is achieved versus their non-performance fee counterparts. In addition, the Firm understands that performance-based fee arrangements could create an incentive for Laffer Tengler Investments to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement.

The Firm provides investment advice to both separately managed accounts and exchange-traded funds ("Funds"). The investments selected in the Funds will generally differ from those selected in separately managed accounts. The Firm may, from time to time, recommend that clients invest in one or more Funds the Firm manages. Because the Firm receives lower advisory fees through management of the Fund than it would receive in managing a separately managed account having the same value, there is a disincentive to recommend that a client invest in the Fund as opposed to a separately managed account. That disincentive creates a conflict of interest. The Firm manages that conflict of interest by analyzing each client's objectives to determine whether a recommendation to invest in the Fund, as opposed to becoming or remaining invested through a separately managed account, is in the client's best interests.

## **ITEM 7. TYPES OF CLIENTS**

Laffer Tengler Investments has clients that fall into the following general categories:

- Individuals
- Foundations
- Endowments
- Retirement Plans
- Broker Dealers
- Corporations
- Investment Advisers

## Pooled Funds

As discussed above in response to Item 4, Laffer Tengler Investments may provide investment advice and management services as a discretionary investment adviser to pooled funds such as Mutual Funds. This Brochure normally is provided to board of directors/trustees of a Mutual Fund advised by Laffer Tengler

Investments. Investors in a Mutual Fund or ETF advised by the Firm should be aware that while this Brochure may include information about the Mutual Funds, it should not be considered to be an offering document regarding any exchange-traded fund or mutual fund or its objectives, strategies, restrictions and represent risks associated with an investment in a Mutual Fund.

**IN NO EVENT SHOULD THIS BROCHURE BE CONSIDERED TO BE AN OFFER OF INTERESTS IN A MUTUAL FUND OR RELIED UPON IN DETERMINING TO INVEST IN SUCH INVESTMENT PRODUCTS. IT IS ALSO NOT AN OFFER OF, OR AGREEMENT TO PROVIDE, ADVISORY SERVICES DIRECTLY TO ANY RECIPIENT OF THE BROCHURE.** Rather, this Brochure is designed solely to provide information about Laffer Tengler Investments for the purpose of compliance with certain obligations under the Advisers Act and, as such, responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided in prospectus and statement of additional information (“**Prospectus**”) for a Mutual Fund. To the extent that there is any conflict between discussions herein and similar or related discussions in any Prospectus, those documents should govern.

#### Minimum Investment Guidelines

Generally, Laffer Tengler Investments requires a minimum account size of \$200,000 or more to establish a discretionary account with the Firm. For those clients utilizing a third-party wrap fee program the typical minimum account size to establish an account with Laffer Tengler Investments is \$100,000. The Firm reserves the right to raise or lower the minimum account size to establish an account with the Firm. Some reasons that may cause the Firm to lower its minimum threshold are the length of a client relationship, multiple accounts with a client or household, etc.

#### Establishing an Account

In order to establish an account with Laffer Tengler Investments a client generally must select an independent custodian that will have custody of the client’s assets that is acceptable to the Firm. The client must enter into an investment management agreement with the Firm, which includes information on fees, investment services, brokerage activities, proxy voting, termination requirements, etc.

### **ITEM 8. METHODS OF ANALYSIS, INVESTMENTS STRATEGIES & RISK OF LOSS**

In managing discretionary client accounts and providing recommendations to non-discretionary clients, Laffer Tengler Investments uses different investment strategies and methods of analysis, as described below, and clients may be subject to different risks. The response to this Item 8 contains a discussion of the primary risks associated with these investment strategies. However, it is not possible to identify all of the risks associated with investing and the particular risks applicable to a client account will depend on the nature of the account, its investment strategy or strategies and the types of securities held in the account.

While Laffer Tengler Investments seeks to manage accounts so that risks are appropriate to the return potential for the strategy, it is often not possible or desirable to fully mitigate all risks. Almost any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Clients and Investors in Mutual Funds should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential loss.

Clients and Investors should be aware that while Laffer Tengler Investments does not limit its advice to particular types of investments, mandates may be limited to certain types of securities (e.g., convertible securities) and may not be diversified. The accounts managed by Laffer Tengler Investments are generally not intended to provide a complete investment program, and Laffer Tengler Investments expects that the

assets it manages do not represent all of the client's or Investor's assets. Therefore, Laffer Tengler Investments assumes no responsibility for the adequate diversification of or risk of loss of a client's other assets.

investment recommendations made in advising exchange-traded funds that are managed by Laffer Tengler Investments will usually differ from those made in advising clients with separately managed accounts. This is true both with respect to the types of investments selected and, where there is overlap, the concentrations or allocations of those investments. Also, any exchange-traded fund that has an investment policy that seeks to achieve extrinsic results, such as an environmental, social or government (ESG) focused fund, will by definition select investments from a more restricted universe of investments than what is available to be selected for separately managed accounts that lack such restrictions. In some cases, LTI will identify investments that will be suitable for both types of clients, but any decision to purchase such an investment in an unrestricted account will be made only upon a determination that the investment is in the best interest of the particular SMA client.

## Investment Risks

### *General Risk and Loss of Account Value*

The investment decisions made for accounts by Laffer Tengler Investments are subject to various market, currency, economic, political, and business risks, and investment decisions will not always be profitable. The investments for accounts may include positions in convertible securities, ETFs, common stocks, bonds, preferred stocks, and other securities which may be volatile and may subject accounts to losses on both a short-term and extended basis. Clients may be more susceptible to such risks where the account is invested, in accordance with the agreed-upon style, in the securities of a limited number of issuers. There can be harmful effects on the performance that result from short-term volatility which may have a particularly acute effect on smaller accounts. The value of investments may go up as well as down and are not guaranteed. It is possible that an account could lose its entire investment value.

### *General Risks of Investing in Stocks*

Stocks are an investment representing equity ownership in a company. As an owner, you incur the risk of the company's success, meaning you don't reap rewards unless the company is doing well, and you risk loss of capital if the company fails. This risk is inherent in stocks.

### *Loss of Investment Risk*

When you buy an individual stock, you accept the potential risk of losing all your money. This can happen if the company fails, usually resulting in bankruptcy. In bankruptcy, the owners, or stockholders, are paid out last after other creditors are paid. Creditors include bondholders.

### *Market Risk*

The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

### *Inflation Risk*

When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

### *Reinvestment Risk*

This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

### *Business Risk*

These risks are associated with a particular industry or a particular company within an industry. For example, oil drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

### *Liquidity Risk*

When consistent with a client's investment objectives, guidelines, restrictions, and risk tolerances, we may invest portions of Client portfolios in illiquid securities, subject to applicable investment standards. Investing in an illiquid (difficult to trade) security may restrict its ability to dispose of investments in a timely fashion or at an advantageous price, which may limit the ability to take full advantage of market opportunities.

### *International Investing Specific Risks*

Foreign stocks markets are especially volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments and the returns from foreign stocks may be lower than those from domestic securities. In addition, to the extent that a client's account is invested in small-cap and mid-cap foreign securities, historically small-cap and mid-cap stocks have been more volatile in price than the price of the large-cap stocks that dominate foreign and domestic stock markets and often perform quite differently than large-cap stocks and the overall domestic stock market. In addition, international investing is subject to country and regional risk, which is the risk that world events—such as political upheaval, financial troubles, or natural disasters—will adversely affect the value of securities issued by companies in specific foreign countries or regions. Because some international strategies may invest a large portion of account assets in securities of companies located in any one country or region, including emerging markets, an account's performance may be adversely affected by the poor performance of its investments in that country or region. Country and regional risk is especially high in emerging markets. Finally, international investments could be harmed by currency risk, which is the risk that the value of a foreign investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates.

### *Interest Rate Risk*

Interest rate risk is the risk that debt securities will decline in value because of changes in market interest rates. Generally, when market interest rates rise, the value of debt securities declines, and vice versa. An account's investment in such securities means that the value of the account will tend to decline as market interest rates rise. The prices of long-term debt obligations generally fluctuate more than prices of short-term debt obligations as interest rates change.

### *Credit Risk*

Credit risk refers to an issuer's ability to make payments of principal and interest when they are due. Bond prices typically decline if the issuer's credit quality deteriorates. Lower grade securities may experience higher default rates, which could mean that an account may lose some or all of its investments in such securities. If this occurs, the account's value would decline.

