

**NICOLET ADVISORY SERVICES WRAP FEE PROGRAM**

Sponsored by

**NICOLET ADVISORY SERVICES, LLC**

*a Registered Investment Adviser*

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[www.nicoletbank.com/wealth-management/](http://www.nicoletbank.com/wealth-management/)

This brochure provides information about the qualifications and business practices of Nicolet Advisory Services, LLC (hereinafter “Nicolet Advisory Services” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. 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 the Firm is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

## **Item 2. Material Changes**

In this Item, Nicolet Advisory Services is required to discuss any material changes that have been made to the brochure since the last annual amendment. The Firm has no changes to disclose in relation to this Item.

## Item 3. Table of Contents

Item 2. Material Changes.....	2
Item 3. Table of Contents .....	3
Item 4. Advisory Business .....	4
Item 5. Account Requirements and Types of Clients .....	8
Item 6. Portfolio Manager Selection and Evaluation .....	8
Item 7. Client Information Provided to Portfolio Managers .....	13
Item 8. Client Contact with Portfolio Managers .....	13
Item 9. Additional Information .....	14

## Item 4. Advisory Business

The Nicolet Advisory Services Wrap Fee Program (the “Program”) is an investment advisory program sponsored by Nicolet Advisory Services. In addition to the Program, the Firm offers a variety of advisory services, which include financial planning, consulting, investment management, and wealth management services under different arrangements than those described herein. Prior to Nicolet Advisory Services rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with Nicolet Advisory Services setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Nicolet Advisory Services first filed for registration as an investment adviser in May 2016 and is owned by Nicolet Bankshares, Inc. As of December 31, 2019, Nicolet Advisory Services had \$1,022,300,010 of assets under management, all of which was managed on a discretionary basis.

While this brochure generally describes the business of Nicolet Advisory Services, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Nicolet Advisory Services’ behalf and is subject to the Firm’s supervision or control.

### Description of the Program

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The Program is offered as a wrap fee program, which provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts. Clients must also open a new securities brokerage account and complete a new account agreement with TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc. (“TD Ameritrade”) or another broker-dealer that Nicolet Advisory Services approves under the Program (collectively “Financial Institutions”).

At the onset of the Program, clients complete an investor profile describing their individual investment objectives, liquidity and cash flow needs, time horizon and risk tolerance, as well as any other factors pertinent to their specific financial situations. After an analysis of the relevant information, Nicolet Advisory Services assists its clients in developing an appropriate strategy for managing their assets. Clients’ investment portfolios are generally managed on a discretionary or non-discretionary basis by either Nicolet Advisory Services’ investment adviser representatives. Nicolet Advisory Services generally allocate clients’ assets among the various investment products available under the Program, as described further in Item 6 (below).

## Fees for Participation in the Program

The Program is offered on a fee basis, meaning participants pay a single annualized fee based upon assets under management (“Program Fee”). This Program Fee generally varies depending upon the size and composition of a client’s portfolio and the type of services rendered. This Program Fee generally varies in accordance with the following fee schedule:

<u>PORTFOLIO VALUE</u>	<u>BASE FEE</u>
Up to \$49,999	1.45%
\$50,000 - \$99,999	1.35%
\$100,000 - \$249,999	1.25%
\$250,000 - \$499,999	1.20%
\$500,000 - \$999,999	1.15%
\$1,000,000 - \$1,999,999	1.00%
\$2,000,000 - \$2,999,999	0.90%
\$3,000,000 - \$3,999,999	0.80%
\$4,000,000 - \$4,999,999	0.70%
\$5,000,000 - \$7,499,999	0.60%
\$7,500,000 - \$9,999,999	0.50%
\$10,000,000 and Above	0.40%

The annual fee is prorated and charged monthly, in arrears, based upon the market value of the assets being managed by Nicolet Advisory Services on the last day of the previous billing period. If assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is not adjusted to reflect the interim change in portfolio value. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

## Fee Comparison

As referenced above, a portion of the fees paid to Nicolet Advisory Services are used to cover the securities brokerage commissions and transactional costs attributed to the management of its clients’ portfolios.

Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients’ accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs. Because the Firm pays for the brokerage fees, the Firm has an incentive to engage in less transactions, or transactions that cost less

to the Firm, including the use of mutual funds that do not have transaction charges, but have higher expenses to the client. The Firm reviews the frequency and type of investments made in client accounts to act in the client's best interest.

