

Item 1 - Cover Page

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doing business as
CHICAGO INVESTMENT ADVISORY GROUP

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This brochure provides information about the qualifications and business practices of Michael Russo, Ltd., doing business as Chicago Investment Advisory Group. If you have any questions about the contents of this brochure, please contact us at (708) 478-7190. 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.

Additional information about Chicago Investment Advisory Group (CRD No. 142810), including a copy of its Form ADV Part 1, is available on the SEC’s website at www.adviserinfo.sec.gov. Chicago Investment Advisory Group is a registered investment adviser. Registration of an investment adviser does not imply any certain level of skill or training.

Item 2 - Material Changes

Chicago Investment Advisory Group's last annual update to this brochure as filed on March 5, 2019. We have made the following material changes in this brochure:

- The firm transitioned from state to SEC registration effective July 5, 2019, and this entire Brochure was substantially updated. This includes, but is not limited to, changes to Item 15 to reflect that our firm maintains the ability to disburse or transfer certain funds pursuant to Standing Letters of Authorization executed by our clients and further that this ability is deemed to be a form of custody under applicable law.

We will ensure that all current clients receive a Summary of Material Changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. A Summary of Material Changes is also included with our brochure on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for our firm is 142810. We may further provide other ongoing disclosure information about material changes as necessary and will further provide you with a new brochure as necessary based on changes or new information, at any time, without charge.

Our brochure may be requested by contacting us at (708) 478-7190. Our brochure is provided free of charge.

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Item 4 - Advisory Business

Our Firm. Chicago Investment Advisory Group (“CIAG”) is registered as an investment advisor with the SEC. Our firm has been providing discretionary investment advisory services to a wide variety of clients since June 2006. The firm is wholly-owned by Michael A. Russo and does not control any other firm.

The information contained in this brochure describes our investment advisory services, practices, and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our services to the needs of our clients. As used throughout this firm brochure, the words “we,” “our,” “firm,” “CIAG” and “us” refer to Chicago Investment Advisory Group, and the words “you,” “your,” and “client” refer to you as either a client or prospective client of our firm.

Prior to forming an investment advisor-client relationship, we typically offer prospective clients a complimentary general consultation to discuss the nature of our services and the client’s financial status and objectives to determine the possibility of a potential advisory relationship. Investment advisory services and an advisor-client relationship begin only *after* the prospective client and CIAG formalize their relationship in a written MAP program advisory agreement. Details of our MAP program are below.

During our initial consultation we will typically interview you over the course of 30 to 120 minutes to learn the details of your investment experience and financial objectives, risk tolerance, and time horizon. We will review your current financial circumstances, including the nature, amount, and location of your assets (including but not limited to any checking, savings, IRA, 401(k), brokerage accounts, life insurance policies, and real estate holdings) and liabilities, current life insurance values and benefits, and your current and expected income level. We will provide an initial evaluation of your current investments and asset allocation mix; discuss wills, trusts and estate planning and insurance matters generally; provide basic information regarding our investment processes and strategies, investment risks, mutual fund concepts, stocks, bonds, and certificates of deposit (“CDs”); and share with you our initial impressions and preliminary investment plan recommendations. We will also answer any questions you have related to your assets or our services at this time. If necessary, we will typically schedule a follow-up consultation following this initial exploratory discussion to determine whether you would like to engage us for further advisory services and implementation.

Managed Account Program (“MAP”). We offer ongoing portfolio management services that are based on your individual financial goals, objectives, investment time horizon, and risk tolerance via our MAP program. Through periodic consultations with you, we will gather information regarding your financial circumstances, investment goals, and objectives. The information we typically request in this process will include your current and expected income level, current assets and liabilities, tax information, investment experience, and risk tolerance level, among other items. Based on our analysis of these factors, we will then recommend an investment portfolio and asset mix intended to align with your unique financial situation and goals.

Following implementation of your initial investment portfolio, we will monitor the performance of your account on an ongoing basis and implement changes within your account as needed or appropriate, in consideration of current economic conditions, our market opinions and assumptions, and your individual financial circumstances and goals. It is the client's ongoing responsibility to advise us in writing of any material changes to the client's financial circumstances. CIAG does not assure or guarantee the results of its MAP services; thus, losses can occur from following CIAG's advice pertaining to any investment or investment approach, including using conservative investment strategies.