### *Investment Grade Bond Risk*

Investment grade bonds are considered less risky than bonds whose ratings are below investment grade; however, ratings are no guarantee of quality. The credit quality of these bonds can decline which would normally cause the prices of these bonds to decline.

### *Below Investment Grade Bond Risk*

These bonds, commonly known as "junk bonds", "high yield bonds" or "speculative grade bonds", involve a higher degree of credit risk. In the event of an unanticipated default, an account would experience a reduction in its income, a decline in the market value of the securities so affected and a decline in the account's value. During an economic downturn or period of rising interest rates, highly leveraged and other below investment grade issuers may experience financial stress that could adversely affect their ability to service principal and interest payment obligations, to meet projected business goals and to obtain additional financing. The market prices of below investment grade bonds are generally less sensitive to interest rate changes than higher-rated investments but are more sensitive to adverse economic or political changes or individual developments specific to the issuer. Periods of economic or political uncertainty and change can be expected to result in volatility of prices of these securities. Nationally recognized statistical rating organizations consider these bonds to be speculative in nature.

### *Exchange Traded Funds Risks*

An ETF is an investment vehicle that combines key features of traditional mutual funds and individual stocks. Like index mutual funds, ETFs typically represent underlying diversified portfolios of securities that typically track specific market indexes. Like stocks, they can be bought and sold (long or short) on an exchange throughout the trading day. An investment in an ETF includes the risk that an account's return may not match the return of the underlying market index. In addition, the component securities of a particular index may be subject to additional risks, including the risks identified above, such as market risk, credit risk, etc. Leveraged ETF, which are designed to double or triple the returns of a particular underlying index, magnify the gains and losses of an investment in the returns of the underlying market index and are, therefore, more risky than an investment in an unleveraged ETF.

The above list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment strategy. You are encouraged to consult your financial advisor, legal counsel, and tax professional on an initial and continuous basis in connection with selecting and engaging in the services provided by us. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed above.

### Investment Strategies

**Laffer Tengler Investments Convertible Strategy** utilizes a bottom-up, value-oriented process in building portfolios. These strategies employ models and fundamental analysis in the creation and management of portfolios. Securities are analyzed using third party tools, company research, conference calls, news stories, credit rating agencies, security valuations (earnings, book to value, etc.) etc. Portfolios are primarily constructed using convertible fixed income securities (bonds) and convertible preferred securities (preferred stocks). These strategies have risks associated with the following risks, which are described above:

1. General Risk and Loss of Account Value
2. General Risk of Investing in Stocks
3. Loss of Investment Risk
4. Market Risk
5. Inflation Risk
6. Reinvestment Risk

7. Business Risk
8. Liquidity Risk
9. Interest Rate Risk
10. Credit Risk
11. Investment Grade Bond Risk
12. Below Investment Grade Bond Risk

**Laffer Tengler Investments Fixed Income ETF Strategy** utilizes a top-down macroeconomic oriented process in building portfolios. These strategies employ economic models and fundamental market analysis in the creation and management of portfolios. ETFs that invest in fixed income securities are primarily used to implement these strategies. These strategies have risks associated with the following risks, which are described above:

1. General Risk and Loss of Account Value
2. Loss of Investment Risk
3. Market Risk
4. Inflation Risk
5. Reinvestment Risk
6. Business Risk
7. Liquidity Risk
8. Interest Rate Risk
9. Credit Risk
10. Investment Grade Bond Risk
11. Below Investment Grade Bond Risk
12. Exchange Traded Fund Risk

**Laffer Tengler Investments U.S. Equity Growth and U.S. Equity Income Strategies** utilize quantitative modeling and/or fundamental analysis in building portfolios. These strategies typically employ proprietary models/filters created by the Firm as well as fundamental security analysis to create portfolios of common stocks and ETFs. These strategies may experience high portfolio turnover and portfolio trading due to the nature of some types of the analysis. High portfolio turnover will increase the total brokerage and trading fees and costs of client accounts than a similar portfolio that has lower turnover. These increased brokerage and trading fees and costs potentially may make it more difficult for a portfolio to achieve higher returns due to the possible impact of such fees and expenses on the account's performance. These strategies have risks associated with the following risks, which are described above:

1. General Risk and Loss of Account Value
2. General Risk of Investing in Stocks
3. Loss of Investment Risk
4. Market Risk
5. Inflation Risk
6. Reinvestment Risk
7. Business Risk
8. Liquidity Risk

**Laffer Tengler Investments Dividend Growth Strategy** utilizes a bottom-up oriented process in building portfolios. These strategies employ models/filters and fundamental analysis in the creation and management of portfolios. Securities are analyzed using third party tools, company research, conference calls, news stories, credit rating agencies, security valuations (earnings, book to value, etc.) etc. Portfolios are primarily constructed using common stocks. These strategies have risks associated with the following risks, which are described above:

1. General Risk and Loss of Account Value
2. General Risk of Investing in Stocks
3. Loss of Investment Risk
4. Market Risk
5. Inflation Risk
6. Reinvestment Risk
7. Business Risk
8. Liquidity Risk
9. Exchange Traded Fund Risk

**Laffer Tengler Investments Global Equity Strategy** utilizes quantitative modeling and fundamental analysis in building portfolios. These strategies employ macroeconomic models, financial models, and fundamental research to evaluate international investments for client portfolios. ETFs that have underlying investments in international securities are primarily used to implement these strategies. These strategies have risks associated with the following risks, which have been described above:

1. General Risk and Loss of Account Value
2. General Risk of Investing in Stocks
3. Loss of Investment Risk
4. Market Risk
5. Inflation Risk
6. Reinvestment Risk
7. Business Risk
8. Liquidity Risk
9. International Investing Specific Risk
10. Exchange Traded Fund Risk

**Laffer Tengler Investments Strategic Equity Income Strategy** utilizes a bottom-up oriented process in building portfolios. These strategy employs models/filters and fundamental analysis in the creation and management of portfolios. Securities are analyzed using third party tools, company research, conference calls, news stories, credit rating agencies, security valuations (earnings, book to value, etc.) etc. Portfolios are primarily constructed using publicly traded, US listed, common and preferred equity securities as well as fixed income securities to achieve the investment objectives. These strategies have risks associated with the following risks, which are described above:

1. General Risk and Loss of Account Value
2. General Risk of Investing in Stocks
3. Loss of Investment Risk
4. Market Risk
5. Inflation Risk
6. Reinvestment Risk
7. Business Risk
8. Liquidity Risk
9. Exchange Traded Fund Risk
10. Interest Rate Risk
11. Credit Risk
12. Investment Grade Bond Risk
13. Below Investment Grade Bond Risk



**Laffer Tengler Investments Inflation Strategy** utilizes quantitative modeling and fundamental analysis in building portfolios. These strategies employ macroeconomic models, financial models, and fundamental research to evaluate investments for client portfolios. ETFs that have underlying investments in international securities, us securities (stocks and bonds) as well as commodity and real estate are primarily used to implement these strategies. These strategies have risks associated with the following risks, which have been described above:

1. General Risk and Loss of Account Value
2. General Risk of Investing in Stocks
3. Loss of Investment Risk
4. Market Risk
5. Inflation Risk
6. Reinvestment Risk
7. Business Risk
8. Liquidity Risk
9. International Investing Specific Risk
10. Interest Rate Risk
11. Credit Risk
12. Investment Grade Bond Risk
13. Below Investment Grade Bond Risk
14. Exchange Traded Fund Risk

Liquidity Risk Management considers lifestyle needs as well as the potential for unexpected cash flow needs. These factors are evaluated relative to your financial objectives, as well as risk, return, and liquidity characteristics that we have identified for potential investments. We will consider liquidity risk and how it has impacted your recommended investment program prior to implementing your portfolios. It is important for you to notify us if your assessment of liquidity needs changes. In the event the liquidity and risk characteristics of the investments in your investment program change significantly relative to our assumptions, this would increase the risk that either expected or unexpected liquidity, or cash flow, needs would result potential exposure to capital losses.

#### **ITEM 9. DISCIPLINARY INFORMATION**

Not Applicable.

#### **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

ButcherJoseph Financial Holdings, LLC ("BJFH") is a holding company that is the sole owner of Laffer Tengler Investments. BJFH is majority owned by ButcherJoseph & Co., LLC ("BJ & Co."), which, in turn is majority owned by Keith Butcher and Joseph Strycharz. BJ & Co. is an investment adviser that is exempt from registration under applicable federal and state law. Jon Curley serves as Chief Compliance Officer for BJ & Co. Currently, Laffer Tengler Investments does not provide any services to BJ & Co., nor does Laffer Tengler Investments receive any fees from BJ & Co. Similarly, BJ & Co. does not provide any services to or receive any fees from Laffer Tengler Investments. Notwithstanding the foregoing, there is some cost sharing and other synergies derived from the relationship between the affiliated entities. For example, BJ & Co. or BJFH will provide medical benefits to Laffer Tengler Investments employees with Laffer Tengler Investments reimbursing the affiliate for its costs.