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## **Fee Discretion**

Nicolet Advisory Services, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

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## **Other Charges**

In addition to the advisory fees paid to Nicolet Advisory Services, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions. These additional charges may include fees attributable to alternative assets, reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund Program Fees and other fund expenses), fees and commission for assets not held with the Financial Institutions offered in the Program such as 401(k) or 529 plan assets as well as for fees for trades executed away from that Financial Institution (a conflict of interest exists where the firm avoids expenses by trading through a different Financial Institution), mark-ups and mark-downs on fixed-income transactions which cannot be paid by the Firm (or it is overly burdensome to determine the amount of such mark-ups / downs), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

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## **Direct Fee Debit**

Clients generally provide Nicolet Advisory Services with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Nicolet Advisory Services.

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## **Account Additions and Withdrawals**

Clients may make additions to and withdrawals from their account at any time, subject to Nicolet Advisory Services' right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's

account. Clients may withdraw account assets on notice to Nicolet Advisory Services, subject to the usual and customary securities settlement procedures. However, Nicolet Advisory Services designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Nicolet Advisory Services may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charge) and/or tax ramifications.

## **Commissions and Sales Charges for Recommendations of Securities**

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Clients can engage certain persons associated with Nicolet Advisory Services (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement outside of the Program. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with Nicolet Advisory Services.

Under this arrangement, the Firm's Supervised Persons, in their individual capacities as registered representatives of Private Client Services, LLC ("PCS"), may provide securities brokerage services and implement securities transactions under a separate commission based arrangement. Supervised Persons may be entitled to a portion of the brokerage commissions paid to PCS, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. Nicolet Advisory Services may also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with PCS.

A conflict of interest exists to the extent that Nicolet Advisory Services recommends the purchase or sale of securities where its Supervised Persons receive commissions or other additional compensation as a result of the Firm's recommendation. The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons are in the best interest of clients. For certain accounts covered by the Employee Retirement Income Security Act of 1974 ("ERISA") and such others that Nicolet Advisory Services, in its sole discretion, deems appropriate, Nicolet Advisory Services may provide its investment advisory services on a fee-offset basis. In this scenario, Nicolet Advisory Services may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's Supervised Persons in their individual capacities as registered representatives of PCS.

## **Compensation for Recommending the Program**

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Nicolet Advisory Services has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients' participation. A person recommending the Program will not earn more compensation than he or she would otherwise receive if a client elected another investment management program.

## **Item 5. Account Requirements and Types of Clients**

Nicolet Advisory Services offers services to individuals, pension and profit sharing plans, banking and thrift institutions, trusts, estates, charitable organizations, corporations and business entities.

### **Minimum Account Requirements**

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Nicolet Advisory Services does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship, but reserves the right to require such on a case-by-case basis.

## **Item 6. Portfolio Manager Selection and Evaluation**

Nicolet Advisory Services acts as the sponsor and sole portfolio manager under the Program.

### **Portfolio Management Services**

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Nicolet Advisory Services manages client investment portfolios on a discretionary or non-discretionary basis. In addition, Nicolet Advisory Services can be engaged to provide wealth management services which include a broad range of comprehensive financial planning and consulting services as well as discretionary and/or non-discretionary management of investment portfolios.

Nicolet Advisory Services primarily allocates client assets among various mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities in accordance with their stated investment objectives.

Where appropriate, the Firm also provides advice about any type of legacy position or other investment held in client portfolios. Clients can engage Nicolet Advisory Services to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Nicolet Advisory Services directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

Nicolet Advisory Services tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. Nicolet Advisory Services consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify Nicolet Advisory Services if there



are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if Nicolet Advisory Services determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

## **Side-By-Side Management**

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Nicolet Advisory Services does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

## **Methods of Analysis and Investment Strategies**

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Nicolet Advisory Services utilizes a combination of fundamental and technical analysis, as well as charting. The main sources the Firm uses include research from TD Ameritrade, Northern Trust, Morningstar Direct, and Morningstar Workstation, as well as research provided directly by investment companies and other information gathered through public websites. Other sources of information include financial newspapers, magazines, publications, white papers, research materials prepared by third party sources, rating services, annual reports, prospectuses, press releases, and filings with the SEC.

The Firm's representatives have the ability to use the following strategies for clients. While the Firm oversees and supervises the representatives' investment decisions, there are situations where different representatives will make different decisions about particular securities. In all cases, the Firm will ensure that these decisions are in each client's best interest.