Discretionary Authority. Pursuant to an account agreement and trade authorization, the client authorizes CIAG to determine client suitability for the program; to select an asset allocation approach; and to invest and reinvest client assets in accordance with client investment objective(s) on a *discretionary basis*. The client authorizes the opening of an account with TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC, for MAP program participation ("TDI"). The client authorizes our firm on the TDI account to be their agent and attorney-in-fact, and in that capacity to give instructions to the clearing firm (Ameritrade Clearing, a Division of TDI) for transactions in the account and to take all other actions necessary or incidental to the execution of such instructions. Client authorizes the clearing firm to follow our oral, written, or electronically transmitted instructions without obtaining client's approval or counter-signature. CIAG's authority under the MAP program includes authority to give instructions for purchase, sales and the authority to transfer, convert, endorse, sell, assign, set over, and deliver any assets held in the account and to make, execute and deliver any and all written instruments of assignment and transfer.

NOTE: We may agree to manage a portion of your account consisting of certain legacy securities and balances held in cash or cash equivalents (collectively, "Legacy Assets") on a non-discretionary basis. Investment advice regarding your Legacy Assets is provided on a complimentary basis, unless we otherwise agree in writing. Your Legacy Assets, if any, will be separately identified in our written advisory agreement. The decision to accept or reject any of our investment advice or recommendations related to these assets is solely within the client's discretion.

Types of Investments. When you engage us for this service your account may be constructed utilizing a diversified portfolio of securities consisting of money markets, CDs, mutual funds, exchange traded funds ("ETFs"), including leveraged and inverse exchange-traded funds, closed-end funds, individual bonds, stocks and other listed securities. These may provide exposure to dividend paying companies, growth companies, international companies, U.S. treasuries, investment grade corporate bonds, high yield bonds, preferred securities, gold, natural resources, currencies and other investments, in each case, as we deem appropriate, acting as your fiduciary and using our investment discretion. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship and with respect to certain insurance products.

Additional MAP Program Services. As part of your participation in the MAP program, we may provide you with some or all of the following services: *Portfolio Review and Net*

Worth Statement Updates, General Investment Consulting and Independent Research Services, Financial Planning, and Third Party Referrals. A brief summary of these services is reflected below.

Portfolio Reviews and Net Worth Statement Updates. We will review and consult with you regarding your overall asset allocation (i.e. cash, bonds, U.S. stocks, foreign stocks and the relative risks involved), including assets held away from CIAG. CIAG will typically produce a Morningstar (or similar) report of assets held with CIAG and outside CIAG for analysis of your unique allocation. We will update your net worth statement with current figures and produce a hard copy for your records.

General Investment Consulting and Independent Research Services. We will conduct research and due diligence in connection with prospective investments in specific securities and non-securities based investments identified by the client. CIAG will independently research and evaluate such investments using industry periodicals, research services, other resources and software, and our network of industry contacts. Where appropriate data is available, we may perform fundamental and technical analysis on such investments and deliver our analysis to you.

Financial Consulting. We may provide general financial consulting services to MAP clients which, at the option of the client, may address some or all of the following topics: (1) financial, budgeting and cash management; (2) risk management, insurance planning, and analysis (3) financial planning relating to divorce and marriage (4) estate planning; (5) taxation issues and tax planning; (6) retirement planning; (7) educational funding; (8) account monitoring; and (9) investment goal setting. Through consultation(s) with you, we will assist you in identifying areas of potential financial concern and provide you with a checklist or summary of short and/or long-term financial goals and actions designed to address such concerns. We will review and update these recommended actions with you periodically, at your request.

Third Party Referrals. CIAG seeks to simplify the client's financial life and will therefore, at the client's request, coordinate its advisory services with the client's trusted outside tax and legal advisors, mortgage specialists, CPAs and accountants. Where the client does not already have a trusted advisor, we may recommend a third party professional to the client. We do not receive any compensation in connection with such referrals. CIAG is not a law firm or CPA and none of its advice should be construed as legal or tax advice.

Client Information. Clients are also responsible for providing our firm with all relevant information on their financial condition and risk tolerance and should promptly contact us with any changes. In performing our services, we rely on the information provided by the client and we are not required to verify this information with the client or any other professional. If at any time a client becomes uncomfortable with the chosen asset allocation or specific investments, or if their situation or goals change, it is the responsibility of the client to contact us to revisit the selected investment strategy and execution.