Sable Capital, LLC ("Sable"), also wholly owned by BJFH, is a broker-dealer that is registered with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA"). Currently, neither Laffer Tengler Investments nor Sable provide any services to each

other, nor does either receive any revenue from the other, and it is not anticipated that they either will provide any services for, or receive any fees from, the other. Our Chief Executive Officer, Jonathan Curley is a registered principal with Sable, serving as Sable's Chief Executive Officer and Chief Compliance Officer.

Mosaic Capital Investors I, LP ("Mosaic Fund") is a private investment fund that was organized in 2012 for the purpose as operating as a Small Business Investment Company. The general partner of Mosaic Fund is Mosaic Capital Investors, LLC ("Mosaic Investors"). Mosaic Capital Partners, LLC ("Mosaic Partners") serves as investment adviser to the fund but is exempt from registration under applicable federal and state law. Butcher and Strycharz, among others, are Managing Members of Mosaic Investors and Mosaic Partners. Currently, Laffer Tengler Investments does not provide any services to any of the Mosaic Fund, Mosaic Investors, or Mosaic Partners (collectively, "Mosaic Entities"), nor does Laffer Tengler Investments receive any fees from the Mosaic Entities. Similarly, the Mosaic Entities do not provide any services to or receive any fees from Laffer Tengler Investments.

One Tree Hill, LP ("OTH Fund") is a limited partnership that operates as a private fund and was formed in 2014 for the purpose of investing in certain notes, warrants and similar securities. The General Partner of the OTH Fund is One Tree Hill G.P., LLC ("OTHGP"), which is controlled by BJ&Co. Currently, Laffer Tengler Investments does not provide any services to any of OTH Fund or OTHGP (collectively the "OTH Entities"), nor does Laffer Tengler Investments receive any fees from the OTH Entities. BJFH currently owns a 10% interest in OTHGP. Similarly, the OTH Entities do not provide any services to or receive any fees from Laffer Tengler Investments.

Red Barchetta, LP ("RBLP") is a limited partnership that operates as a private fund and was formed in 2019 for the purpose of investing in Freely Pet, LLC, a recently formed Delaware limited liability company. The general partner of RBLP is Red Barchetta GP LLC. ("RBGP"). RBGP serves as investment adviser to the fund but is exempt from registration under applicable federal and state law. RBGP is controlled by BJ & Co., which is in turn controlled by Butcher and Strycharz. Currently, Laffer Tengler Investments does not provide any services to any of the RBLP or RBGP (collectively, "RB Entities"), nor does Laffer Tengler Investments receive any fees from the RB Entities. Similarly, the RB Entities do not provide any services to or receive any fees from Laffer Tengler Investments.

ITCANHAPPEN LP ("ICHLP") is a limited partnership that operates as a private fund and was formed in 2019 for the purpose of investing in Hungry Planet Holdings, Inc., a Delaware corporation producing plant-based protein food products. The general partner of ICHLP is ITCANHAPPEN GP LLC ("ICHGP"). ICHGP serves as investment adviser to ICHLP but is exempt from registration under applicable federal and state law. ICHGP is controlled by BJ & Co., which is in turn controlled by Butcher and Strycharz. Currently, Laffer Tengler Investments does not provide any services to any of the ICHLP or ICHGP (collectively, "ICH Entities"), nor does Laffer Tengler Investments receive any fees from the ICH Entities. Similarly, the ICH Entities do not provide any services to or receive any fees from Laffer Tengler Investments.

BJ & Co. or BJFH may directly sponsor, or indirectly sponsor through one or more affiliated entities, additional future private funds or pooled investment vehicles (together with the OTH Fund, the "BJ Funds"). Such BJ Funds may be formed as domestic or foreign limited partnerships, limited liability companies, corporations, or other legal entities. Laffer Tengler Investments may recommend that its clients invest in any of the BJ Funds pursuant to Laffer Tengler Investments lines of service subject to asset-based fees. However, to the extent that Laffer Tengler Investments clients do invest in a BJ Fund and such BJ Fund charges its investors an asset management fee, Laffer Tengler Investments shall waive any asset-based fees due to Laffer Tengler Investments with respect to the total amount invested by such clients in the BJ Funds. The purpose of the foregoing is so that there is no layering of asset management fees. By way of example, if a Laffer Tengler Investments client with \$1 million in total assets subject to Laffer Tengler Investments asset-based fees invests \$100,000 of that \$1 million into a BJ Fund that also charges an asset management fee, then only \$900,000 of the \$1 million shall remain subject to Laffer Tengler

Investments asset-based fees from that point forward.

Notwithstanding Laffer Tengler Investments fee waiver policy articulated above, clients and potential clients should recognize the inherent conflicts of interest potentially arising from any instance of Laffer Tengler Investments recommending that its clients invest in the BJ Funds. Due to the common control of Laffer Tengler Investments and the BJ Funds, Laffer Tengler Investments will have an incentive to increase the assets invested in the BJ Funds, thereby not only aiding in the success of the BJ Funds but also increasing the fees payable to the managers and advisers of the BJ Funds. Generally speaking, the BJ & Co.-controlled entities managing and advising the BJ Funds will not only receive asset-based fees from the BJ Funds, but will also be entitled to significant performance allocations and/or carried interest distributions (collectively "Incentive Fees"). In general, Incentive Fees associated with private funds and other pooled investment vehicles can range from 20-40% or greater of such fund or vehicle's income or profits. Prospective investors in any BJ Fund should carefully review the prospectus or confidential private placement memorandum of the relevant BJ Fund before investing, paying specific attention to all fees payable in connection with such investment.

If there are any material changes to the above relationships that materially affect the operation of Laffer Tengler Investments, or the services provided to Laffer Tengler Investments to its clients, or Laffer Tengler Investments duties to its clients, those changes will be disclosed in this section to the extent they create conflicts of interest between the affiliates, the owners and the clients of Laffer Tengler Investments.

#### **ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Laffer Tengler Investments provides investment advisory services to numerous clients, using a variety of investment styles. Laffer Tengler Investments may give advice and take action with respect to any exchange-traded fund or mutual fund, or other account that it manages or for its own accounts or the account of an access person, that may differ from action taken by Laffer Tengler Investments on behalf of other accounts. Laffer Tengler Investments is not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling any security that Laffer Tengler Investments or an access person may buy or sell for its or their own accounts or for any other account Laffer Tengler Investments manages. Additionally, as discussed below, Laffer Tengler Investments' personnel may invest in Private Funds which, in turn, may invest in securities held in other discretionary accounts managed by Laffer Tengler Investments. Laffer Tengler Investments and its associated persons are also not obligated to refrain from investing in securities held in the accounts it manages except to the extent that such investments violate Laffer Tengler Investments' Code of Ethics ("Code"). Laffer Tengler Investments recommends its clients to purchase securities in which a related person has a material financial interest. As discussed in Item 10 above, Laffer Tengler Investments recommends its clients invest in BJ Funds. This presents a conflict of interest. Due to the common control of Laffer Tengler Investments and the BJ Funds, Laffer Tengler Investments will have an incentive to increase the assets invested in the BJ Funds, thereby not only aiding in the success of the BJ Funds but also increasing the fees payable to the managers and advisers of the BJ Funds. Generally speaking, the BJ & Co.-controlled entities managing and advising the BJ Funds will not only receive asset-based fees from the BJ Funds, but will also be entitled to significant performance allocations and/or carried interest distributions (collectively "Incentive Fees"). For a more complete description of our affiliates and this conflict, please see Item 10 of this brochure.

Laffer Tengler Investments' employee investment programs may extend over a period of months and employees may hold securities for a year or more. From time to time, officers and employees of Laffer Tengler Investments may have interests in securities owned by or recommended to Laffer Tengler Investments' clients. As these situations may involve potential conflicts of interest, Laffer Tengler

Investments has implemented procedures relating to personal securities transactions and insider trading that are designed to identify and prevent or mitigate actual conflicts of interest. These policies and procedures, including the Code, are intended to avoid conflicts of interest with clients and to resolve such conflicts appropriately, if they do occur. The Code was adopted by Laffer Tengler Investments in accordance with Rule 204A-1 under the Advisers Act and Rule 17j-1 under the 1940 Act to (i) govern personal transactions by access persons and (ii) ensure that the interests of access persons do not conflict with the interests of Laffer Tengler Investments' clients.