### *Wealth Management*

The two primary core investment strategies used inside client accounts will be strategic risk-based asset allocation and active risk-based asset allocation. These strategies can be coupled with strategic targeted objective strategies. Although the strategic targeted objective strategies will be used infrequently. If clients feel they don't fit well with any of Nicolet Advisory Services' strategies, the Firm has the ability to create custom strategies that will fit their needs and objectives.

### *Strategic risk-based asset allocation strategies*

Description – Broadly diversified among the major asset classes, primarily invested in passively managed index ETFs and/or mutual funds while making limited (1 to 2 changes per year, if any) allocation changes within the strategy as market conditions change. Guidance will be provided from Northern Trust and other sources, which will be considered by the investment committee. These strategies will be guided by the client's objectives, financial and tax status, risk tolerance and other factors.

## *Active risk-based asset allocation strategies*

Description – Broadly diversified among the major asset classes, primarily invested in passively managed index ETFs and/or mutual funds while making regular (3 to 4 changes per year) allocation changes within the strategy as market conditions change. Guidance will be provided from Northern Trust and other sources, which will be considered by the investment committee. These strategies will be guided by the client's objectives, financial and tax status, risk tolerance and other factors.

## *Strategic targeted objective strategies*

Description – Targeted diversification among selected asset classes, primarily invested in passively managed index exchange traded funds. In most cases, these strategies will act only as small portion of a client's overall portfolio. These strategies will be guided by the client's objectives, financial and tax status, risk tolerance and other factors.

## *Custom strategy*

Description – custom strategies will be reserved for any client that feels their objectives and needs cannot be met with any of the listed strategies above. These portfolios will be guided by the client's objectives, financial and tax status, risk tolerance and other factors.

## *Wealth Accumulation Offering*

The primary investment strategy used inside client accounts will be strategic risk-based asset allocation.

## *Strategic risk-based asset allocation strategies*

Description – Broadly diversified among the major asset classes, primarily invested in passively managed index ETFs and/or mutual funds while making limited (1 to 2 changes per year, if any) allocation changes within the strategy as market conditions change. These strategies will be guided by the client's objectives, financial and tax status, risk tolerance and other factors.

## **Risk of Loss**

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The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved with respect to the Firm's investment management activities. Clients should consult with their legal, tax, and other advisors before engaging the Firm to provide investment management services on their behalf.

## *Market Risks*

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of Nicolet Advisory Services' recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that Nicolet Advisory Services will be able to predict those price movements accurately or capitalize on any such assumptions.

## *Mutual Funds and ETFs*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (*e.g.*, sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

## *Credit Risk*

This refers to the possibility that a particular bond issuer will not be able to make expected interest rate payments and/or principal repayment. Typically, the higher the credit risk, the higher the interest rate on the bond.

## *Interest Rate Risk*

Interest rate risk is the possibility that a fixed-rate debt instrument will decline in value as a result of a rise in interest rates. Whenever investors buy securities that offer a fixed rate of return, they are exposing themselves to interest rate risk. This is true for bonds and also for preferred stocks.

## *Business Risk*

Business risk is the measure of risk associated with a particular security. It is also known as unsystematic risk and refers to the risk associated with a specific issuer of a security. Generally speaking, all businesses in the same industry have similar types of business risk. But used more specifically, business risk refers to the possibility that the issuer of a stock or a bond may go bankrupt or be unable to pay the interest or principal in the case of bonds.

## *Taxability Risk*

This applies to municipal bond offerings, and refers to the risk that a security that was issued with tax-exempt status could potentially lose that status prior to maturity.

## *Call Risk*

Call risk is specific to bond issues and refers to the possibility that a debt security will be called prior to maturity. Call risk usually goes hand in hand with reinvestment risk because the bondholder must find an investment that provides the same level of income for equal risk. Call risk is most prevalent when interest rates are falling, as companies trying to save money will usually redeem bond issues with higher coupons and replace them on the bond market with issues with lower interest rates.

## *Inflationary Risk*

Inflationary risk is the chance that the value of an asset or income will be eroded as inflation shrinks the value of a country's currency. Put another way, it is the risk that future inflation will cause the purchasing power of cash flow from an investment to decline.

## *Liquidity Risk*

Liquidity risk refers to the possibility that an investor may not be able to buy or sell an investment as and when desired or in sufficient quantities because opportunities are limited. A good example of liquidity risk is selling real estate. In most cases, it will be difficult to sell a property at any given moment should the need arise, unlike government securities or blue chip stocks.

