



**Form ADV Part 2A
Disclosure Brochure**

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This brochure provides information about the qualifications and business practices of Calton & Associates, Inc. If you have any questions about the contents of this brochure, please contact us at 813-264-0440. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Calton & Associates, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Calton & Associates, Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated December 20, 2019 we amended our Form ADV Part 2 to disclose that the firm will charge performance fees. Please see Item 5 and 6 of the Part 2 for detailed information.

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Item 4 Advisory Business

About Calton

Calton & Associates, Inc. is a full service Broker Dealer and Registered Investment Adviser that was founded in 1987. Over a quarter of a century old, Calton was built by Advisers, for Advisers, and is privately owned.

Today Calton has approximately 323 independent financial professionals and employees located throughout the country, Calton & Associates takes pride in the ability to offer the resources of the largest companies, while maintaining our small company feel.

We offer a wide range of investments and insurance products & services through our national network of Independent Financial & Registered Investment Adviser Representatives located in offices around the country.

We also take pride in our wide selection of product offerings, enabling the firm to offer products that potentially best serve client investment objectives.

From financial planning, data aggregation, and portfolio model to performance reporting, Calton has the resources and tools available to assist our financial professionals best serve their clients.

Description of Services

Calton's investment advisory service is personalized to each individual client and is designed to accommodate a wide range of client investment philosophies and objectives. Calton offers access to a wide range of services and products including but not limited to mutual funds, exchange-traded funds ("ETFs"), variable annuities, business development companies ("BDCs"), real estate investment trusts ("REITs"), equities, and fixed income securities.

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we", "our" and "us" refer to Calton & Associates, Inc. and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm.

Portfolio Management Services

We offer discretionary and non-discretionary portfolio management services. Our investment advice is tailored to meet the best interests of our clients'. If you retain our firm for portfolio management services, we may meet with you to determine your investment objectives, risk tolerance and other relevant information at the beginning of our advisory relationship and/or develop an Investment Policy Statement. We will use the information we gather and/or Investment Policy Statement to recommend an initial portfolio to you.

As part of our portfolio management services, we may customize an investment portfolio for you in accordance with your risk tolerance, investment objectives, and best interests. We may also invest your assets using a predefined strategy or one or more model portfolios. Once we construct an investment portfolio or select a model portfolio for you, we will periodically monitor and rebalance/reallocate the portfolio as per our agreement with you.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by

the investment advisory agreement you sign with our firm, a power of attorney, or trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account.

Separate Account Management Programs

As part of our Portfolio Management Services, we offer access to multiple managers and allocation services through our Separate Account Management Programs. Based on your best interests, we may recommend or select a Separate Account Management Platform, to manage all, or a portion of, your assets. The P-MAP and T-MAP Programs include access to sub-managers.

Innovation Managed Advisory Program ("I-MAP")

Our firm and its IARs will construct and directly manage a portfolio of stocks, bonds, mutual funds, and exchange traded funds ("ETFs"). The I-MAP program is offered as an all-inclusive wrap fee program or as a non-wrap program (commissions and transactions charges paid in addition to the fee). Details regarding this program are found in the Form ADV-Appendix 1, Wrap Fee Program Brochure.

Premier Managed Advisory Program ("P-MAP")

Our firm acts as the manager to construct your portfolio and provide on-going management. We may appoint third party investment advisers to manage a portion of, or your entire, portfolio. When a third party investment adviser is appointed we will continue as the manager and the third party investment adviser will act as a sub-adviser to the portfolio. The P-MAP program is offered as an all-inclusive wrap fee program or as a non-wrap program (commissions and transactions charges paid in addition to the fee). Details regarding the wrap fee program are found in the Form ADV - Appendix 1 - Wrap Fee Program brochure.

Third Party Asset Manager Portfolio ("T-MAP")

Our firm and its IARs will customize an investment program for you consisting of one or more compatible independent third party investment advisers. The pool of investment advisers that we may select from is periodically reviewed by us to ensure that they meet certain minimum qualitative and quantitative criteria. The T-MAP program is offered as a non-wrap fee program. You may incur transaction costs and other expenses in addition to the fee.

Our T-MAP program provides you with the opportunity to have your portfolio professionally managed by outside money managers. The T-MAP program offers clients access to a variety of model portfolios with varying levels of risk from which they may choose. T-MAP program accounts are not managed by Calton; rather, they are managed by one or more third party portfolio managers on a discretionary basis, and they may consist of a variety of different securities types, including stocks, bonds, and mutual funds. Calton is not the sponsor of these third party investment advisers. Calton may act in either a "solicitor" or "subadviser" capacity when it offers T-MAP programs to Advisers' clients, as described below:

Solicitor: When acting as a solicitor for the T-MAP program, Calton and your Adviser do not provide advisory services in relation to the T-MAP program. Instead, your Adviser will assist you in selecting one or more T-MAP programs believed to be in your best interest based on your stated financial situation, investment objectives, and financial goals. The third party investment adviser will be responsible for assessing the suitability of their products against your risk profile. Calton and your Adviser are compensated for referring you to the third party program. This compensation generally takes the form of the third party investment adviser sharing a percentage of the advisory fee you pay to the T-MAP with Calton and your Adviser. When we act as a solicitor for a T-MAP program, you will receive a written solicitor disclosure statement describing the nature of our relationship with the T-MAP

program, if any; the terms of our compensation arrangement with the T-MAP program, including a description of the compensation that we will receive for referring you to the T-MAP program; and the amount, if any, that you will be charged in addition to the advisory fee that you will pay to the T-MAP as a result of our referral of you to the T-MAP program.

