

# Clover Leaf Financial, LLC

## Wrap Fee Program Brochure

*This wrap fee program brochure provides information about the qualifications and business practices of Clover Leaf Financial, LLC. If you have any questions about the contents of this brochure, please contact us at (585) 899-3940 or by email at: [daniel.kelley@cloverleafteam.com](mailto:daniel.kelley@cloverleafteam.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 Clover Leaf Financial, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Clover Leaf Financial, LLC's CRD number is: 287550.*

1387 Fairport Rd Suite 620  
Fairport, NY, 14450  
(585) 899-3940  
<https://cloverleafteam.com>  
[daniel.kelley@cloverleafteam.com](mailto:daniel.kelley@cloverleafteam.com)

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

Version Date: 3/2/2020

## **Item 2: Material Changes**

There are no material changes in this brochure from the last annual updating amendment of Clover Leaf Financial, LLC on 02/05/2018. Material changes relate to Clover Leaf Financial, LLC's policies, practices or conflicts of interest.

## Item 3: Table of Contents

Item 1: Cover Page

Item 2: Material Changes.....	ii
Item 3: Table of Contents.....	iii
Item 4: Services Fees and Compensation .....	1
A. Description of Services .....	1
B. Contribution Cost Factors .....	2
C. Additional Fees .....	2
D. Compensation of Client Participation .....	2
Item 5: Account Requirements and Types of Clients .....	2
Item 6: Portfolio Manager Selection and Evaluation.....	2
A. Selecting/Reviewing Portfolio Managers .....	2
Standards Used to Calculate Portfolio Manager Performance .....	3
Review of Performance Information.....	3
B. Related Persons .....	3
C. Advisory Business .....	3
Wrap Fee Portfolio Management .....	3
Performance-Based Fees and Side-By-Side Management.....	4
Services Limited to Specific Types of Investments .....	4
Client Tailored Services and Client Imposed Restrictions.....	4
Wrap Fee Programs.....	4
Amounts Under Management.....	5
Methods of Analysis and Investment Strategies.....	5
Material Risks Involved.....	5
Risks of Specific Securities Utilized .....	6
Voting Client Proxies .....	8
Item 7: Client Information Provided to Portfolio Managers .....	8
Item 8: Client Contact with Portfolio Managers.....	9
Item 9: Additional Information .....	9
A. Disciplinary Action and Other Financial Industry Activities.....	9

Criminal or Civil Actions .....	9
Administrative Proceedings.....	9
Self-regulatory Organization Proceedings.....	9
Registration as a Broker/Dealer or Broker/Dealer Representative .....	9
Registration as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor .....	9
Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests....	9
Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections.....	11
B. Code of Ethics, Client Referrals, and Financial Information .....	11
Code of Ethics .....	11
Recommendations Involving Material Financial Interests .....	11
Investing Personal Money in the Same Securities as Clients .....	11
Trading Securities At/ Around the Same Time as Clients' Securities .....	11
Frequency and Nature of Periodic Reviews and Who Makes Those Reviews .....	12
Factors That Will Trigger a Non-Periodic Review of Client Accounts .....	12
Content and Frequency of Regular Reports Provided to Clients .....	12
Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes).....	13
Compensation to Non – Advisory Personnel for Client Referrals .....	14
Balance Sheet .....	14
Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients.....	14
Bankruptcy Petitions in Previous Ten Years .....	14

## Item 4: Services Fees and Compensation

Clover Leaf Financial, LLC (hereinafter "CLFLLC") offers the following services to advisory clients:

### A. Description of Services

CLFLLC participates in and sponsors a wrap fee program, which allows CLFLLC 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
\$1 - \$99,999	1.75%
\$100,000 - \$249,999	1.50%
\$250,000 - \$499,999	1.25%
\$500,000 - \$999,999	1.00%
\$1,000,000 - \$4,999,999	0.75%
\$5,000,000 - AND UP	0.50%

These fees are negotiable depending upon the needs of the client and complexity of the situation and the final fee schedule is attached as Exhibit II of the client contract. CLFLLC 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 written authorization. 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 with thirty days' 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 CLFLLC, nor any representatives of CLFLLC 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, CLFLLC may have a financial incentive to recommend the wrap fee program to clients.

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

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

- ❖ Individuals
- ❖ High-Net-Worth Individuals

There is no account minimum for any of CLFLLC's services.

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

## **A. Selecting/Reviewing Portfolio Managers**

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

## ***Standards Used to Calculate Portfolio Manager Performance***

CLFLLC will use industry standards to calculate portfolio manager performance.

## ***Review of Performance Information***

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

## **B. Related Persons**

CLFLLC and its personnel serve as the portfolio managers for all wrap fee program accounts. This is a conflict of interest in that no outside adviser assesses CLFLLC's management of the wrap fee program. However, CLFLLC 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**

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

## ***Wrap Fee Portfolio Management***

CLFLLC offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. CLFLLC creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management includes, but is not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

CLFLLC evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. CLFLLC will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Portfolio management accounts participating in the wrap fee program will not have to pay for transaction or trading fees. CLFLLC will charge clients one fee, and

pay transaction fees using the advisory fee collected from the client. Certain other fees are not included in the wrap fee and are paid for separately by the client. These include, but are not limited to, margin costs, charges imposed directly by a mutual fund or exchange traded fund, 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.