#### Code of Ethics and Standards of Business Conduct

Registered investment advisers are required by Rule 204A-1 under the Advisers Act to adopt a code of ethics ("Code") which, among other things, sets forth the standards of business conduct required of their supervised persons and requires those supervised persons to comply with the federal securities laws. In conformity with these rules, Laffer Tengler Investments has adopted the Code.

Laffer Tengler Investments seeks to foster a reputation for integrity and professionalism. That reputation is a vital business asset. The confidence and trust placed in us by our clients, including Mutual Funds and their shareholders, individual accounts and unregistered pooled investment vehicles and their interest holders, is something we value and endeavor to protect. To further that goal, we have adopted the Code and implemented policies and procedures to prevent fraudulent, deceptive, and manipulative practices and to ensure compliance with the federal securities laws and the fiduciary duties owed to our clients.

We are fiduciaries and as such, we have affirmative duties of care, honesty, loyalty, and good faith to act in the best interests of our clients. Our clients' interests are paramount and come before our personal interests. Our access persons and supervised persons, as those terms are defined in the Code, are also expected to behave as fiduciaries with respect to our clients. This means that each must render disinterested advice, protect client assets (including non-public information about a client or a client's account) and act always in the best interest of our clients. We must also strive to identify and avoid conflicts of interest; however, such conflicts may arise.

Access persons and supervised persons of Laffer Tengler Investments **must not**:

- employ any device, scheme or artifice to defraud a client;
- make to a client any untrue statement of a material fact or omit to state to a client a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading;
- engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon a client;
- engage in any manipulative practice with respect to a client;
- use their positions, or any investment opportunities presented by virtue of their positions, to personal advantage or to the detriment of a client; or
- conduct personal trading activities in contravention of the Code or applicable legal principles or in such a manner as may be inconsistent with the duties owed to clients as a fiduciary.

To assure compliance with these restrictions and the "**Federal Securities Laws**," as defined in the Code, we have adopted, and agreed to be governed by, the provisions of the Code in addition to other applicable compliance policies and procedures. However, access persons and supervised persons are expected to comply not merely with the "letter of the law", but with the spirit of the laws, the Code and applicable compliance manuals.

A basic tenant of the Code is that the interests of clients are always placed first. The Code includes standards of business conduct requiring covered persons to comply with the Federal Securities Laws and the fiduciary duties an investment adviser owes to its clients. The Code restricts the purchase and sale by access persons for their own account of any “covered security” within five (5) business days of the execution of any such security for clients (“blackout period”). All access persons are required to notify the Firm’s Chief Compliance Officer (“CCO”) or the CCO’s designee in order to pre-clear personal securities transactions in certain covered securities, including initial public offerings (“IPOs”) and limited offerings.

Under the Code, all access persons must provide the CCO with an initial holdings report that includes: (1) the title and type of security, and (as applicable) exchange ticker symbol or CUSIP number, number of shares and principal amount of each reportable security in which the access person has any direct or indirect beneficial ownership; (2) the name of any broker, dealer or bank with which the access person maintains an account in which any securities are held for the access person’s direct or indirect benefit; and (3) the date the report is submitted. Initial holdings reports are required to be submitted no less than 10 days after an individual becomes an access person and must be current as of a date no more than 45 days prior to the date the individual became an access person. Annual holdings reports must (i) be submitted by all access persons once every 12 months on a date selected by the Firm and (ii) be current as of a date no more than 45 days prior to submission.

In addition, all access persons must provide or have provided to the CCO quarterly reports of their personal transactions within 30 days of the end of each calendar quarter. Quarterly transaction reports, covering all transactions of access persons in reportable securities during the prior quarter, must be submitted no later than 30 days after the end of each calendar quarter. Quarterly transaction reports must contain the following information about each transaction in any reportable security in which the access person had, or by reason of the transaction acquired, any direct or indirect beneficial ownership: (1) the date of the transaction, the title and (as applicable) the exchange ticker symbol or CUSIP number, interest rate and maturity date, number of shares, and principal amount of each reportable security involved; (2) the nature of the transaction; (3) the price of the security at which the transaction was effected; (4) the name of the broker, dealer or bank with or through which the transaction was effected; and (5) the date of the report.

Reports are not required: (1) with respect to securities held in accounts over which the access person had no direct influence or control; (2) with respect to transactions effected pursuant to an automatic investment plan; or (3) which would duplicate information contained in broker trade confirmations or account statements provided the adviser receives such confirmations or statements within 30 days after the end of the applicable calendar quarter and holds them in its books and records.

The Code also subjects access persons to ethical restrictions relating to clients and their accounts, including restrictions on giving gifts to, and receiving gifts from, clients or other specified parties, in violation of the Laffer Tengler Investments’ gift policies.

**You may obtain a copy of the Code upon request. Our contact information appears on the cover page of this Brochure.**

## **ITEM 12. BROKERAGE PRACTICES**

With respect to clients that have retained Laffer Tengler Investments on a discretionary basis, Laffer Tengler Investments is authorized to make the following determinations in accordance with clients’ specified investment objectives without client consultation or consent before a transaction is effected:

- Which securities to buy or sell.
- The total amount of securities to buy or sell.

- The broker or dealer through whom securities are bought or sold.
- The commission rates (or commission equivalents) at which securities transactions for client accounts are effected.
- The prices at which securities are to be bought or sold, which may include dealer spreads or mark-ups and transaction costs.

However, clients may limit Laffer Tengler Investments' discretionary authority in any or all of the situations described above. As discussed above, Laffer Tengler Investments may provide non-discretionary investment advice and may accept advisory accounts with limited discretion or where investments or brokerage arrangements are client-directed pursuant to an agreement between Laffer Tengler Investments and the client or pursuant to the contractual terms of the relevant wrap fee program. Laffer Tengler Investments requires that any client-imposed limitations or directions be in writing.

#### Investment and Brokerage Decisions and Review

Investment and brokerage decisions for client accounts, to the extent such discretion has been granted to Laffer Tengler Investments, are made by Laffer Tengler Investments' portfolio managers and traders, with assistance from other relevant personnel. In placing brokerage transactions for discretionary client accounts, Laffer Tengler Investments seeks to (1) determine each client's trading requirements, (2) select appropriate trading methods, venues and agents to execute the trades under the circumstances, (3) evaluate market liquidity of each security and take appropriate steps to mitigate excessive market impact, to the extent practicable, (4) maintain client confidentiality and proprietary information inherent in the decision to trade, and (5) review the results of executions on a periodic basis.

At least quarterly, appropriate members of Laffer Tengler Investments' staff meet to review Laffer Tengler Investments' trading practices, including the quality of executions received and commission rates paid by discretionary accounts, in order to determine what changes, if any, should be made in its brokerage arrangements. Laffer Tengler Investments' goal in this process is to exercise reasonable, good faith judgment to select broker-dealers or other trading venues that are expected to provide quality execution of transactions at a reasonable cost. The following summarizes Laffer Tengler Investments' policies with respect to its exercise of brokerage discretion for client accounts that are discretionary accounts.

#### Selection Criteria for Brokers and Dealers

Laffer Tengler Investments places orders for the purchase or sale of securities with the primary objective of obtaining prompt execution of orders at the most favorable price and execution readily obtainable from responsible broker-dealers at competitive commission rates. Laffer Tengler Investments insists on a high standard of quality regarding execution services and deals only with brokers that can meet that standard. Laffer Tengler Investments may also place value on brokers and dealers who are able to provide useful brokerage and, as appropriate, research assistance.