Client Imposed Investment Restrictions. We generally do not allow clients to impose restrictions on investing in certain securities or types of securities due to the level of difficulty this would entail in managing the client's account. We will work with clients to make exceptions to this policy on a case-by-case basis, where we determine in our sole discretion that such exceptions and restrictions can be reasonably implemented and do not create unnecessary administrative burden on our firm or our investment management processes.

Pension Consulting Services. We offer ongoing pension consulting services to employee benefit plans and their fiduciaries based upon the needs of the plan and the services requested by the plan sponsor or named fiduciary. In general, these services may include an existing plan review and analysis, plan-level advice regarding fund selection and investment options, and/or education services to plan participants regarding risk tolerance and investment choices.

NOTE: Certain plans we may provide services to are regulated under the Employee Retirement Income Securities Act of 1974 ("ERISA"). We will provide pension consulting services to the plan sponsor and/or fiduciaries as described above for the fees set forth in Item 5 of this brochure. The consulting services we provide are advisory in nature and the ultimate decision to act on behalf of the In providing services to any plan and its underlying participants, our status is that of an investment adviser registered under the Investment Advisers Act of 1940. We are not subject to any disqualifications under Section 411 of ERISA. In performing fiduciary services, we are acting as a fiduciary of the Plan as defined in Section 3(21) under ERISA, only. In all cases, our status as a fiduciary under ERISA is clearly disclosed in a written advisory agreement. If there is any discrepancy between the disclosures in this paragraph and the agreement, the agreement shall govern.

Wrap Fee Programs. We do not offer a wrap fee program.

Assets Under Management. As of December 31, 2019, CIAG had assets of \$123,398,959 under discretionary management and \$0 under non-discretionary management.

Item 5 - Fees and Compensation

Map Program and Pension Consulting Program Fees. We charge an annual asset-based management fee of 1.00% for participation in our MAP and Pension Consulting programs. Investment advice regarding any Legacy Assets specifically identified in our written advisory agreement is provided on a complimentary basis, and shall not be subject to the foregoing fees, unless otherwise agreed in writing.

Our advisory fee is payable quarterly, in arrears, and is calculated on the basis of the market value of the investments held in the client's account, including any balances held in money market funds. The advisory fee for the initial calendar quarter of your participation is pro-rated for the period that services are provided. Subsequent fees are based upon the market value of the account as of the last business day of the quarter. Notwithstanding the foregoing, we reserve the right to negotiate fees on per client basis. CIAG may amend its fee schedule upon thirty (30) days advance written notice to you.

Clients may make additions or request withdrawals from their account at any time. While we typically do not adjust our advisory fees on account of mid-period additions or withdrawals, we reserve the right in our sole discretion to make such adjustments on a per-client basis. Clients should note that some or all of the investments in their account may be intended as long-term investments and withdrawals of cash and premature liquidations of securities positions may impair the achievement of your investment objectives.

All security pricing is done by TDI. We will rely on this pricing in determining the fees attributable to your account(s). TDI may use various pricing services such as Reuters and Standard & Poor's to price securities held in your account. For actively traded securities, these services use the actual last reported sale price. For less actively traded securities such as bonds, these services will use the appropriate valuation methodology to determine the value of the security.

Termination. MAP program and Pension Consulting engagements may be terminated on thirty (30) days' advance written notice from the terminating party to the non-terminating party, without penalty. In the event of termination, the client shall pay us a pro-rated fee for the period that services are provided during the terminating quarter.

Direct Deduction of Our Advisory Fees. Pursuant to your consent contained in our written advisory agreement and your account opening agreement with TDI, our advisory fees will be paid and deducted directly from your account(s) held at TDI, typically within seven (7) business days following the close of the billing period. TDI will directly debit our fees from your account upon our delivery of a fee statement to TDI. If necessary, CIAG will liquidate money market shares held in your Account to pay our advisory fees, however, if money market shares or cash value are not available, other investments will be liquidated. Please note that unexpected or premature liquidation of investments to pay advisory fees may impair the performance of your account.