Adviser or Subadviser: Under an adviser or subadviser relationship between Calton and the independent third party investment adviser of the T-MAP program, we are jointly responsible for the ongoing management of the account. Your Adviser may assist you in obtaining your investor profile. Your responses will assist your Adviser with understanding your investment objectives, financial situation, risk tolerance, investment time horizon and other personal information. Based on the answers that you provide to your Adviser, he or she will assist you in determining which T-MAP model or portfolio strategy is appropriate for you. As part of establishing a new account, you will receive Calton's disclosure brochure as well as the disclosure brochure of each independent third party investment adviser selected to manage all or a part of your portfolio.

Since each T-MAP is uniquely structured with different investment products, please ensure that you carefully review all documents provided to you on behalf of the T-MAP.

These include, but are not limited to:

- The T-MAP's Form ADV Part 2A or Disclosure Brochure for specific program descriptions.
- The T-MAP's Client Agreement as well as any other agreement entered into regarding a T-MAP program, for specific contractual terms (including fees, billing methods, administrative and other fees, etc.).
- Any additional disclosure or offering documents provided by the T-MAP in connection with investment products

Financial Planning Services

We offer broad-based, modular, and consultative financial planning services, which may include, but are not limited to, the following: wealth management planning, retirement planning, business/succession planning, and insurance/risk management planning. Broad-based financial planning will typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives. Once we review and analyze the information you provide to our firm and the data derived from our financial planning software, we will deliver a written plan to you, designed to help you achieve your stated financial goals and objectives. The delivery of the written plan will occur within a reasonable amount of time after all the information has been received and analyzed. Under no circumstances will the plan delivery exceed 6 months. Upon delivery of the plan the financial planning service contract is terminated and any subsequent financial planning services require a new contract.

If you only require advice on a single aspect of the management of your financial resources, we offer financial plans in a modular format and/or general consulting services that address only those specific areas of interest or concern. The services conclude with the delivery of a plan.

Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to our firm. You must promptly notify our firm if your financial situation, goals, objectives, or needs change. We may make certain assumptions with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past performance is in no way an indication of future results. We do not offer any guarantees or promises that your financial goals and objectives will be met.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Selection of Other Advisers

As part of the P-MAP and T-MAP program, we may recommend that you use the services of a third party investment adviser ("TPA") to manage your entire, or a portion of your, investment portfolio. After gathering information about your financial situation and objectives, we may recommend that you engage a specific TPA or investment program. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following: the TPA's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives.

If we recommend a TPA to you, you may be required to enter into an investment advisory agreement with the separate account manager as well as with our firm.

Retirement Plan Consulting Services

We offer various levels of advisory and consulting services to employee benefit plans ("Plan"). The services are designed to assist plan sponsors in meeting their management and fiduciary obligations to Participants under the Employee Retirement Income Securities Act ("ERISA"). Pursuant to adopted regulations of the U.S. Department of Labor, we are required to provide the Plan's responsible plan fiduciary (the person who has the authority to engage us as an investment adviser to the Plan) with a written statement of the services we provide to the Plan, the compensation we receive, any conflicts of interest, and our status as an ERISA fiduciary. The specific services and fees include but are not limited to:

- Assistance with the development and/or review of Investment Policy Statement
- Assistance with the review, selection, and monitoring of Designated Investment Alternatives ("DIAs")
- Assistance with the creation and management of Model Asset Allocation Portfolios ("Models") comprised of the plan's underlying DIAs
- Assistance with the review, selection and monitoring of Qualified Default Investment Alternatives ("QDIA")
- Providing Participants advice related to Plan specific DIAs

In addition, Calton may offer non-fiduciary retirement plan consulting service such as participant and fiduciary education, vendor selection, support for reporting and technology services, and other non-investment related assistance.

The services are described in further detail in The Retirement Plan Advisory Agreement and Disclosure which along with this document complete our requirements.

In providing fiduciary services to the Plan and Participants, our status is that of an investment adviser registered under the Investment Advisers Act of 1940 and a fiduciary under ERISA Part 4 of Title I. In performing fiduciary services, we are acting either as a non-discretionary fiduciary of the Plan as defined in Section 3(21) under ERISA, or as a discretionary fiduciary of the plan as defined in Section 3(38) under ERISA. Calton is not subject to any disqualifications under Section 411 of ERISA.

Retirement Plan Participant Services

The plan sponsor may request these services at no additional cost to the participant. The IAR may make recommendations to assist the plan sponsor with creating risk-based models comprised solely among the Plan's DIAs based on the Plan's IPS or other investment guidelines. Upon specific request

an IAR may meet with a participant to discuss the investment options available within the plan. The IAR may meet with plan participants periodically to collect information necessary to complete a profile to identify the participant's individual investment objectives, risk tolerance, time horizon, etc. Based upon each participant's profile, IAR may provide written recommendations to assist with the investment of his/her individual Plan account among one or more of the Plan's DIAs or models, if available. The participant retains sole discretion over the investment of their account. For individuals that are retiring or changing jobs, IARs may provide educational information concerning tax free transfer options and information on the benefits of keeping assets in the plan as long as they remain eligible. IARs will not solicit plan participants to retire or change jobs. For participants that individually make the decision to leave the plan as a result of retirement or a change to a new employer, IAR may be separately engaged to provide recommendations to plan participants on the advisability of taking retirement plan distributions. Any services to plan participants that include discussions about individual distributions or how to invest proceeds of a distribution will be performed separately with the plan participant and address the four most common options or combination thereof including;

- Leaving money in the former plan, if permitted;
- Rollover the assets to new employer, if available and permitted;
- Rollover to an IRA; or
- Cash out the account value.

Factors relevant when comparing rollover options available to an individual generally include; age, individual circumstances, investment options, fees and expenses, services, conflicts of interest, penalties, protection from creditors and legal judgments, required minimum distributions and employer stock tax consequences.

Types of Investments

We offer advice on equity securities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities, U.S. Government securities, options contracts on securities, ETFs and interest in partnerships investing in real estate and oil and gas interests.