Laffer Tengler Investments' objective in selecting brokers and dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution with respect to its accounts' portfolio transactions. The best net results, giving effect to brokerage commissions (which may not be the lowest available but ordinarily will not be higher than the generally prevailing competitive rate), spreads and other costs, is normally an important factor in this decision. However, a number of other judgmental factors are considered relevant. In applying these factors, Laffer Tengler Investments recognizes that different broker-dealers may have different execution capabilities with respect to different types of securities and transactions. The factors include, but are not limited to:

- Laffer Tengler Investments' knowledge of negotiated commission rates and spreads currently

- available;
- the nature of the security being traded;
- the size and type of the transaction;
- the nature and character of the markets for the security to be purchased or sold;
- the desired timing of the trade and speed of execution;
- the activity existing and expected in the market for the particular security;
- the broker-dealer's access to primary markets and quotation sources
- the ability to effect the transactions at all where a large block is involved or where liquidity is limited;
- confidentiality;
- the execution, clearance, and settlement capabilities as well as the reputation and perceived soundness of the broker-dealer selected and others which are considered;
- Laffer Tengler Investments' knowledge of actual or apparent operational problems of any broker-dealer;
- the broker-dealer's execution services rendered on a continuing basis and in other transactions;
- the broker-dealer's reliability in executing trades, keeping records and accounting for and correcting trade errors;
- the broker-dealer's ability to accommodate Laffer Tengler Investments' needs with respect to one or more trades including willingness and ability to maintain quality execution in unusual or volatile market conditions and, if necessary, to commit capital by taking positions in order to complete trades;
- the availability of the broker to stand ready to execute possible difficult transactions in the future; the quality of communication links between Laffer Tengler Investments and the broker-dealer;
- the quality of the "research services" provided by the broker-dealer; and
- the reasonableness of spreads or commissions.

When buying or selling securities in dealer markets, Laffer Tengler Investments may, subject to best execution, deal directly with market makers either on a commission basis or on a "net" basis, without paying the market maker any commission, commission equivalent or markup/markdown other than the "spread." Net trades mean that the market maker profits from the "spread," that is, the difference between the price paid (or received) by Laffer Tengler Investments and the price received (or paid) by the market maker in trades with other broker-dealers or other customers.

Additionally, Laffer Tengler Investments may cause its clients to engage in "step out" transactions in which the client pays commissions in respect of a transaction to one broker, but the transaction is executed by a second broker. In some cases, particularly for wrap fee clients, Laffer Tengler Investments will instruct the relevant broker dealers to step out and trade on a net basis. Such transactions will be executed and settled broker-to-broker with a set internal markup, which generally will be \$0.01 per share, [with no separate commission.] and specifically \$0.03 per share for convertible preferred securities. Laffer Tengler Investments will only cause its clients to engage in such transactions to the extent that doing so is consistent with Laffer Tengler Investments' duty to seek to obtain best execution.

#### "Soft Dollar" or Research/Execution Policy

**LAFFER TENGLER INVESTMENTS DID NOT HAVE ANY SOFT DOLLAR ARRANGEMENTS IN PLACE AT THE TIME OF THIS FILING. HOWEVER, LAFFER TENGLER INVESTMENTS MAY RECEIVE UNSOLICITED RESEARCH OR INFORMATION FROM BROKER-DEALERS THAT EXECUTE TRANSACTIONS FOR CLIENTS OF THE FIRM.**

In allocating brokerage, and consistent with Laffer Tengler Investments' policies and procedures, Laffer Tengler Investments takes into account the value of brokerage and research services provided by a broker-

dealer, as long as such consideration does not jeopardize the objective of seeking to obtain best price and execution for client transactions. Broker-dealers typically provide a bundle of services including research and execution of transactions. When appropriate under its discretionary authority and consistent with the duty to seek best execution, Laffer Tengler Investments may direct brokerage transactions for client accounts to broker-dealers who provide Laffer Tengler Investments with useful research and brokerage products and services.

Research services provided by a broker-dealer can be either proprietary (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third party but provided by broker-dealer). The brokerage commissions used to acquire research in these arrangements are known as “soft dollars.” Laffer Tengler Investments may use soft dollars to acquire either type of research. However, Laffer Tengler Investments will not enter into any agreement or understanding with a broker-dealer that would obligate Laffer Tengler Investments to direct a specific amount of brokerage transactions or commissions in return for such research (or brokerage) services. Nonetheless, certain broker-dealers may state in advance the amount of brokerage commissions they require for certain services and the applicable cash equivalent. Research or brokerage services that may be acquired by Laffer Tengler Investments with soft dollars include, without limitation and to the extent permitted by applicable law: (1) research reports on companies, industries and securities, (2) economic and financial data, (3) financial publications, (4) broker sponsored industry conferences, (5) quantitative analytical software, and (6) market data related software and services.

Section 28(e) of the Securities Exchange Act of 1934 (“**1934 Act**”) provides a “safe harbor” that allows an investment adviser to pay for research and brokerage services with the commission dollars generated by client account transactions. Under Section 28(e) and related SEC and SEC staff interpretations of Section 28(e), client commissions may be used for certain research and brokerage-related products and services that assist Laffer Tengler Investments in meeting its clients’ investment objectives or in managing the clients’ accounts. The receipt of these services by Laffer Tengler Investments, in exchange for soft dollars, benefits the Firm by allowing Laffer Tengler Investments, at no cost to it, to (1) supplement its own research and analysis activities, (2) receive the views and information of individuals and research staffs of other securities firms, and (3) gain access to persons having special expertise on certain companies, industries, areas of economy and market factors. Accordingly, Laffer Tengler Investments has an incentive to select or recommend broker-dealers that provide the Firm with research and brokerage-related products or services. Laffer Tengler Investments may allocate brokerage commissions for brokerage and research services that are also available for cash, where appropriate and permitted by law. Laffer Tengler Investments also may pay cash for certain services from external sources.

Laffer Tengler Investments’ policies with respect to the use of soft dollars are consistent with the safe harbor provided by Section 28(e). As such, in determining whether to pay up for a particular execution, Laffer Tengler Investments evaluates whether the research or brokerage-related product or service provided by the broker:

- (1) consists of advice, analyses or reports containing substantive content with respect to appropriate subject matter(s) or (2) is sufficiently related to the effectuation, clearance or settlement of a transaction and is provided and/or used during the time period commencing when Laffer Tengler Investments communicates with the relevant broker-dealer for the purpose of transmitting an order for execution and concluding when the funds or securities are delivered or credited to the advised account or accountholder’s agent;
- provides lawful and appropriate assistance to Laffer Tengler Investments in carrying out its relevant responsibilities to its various client accounts; and
- is acquired for commissions that are reasonable in relation to the value of the product or service



received, viewed either in terms of a particular transaction or the Firm's overall duty to its discretionary accounts.

These determinations are based primarily on the professional opinions of the persons responsible for the placement and review of such transactions. Such opinions are formed on the basis of, among other things, the experience of these individuals in the securities industry and information available to them concerning the level of commissions being paid by other investors of comparable size and type. Laffer Tengler Investments may select broker-dealers based on its assessment of each broker-dealer's ability to provide quality executions and its belief that the research, information and other services provided by such broker-dealer may benefit client accounts. It is not possible to place a dollar value on the quality executions or on the brokerage and/or research services Laffer Tengler Investments receives from broker-dealers effecting transactions in portfolio securities. Accordingly, broker-dealers selected by Laffer Tengler Investments may be paid commissions for effecting portfolio transactions for client accounts in excess of amounts other broker-dealers would have charged for effecting similar transactions if Laffer Tengler Investments determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or Laffer Tengler Investments' overall duty to its discretionary accounts.

Research obtained with soft dollars will not always be utilized by Laffer Tengler Investments for the specific account that generated the soft dollars. It should be noted that the value of research and brokerage services cannot be measured precisely and commissions paid for such services certainly cannot always be allocated to clients in direct proportion to the value of the services to each client. Because Laffer Tengler Investments routinely batches client transactions, brokerage commissions attributable to one or more client accounts may be allocated to brokers that provide statistical data and other research used by Laffer Tengler Investments in managing the accounts of other clients, and vice versa. It is often inevitable (at least in the short run) that commissions paid by one account may, in effect, subsidize services that benefited another account. However, Laffer Tengler Investments believes that any distortions will balance out over time since the various research and brokerage services should enable Laffer Tengler Investments to make better investment decisions and execute more effective trades for all of its discretionary client accounts. Therefore, Laffer Tengler Investments does not usually attempt to allocate the relative costs or benefits of research among its client accounts because it believes that, in the aggregate, the research it receives benefits clients and assists Laffer Tengler Investments in fulfilling its overall duty to its clients.

Laffer Tengler Investments may use soft dollars to pay for any specific service or for any portion of its "mixed use" items (i.e., products or services that provide benefits that are both covered under the Section 28(e) "safe harbor" and benefits that are not within the safe harbor). In such instances, and where a cash value is affixed to the service or item, Laffer Tengler Investments may use available soft dollar credits and pay cash to make up any difference. Further, if the product or service obtained by Laffer Tengler Investments is a mixed-use item, Laffer Tengler Investments may use soft dollars for the research portion and pay cash for the non-research portion. Although the allocation between soft dollars and cash is not always capable of precise calculation, Laffer Tengler Investments will make a good faith effort to allocate such items reasonably. Records of any such allocations and payments are prepared and maintained by the Firm.