Monthly and Quarterly Reports. TDI will send an account statement to you on a *monthly* basis identifying the amount of funds and each security in the account at the end of the reporting period and setting forth all transactions in the account during that period, including the amount of any advisory fees paid directly to us. Following the conclusion of each *quarterly* period, CIAG will separately provide you with a performance report summarizing your investment experience during the most recently completed period, including the advisory fees actually debited from your account during such period (typically reflecting our advisory fees charged in arrears for the immediately prior period) and the total advisory fees paid to us year-to-date. *We encourage you to carefully and promptly review TDI's account statements and our quarterly performance reports upon receipt.* If you believe there is any issue with your account, you should contact us immediately at the phone number and e-mail address listed on the cover page of this brochure.

Additional Fees and Expenses. Advisory fees paid to CIAG are for advisory services only. The fees do not include, for example, the fees charged by third parties such as third-party managers, or accountants and attorneys assisting with providing the client with accounting and legal advice. Commissions on transactions and other account fees will also be charged by brokerage firms in accordance with the selected brokerage firm's normal commission schedule and are revenue to the brokerage firm, not CIAG. See Item 12, Brokerage Practices for more information.

Prospective clients should be aware that in addition to CIAG's advisory fees, each mutual fund and/or ETF in which a client's assets are invested also pays its own advisory fees and other internal expenses which already have been deducted from the fund's reported performance and are built into the NAV. In addition, there are tax effects pertaining to fund share redemptions, and other sales, made by CIAG on behalf of clients. Redemptions and sales are taxable events which may accelerate the recognition of capital gains, and losses, and frequent redemptions and sales may result in short- term, rather than long-term, capital gains and losses.

NOTE: All (or substantially all) of the investment products we recommend can be invested in or otherwise be accessed by the client directly, without the services of our firm, however, the client would not receive the services provided by us designed, among other things, to assist the client in determining which products and services are most appropriate to the client's financial condition and objectives. Additionally, comparable advisory services may be available from other sources at lower cost. Accordingly, the client should review both our advisory fees and the separate costs and expenses described above to fully understand the total costs of our services.

Compensation for Sale of Insurance Products. CIAG representatives are also licensed to offer insurance products. CIAG representatives will receive customary commissions for the sale of such products should a client decide to make purchases through them. Clients are free to purchase such products other than through CIAG Representatives. This compensation creates a conflict of interest. All prospective and existing clients are hereby advised that this conflict exists. Advisory fees are not reduced by the amount of sales compensation a CIAG representative receives. All products are explained in detail and the decision to purchase is at the client's sole discretion. CIAG and its representatives do not act with any discretion over client assets in relation to the sale of such products in these instances.

Individual Retirement Account Rollover Disclosure. As part of our advisory services to you, we may recommend that you withdraw or "roll over" assets from an employer's retirement plan to an individual retirement account ("IRA") that we may advise on and which may therefore result in additional advisory fees payable to us. This type of recommendation represents a conflict of interest for our firm. This type of recommendation is non-discretionary, and you are under no obligation to follow such advice. Alternatively, you may have the options of (1) maintaining your retirement plan as is, (2) rolling over your account to the employer's new retirement plan, (3) taking a taxable distribution, or (4) rolling over your account to a new IRA. It is important to understand the advantages and disadvantages of each approach, which will depend on individual financial circumstances. Prior to proceeding with any such action, we encourage you to contact us and your independent legal and/or tax professionals for more information.

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

CIAG does not charge any performance-based fees or participate in side-by-side management of accounts. All fees are disclosed in Item 5 of this brochure.

CIAG and individuals associated with our firm may manage accounts which belong either to themselves, individually, or to their family or their affiliates (collectively, “Proprietary Accounts”) while simultaneously managing client accounts. It is possible that orders for Proprietary Accounts may be entered in advance of or opposite to orders for client accounts, pursuant to, for instance, a neutral allocation system, a different trading strategy, or trading at a different risk level. The management of any Proprietary Account is subject to our Code of Ethics and the duty of our firm and its personnel to exercise good faith and fairness in all matters affecting client accounts.

Item 7 - Types of Clients/Minimum Account Size

CIAG makes its advisory services available to a wide variety of clients including, but not limited to, individuals, high net worth individuals, pension and profit sharing plans and their participants, trusts, estates, charitable organizations, corporations and other business entities.

CIAG does not require a minimum account size or charge any minimum fees for its advisory services.