Additionally, we may advise you on other types of investments that we deem appropriate based on your stated goals and objectives. We may also provide advice on other types of investments held in your portfolio at the inception of our advisory relationship.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Wrap Fee Programs

We offer the I-MAP and P-MAP programs with the option to be charged under a wrap fee program. We are the sponsor and manager of these wrap fee programs, which are types of investment programs that provide clients with access to portfolio management services for a single fee that includes management fees and securities transaction costs. If you participate in one of our wrap fee programs, you will pay our firm a single fee, which includes our money management fees and certain transaction costs. We receive a portion of the wrap fee for our services. The overall cost you will incur if you participate in a wrap fee program may be higher or lower than you might incur by separately purchasing the types of securities available in the program. Additional administrative fees of up to \$40 per quarter may be charged in both wrap, and non-wrap, fee programs.

To compare the cost of the wrap fee program with non-wrap fee portfolio management services, you should consider the frequency of trading activity associated with our investment strategies and the brokerage commissions charged by the broker-dealer/custodian through which securities transactions are executed, and the advisory fees charged by investment advisers. For more information concerning the I-MAP or P-MAP Wrap Fee Program, please see *Appendix 1* to this Brochure.

Assets Under Management

As of September 30, 2020, we provide continuous management services for \$1,411,270,871 in client assets on a discretionary basis, and \$31,159,446 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Portfolio Management Services

Our fee for portfolio management services is based on a percentage of your assets we manage up to 2.65%. Our fee may be negotiable, depending on individual client circumstances. Our fee will vary depending on the particular investment adviser representative managing your account, and the program option that you choose, and may be higher or lower than what other clients pay for similar services. Separate account managers may charge a separate fee that is in addition to our fee. The total fee and fee-paying arrangements will be clearly set forth in the Investment Management Agreement you sign with our firm.

With respect to the T-MAP program, our advisory fee is separate and apart from fees charged by the third party asset managers. Advisory fees that you pay to the third party asset manager are established and payable in accordance with the brochure provided by each third party asset manager. These fees may or may not be negotiable. You should review the recommended third party asset manager's brochure and take into consideration the third party asset manager's fees along with our fees to determine the total amount of fees associated with the program.

Typically we bill quarterly in advance, however depending on the account custodian or TPA selected, accounts may be billed either in advance or in arrears, on a quarterly, monthly, or daily basis. You should refer to your account opening documents for information on the total fee you will pay and the billing process applicable to your specific account(s). If the portfolio management agreement is executed at any time other than the first day of a billing period, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the billing period for which you are a client.

We will send you an invoice for the payment of our advisory fee, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, if required by law, the qualified custodian will deliver an account statement to you at least quarterly. You should review all statements for accuracy.

Either party may terminate the agreement upon 30 days written notice to the other party. The management fee will be pro-rated for the billing period in which you give cancellation notice. We will refund any unearned fee to you.

Certain qualified clients may be charged according to a performance fee schedule. Clients opting for the performance fee will be charged a quarterly fixed fee and a performance fee based on a schedule detailed in Item 6 (Performance-Based Fees and Side-By-Side Management) of this document.

Financial Planning Services

We charge either a fixed or an hourly fee for financial planning services. The fee is negotiable depending upon the complexity and scope of the plan, your financial situation, and your objectives. The scope of these services, the fees, and the terms of the agreement for these services will be negotiated on a case-by-case basis with each client.

Either party may terminate the agreement upon written notice to the other party. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Selection of Other Advisers

As part of the T-MAP program we will charge a separate fee for the selection of other advisers in addition to the fee you pay the TPA. The advisory fee you pay to the TPA is established and payable in accordance with the brochure provided by each TPA to whom you are referred. These fees may or may not be negotiable. Our compensation may differ depending upon the individual agreement we have with each TPA. As such, a conflict of interest may arise where our firm or persons associated with our firm may have an incentive to recommend one TPA over another TPA with whom we have more favorable compensation arrangements or other advisory programs offered by TPAs with whom we have less or no compensation arrangements.

You may be required to sign an agreement directly with the recommended TPA(s). You may terminate your advisory relationship with the TPA according to the terms of your agreement with the TPA. You should review each TPA's brochure for specific information on how you may terminate your advisory relationship with the TPA and how you may receive a refund, if applicable. You should contact the TPA directly for questions regarding your advisory agreement with the TPA.

Retirement Plan Consulting Fees

Retirement Plan Consulting Services are available on a flat fee, Assets Under Management (AUM) basis or hourly rate for one time project and/or ongoing work. The scope of the services, fees and terms are negotiated on a case-by-case basis with each client and vary depending on the size, complexity and needs. Ranges in general are as follows;

- Assets Under Management fees not to exceed 150 basis points
- Flat Fees one time and ongoing not to exceed \$50,000
- Hourly Fees not to exceed \$500 an hour

Fees that fall outside of these ranges are subject to the review and approval of home office. Either party may terminate the agreement upon 30-day written notice to the other party. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You may also incur transaction charges and/or brokerage fees when purchasing or selling securities. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this brochure.

We may trade client accounts on margin. Each client must sign a separate margin agreement *before* margin is extended to that client account. Fees for advice and execution on these securities are based on the total asset value of the account, which includes the value of the securities purchased on margin. While a negative amount may show on a client's statement for the margined security as the result of a lower net market value, the amount of the fee is based on the absolute market value. This could create a conflict of interest where we may have an incentive to encourage the use of margin to create a higher market value and therefore receive a higher fee. The use of margin may also result in interest charges in addition to all other fees and expenses associated with the security involved.