## *Reinvestment Risk*

In a declining interest rate environment, bondholders who have bonds coming due or being called face the difficult task of investing the proceeds in bond issues with equal or greater interest rates than the redeemed

bonds. As a result, they are often forced to purchase securities that do not provide the same level of income, unless they take on more credit or market risk and buy bonds with lower credit ratings. This situation is known as reinvestment risk: it is the risk that falling interest rates will lead to a decline in cash flow from an investment when its principal and interest payments are reinvested at lower rates.

#### *Social/Political / Legislative Risk*

Risk associated with the possibility of nationalization, unfavorable government action or social changes resulting in a loss of value is called social or political risk. Because the U.S. Congress has the power to change laws affecting securities, any ruling that results in adverse consequences is also known as legislative risk.

#### *Currency/Exchange Rate Risk*

Currency or exchange rate risk is a form of risk that arises from the change in price of one currency against another. The constant fluctuations in the foreign currency in which an investment is denominated vis-à-vis one's home currency may add risk to the value of a security.

#### **Voting of Client Securities**

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For accounts managed through the Program, Nicolet Advisory Services generally does not accept the authority to vote a client's securities (i.e., proxies or other legal notices) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied. The Firm may provide advice on voting certain proxies, as well as corporate and legal actions. Clients may contact the Firm with questions about any such issuer solicitations.

### **Item 7. Client Information Provided to Portfolio Managers**

Nicolet Advisory Services acts as the sole portfolio manager under the Program and, as such, the Firm has no information to disclose in relation to this Item.

### **Item 8. Client Contact with Portfolio Managers**

In this Item, Nicolet Advisory Services is required to describe any restrictions on clients' ability to contact and consult with the portfolio managers managing their investment portfolios. There are no restrictions on clients' ability to correspond with Nicolet Advisory Services.

## Item 9. Additional Information

### Disciplinary Information

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Nicolet Advisory Services has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

### Other Financial Industry Activities and Affiliations

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#### *Registered Representatives of a Broker-Dealer*

Certain of the Firm's Supervised Persons are registered representatives of PCS and may provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

#### *Licensed Insurance Agents*

A number of the Firm's Supervised Persons are licensed insurance agents and may offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that Nicolet Advisory Services recommends the purchase of insurance products where its Supervised Persons may be entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

#### *Related Bank*

Nicolet Advisory Services is under common control and shares the same office with Nicolet National Bank, a community bank serving Wisconsin and Michigan that offers solutions for commercial, residential and private banking. In the event a client requires banking services, the Firm will recommend Nicolet National Bank. The Firm does not receive any portion of any compensation received by Nicolet National Bank, and does not receive a referral fee in connection with banking services that affiliates render to Nicolet Advisory Services clients.

In addition, Supervised Persons of the Firm may own shares of stock or debt instruments ("interests") of Nicolet Bankshares. While clients may purchase interests in Nicolet Bankshares, the Firm does not give advice on the purchase, sale or retention of Nicolet Bankshares interests. If clients request, investment adviser representatives of the Firm will discuss these securities with the client but will not recommend the timing or price of purchase or sale of such.

Because of the common ownership and possible involvement by Nicolet Advisory Services associates with the bank, there exists a conflict of interest to the extent that the Firm recommends the banking services of Nicolet National Bank or discuss any investment in stock or debt instruments of Nicolet Bankshares.

## *Central Operating Services*

Nicolet Advisory Services is under common control and shares the same office with Nicolet Financial Group LLC (“NFG”). NFG provides, through Supervised Persons that are associated with PCS, central operating services to Nicolet Advisory Services and registered representatives and investment adviser representatives of PCS, some of which are also dually registered as investment adviser representatives of Nicolet Advisory Services. The central operating services include the following services for Nicolet Advisory Services and PCS representatives and their clients: i) trading; ii) investment models; iii) billing; and iv) office of supervisory jurisdiction (OSJ) and other compliance oversight. The Firm does not receive any portion of any compensation received by NFG for the central operating services.

## **Code of Ethics**

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Nicolet Advisory Services has adopted a code of ethics in compliance with applicable securities laws (“Code of Ethics”) that sets forth the standards of conduct expected of its Supervised Persons. Nicolet Advisory Services’ Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of Nicolet Advisory Services’ personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm’s Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm’s policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (*i.e.*, spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Nicolet Advisory Services to request a copy of its Code of Ethics.

## **Account Reviews**

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Nicolet Advisory Services monitors client portfolios on a continuous and ongoing basis while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by the Firm's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Nicolet Advisory Services and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and quarterly to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

## **Account Statements and General Reports**

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Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from Nicolet Advisory Services and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from Nicolet Advisory Services or an outside service provider.