#### Brokerage for Client Referrals

Laffer Tengler Investments does not enter into agreements with, or make commitments to, any broker-dealer that would bind Laffer Tengler Investments to compensate that broker-dealer, directly or indirectly, for client referrals through placement of brokerage transactions. However, except for ERISA accounts and Mutual Funds, when one or more broker-dealers is believed capable of providing equivalent quality of

execution with respect to a particular portfolio transaction, Laffer Tengler Investments may select a broker-dealer in recognition of the broker-dealer's past referral of the client for whom the transaction is being executed, or of other clients, or in anticipation of possible future referrals from the broker-dealer. Laffer Tengler Investments may have an incentive to select a broker-dealer that has referred, or may in the future refer, a client to Laffer Tengler Investments. In selecting such a broker-dealer, unless otherwise specifically disclosed to the client or in accordance with the safe harbor provided by Section 28(e), Laffer Tengler Investments' does not pay higher commissions, concessions or mark-ups/downs than would otherwise be obtainable from broker-dealers that do not provide client referrals to Laffer Tengler Investments. Of course, clients may limit Laffer Tengler Investments' discretion by directing Laffer Tengler Investments to trade through a particular broker-dealer, including one that may have referred clients to Laffer Tengler Investments. Additionally, Laffer Tengler Investments may exercise its discretion to execute transactions with broker-dealers that also refer clients, when the use of such broker-dealer is consistent with (i) Laffer Tengler Investments' duty to seek to obtain best execution and (ii) procedures reasonably designed to ensure that client referrals are not a factor in the decision to execute a trade, or a particular amount of trades, through such broker-dealer.

In some cases, a broker may be recommended to an individual account to provide custodial or other services for the client. In those cases, transactions may be effected for the account through the custodial broker while maintaining the primary objective noted above of obtaining the best price and execution at competitive commission rates.

#### Commission Rates or Equivalents Policy

Laffer Tengler Investments endeavors to be aware of current charges of eligible broker-dealers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of its accounts. As noted above, Laffer Tengler Investments periodically reviews the quality of executions received from eligible broker-dealers and may consider the services of other broker-dealers that may be available to execute client transactions when evaluating Laffer Tengler Investments' best execution efforts. Any broker-dealer that has provided (or who may be reasonably expected to provide) acceptable performance and whose financial condition and commission rates are acceptable to Laffer Tengler Investments may be selected to execute transactions for client accounts. Laffer Tengler Investments maintains a list of approved broker-dealers selected and conducts quarterly reviews to determine whether to add or delete any such broker-dealers. However, broker-dealers that are not currently on the approved list may be used if Laffer Tengler Investments believes that using such a broker-dealer may result in best execution for the particular trade.

Laffer Tengler Investments sets ranges for commission rates and attempts to negotiate with the approved broker-dealers when possible. However, Laffer Tengler Investments will not select broker-dealers solely on the basis of "posted" commission rates nor seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction. Although Laffer Tengler Investments generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker-dealer involved resulting in higher commissions or their equivalents than would be the case with transactions requiring more routine services.

Laffer Tengler Investments uses a number of different brokers and may pay higher commission rates to those brokers whose execution abilities, brokerage or research services or other legitimate and appropriate services are particularly helpful in seeking good investment results for client accounts. As part of this determination, Laffer Tengler Investments recognizes that some brokerage firms are better at executing some types of orders than others. Thus, it may be in the best interests of Laffer Tengler Investments' clients to utilize a broker whose commission rates are not the lowest, but whose executions

may result in lower overall transaction costs. The overriding consideration in allocating client orders for execution is the maximization of client profits through a combination of controlling transaction and securities costs and seeking the most effective uses of the brokers' relevant capabilities.

The reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates, research, and other services which will help Laffer Tengler Investments in providing investment management services to clients. Laffer Tengler Investments may, therefore, use a broker who provides useful research and securities transaction services even though a lower commission might be charged by a broker who offers no research services and minimal securities transaction assistance. In this connection, Laffer Tengler Investments makes a good faith determination that the amount of commission is reasonable in relation to the value of the research and/or brokerage services provided, viewed in terms of either the specific transaction or Laffer Tengler Investments' overall responsibility to its clients. However, the extent to which commission rates or net prices reflect the value of these services often cannot be readily determined.

#### Bunched Transaction Policy

Because the size and mandate of client accounts often differ, the securities held in such accounts may not be identical. In appropriate circumstances, any account managed by Laffer Tengler Investments may purchase or sell a security prior to other portfolios managed by Laffer Tengler Investments. This could occur, for example, as a result of the specific investment objectives of the client, different cash resources arising from contributions or withdrawals, or the purchase of a small position to assess the overall investment desirability of a security. However, accounts that are managed in similar styles often have similar or identical portfolio compositions and weightings. For this reason, Laffer Tengler Investments may seek to acquire or dispose of the same securities for multiple accounts contemporaneously and may aggregate into a single trade order several individual contemporaneous client trade orders for a single security.

Consistent with each participating client's investment advisory agreement, Laffer Tengler Investments may, but is not required to, "bunch" or batch together purchases or sales for several clients (including separately managed accounts, Mutual Funds, Private Funds and, where permissible and appropriate, wrap fee accounts) and allocate the trades, in a fair and equitable manner, across participating client accounts to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges.

Laffer Tengler Investments seeks to aggregate trade orders in a manner that is consistent with its duty to: (1) seek to obtain best execution of client orders; (2) treat all clients fairly; and (3) not systematically advantage or disadvantage any single client or group of clients. When a decision is made to aggregate transactions on behalf of more than one account, such transactions will be allocated to all participating accounts in a fair and equitable manner. When a bunched order is filled in its entirety, each participating account will participate at the average price paid or received, per share or unit, on that day for the bunched order based upon the initial amount requested for the account (subject to certain size or cost-related exceptions), and each participating account will pay or receive the average share price for the bunched order on the same business day and will pay associated transaction costs based on that account's participation in the bunched traded. When a bunched order is partially filled, Laffer Tengler Investments will allocate the order in accordance with written aggregation and allocation procedures, described generally below.

Pro rata allocation is generally used when a bunched order, which usually involves only non-directed accounts and liquid, actively traded securities, cannot be fully executed in a single day, unless the client

has expressly directed otherwise. The partial fill is generally allocated among the participating client accounts based on the size of each account's original order, subject to rounding in order to achieve "round lots". Unexecuted orders will continue until the block order is completed or until all component orders have been cancelled. New orders for the same security will be aggregated with any remaining unexecuted orders and will continue in the same manner. For equity trades, Laffer Tengler Investments will generally apply a minimum order allocation amount of 100 shares. For fixed income trades, Laffer Tengler Investments will generally apply a minimum order allocation amount of 10 bonds. These minimums may be adjusted based on market convention associated with the particular security. If remaining positions are too small to satisfy the minimum order amount, Laffer Tengler Investments may decide to allocate the remaining shares to those accounts seeking large positions that remain unfilled. Laffer Tengler Investments may also decide to allocate remaining shares or units to those accounts whose orders would be completed as a result of the allocation.

Laffer Tengler Investments may allocate on a basis other than pro rata, if, under the circumstances, Laffer Tengler Investments believes that such other method of allocation is reasonable, does not result in improper or undisclosed advantage or disadvantage to other accounts, and results in fair access over time to investment and trading opportunities for all eligible managed accounts. For example, Laffer Tengler Investments may identify investment opportunities that are appropriate for certain accounts but not others (or with respect to which a relatively higher weighting is appropriate for one account or group of accounts over others) based on such factors as: (1) investment objectives and style; (2) risk/return parameters; (3) legal, regulatory and client requirements or restrictions; (4) tax status; (5) account size; (6) sensitivity to turnover; and (7) available cash and cash flows. Consequently, Laffer Tengler Investments may determine it is appropriate to place a given security in one account rather than another or allocate a security more heavily to particular accounts over others. Other non-pro rata methods include rotational allocation and random allocation. Alternative methods of allocation are particularly appropriate, for example, when the transaction size is too limited to be effectively allocated pro rata among eligible accounts.