Compensation for the Sale of Securities or Other Investment Products

Our firm is also a broker-dealer and persons providing investment advice on behalf of our firm may be registered representatives with our firm. In their capacity as registered representatives, these persons may receive commission-based compensation in connection with the purchase and sale of securities. Sometimes this compensation includes "12b-1 fees," which are fees issuers pay to broker-dealers or their representatives for the sale of investment company products, commonly referred to as mutual funds. Beginning in June 2018 Calton adopted a policy of crediting back to each client's account any 12b-1 fees received by Calton or any of its representatives from the sale of mutual funds. Calton adopted this policy to eliminate the conflicts of interests that previously existed in recommending that clients purchase classes of mutual funds that paid 12b-1 fees, when there existed a class of the same fund that did not pay such a fee.

Commissions or other compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. The receipt of any such compensation presents a conflict of interest because persons providing investment advice on behalf of our firm who are registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. This conflict of interest persists despite the elimination of the conflict relating to 12b-1 fees discussed above. However, we evaluate each situation in order to avoid and manage such conflicts of interest. As part of our evaluation, we determine whether each proposed commission-paying transaction is suitable for you and is consistent with our obligation to act in your best interests. Furthermore, you are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm. When transferring securities into an account, you should consider and speak to your investment adviser representative about whether:

- a commission was previously paid on the security;
- you wish for the security to be managed as part of the account and be subject to an advisory fee; or
- you wish to hold the security in a brokerage account that is not managed and not subject to any advisory fee.

Persons providing investment advice on behalf of our firm may also be licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

In our capacity as a broker/dealer, our primary source of income is derived from commission-based compensation from the sale of investment products we recommend to our clients. Mark-ups on Principal Trades by the broker-dealer are prohibited unless the client is notified of and approves the amount of mark-up in advance of the transaction.

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

We charge performance-based fees to "qualified clients" having a net worth greater than \$2,100,000 or for whom we manage at least \$1,000,000 immediately after entering an agreement for our services. Performance-based fees are fees based on a share of capital gains or capital appreciation of a client's account. The fixed portion of the fee will not exceed 25% of current portfolio equity, payable quarterly in advance. The performance fee is generally equal to a maximum of 10% of the net increase in the account value (adjusted for additional investments, redemption and other non-performance related changes) for the preceding month (or portion thereof if less than a month). In general, Performance-based fees are calculated and charged quarterly in arrears, however, in certain instances, performance-based fees are calculated monthly and charged quarterly in arrears, therefore an account may incur a fee for a given month during a quarter even though the account value at the quarter-end may be below the account value at the beginning of the quarter. You will be provided with a detailed fee calculation on a quarterly basis.

Fees will be adjusted for deposits and withdrawals made during the 12-month period. In the event the client makes a complete withdrawal from the account on a date other than year-end, fees will be due at the time of withdrawal. Refer to the *Fees and Compensation* section above for additional information on this topic.

We manage accounts that are charged performance-based fees while at the same time managing accounts (perhaps with similar objectives) that are not charged performance-based fees ("side-by-side management"). Performance-based fees and side-by-side management create conflicts of interest, which we have identified and described in the following paragraphs.

Performance-based fees create an incentive for our firm to make investments that are riskier or more speculative than would be the case absent a performance fee arrangement. In order to address this potential conflict of interest, a senior officer of our firm periodically reviews client accounts to ensure that investments are suitable and that the account is being managed according to the client's investment objectives and risk tolerance.

Performance-based fees may also create an incentive for our firm to overvalue investments which lack a market quotation. In order to address such conflict, we have adopted policies and procedures that require our firm to "fairly value" any investments, which do not have a readily ascertainable value.

Side-by-side management might provide an incentive for our firm to favor accounts for which we receive a performance-based fee. For example, we may have an incentive to allocate limited investment opportunities, such as initial public offerings, to clients who are charged performance-based fees over clients who are charged asset based fees only. To address this conflict of interest, we have instituted policies and procedures that require our firm to allocate investment opportunities (if they are suitable) in an effort to avoid favoritism among our clients, regardless of whether the client is charged performance fees.

Item 7 Types of Clients

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

To open and maintain a portfolio management account, we generally require that you represent and warrant that the value of your account initially is at least \$50,000. At our discretion, we may accept clients with smaller accounts.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- Charting Analysis - involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.
- Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.
- Technical Analysis - involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.
- Cyclical Analysis - a type of technical analysis that involves evaluating recurring price patterns and trends.
- Long Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- Short Term Purchases - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.
- Short Sales - Securities transaction in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price.
- Margin Transactions - a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.
- Options Writing - a securities transaction that involves selling options. An option is the right, but not the obligation, to buy or sell a particular security at a specified price before the expiration date of the option. When an investor sells an option, he or she must deliver to the buyer a specified number of shares if the buyer exercises the option. The buyer pays the seller a premium (the market price of the option at a particular time) in exchange for the seller writing the option.

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

Charting, Fundamental, and Technical Analysis: The risk of market timing based on charting and technical analysis is that charts may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day to day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance. The risk of cyclical analysis is that economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Frequent Trading: We may use investment strategies that involve buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses during a volatile market. However, frequent trading can negatively affect investment performance, particularly through increased brokerage and other transactional costs and taxes.

Short-Term Purchases: We may use short-term purchases as a core investment strategy. Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

Exchange-Traded Funds (ETFs): ETFs are typically investment companies that are legally classified as open end mutual funds or UITs. However, they differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the "spread." The spread varies over time based on the ETF's trading volume and market liquidity, and is generally lower if the ETF has a lot of trading volume and market liquidity and higher if the ETF has little trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940 like traditional mutual funds, some ETFs, in particular those that invest in commodities, are not registered as an investment company. ETFs may be closed and liquidated at the discretion of the issuing company.