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

CIAG’s security *analysis methods* include, but are not limited to, charting (using charts to track individual security or market movements over time); fundamental analysis (evaluating securities based upon its historical and projected financial performance); technical analysis (examining technical moves in the price of an issue based upon peer securities or comparisons to an investment sector or index); and cyclical analysis (determining the desirability of an issue based upon the status of an issue within the price cycle the security or similar securities have followed historically). The use of fundamental and technical analysis in an effort to utilize market timing can lead to a large volume of short-term trades, particularly in volatile markets. Options trading may also lead to extraordinary losses caused by market moves in the underlying security or index.

We typically use the following *investment strategies* in managing client accounts:

Asset Allocation. Rather than focusing on selecting the particular securities or other assets to invest for your account, we attempt to identify an appropriate ratio of various types of investments (for example, securities, fixed income, and cash) suitable to your unique investment goals, time horizon, and risk tolerance. A risk of asset allocation is that you may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate to meet with your investment goals.

Long-term Purchases. We primarily take a long term, passive, “buy and hold” approach to investing client assets. In this type of investment strategy, we suggest the purchase of securities with the idea of holding them in a portfolio for a year or longer. Typically, we employ this strategy when (1) we believe the securities to be currently undervalued, and/or (2) we want the portfolio to

have exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the recommendation to sell.

Short-term purchases. When utilizing this strategy, we may suggest the purchase of securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we recommend for purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Trading. A trading program rather than an investment program may not be suitable for all clients. “Trading” refers to purchasing and selling securities on a short-term basis with the intention of achieving quick profits. Trading is, by definition, a form of speculating as distinguished from investing.

A trading strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains. For these reasons, CIAG will use inverse and leveraged ETF trading strategies only in client accounts which CIAG believes will benefit from the strategy and which can assume the risks.

Use of Leveraged and/or Inverse ETFs. As indicated in Item 4 of this brochure, CIAG may purchase and sell in client accounts leveraged or inverse ETFs. ETFs are typically registered unit investment trusts (“UITs”) or open-end investment companies whose shares represent an interest in a portfolio of securities that track an underlying benchmark or index. However, some ETFs that invest in commodities, currencies, or commodity- or currency-based instruments are not registered as investment companies. Unlike traditional UITs or mutual funds, shares of ETFs typically trade throughout the day on an exchange at prices established by the market, thus vary throughout the trading day.

Leveraged ETFs seek to deliver multiples of the performance of the index or benchmark they track. Inverse ETFs are “short” funds, meaning that they seek to deliver the opposite of the performance of the index or benchmark they track. Like traditional ETFs, some inverse ETFs track broad indices, some are sector-specific, and still others are linked to commodities or currencies. Inverse ETFs are often marketed as a way for investors to profit from, or at least hedge their exposure to,

downward moving markets. Some funds are both short and leveraged, meaning that they seek to achieve a return that is a multiple of the inverse performance of the underlying index. An inverse ETF that tracks the S&P 500, for example, seeks to deliver the inverse of the performance of the S&P500, while a 2x leveraged inverse S&P 500 ETF seeks to deliver twice the opposite of that index's performance. To accomplish their objectives, Leveraged or Inverse ETFs pursue a range of investment strategies through the use of swaps, futures contracts and other derivative instruments.

Most leveraged or inverse ETFs “reset” daily and are designed to achieve their stated objectives on a daily basis. **Due to the effect of compounding, their performance over longer periods of time can differ significantly from the performance (or inverse of the performance) of their underlying index or benchmark during the same period of time.**

This effect can be magnified in volatile markets. Using a two-day example, if the index goes from 100 to close at 101 on the first day and back down to close at 100 on the next day, the two-day return of the inverse ETF will be different than if the index had moved up to a close at 110 the first day but then back down to close at 100 on the next day. In the first case with low volatility, the inverse ETF loses 0.02 percent; but in the more volatile scenario the inverse ETF loses 1.82 percent. The effects of mathematical compounding can grow significantly over time, leading to scenarios such as those noted above.

Additionally, sophisticated day traders attempt to time the market and buy in front of the inverse and leveraged ETF companies thus requiring the ETF companies to have to settle for a lower price than they would have otherwise received further compounding the time loss that is common on these types of products.