Laffer Tengler Investments may also consider the following when allocating trades: (1) cash flow changes (including available cash, redemptions, exchanges, capital additions and capital withdrawals) which may provide a basis to deviate from a pre-established allocation so long as it doesn't result in an unfair advantage to specific clients or types of clients over time; (2) clients with specialized investment objectives or restrictions emphasizing investment in a specific category of securities may be given priority over other accounts in allocating such securities; (3) the proportion that the size of the client's order bears to the total amount desired by all clients; (4) the size of each account's original order; (5) the desire to achieve "round lots"; (6) the client's asset size; (7) the client's current holdings of the security; and (8) for bond trades, street convention and good delivery may dictate the minimum size and paramounts.

Laffer Tengler Investments generally will not aggregate trades for clients that have limited Laffer Tengler Investments' brokerage discretion by directing their brokerage to a particular broker-dealer. Please see below for further discussion of Client Directed Brokerage Transactions. Orders for such clients would generally be aggregated only with other orders executed through the directed Broker and would be allocated in the manner described above. The same process described above would be implemented for these accounts if the chosen means of allocation would result in a partial fill for the last account selected.

Notwithstanding the foregoing, Laffer Tengler Investments will attempt, when the circumstances permit, to include transactions of clients who have directed the use of a particular broker-dealer in a bunched order. In such transactions, the executing broker-dealer must agree to transfer that portion of a bunched order relating to a client that has directed the use of a particular broker-dealer to the broker-dealer specified by the client. If the executing broker-dealer does not agree to make the transfer, the order for

the same security will be affected through the specified broker-dealer and the cost of the transaction may be greater. Such transactions are generally placed after the related bunched order. Please see below for further discussion of aggregated transactions for wrap fee clients.

Laffer Tengler Investments may include proprietary accounts in such aggregate trades subject to its duty of seeking best execution and to the Code.

#### Cross-Trades

Laffer Tengler Investments may cause an account to purchase or sell securities from or to, as the case may be, another account in a “cross-trade.” Laffer Tengler Investments has adopted and is subject to procedures designed to comply with applicable law with respect to cross-trades including pursuant to Rule 17a-7 under the 1940 Act. These procedures are designed to ensure that all participating accounts are treated fairly and that an appropriate price is assigned to the crossed security. In certain circumstances, cross-trades may reduce execution related costs for participating accounts. Under applicable law, ERISA accounts are limited in their ability to engage in cross-trades.

#### Allocation of “New Issues”

To the extent that Laffer Tengler Investments may invest client accounts in “**new issues**”, as defined in relevant rules established by the Financial Industry Regulatory Authority (“**FINRA**”), such investments will be allocated fairly and consistently with FINRA Rule 5130, which provides that broker-dealers, their affiliates and certain other persons (“restricted persons”) may be restricted in their ability to participate in “new issues.” Only accounts that are eligible under FINRA Rule 5130 to participate in profits and losses attributable to “new issues” (“**eligible accounts**”) will be permitted to receive allocations of “new issues”. Laffer Tengler Investments will make allocations of “new issues” generally on a pro rata basis among eligible accounts. However, Laffer Tengler Investments may consider, when allocating new issues, any relevant tax implications for the client account and whether and to what extent the client’s custodian is capable of executing same day trades in “new issues”.

Laffer Tengler Investments’ Code requires that any investment in an IPO by access persons be pre-cleared by the CCO, or Chairman if the CCO is the one seeking the investment.

#### Client-Directed Brokerage Transactions

While Laffer Tengler Investments generally selects broker-dealers for discretionary client accounts, Laffer Tengler Investments will accept, in limited instances, direction from clients as to which broker-dealer(s) should or must be used. In particular, clients may direct Laffer Tengler Investments to use particular broker-dealers to execute portfolio transactions for their accounts. If the client directs the use of a particular broker-dealer, Laffer Tengler Investments asks that the client specify in writing (1) general types of securities for which the designated brokerage firm should be used and (2) whether the designated brokerage firm should be used for all transactions. Clients that, in whole or in part, direct Laffer Tengler Investments to use a particular broker-dealer to execute account transactions should be aware that, in so doing, they may adversely affect Laffer Tengler Investments’ ability to, among other things, (1) negotiate commission rates or spreads, (2) obtain volume discounts on bunched orders or (3) to obtain best price and execution by, for example, executing over-the-counter stock transactions with the market makers for such securities.

In addition, as noted above, transactions for a client that directs brokerage generally will not be combined or “bunched” for execution purposes with orders for the same securities for other client accounts. In these instances, a client that has directed Laffer Tengler Investments to use a particular broker or dealer to

execute its trades will generally have its trades placed at the end of batched trading activity for a particular security. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the batched order. Under these circumstances, the direction by a client of a particular broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Laffer Tengler Investments could negotiate commission rates or spreads freely, or select brokers or dealers based on best execution.

Further, Laffer Tengler Investments may receive directions from certain clients to make a “best effort” attempt to transact business with a client-designated brokerage in consideration for services received solely by that client from the broker. In such instances, only the client’s own soft dollars are used. Unless contrary instructions are provided in writing by the client, the Firm’s primary consideration is given to seeking best execution of such client-directed transactions.

Clients understand that, by directing brokerage, they are limiting or removing Laffer Tengler Investments’ discretion to select broker-dealers to execute their account transactions. Consequently, best price and execution may not be achieved by clients who have directed brokerage.

#### Wrap Fee Clients

As indicated above, Laffer Tengler Investments may participate in wrap fee programs in which the Sponsor would generally: (1) recommend Laffer Tengler Investments; (2) pay Laffer Tengler Investments management fees on behalf of the wrap fee client; (3) execute the wrap fee client’s portfolio transactions, generally without commission charges; (4) monitors Laffer Tengler Investments’ performance; and (5) in most cases, act as custodian, or provide some combination of these or other services, all for a single fee paid by wrap fee client to the Sponsor. Many wrap fee programs require that brokerage transactions ordinarily will be effected through the Sponsor or it’s the Sponsor Designated Broker.

In evaluating a wrap fee arrangement, a client should recognize that commissions and commission equivalents for transactions executed by the Sponsor Designated Broker on behalf of the client’s account are not negotiated by Laffer Tengler Investments and Laffer Tengler Investments may not be free to seek best available price and most favorable execution. Under most wrap fee arrangements Laffer Tengler Investments retains some discretion to select other brokers or dealers to execute client transactions if Laffer Tengler Investments believes that “best execution” may be obtained elsewhere. Laffer Tengler Investments considers that, while the client has generally already paid an asset based charge that includes commissions on transactions executed through the Sponsor Designated Broker and while transactions executed away from the Sponsor Designated Broker would generally result in the client paying a commission, concession, or a dealer mark-up or mark-down or other fees associated with the execution and/or settlement of that transaction in addition to the wrap fee paid to the Sponsor), Laffer Tengler Investments considers a variety of factors in determining how to seek best execution for wrap fee clients and does not assume that best execution will generally be through the Sponsor Designated Broker. Rather, in most cases, Laffer Tengler Investments expects that wrap fee clients can benefit from “step out” transactions, which can have the effect of improving execution quality without a significant increase in commission or commission equivalents as compared to execution through the Sponsor Designated Broker. In a step out transaction, Laffer Tengler Investments instructs the relevant broker dealers to trade on a net basis with the Sponsor Designated Broker and to settle the transaction broker-to-broker with a set internal markup, [with no separate commission paid to the stepped out broker and, as noted, the wrap fee program arrangements generally result in no commission being paid to the Sponsor Designated Broker. Laffer Tengler Investments will trade in this manner for wrap fee clients unless it believes that doing so would be inconsistent with seeking best execution.]

Notwithstanding the foregoing, Clients participating in wrap fee arrangements with separate commission charges may execute a written directed brokerage instruction in favor of the Sponsor Designated Broker. In such circumstances, clients will be subject to the same consequences as any other directed brokerage client, as described above under the heading “Client-Directed Brokerage Transactions”.

As with client-directed brokerage transactions, Laffer Tengler Investments is not always able to freely select broker-dealers for wrap account transactions. In these cases, including where it is not practicable or appropriate to use a step out, Laffer Tengler Investments may be unable to bunch orders for wrap fee clients with orders for its other clients, which may result in wrap fee clients receiving a price that is less favorable than the price obtained for other clients. These limits on Laffer Tengler Investments’ authority may also result in higher commissions, greater spreads, or less favorable net prices than might be the case if Laffer Tengler Investments could negotiate commission rates or spreads freely and may result in wrap fee clients receiving a price that is less favorable than the price obtained for non-wrap fee clients.