Exchange-Traded Notes (ETNs): An ETN is a senior unsecured debt obligation designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets, for example, commodity futures, foreign currency and equities. ETNs are similar to ETFs in that they are listed on an exchange and can typically be bought or sold throughout the trading day. However, an ETN is not a mutual fund and does not have a net asset value; the ETN trades at the prevailing market price. Some of the more common risks of an ETN are as follows. The repayment of the principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the ETN issuer's ability to pay. In addition, the trading price of the ETN in the secondary market may be adversely impacted if the issuer's credit rating is downgraded. The index or asset class for performance replication in an ETN may or may not be concentrated in a specific sector, asset class or country and may therefore carry specific risks. ETNs may be closed and liquidated at the discretion of the issuing company.

Leveraged and Inverse ETFs, ETNs and Mutual Funds: Leveraged ETFs, ETNs and mutual funds, sometimes labeled "ultra" or "2x" for example, are designed to provide a multiple of the underlying index's return, typically on a daily basis. Inverse products are designed to provide the opposite of the return of the underlying index, typically on a daily basis. These products are different from and can be riskier than traditional ETFs, ETNs and mutual funds. Although these products are designed to provide returns that generally correspond to the underlying index, they may not be able to exactly replicate the performance of the index because of fund expenses and other factors. This is referred to as tracking error. Continual re-setting of returns within the product may add to the underlying costs and increase the tracking error. As a result, this may prevent these products from achieving their investment objective. In addition, compounding of the returns can produce a divergence from the underlying index over time, in particular for leveraged products. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. Because of these distortions, these products should be actively monitored, as frequently as daily, and are generally not appropriate as an intermediate or long-term holding. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may not be diversified and can be based on commodities or currencies. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds. We require pre-approval of a designated home office principal before a leveraged strategy can be implemented.

Short Sales: Where appropriate given your stated investment objectives and tolerance for risk, we may recommend and manage portfolios consisting of short securities, options, and margin. Clients participating in these types of portfolios will receive additional disclosure information regarding the risks involved with these types of investments. Unhedged, short selling is very risky. Unlike a straightforward investment in stocks where you buy shares with the expectation that their price will increase so you can sell at a profit, in a "short sale" you borrow stocks from your brokerage firm and sell them immediately, hoping to buy them later at a lower price. Thus, a short seller hopes that the price of a stock will go down in the near future. A short seller thus uses declines in the market to his advantage. He makes money when the stock prices fall and loses when prices go up. The SEC has strict regulations in place regarding short selling. We require pre-approval of a designated home office principal before a short-selling strategy, hedged or unhedged, can be implemented.

There is no ceiling on how much a short seller can lose in a trade. The share price may keep going up and the short seller will have to pay whatever the prevailing stock price is to buy back the shares. However, his gains have a ceiling level because the stock price cannot fall below zero. A short seller has to undertake to pay the earnings on the borrowed securities as long as he chooses to keep his short position open. If the company declares huge dividends or issues bonus shares, the short seller will have to pay that amount to the lender. Any such occurrence can skew the entire short investment and make it unprofitable. The broker can use the funds in the short seller's margin account to buy back his loaned shares or issue a 'call away' to get the short seller to return the borrowed securities. If the broker makes this call when the stock price is much higher than the price at the time of the short sale, then the investor can end up making huge losses.

Margin: Buying on margin means borrowing money from a broker to purchase stock. Margin trading allows you to buy more stock than you'd be able to normally. An initial investment of at least \$2,000 is required for a margin account, though some brokerages require more. This deposit is known as the minimum margin. Once the account is opened and operational, you can borrow up to 50% of the purchase price of a stock. This portion of the purchase price that you deposit is known as the initial margin. We may require you to deposit more than 50% of the purchase price. Not all stocks qualify to be bought on margin. When you sell the stock in a margin account, the proceeds go to your broker against the repayment of the loan until it is fully paid. There is also a restriction called the maintenance margin, which is the minimum account balance you must maintain before your broker will force you to deposit more funds or sell stock to pay down your loan. When this happens, it's known as a margin

call. If for any reason you do not meet a margin call, the brokerage has the right to sell your securities to increase your account equity until you are above the maintenance margin. Additionally, your broker may not be required to consult you before selling. Under most margin agreements, a firm can sell your securities without waiting for you to meet the margin call and you can't control which stock is sold to cover the margin call. You also have to pay the interest on your loan. The interest charges are applied to your account unless you decide to make payments. Over time, your debt level increases as interest charges accrue against you. As debt increases, the interest charges increase, and so on. Therefore, buying on margin is mainly used for short-term investments. The longer you hold an investment, the greater the return that is needed to break even. In volatile markets, prices can fall very quickly. You can lose more money than you have invested. We require pre-approval of a designated home office principal before a margin strategy can be implemented.

Options: Options are complex securities that involve risks and are not suitable for everyone. Option trading can be speculative in nature and carry substantial risk of loss. It is generally recommended that you only invest in options with risk capital. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an underlying asset at a specific price on or before a certain date (the "expiration date"). The two types of options are calls and puts:

A call gives the holder the right to buy an asset at a certain price within a specific period of time. Calls are similar to having a long position on a stock. Buyers of calls hope that the stock will increase substantially before the option expires.

A put gives the holder the right to sell an asset at a certain price within a specific period of time. Puts are very similar to having a short position on a stock. Buyers of puts hope that the price of the stock will fall before the option expires.

Selling options is more complicated and can be even riskier.

The option trading risks pertaining to options buyers are:

- Risk of losing your entire investment in a relatively short period of time.
- The risk of losing your entire investment increases if, as expiration nears, the stock is below the strike price of the call (for a call option) or if the stock is higher than the strike price of the put (for a put option).
- European style options which do not have secondary markets on which to sell the options prior to expiration can only realize its value upon expiration.
- Specific exercise provisions of a specific option contract may create risks.
- Regulatory agencies may impose exercise restrictions, which stops you from realizing value.