Accounts participating in the wrap fee program are not charged higher advisory fees based on trading activity, but clients should be aware that CLFLLC has an incentive to limit trading activities for those accounts since the firm absorbs those transaction costs. To address this conflict, CLFLLC will always act in the best interest of its clients consistent with its fiduciary duty as an investment adviser.

### ***Performance-Based Fees and Side-By-Side Management***

CLFLLC 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***

CLFLLC generally limits its investment advice to mutual funds, equities, bonds, fixed income, debt securities, ETFs, real estate, hedge funds, REITs, insurance products including annuities, private placements, and government securities. CLFLLC may use other securities as well to help diversify a portfolio when applicable.

### ***Client Tailored Services and Client Imposed Restrictions***

CLFLLC generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, non-U.S. securities and private placements, although CLFLLC primarily recommends ETF. CLFLLC may use other securities as well to help diversify a portfolio when applicable.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent CLFLLC from properly servicing the client account, or if the restrictions would require CLFLLC to deviate from its standard suite of services, CLFLLC reserves the right to end the relationship.

### ***Wrap Fee Programs***

CLFLLC sponsors and acts as portfolio manager for this wrap fee program. CLFLLC manages the investments in the wrap fee program but does not manage



those wrap fee accounts any differently than non-wrap fee accounts. The fees paid to the wrap account program will be given to CLFLLC as a management fee.

### ***Amounts Under Management***

CLFLLC has the following assets under management:

Discretionary Amounts:	Non-Discretionary Amounts:	Date Calculated:
\$29,394,117.00	\$0.00	December 2018

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

CLFLLC's methods of analysis include Fundamental analysis, Modern portfolio theory and Technical analysis.

**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.

**Technical analysis** involves the analysis of past market data; primarily price and volume.

CLFLLC uses long term trading, short term trading and options trading (including covered options, uncovered options, or spreading strategies).

**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.

**Technical analysis** attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

**Options transactions** involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

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.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

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

### ***Risks of Specific Securities Utilized***

CLFLLC's use of options trading generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

**Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

**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. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

**Real estate** funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

**Annuities** are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life

insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

**Private placements** carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

**Options** are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

**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***

CLFLLC 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**

CLFLLC places no restrictions on client ability to contact its portfolio managers. CLFLLC's representative, Daniel C Kelley can be contacted during regular business hours and contact information is on the cover page of Daniel C Kelley's Form ADV Part 2B brochure supplement.

## **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***

As a registered representative of Cadaret, Grant & Co., INC, Daniel Christian Kelley accepts compensation for the sale of securities.

As a registered representative of Cadaret, Grant & Co., INC, Cynthia Ford Harrington accepts compensation for the sale of securities.

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

Neither CLFLLC 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***

Daniel Christian Kelley is a registered representative. From time to time, he will offer clients advice or products from this activity. Clients should be aware that these services pay a commission and involve a possible conflict of interest, as commissionable products can conflict with the fiduciary duties of a registered

investment adviser. Clover Leaf Financial, LLC always acts in the best interest of the client; including in the sale of commissionable products to advisory clients. Clients are in no way required to utilize the services any representative of Clover Leaf Financial, LLC in such individual's outside capacity.

Daniel Christian Kelley is an investment adviser representative with another firm. From time to time, he will offer clients advice or products from this activity. Clover Leaf Financial, LLC always acts in the best interest of the client. Clients are in no way required to utilize the services of any representative of Clover Leaf Financial, LLC in such individual's outside capacity.

Daniel Christian Kelley is a managing partner at Clover Leaf Financial LLC.

Cynthia Ford Harrington is a licensed insurance agent. From time to time, she will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. Clover Leaf Financial, LLC always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients always have the right to decide whether or not to utilize the services of any representative of Clover Leaf Financial, LLC in such individual's outside capacities.

Cynthia Ford Harrington is a financial planner at Clover Leaf Financial, LLC.

Cynthia Ford Harrington is the owner of Smuggler's Haven LLC, a Real Estate rental property in FL with a main house and 3 rental units.

Cynthia Ford Harrington is a part time sales associate at Coldwell Banker.

Scott Lee Chaney is a licensed insurance agent. From time to time, he will offer clients advice or products from this activity. Clients should be aware that these services pay a commission and involve a possible conflict of interest, as commissionable products can conflict with the fiduciary duties of a registered investment adviser. Clover Leaf Financial, LLC always acts in the best interest of the client; including in the sale of commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of Clover Leaf Financial, LLC in their capacity as a licensed insurance agent.

Scott Lee Chaney is co-owner of SLC PLC LLC which owns the publishing rights to a book titled Where's My Stuff. From time to time, he may offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. Clover Leaf Financial, LLC always acts in the best interest of the client and clients always have the right to decide whether or not to utilize the services of any Clover Leaf Financial, LLC representative in such individual's outside capacities.

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

CLFLLC does not utilize nor select other advisors or third-party managers. All assets are managed by CLFLLC 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***

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

### ***Investing Personal Money in the Same Securities as Clients***

From time to time, representatives of CLFLLC may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of CLFLLC to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. CLFLLC 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 CLFLLC may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of CLFLLC 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, CLFLLC 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 only by Daniel C Kelley, Managing Member. Daniel C Kelley is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at CLFLLC are assigned to this reviewer.

***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)***

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

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

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

***Compensation to Non – Advisory Personnel for Client Referrals***

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

***Balance Sheet***

CLFLLC 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 CLFLLC 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***

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