Some ETFs also do not invest directly in the underlying investment. For example some oil and gas ETFs invest in futures in place of the physical assets therefore there is additional expense to the ETFs involved in buying new futures contracts every month.

Because some ETFs invest in a variety of investment instruments that are subject to different tax treatments ETFs can create unique tax consequences therefore it is important that investors work with their tax professionals. **Also, some leveraged ETFs have substantial capital gains distributions at the end of the year.**

Leveraged and Inverse ETFs **are not designed** to be held for long periods of time therefore require considerable monitoring by CIAG.

Our Fiduciary Duty; No Guarantee of Results. As your fiduciary, we will use our best judgment and good faith efforts in rendering services to each client. CIAG does not guarantee the results of the advice given. Thus, significant losses can occur by investing in any security, or by following any strategy, including those recommended or applied by CIAG. We cannot and do not guarantee any level of account performance or that any account will be profitable over time. Not every investment decision or recommendation made by us will be profitable. Clients assume all market risk involved in the investment of account assets under the relevant client agreement and

understand that investment decisions made for this account are subject to market, currency, economic, political and business risks.

Risk of Loss. Securities investments are not guaranteed, and you may lose money on your investments. As with any investment manager that invests in common stocks and other equity securities, our investment recommendations are subject to market risk—the possibility that securities prices will decline over short or extended periods of time. As a result, the value of your account(s) will fluctuate with the market, and you could lose money over short or long periods of time. You should recognize whenever you determine to invest in the securities markets your entire investment is at risk. Clients should not invest money if they are unable to bear the risk of total loss of their investments.

Informational Risk. CIAG's main sources of information include, but are not limited to, financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, public filings and company press releases. Our analysis methods rely in part on the assumption that the information reported in these and other publicly-available sources of information are providing true, accurate, and unbiased. While we attempt to remain alert to indications that data may be incorrect, there is always a risk that our analysis and recommendations may be compromised by inaccurate or misleading information.

Nothing in the client's agreement or this brochure shall relieve us from any responsibility or liability we may have under state or federal statutes.

Except as may otherwise be provided by law, we are not liable to clients for:

- Any loss that a client may suffer by reason of any investment decision made or other action taken or omitted in good faith by us with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use.
- Any loss arising from our adherence to a client's instructions.
- Any act or failure by a custodian to act of a client's account.

It is your continuing and exclusive responsibility to give us complete information and to notify us of any changes in your financial circumstances, income level, investment goals or employment status. We encourage you to contact us regularly and promptly to discuss any such changes.

Item 9 - Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm, or the integrity of our management. We have no information to disclose applicable to this Item 9.

Item 10 - Other Financial Industry Activities and Affiliations

As described in Item 5 of this brochure, CIAG representatives are also licensed to offer insurance products. CIAG Representatives will receive customary commissions for the sale of such products should a client decide to make purchases through them. Clients are free to purchase such products other than through CIAG Representatives. This compensation creates a conflict of interest. All prospective and existing clients are hereby advised that this conflict exists. Our advisory fees are not reduced by the amount of sales compensation a representative receives. All products are explained in detail and the decision to purchase at the client's sole discretion. CIAG and its representatives do not act with any discretion over client assets in relation to the sale of such products in these instances.

Principals of CIAG have common ownership interests in entities whose purpose is to own real estate and common ownership interest in real estate directly. Due to this common ownership interest, the principals giving investment advice to clients may have an incentive to favor those clients with common ownership over others. In all cases however, it is CIAG's policy as a fiduciary to treat all clients equally.

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

Our Code of Ethics. We disclose to clients material conflicts of interest which could reasonably be expected to impair our rendering of unbiased and objective advice.

CIAG has a Code of Ethics ("Code") which all employees are required to follow. The Code outlines proper conduct related to all services provided to clients and will be made available to you, free of charge, upon request. Prompt reporting of internal violations is mandatory. CIAG's Chief Compliance Officer, Steven Jacobson, regularly evaluates employee performance to ensure compliance with our Code.

Designed to prevent conflicts of interest between the financial interests of clients and the interests of the firm and its staff, the Code requires, among other procedures, such "access persons to report transactions quarterly and to report all securities positions in which they have a beneficial interest at least annually. These reporting requirements allow supervisors at the firm to determine whether to allow or prohibit certain employee securities purchases and sales based on transactions made, or anticipated to be made, in the same securities for clients' accounts. The Code also established certain bookkeeping requirements relating to federal reporting rules. The Code is required to be reviewed annually and updated as necessary.