The option trading risks pertaining to options sellers are:

- Options sold may be exercised at any time before expiration.
- Covered Call traders forgo the right to profit when the underlying stock rises above the strike price of the call options sold and continues to risk a loss due to a decline in the underlying stock.
- Writers of Naked Calls risk unlimited losses if the underlying stock rises.
- Writers of Naked Puts risk unlimited losses if the underlying stock drops.
- Writers of naked positions run margin risks if the position goes into significant losses. Such risks may include liquidation by the broker.
- Writers of call options can lose more money than a short seller of that stock on the same rise on that underlying stock. This is an example of how the leverage in options can work against the option trader.

- Writers of Naked Calls are obligated to deliver shares of the underlying stock if those call options are exercised.
- Call options can be exercised outside of market hours such that effective remedy actions cannot be performed by the writer of those options.
- Writers of stock options are obligated under the options that they sold even if a trading market is not available or that they are unable to perform a closing transaction.
- The value of the underlying stock may surge or ditch unexpectedly, leading to automatic exercises.

Other option trading risks are:

- The complexity of some option strategies is a significant risk on its own.
- Option trading exchanges or markets and option contracts themselves are open to changes at all times.
- Options markets have the right to halt the trading of any options, thus preventing investors from realizing value.
- Risk of erroneous reporting of exercise value.
- If an options brokerage firm goes insolvent, investors trading through that firm may be affected.
- Internationally traded options have special risks due to timing across borders.

Risks that are not specific to options trading include: market risk, sector risk and individual stock risk. Option trading risks are closely related to stock risks as stock options are a derivative of stocks.

We require pre-approval of a designated home office principal before a naked option writing strategy can be implemented.

Capital Growth and Income Strategy: Depending on your needs and investing objectives, we may create a model portfolio for you that seek to provide current income with the potential for capital appreciation. A growth and income strategy often invests in companies which have earnings growth as well as those that pay dividends. Risks associated with a capital growth and income strategy are similar to those experienced with income strategies and growth strategies. For example, bonds can get called when interest rates drop and it may not be possible to replace a called bond with another paying the same interest and companies can suspend dividends for certain stocks if the company experiences financial problems. Growth investing strategy includes the search of stocks that have a potential for growth. The latter means that at a certain point in time the price of the stock will rise. As a result, growth investors may target young companies that have the potential of exceeding its peers in the industry or sector. Growth investing by its very nature implies risk since some of the young companies may fail.

These risks are addressed by diversifying among multiple asset classes and asset strategies, creating different segments to the portfolio. Any security eligible for inclusion in the portfolio with low or no liquidity may be removed and replaced by the next highest ranked security in the same asset segment. Due to the fluctuating nature of security prices, the weighting of an individual security or sector in the portfolio may change after the portfolio establishment.

Tax Implications: Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO (First-In First-Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

As disclosed under the "Advisory Business" section in this Brochure, we recommend many types of securities and we do not necessarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Where appropriate, we may recommend and manage portfolios consisting of short leveraged ETFs, options, and margin. Clients participating in these types of portfolios will receive additional disclosure information regarding the risks involved with these types of investments.

When reviewing your investment objectives, we may recommend an investment in a Limited Partnership or similar type product (REITS). At that time, we explain in writing and discuss with you the differences in the investment process, and risk profile between an individually managed account and the partnerships. We will not charge any commissions for the purchase of these products if purchased under the management agreement.

Item 9 Disciplinary Information

In 2018, Calton elected to participate in the Securities and Exchange Commission's ("SEC") Share Class Selection Disclosure Self-Reporting Initiative (the "SCSD Initiative"). As a result of the SCSD Initiative, on March 11, 2019, Calton, without admitting or denying the findings, consented to an Order with the SEC (SEC Admin. Proceeding No. 3-19073) (the "Order").

The Order finds that Calton breached its fiduciary duty to clients through inadequate disclosures in connection with mutual fund share class selection practices and the 12b-1 fees Calton received between January 1, 2014 and June 7, 2018 (the "Relevant Period"). During the Relevant Period, Calton purchased, recommended, or held for advisory clients mutual fund share classes that charged 12b-1 fees instead of lower-cost share classes of the same funds for which the clients were eligible. During the Relevant Period, Calton received 12b-1 fees in connection with these investments. Calton failed to disclose in Form ADV or otherwise the conflicts of interests related to (a) Calton's receipt of 12b-1 fees, and/or (b) Calton's selection of mutual fund share classes that pay such fees.

Calton was censured and ordered to: 1) cease and desist from committing or causing any violations and any future violations of Sections 206(2) and 207 of the Investment Advisers Act of 1940; 2) pay to affected investors disgorgement in the amount of \$278,157.85 and prejudgment interest in the amount of \$26,886.76, totaling \$305,044.61; 3) review and correct (as necessary) all relevant disclosure documents and all policies and procedures concerning mutual fund share class selection and 12b-1 fees; and 4) notify affected investors of the settlement terms of the Order. A copy of the Order is available on the SEC's website and will be provided to clients upon request.

Beginning in June 2018, Calton adopted a policy of crediting back to each client's account any 12b-1 fees received by Calton or any of its representatives from the sale of mutual funds in advisory accounts. Please see Item 5 for more information regarding 12b-1 fees.

The Florida Office of Financial Regulation and the Financial Industry Regulatory Authority (formerly NASD) have, in the past, taken certain disciplinary actions against Calton & Associates ("Calton") for alleged violations of certain securities regulations, rules, and/or statutory provisions. The matters have been settled, and Calton has paid fines with respect to such violations.