## **Client Referrals**

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The Firm does not currently provide compensation to any third-party solicitors for client referrals.

## **Receipt of Economic Benefit and Brokerage Practices**

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### *Recommendation of Broker/Dealers for Client Transactions*

For accounts managed through the Program, Nicolet Advisory Services generally recommends that clients utilize the custody, brokerage and clearing services of TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc. ("TD Ameritrade") for investment management accounts. Nicolet Advisory Services



participates in the institutional customer program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA, an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisers services which include custody of securities, trade execution, clearance and settlement of transactions. Nicolet Advisory Services receives some benefits from TD Ameritrade through its participation in the program.

Factors which *Nicolet Advisory Services* considers in recommending TD Ameritrade or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. TD Ameritrade enables the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by TD Ameritrade may be higher or lower than those charged by other Financial Institutions.

The commissions paid by Nicolet Advisory Services' clients to TD Ameritrade comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where Nicolet Advisory Services determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Nicolet Advisory Services seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client may be required to sign an additional agreement, and additional fees are likely to be charged.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker/dealers in return for investment research products and/or services which assist Nicolet Advisory Services in its investment decision-making process. Such research generally will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Nicolet Advisory Services does not have to produce or pay for the products or services.

Nicolet Advisory Services periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

## **Software and Support Provided by Financial Institutions**

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Nicolet Advisory Services receives without cost from TD Ameritrade computer software and related systems support, which allow Nicolet Advisory Services to better monitor client accounts maintained at TD Ameritrade. Nicolet Advisory Services receives the software and related support without cost because the Firm renders investment management services to clients that maintain assets at TD Ameritrade. The software and support is not provided in connection with securities transactions of clients (i.e., not “soft dollars”). The software and related systems support may benefit Nicolet Advisory Services, but not its clients directly. In fulfilling its duties to its clients, Nicolet Advisory Services endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Nicolet Advisory Services’ receipt of economic benefits from a broker/dealer creates a conflict of interest since these benefits may influence the Firm’s choice of broker/dealer over another that does not furnish similar software, systems support or services.

Specifically, Nicolet Advisory Services receives the following benefits from TD Ameritrade:

- Reimbursement of up to \$175 to clients moving assets to TD Ameritrade;
- Free trading for clients for the first 60 days from account open date;
- The first year cost of each account opened at Orion Advisor Services which provides a portfolio management solution that the Firm expects to utilize;
- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

There is no direct link between Nicolet Advisory Services’ participation in TD Ameritrade’s institutional customer program and the investment advice it gives to its clients, although Nicolet Advisory Services receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. The Firm also has the ability deduct advisory fees 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 the Firm by third party vendors. TD Ameritrade may fund business consulting and professional services received by Nicolet Advisory Services’ related persons.

Some of the products and services made available by TD Ameritrade may benefit Nicolet Advisory Services but not its client. These products or services may assist Nicolet Advisory Services in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Nicolet Advisory Services manage and further develop its business enterprise. The benefits received by Nicolet Advisory Services' participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade.

## *Brokerage for Client Referrals*

Nicolet Advisory Services does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

## *Directed Brokerage*

The client may direct Nicolet Advisory Services in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by Nicolet Advisory Services (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Nicolet Advisory Services may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

## *Commissions or Sales Charges for Recommendations of Securities*

As discussed above, certain Supervised Persons in their respective individual capacities are registered representatives of PCS. These Supervised Persons are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless PCS provides written consent. Therefore, clients are advised that certain Supervised Persons may be restricted to conducting securities transactions through PCS if they have not secured written consent from PCS to execute securities transactions through a different broker-dealer. Absent such written consent or separation from PCS, these Supervised Persons are prohibited from executing securities transactions through any broker-dealer other than PCS under its internal supervisory policies. The Firm is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit. Finally, Nicolet Advisory Services reimburses PCS for supervision of the Supervised Persons activities through the Firm. The supervision is over all of the Supervised Person's activities at the Firm, not just those for clients that are broker-dealer clients of PCS.

## *Trade Aggregation*

Transactions for each client generally will be effected independently, unless Nicolet Advisory Services decides to purchase or sell the same securities for several clients at approximately the same time. Nicolet Advisory Services may (but is not obligated to) combine or “batch” such orders to obtain best execution to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Nicolet Advisory Services’ clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which Nicolet Advisory Services’ Supervised Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Nicolet Advisory Services does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

## **Financial Information**

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Nicolet Advisory Services is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.