Investments by CIAG and its Representatives In Securities Recommended to Clients. As described in Item 6 of this brochure, CIAG and its representatives may buy or sell securities for themselves that they also recommend to clients in Proprietary Accounts. Such Proprietary Accounts may make investments in the same securities we recommend and transact in for our clients. Additionally, it is possible that orders for securities for Proprietary Accounts may be entered in advance of or opposite of orders for client accounts, pursuant to, for instance, a neutral allocation system, a

different trading strategy, or trading at a different risk level. The management of any Proprietary Accounts is subject to the duty of our firm and our personnel to exercise good faith and fairness in all matters affecting its clients' accounts. Specifically, our Code is designed to assure that the personal securities transactions will not interfere with decisions made in the best interest of advisory clients while at the same time, allowing employees to invest in their own accounts.

Item 12 - Brokerage Practices

Selection of Broker-Dealer Firms; Best Execution. Under our MAP program, CIAG has the authority to determine the particular securities to be bought or sold, the amount of the securities to be bought or sold, and the broker or dealer to be used in all such transactions for your account and risk. Your participation in our MAP program further requires that you engage the custodial and transaction services of TDI. We have chosen TDI based on its overall level of services and support provided to clients as well as the programs it has available. CIAG will periodically evaluate the commissions and services of other broker-dealers.

In general, our firm seeks to recommend a custodian who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services (i.e., best execution). The factors we consider, among others, are these:

- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition
- Business reputation
- Quality of services

With this in consideration, our firm will continue to recommend that clients use TDI until their services do not result, in our opinion, in best execution of clients transactions.

Directed Brokerage. Clients should be aware of the fact that not all advisers require clients to use a particular brokerage firm. Because clients having accounts managed by CIAG are typically required to open accounts with, and use the transaction services of, TDI and its affiliates, CIAG may not be able to achieve the most favorable execution of client transactions. Thus, use of only TDI may cost clients more money compared to other firms offering custodial and brokerage services.

Research and Economic Benefits. Clients should be aware that there is no direct link between TDI and CIAG in connection with the advice CIAG gives to clients. CIAG is required to disclose that it receives economic benefits through the custody and operating relationships it has with TDI that are not typically available to retail investors. These benefits include the following products and services, provided by TD Ameritrade without cost or at a discount: duplicate client statements and confirmations, research related products and tools, consulting services, access to a trading desk serving representatives, access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares directly to or from 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 discounts or no fees on compliance, marketing, research, technology, and practice management products and services provided by third-party vendors.

TDI may also pay for business consulting, professional services, and research received by CIAG affiliated persons and may also pay or reimburse expenses (travel, lodging, meals, and entertainment expenses) for CIAG personnel to attend conferences or meetings relating to their service platforms or to their advisor custody and brokerage services generally. Some of these products and services made available by TDI, may benefit CIAG, but may not benefit its clients. Such other services made available by TDI are intended to help CIAG manage and further develop its business enterprise, and such services may or may not depend on the amount of brokerage transactions directed to them.

Clients should be aware that the receipt of economic benefits by CIAG described above, in and of itself, creates a potential conflict of interest and may directly or indirectly influence CIAG's recommendation of TD Ameritrade for custody and brokerage service.

Other than the services described above, CIAG and its representatives do not direct transactions and the commissions they generate (soft dollars) to brokerage firms or other parties to receive research or other benefits.

CIAG does not process transactions through TDI in return for TDI referring new clients to CIAG.

Trade Aggregation. From time to time, we may aggregate the purchase or sale of securities for more than one client account (i.e., "block trading"). We will generally aggregate orders using TDI's system for entering trades at the omnibus level. Our firm will allocate fills resulting from aggregate orders in accordance with its internal policy regarding the same. Generally, such policy requires us to allocate aggregate order fills among and between participating client accounts on a pro rata basis (i.e., to the extent each client account participated in the aggregate order).

Item 13 - Review of Accounts and Reports

Account Review Policy. MAP accounts are reviewed on at least an annual basis and we will be periodically adjust and rebalance the account in accordance with selected investment strategies. More frequent reviews of accounts may be triggered by a change in your investment objectives;

risk/return profile; tax considerations; contributions and/or withdrawals; large sales or purchases; security specific events; or changes in the economy more generally.