On January 15, 2009, the Florida Office of Financial Regulation ("OFR") entered an Order against Calton for allegedly failing to comply with FINRA Advertising Regulations. The OFR alleged that Calton did not follow its internal compliance procedures, and: (i) failed to approve certain advertisements before its first use; (ii) failed to submit certain advertisements to FINRA's Advertising Regulation in the required time frame; (iii) failed to retain copies of certain advertisements in its compliance files; and (iv) internal inspections conducted by Calton were not reasonably designed to detect and prevent violations of applicable securities regulations.

Without admitting or denying the allegations, Calton entered into a Stipulation and Consent Agreement with OFR, in which Calton agreed: (i) to paid a civil money penalty in the amount of \$5,000; (ii) to hire an independent consultant to review its compliance procedures; (iii) to implement all recommendations made by the independent consultant; and (iv) to provide a copy the independent consultant's report to OFR with a attestation of adoption of the recommendations by Calton.

On October 27, 2005, Financial Industry Regulatory Authority ("FINRA") instituted proceedings pursuant to NASD Conduct Rules 2110 and 3010; FINRA alleged that under NASD Marketplace Rule 6230(A) Calton failed to report TRACE-eligible transactions within the required time frame. Without admitting or denying the allegations, Calton submitted a Letter of Acceptance, Waiver and Consent, which FINRA accepted, in which Calton: (i) consented to the described sanctions and to the entry of the findings; (ii) was censured pursuant to relevant rules and regulations; (iii) ordered to pay a civil money penalty in the amount of \$10,000; and (iv) agreed to an undertaking to revise its written supervisory procedures.

On September 14, 2016, Financial Industry Regulatory Authority ("FINRA") instituted proceedings pursuant to FINRA Rule 6730(a); FINRA alleged that Calton failed to report TRACE-eligible transactions within the required time frame. Without admitting or denying the allegations, Calton submitted a Letter of Acceptance, Waiver and Consent, which FINRA accepted, in which Calton: (i) consented to the described sanctions and to the entry of the findings; (ii) was censured pursuant to relevant rules and regulations; and (iii) ordered to pay a civil money penalty in the amount of \$5,000.

More information concerning Calton & Associates' disciplinary disclosures can be obtained from FINRA's BrokerCheck link at: www.finra.org/brokercheck.

Item 10 Other Financial Industry Activities and Affiliations

Registration as Broker-Dealer

In addition to being registered as an investment adviser, our firm is also registered as a broker-dealer and is a member FINRA and SIPC. As an introducing broker, we engage in retail securities transactions for investment advisory and non-investment advisory clients, along with certain other activities normally associated with a broker dealer. Our principal business is the sale of securities.

Persons providing investment advice on behalf of our firm may be registered representatives with our firm. Please refer to the "Fees and Compensation" section above for more information.

Insurance Producer

In addition to being registered as an investment adviser and broker/dealer, our firm is also licensed as an insurance producer which allows us to offer insurance products from a variety of product sponsors. Persons providing investment advice on behalf of our firm may be licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate from our advisory fees. Please see the "Fees and Compensation" section in this brochure for more information on the compensation received by insurance agents who are affiliated with our firm.

Recommendation of Other Advisers

We may recommend that you use a third party adviser ("TPA") based on your needs and best interests. We will receive compensation from the TPA for recommending that you use their services. To the extent we share in the fees you pay to the TPA, these compensation arrangements present a conflict of interest because we have a financial incentive to recommend the services of the third party adviser. You are not obligated, contractually or otherwise, to use the services of any TPA we recommend.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

It is our policy that neither our firm nor any persons associated with our firm have any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("block trading"). Please refer to the "Brokerage Practices" section in this brochure for information on our block trading practices. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

While you are free to choose any broker-dealer or other service provider, we may recommend the brokerage and custodial services of Hilltop Securities, TD Ameritrade, and National Financial Services, among others. In recommending a broker-dealer, we will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. Price is not the sole factor we consider in evaluating best execution. We also consider the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, and other services. In recognition of the value of research services and additional brokerage products and services the recommended broker-dealer/custodian provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

If you have engaged the services of a third party investment adviser, participate in a Separate Account Manager program, or participate in the Separate Account Management Platform as described under the "Advisory Services" heading above, you will be required to use the brokerage and/or custodial services of firms used by the Separate Account Manager, Separate Account Management Platform, or the third party investment adviser.

We may also recommend that you use our firm's brokerage facilities, through Hilltop Securities, or National Financial Services. We suggest our brokerage facilities because of our execution capability through Hilltop Securities, and National Financial Services competitive commission rates, and to facilitate the trading and management of clients' accounts by having the majority of client accounts resident at same brokerage firm. As a broker-dealer, we may receive a portion of the transaction fees on execution through National Financial Services or Hilltop Securities.

Research and Other Benefits

We may receive certain benefits from recommended broker-dealer/custodians. These benefits do not depend on the amount of transactions we direct to the broker-dealer/custodian. These benefits may include: A dedicated trading desk that services our clients, a dedicated service group and an account services manager dedicated to our accounts, access to a real time order matching system, ability to block client trades, electronic download of trades, balances and positions in the broker-dealer/custodian's portfolio management software, access to an electronic interface with broker-dealer/custodian's software, duplicate and batched client statements, confirmations and year-end summaries, and the ability to have advisory fees directly debited from client accounts (in accordance with federal and state requirements.)

We participate in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade

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

Directed Brokerage

Depending on the particular asset management program in which you participate, you may instruct our firm to use one or more particular brokers for the transactions in their accounts. Some asset management programs require you to use a particular broker/dealer in order to participate in the program. If you can, and choose to, direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts. This practice may also prevent our firm from obtaining favorable net price and execution, negotiating commissions, obtaining volume discounts. Under these circumstances, you may pay higher commission charges than our other clients. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

We may combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will combine orders for accounts held at the same custodian only. When block trading, we will distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions. Block trading does not reduce your transaction costs.