Wrap fee clients should also be aware that the overall costs of obtaining these services through a wrap fee arrangement may exceed those which might be available if the client were to obtain those services separately. Accordingly, wrap fee clients should satisfy themselves that the wrap fee program is a suitable investment, given the client’s particular financial needs and circumstances.

#### Recommendation of Brokers or Custodians

Occasionally, Laffer Tengler Investments may recommend to a client that a specific broker or brokers be used, either for the account managed by Laffer Tengler Investments, including custodial services with respect to an account, or for other brokerage services unrelated to the account under management. In these cases, the personal needs of the individual client and the characteristics of the brokerage account are considered along with the criteria discussed above such as cost, execution capability, research and other services provided by the broker-dealer. Laffer Tengler Investments does not maintain agreements with any broker to receive “credit” for referrals or for the commissions generated by referred accounts.

### **ITEM 13. REVIEW OF ACCOUNTS**

Laffer Tengler Investments periodically reviews client accounts and provides reports to clients regarding their accounts. The nature and frequency of these reviews, as well as the frequency and content of these reports, is discussed in more detail below.

#### Nature and Frequency of Client Account Review

Trading activity and performance of accounts are monitored daily. Ex-post and ex-ante measures of risk are reviewed on a monthly or quarterly basis for all client accounts. All client holdings are reviewed at least monthly for suitability based upon client objectives and Laffer Tengler Investments’ investment strategies. At the composite level, all holdings are monitored monthly for inclusion in client portfolios. Cash is monitored on a weekly basis unless the firm is notified of a pending contribution or withdrawal.

With respect to accounts receiving non-discretionary advisory services, Laffer Tengler Investments reviews the portfolio recommendations provided to non-discretionary advisory accounts on a quarterly basis, using the same general criteria as for similar discretionary accounts (as discussed above), provided, however, that Laffer Tengler Investments does not consider the investment objectives and restrictions of any particular individual or entity that may receive non-discretionary advisory services from Laffer Tengler Investments but, instead, considers only the general objectives and restrictions, as communicated by the program provider.

### Frequency and Content of Client Account Reports

As a condition of becoming a client of Laffer Tengler Investments, clients are required to employ an independent custodian for the custody of their assets held in their accounts. Discretionary clients are provided, at a minimum, with quarterly performance, holdings, and activity reports. If requested, such clients will be provided with reports more frequently, which reports may be customized based upon their individual requirements. On a quarterly basis, clients will also receive additional account information regarding their portfolios which may include industry breakdowns, asset allocations, etc. In addition, if requested or as required by the Custody Rule, clients will receive copies of any and all custodian statements for their accounts and copies of any and all brokerage confirmations for securities transactions executed on their behalf. Wrap fee Sponsors and/or clients receive reports from Laffer Tengler Investments of the type and frequency as is provided in the relevant wrap fee agreement or Wrap Brochure. Wrap fee clients generally also receive periodic reports from the relevant Sponsor.

### **ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION**

To the extent that Laffer Tengler Investments pays cash referral fees, the referral agreement and the related activities will be in compliance with Rule 206(4)-3 under the Advisers Act. Rule 206(4)-3 specifies certain standards that must be met by an investment adviser prior to the payment of a cash fee directly or indirectly, for a client solicitation or referral.

### **ITEM 15. CUSTODY**

Due to certain arrangements, Laffer Tengler Investments may be deemed to have “custody” of client accounts within the meaning of the Custody Rule and may have access to or authority over client funds and securities for purposes other than issuing trading instructions. If Laffer Tengler Investments is deemed to have custody over your account, your custodian will send you periodic account statements (generally on a quarterly basis) indicating the amounts of any funds or securities in your account as of the end of the statement period and any transactions in the account during the statement period. You should review these statements carefully. Additionally, you should contact us immediately if you do not receive account statements from your custodian on at least a quarterly basis. As noted earlier, Laffer Tengler Investments may provide you, separately, with reports or account statements providing information about the account. You should compare these carefully to the account statements you receive from your custodian. If you should discover any discrepancy between the account statements, please contact us immediately.

### **ITEM 16. INVESTMENT DISCRETION**

Laffer Tengler Investments customarily accepts discretionary authority of client accounts in order to perform its services. Laffer Tengler Investments requires that a client appoints Laffer Tengler Investments as its agent and attorney-in-fact with full discretionary power and authority to act upon all investment decisions with respect to a client’s account, as defined in an investment management agreement, as Laffer Tengler Investments deems appropriate. The rights, powers, authorities, and duties of Laffer Tengler Investments shall be solely and exclusively as provided in an investment management agreement and under applicable law. Laffer Tengler Investments shall not be considered to be a party to any other agreement with respect to a client unless Laffer Tengler Investments specifically agrees in writing to be a party to such agreement.

For discretionary portfolios managed either directly by Laffer Tengler Investments or by Laffer Tengler Investments through a wrap fee program, Laffer Tengler Investments will typically allow clients a limited amount of restrictions to be imposed upon the management of their portfolios. In all such cases where a client is requesting account restrictions, Laffer Tengler Investments first and foremost takes into account



the impact that the restrictions could have on the management of the account and the firm's ability to adequately implement its investment process. Each request for restrictions by clients will be evaluated on a case by case basis by the firm for acceptance or rejection by the Firm.

#### **ITEM 17. VOTING CLIENT SECURITIES**

As required by Rule 206(4)-6 under the Adviser Act, Laffer Tengler Investments has adopted written proxy voting policies and procedures ("**Proxy Voting Policies and Procedures**") designed and implemented in a way to ensure that Laffer Tengler Investments will vote proxies related to client securities in the best interest of the client, unless the client contract specifies that Laffer Tengler Investments will not vote. While these Proxy Voting Policies and Procedures contain guidelines for certain issues on which votes may be cast, each proxy vote may ultimately be cast on a case-by-case basis, taking into consideration any contractual obligations Laffer Tengler Investments may have to its clients and all relevant facts and circumstances at the time of the vote and considering specific issues, as they arise, on their merits. Laffer Tengler Investments may (i) vote in accordance with the recommendation of the portfolio company's management, (ii) vote against management, (iii) engage in dialogue with management with respect to pending proxy issues to seek to change the views of management or (iv) join with other investment managers in seeking to put a shareholder proposal to a company or oppose a proposal submitted by the company.

Proxy voting is overseen by the Firm's Proxy Administrator ("**PA**"). The PA is responsible for receiving and processing proxies held in client accounts, reviewing proxy statements received and categorizing the proxy according to issues and proposing parties. The PA will then direct each proxy statement to Laffer's CCO (who may also be the PA) and will highlight any recommendations made by a third party. To the extent the PA recommends voting contrary to any third-party recommendation, the reasons for such recommendations will be documented. The CCO is ultimately responsible for ensuring that votes are cast in accordance with the Proxy Voting Policies and Procedures.

Laffer Tengler Investments recognizes its responsibilities for identifying material conflicts of interest in the proxy voting context. Employees of Laffer Tengler Investments must disclose to the PA any personal conflicts such as officer or director positions held by them, their spouses, or close relatives in the relevant issuer. Conflicts based on business relationships with Laffer Tengler Investments or any affiliates of Laffer Tengler Investments will only be considered to the extent that Laffer Tengler Investments has actual knowledge of such relationships. To the extent that a conflict has been identified, the CCO will determine, in consultation with the PA, how the conflict may be eliminated or resolved. Among the means by which Laffer Tengler Investments utilizes to resolve conflicts of interest are: (1) voting in accordance with the Proxy Voting Policies and Procedures, if it involves little or no discretion; (2) voting in accordance with a third party independent service provider, to the extent that Laffer Tengler Investments uses such a service; (3) if possible, erecting information barriers around the person or persons making voting decisions sufficient to insulate the decision from the conflict; (4) if practical, notify affected clients of the conflict and seeking a waiver of the conflict; or (5) if agreed upon in writing with the client, forward the proxies to the affected client and allowing the client to vote its own proxies.

Laffer Investment will not disclose proxy votes for a client to other clients or third parties, unless specifically requested, in writing by the client. However, to the extent that Laffer Tengler Investments may serve as a sub-adviser to another adviser to a client, Laffer will be deemed to be authorized to provide proxy voting records on such client accounts to that adviser.

Clients may obtain information about how Laffer Tengler Investments voted proxies for their account or a copy of the Proxy Voting Policies and Procedures by contacting Laffer Tengler Investments. Our contact

information appears on the cover of this Brochure.

**ITEM 18. FINANCIAL INFORMATION**

Not Applicable.