Account Statements and Reports. We will provide you with a portfolio performance evaluation on a *quarterly* basis. We will also provide additional written reports to you as you may reasonably request. You will receive a confirmation of each securities transaction effected in the account and will receive account statements on a *monthly* basis from TDI. Clients are encouraged to compare the information on any account statement received from CIAG to that shown on TDI's account statements and to contact us immediately using the contact information contained on the cover page of this brochure with any questions or concerns about their account.

Item 14 - Client Referrals and Other Compensation

CIAG does not currently have any client referral relationships. Thus, it does not pay any fee to a third party for client referrals. Also, as indicated above, the firm does not direct brokerage transactions to any third party in return for client referrals.

Item 15 - Custody

Other than having the ability to deduct advisory fees from client accounts and our ability to disburse or transfer certain funds to third parties pursuant to Standing Letters of Authorization executed by our clients, CIAG does not have custody of client funds or securities and shall have no liability to the client for any loss or other harm to any property in the account. This includes any harm to any property in the account resulting from the insolvency of TDI (or any other custodian) or any acts of the agents or employees of the custodian, whether or not the full amount or such loss is covered by the Securities Investor Protection Corporation ("SIPC") or any other insurance which may be carried by the custodian. Clients understand that SIPC provides only limited protection for the loss of property held by a broker-dealer.

TDI will send an account statement to you on a *monthly* basis identifying the amount of funds and each security in the account at the end of the period and setting forth all transactions in the account during that period, including the amount of any advisory fees paid directly to us. Following the conclusion of each reporting period, CIAG will provide you with a *quarterly* performance report summarizing your investment experience during the most recently completed period, including the advisory fees actually debited from your account during such period and the total advisory fees paid to us year-to-date. *We encourage you to carefully and promptly review TDI's account statements and our quarterly performance reports upon receipt.* Please see Item 5 of this brochure for additional details regarding our account reporting and direct fee deduction practices.

Item 16 - Investment Discretion

Participation in our MAP program requires that you grant our firm discretion authority to manager your account. This arrangement authorizes CIAG to select the securities to buy and sell, the

amount to buy and sell, and when to buy and sell, without obtaining specific consent from the client for each trade. Clients are advised that we may make different recommendations and effect different trades with respect to the same securities and insurance to different advisory clients. Commissions and execution of securities transactions implemented through the custodian/broker dealer recommended by CIAG (i.e., TDI) may not be better than the commissions or execution available if the client used another brokerage firm. However, CIAG believes that the overall level of services and support provided to the client by custodians and broker-dealers whom CIAG recommends outweighs the potentially lower costs that may be available from other brokerage service providers.

For pension plan clients our role is purely advisory in nature, and the ultimate decision to act on behalf of the plan shall remain with the plan sponsor or other named fiduciary. Without exception, each plan sponsor and/or fiduciary is free to seek independent third party advice about the appropriateness of any of our recommendations.

When exercising discretion, CIAG may combine orders for more than one client's account to form a "block" order for the purpose of seeking a better price and or execution. Please see Item 12 for more information regarding our trade aggregation (i.e. "block trading") policy. When a block order is executed, TDI typically allocates an average execution price to all shares in the block order, which CIAG then allocates to each client's account position on a pro rata basis. Should a block order only be partially filled, available shares are distributed in a manner fair to all accounts.

In those instances where an order error occurs by CIAG, it is CIAG's policy to reverse the order to make the client's account whole.

Item 17 - Voting Client Securities

We do not vote proxies on behalf of clients. You will receive such notices from the custodian of your account (i.e., TDI).

CIAG also does not take any action on legal notices it or a client may receive from issuers of securities held in a client's account. However, it is available to answer questions regarding such notices. We are not law firm and our recommendations with respect to legal notices received should not be construed as legal advice. Clients should consult with their independent legal counsel in these matters.

Item 18 - Financial Information

- A** CIAG does not require prepayment of fees of more than \$500 per Client six months or more in advance, therefore disclosures required in this section to not apply to our firm.
- B** CIAG has no financial commitment which would impair or impede its ability to meet contractual and fiduciary commitments to Clients.
- C** CIAG, nor anyone associated with our firm, has ever been the subject of a bankruptcy petition.