Accounts traded at different custodians will typically receive different prices. In situations where a block order is only partially filled by the executing broker-dealer, we allocate the order to all participating accounts on a *pro rata* basis.

Aggregated orders may include transactions for registered investment companies, employee benefit plans and private investment vehicles (e.g. limited partnerships or limited liability companies) in which our principals or employees are among the investors; however, these accounts will not be given preferential treatment.

Item 13 Review of Accounts

All portfolio management accounts are monitored by the investment adviser representative assigned to the account either on an ongoing or periodic basis as agreed upon with the client. We recommend quarterly verbal progress reports and annual written progress reports, depending on our specific arrangement with you. You may request a verbal or written report at any time. Additionally, all accounts will be monitored under current FINRA/SEC Broker-Dealer guidelines. Spot checks will occur by any member of the investment committee.

The initial investment advisory account form will be approved by a designated supervisor who is a principal of the firm.

Designated supervisors will also review transactions in each Client account on an ongoing basis and conduct account reviews annually.

We generally do not provide you with additional or regular written reports in conjunction with account reviews. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Item 14 Client Referrals and Other Compensation

As disclosed under the "Fees and Compensation" section in this brochure, persons providing investment advice on behalf of our firm may be licensed insurance agents and registered representatives. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the "Fees and Compensation" section.

We directly compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this brochure along with the Solicitor's disclosure statement at the time of the referral. If you become a client, the Solicitor that referred you to our firm will typically receive either a percentage of the advisory fee you pay our firm for as long as you are a client with our firm or until such time as our agreement with the Solicitor expires, or a one-time, flat referral fee upon your signing an advisory agreement with our firm or some alternative arrangement. You will not pay additional fees above our stated rates and minimums because of this referral arrangement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our Solicitors disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where the Solicitor's compensation is less favorable.

Item 15 Custody

As paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

If you have a question regarding your account statement, or if you did not receive a statement from your custodian, please contact us directly at the telephone number on the cover page of this brochure.

Wire Transfer and/or Standing Letter of Authorization

Our firm, or persons associated with our firm, may effect wire transfers from client accounts to one or more third parties designated, in writing, by the client without obtaining written client consent for each separate, individual transaction, as long as the client has provided us with written authorization to do so. Such written authorization is known as a Standing Letter of Authorization. An adviser with authority to conduct such third party wire transfers on a client's behalf has access to the client's assets, and therefore has custody of the client's assets in any related accounts.

However, we do not have to obtain a surprise annual audit, as we otherwise would be required to by reason of having custody, as long as we meet the following criteria:

1. You provide a written, signed instruction to the qualified custodian that includes the third party's name and address or account number at a custodian;
2. You authorize us in writing to direct transfers to the third party either on a specified schedule or from time to time;
3. Your qualified custodian verifies your authorization (e.g., signature review) and provides a transfer of funds notice to you promptly after each transfer;
4. You can terminate or change the instruction;
5. We have no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party;
6. We maintain records showing that the third party is not a related party to us nor located at the same address as us; and
7. Your qualified custodian sends you, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

We hereby confirm that we meet the above criteria.

Item 16 Investment Discretion

The P-MAP is offered on a discretionary basis only. The I-MAP is offered on a discretionary or non-discretionary basis.

With respect to T-MAP, the TPA will actively manage your portfolio and will assume discretionary investment authority over your account. We will assume discretionary authority to hire and fire TPAs and/or reallocate your assets to other TPAs where we deem such action appropriate.

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a power of attorney, and/or trading authorization forms. You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the "Advisory Business" section in this brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Item 17 Voting Client Securities

For the majority of advisory services and programs offered through us, neither we, nor our IARs, have any authority to vote proxies on your behalf. You are solely responsible for receiving and voting proxies for the securities maintained within your account. Under exceptional circumstances, at our discretion, we, or our IARs, may vote the proxies on your behalf.

For T-MAP accounts, depending on the TPA's proxy voting policies and procedures, the TPA may require that you appoint them as your agent and attorney-in-fact with discretion to vote proxies on your behalf. Please carefully review the TPA's disclosure brochure to understand their proxy voting policies and procedures.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1,200 in fees six or more months in advance nor have we filed a bankruptcy petition at any time in the past ten years. Therefore, we are not required to include a financial statement with this brochure.

Item 19 Requirements for State Registered Advisers

Our firm is registered with the Securities and Exchange Commission; therefore, Item 19 does not apply to our firm.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any non-public personal information about you to any non-affiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, portfolio managers, technology firms, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to non-public personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your non-public personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, the trade error will be corrected in the trade error account of the executing broker-dealer and you will not keep the profit.

We are not responsible for account errors and/or losses that occur where we have used our best efforts (without direct failure on our part) to execute trades in a timely and efficient manner. If a trade or some portion of a trade is not effected or an electronic "glitch" occurs which results in the account not being traded at the same time or at the same price as others, and such occurrence is not a result of our failure to execute or follow its trade procedures, the resulting loss will not be considered a trading error for which we are responsible. In addition, virtually all mutual funds, as disclosed in their prospectuses, reserve the right to refuse to execute trades if, in a fund's sole judgment, the trade(s) would jeopardize the value of the fund. We have no authority to change, alter, amend, or negotiate any provision set forth in a mutual fund prospectus. We are not responsible for trades that are not properly executed by any clearing firm, custodian, mutual fund, or insurance company, when an order has been properly submitted by our firm. Finally, we are not responsible for a unilateral adverse decision by a mutual fund or insurance company to restrict and/or prohibit mutual fund asset management programs.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

If we receive written or electronic notice of a class action lawsuit, settlement or verdict affecting securities you own, we will forward all notices, proof of claim forms and other materials, to you. Electronic mail is acceptable where appropriate, and you have authorized contact in this manner.