

Vimvest Securities, LLC Wrap Fee Program Brochure

This wrap fee program brochure provides information about the qualifications and business practices of Vimvest Securities, LLC. If you have any questions about the contents of this brochure, please contact us at (941) 925-2121 or by email at: phillip@cdadvisorygroup.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Vimvest Securities, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Vimvest Securities, LLC's CRD number is: 285309.

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

There are no material changes in this brochure from the last annual updating amendment to this Wrap Fee Program Brochure on 02/20/2019. Material changes relate to Vimvest Securities, LLC's policies, practices or conflicts of interests only.

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Item 4: Services Fees and Compensation

Vimvest Securities, LLC (hereinafter “VSL”) offers the following services to advisory clients:

A. Description of Services

VSL participates in and sponsors a wrap fee program, which allows VSL to manage client accounts for a single fee that includes both portfolio management services and brokerage costs. The fee schedule is set forth below:

Total Assets Under Management	Annual Fees
All Assets	0.00%

VSL uses the last day of previous quarter for purposes of determining the market value of the assets upon which the advisory fee is based.

Advisory fees are withdrawn directly from the client’s accounts with client authorization via the on-line application. Fees are paid quarterly in advance. Refunds are given on a prorated basis, based on the number of days remaining in the billing period on the effective date of termination. The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the billing period up to and including the effective date of termination. (*The daily rate is calculated by dividing the annual fee by 365).

Clients may terminate the contract without penalty, for full refund, within five business days of signing the contract. Thereafter, clients may terminate the contract immediately upon written notice.

B. Contribution Cost Factors

The program may cost the client more or less than purchasing such services separately. There are several factors that bear upon the relative cost of the program, including the trading activity in the client’s account, the adviser’s ability to aggregate trades, and the

cost of the services if provided separately (which in turn depends on the prices and specific services offered by different providers).

C. Additional Fees

Clients who participate in the wrap fee program will not have to pay for transaction or trading fees. However, clients are still responsible for all other account fees, such as annual IRA fees to the custodian, transition fees if the account is moved to another broker, or mutual fund fees.

D. Compensation of Client Participation

Neither VSL, nor any representatives of VSL receive any additional compensation beyond advisory fees for the participation of client's in the wrap fee program. However, compensation received may be more than what would have been received if client paid separately for investment advice, brokerage, and other services. Therefore, VSL may have a financial incentive to recommend the wrap fee program to clients.

Item 5: Account Requirements and Types of Clients

VSL generally provides its wrap fee program services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Charitable Organizations

Item 6: Portfolio Manager Selection and Evaluation

A. Selecting/Reviewing Portfolio Managers

VSL will not select any outside portfolio managers for management of this wrap fee program. VSL will be the sole portfolio manager for this wrap fee program.

Standards Used to Calculate Portfolio Manager Performance

VSL will use industry standards to calculate portfolio manager performance.

Review of Performance Information

VSL reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is reviewed annually and is reviewed by VSL.

B. Related Persons

VSL uses a proprietary trading algorithm as the portfolio manager for all wrap fee accounts. This is a conflict of interest in that no outside adviser assesses VSL's management of the wrap fee program. However, VSL addresses this conflict by acting in its clients' best interest consistent with its fiduciary duty as sponsor and portfolio manager of the wrap fee program.

C. Advisory Business

VSL offers portfolio management services to its wrap fee program participants as discussed in Section 4 above.

Wrap Fee Robo-Advisory Portfolio Management

VSL provides "robo-advisory" portfolio management services via an online interface. This entails the use of algorithm-based portfolio management advice, rather than in-person investment advice. These automated investment solutions are customized to each client and based on individual characteristics, such as the client's age, risk tolerance, income, and current assets, among others.

Performance-Based Fees and Side-By-Side Management

VSL does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Services Limited to Specific Types of Investments

VSL generally limits its investment advice to fixed income securities, equities, ETFs and non-U.S. securities, although VSL primarily recommends modern portfolio theory and efficient frontier. VSL will build portfolios based on the three-factor model for a majority of its clients. VSL may use other securities as well to help diversify a portfolio when applicable.

Client Tailored Services and Client Imposed Restrictions

VSL offers the same suite of services to all of its clients.

Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

Wrap Fee Programs

VSL sponsors and acts as portfolio manager for this wrap fee program. VSL manages the investments in the wrap fee program. The fees paid to the wrap account program will be given to VSL as a management fee.

Amounts Under Management

VSL has the following assets under management:

Discretionary Amounts:	Non-Discretionary Amounts:	Date Calculated:
\$68,000,000.00	\$0.00	December 2019

Methods of Analysis and Investment Strategies

VSL's methods of analysis include Fundamental analysis, Modern portfolio theory.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

VSL uses long term trading.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Material Risks Involved

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one.

Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury

inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

Non-U.S. securities- present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Voting Client Proxies

VSL will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 7: Client Information Provided to Portfolio Managers

All client information material to managing the portfolio (including basic information, risk tolerance, sophistication level, and income level) is provided to the portfolio manager. The portfolio manager will also have access to that information as it changes and is updated.

Item 8: Client Contact with Portfolio Managers

VSL uses an automated trading platform algorithm. As an Internet based advisory firm VSL is restricted from providing services directly to consumers.

Item 9: Additional Information

A. Disciplinary Action and Other Financial Industry Activities

Criminal or Civil Actions

There are no criminal or civil actions to report.

Administrative Proceedings

There are no administrative proceedings to report.

Self-regulatory Organization Proceedings

There are no self-regulatory organization proceedings to report.

Registration as a Broker/Dealer or Broker/Dealer Representative

Neither VSL nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

Registration as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor

Neither VSL nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor.

Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Phillip Bruce Dickson is an investment adviser representative with another investment advisory firm, Vimvest Advisors, this is not perceived as a conflict of interest as VSL is an Internet adviser and is restricted in directly advising its clients.

Phillip Bruce Dickson is a licensed insurance agent with Vimvest Advisors. This is not perceived as a conflict of interest as VSL is an Internet adviser is restricted in directly advising its clients.

Stuart Kenneth Dickson is an investment adviser representative with another investment advisory firm, Vimvest Advisors, this is not considered a conflict of interest as VSL is an Internet adviser and is restricted from directly advising its clients.

Stuart Kenneth Dickson is a licensed insurance agent with Vimvest Advisors, this is not perceived as a conflict as VSL is an Internet adviser and is restricted from directly advising its clients.

As VSL is restricted from directly advising more than 15 of its clients on an annual basis and both Phillip and Stuart Dickson are control persons of another RIA firm, there may be marketing programs offered to clients of VSL by HD Money, Inc. interested in personal advisory services or insurance services offered by investment adviser representatives of HD Money, Inc. in their capacity as insurance agents. Clients should be aware that insurance services pay a commission and involve a conflict of interest with the fiduciary duties of a registered investment adviser. VSL and HD Money, Inc. will always act in the best interests of their respective clients. Clients are in no way required to utilize the services of any dual registered representative of VSL in connection with such individual's activities outside of VSL. VSL's privacy policy allows its clients to "opt out" of marketing programs offered by affiliated entities.

Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

VSL does not utilize nor select other advisors or third party managers. All assets are managed by VSL management.

B. Code of Ethics, Client Referrals, and Financial Information

Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

Recommendations Involving Material Financial Interests

VSL does not recommend that clients buy or sell any security in which a related person to VSL or VSL has a material financial interest.

Investing Personal Money in the Same Securities as Clients

From time to time, representatives of VSL may buy or sell securities for themselves that are part of the automated portfolio management system employed by VSL. This may provide an opportunity for representatives of

VSL to buy or sell the same securities before or after the automated portfolio trading system purchases or sells the same securities to clients resulting in representatives profiting off the recommendations the automated portfolio trading system provides to clients. Such transactions may create a conflict of interest. VSL will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of VSL may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of VSL to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, VSL will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly by the automated portfolio trading system. This system is programmed to rebalance client portfolios on a scheduled basis and to maintain a portfolio based on the trading algorithm that is associated with the client's investment policy statement.

Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

VSL does not receive any economic benefit, directly or indirectly from any third party for advice rendered to VSL clients.

VSL participates in the institutional advisor program (the “Program”) offered by Apex. Apex offers to independent investment advisor services which include custody of securities, trade execution, clearance and settlement of transactions. VSL receives some benefits from Apex through its participation in the Program.

As disclosed above, VSL participates in Apex’s institutional advisor program and VSL may recommend Apex to clients for custody and brokerage services. There is no direct link between VSL’s participation in the Program and the investment advice it gives to its clients, although VSL receives economic benefits through its participation in the Program that are typically not available to Apex retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving VSL participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have VSL’s fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; Some of the products and services made available by Apex through the Program may benefit VSL but may not benefit its client accounts. These products or services may assist VSL in managing and administering client accounts, including accounts not maintained at Apex. Other services made available by Apex are intended to help VSL manage and further develop its business enterprise. The benefits received by VSL or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to Apex. As part of its fiduciary duties to clients, VSL endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by VSL or its related persons in and of itself creates a conflict of interest and may indirectly influence the VSL’s choice of Apex for custody and brokerage services.

Compensation to Non – Advisory Personnel for Client Referrals

VSL does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Balance Sheet

VSL does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither VSL nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

Bankruptcy Petitions in Previous Ten Years

VSL has not been the subject of a bankruptcy petition in the last ten years.