

# **Fiduciary Investment Trusts, LLC**

6201 College Blvd. 7th Floor

Overland Park, Kansas 66211

800-493-6226

Date of Disclosure Brochure: September 2020

---

This disclosure brochure provides information about the qualifications and business practices of FIDUCIARY INVESTMENT TRUSTS, LLC (also referred to as we, us, Firm, and Adviser throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Anthony Woodard, CCO at 800-493-6226. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about FIDUCIARY INVESTMENT TRUSTS, LLC is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view our firm's information on this website by searching for Fiduciary Investment Trusts, LLC or our firm's CRD number 296964.

\*Registration as an investment adviser does not imply a certain level of skill or training.

**Item 1 – Cover Page**

## Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV,” adopting new rules which required us to amend the disclosure brochure (“Brochure”) that we provide to clients.

In the following Summary of Material Changes, we report only the material change(s) made since the May 19, 2020 update of this Brochure.

- There are no items to report.

Other change(s) were made to Item 4. Full details are outlined in this Brochure, which is available upon request. Please note, CHHSZ Holdings, LLC, the owner of FIDUCIARY INVESTMENT TRUSTS, LLC and affiliate(s) under common control, is currently participating in a loan program for certain small businesses that was created under Sec. 1102 of the recently enacted “Coronavirus Aid, Relief, and Economic Security Act” (“CARES Act”) and that is administered through the U.S. Small Business Administration (SBA). Please refer to *Item 4 – Advisory Business*, for more information.

***Due to the changes made to this Brochure since the prior update, we suggest that all of our clients carefully review this new Firm Brochure in its entirety and discuss any questions with their investment adviser representative (“IAR”, “rep-advisor”).***

## Item 3 – Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes.....	2
Item 3 – Table of Contents .....	2
Item 4 – Advisory Business .....	4
Introduction .....	4
Description of Advisory Services .....	5
Collective Investment Funds Services.....	5
Retirement Plan Services .....	6
Specialization.....	10
Limits Advice to Certain Types of Investments .....	10
Tailor Advisory Services to Individual Needs of Clients.....	11
Client Assets Managed by FIDUCIARY INVESTMENT TRUSTS, LLC .....	11

Item 5 – Fees and Compensation .....	11
Collective Investment Funds Services .....	11
Retirement Plan Services .....	15
Financial Planning Services .....	16
Seminars .....	17
General Information on Fees .....	18
Negotiability of Fees .....	18
Fee Calculation .....	18
Termination of Advisory Relationship .....	18
Mutual Fund, Annuity & ETF Fees and Expenses .....	19
Advisory Fees in General .....	20
Additional Compensation, Economic and Non-Economic Benefits .....	20
Item 6 – Performance-Based Fees and Side-By-Side Management .....	21
Item 7 – Types of Clients .....	21
Minimum Investment Amounts Required .....	21
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	21
Methods of Analysis .....	22
Investment Strategies .....	23
Primarily Recommend One Type of Security .....	23
Risk of Loss .....	23
Item 9 – Disciplinary Information .....	25
Item 10 – Other Financial Industry Activities and Affiliations .....	26
Dually Registered as an Investment Adviser Representative .....	26
Registered Representative of a Broker-Dealer .....	27
Insurance Agent .....	27
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading .....	28
Code of Ethics Summary .....	28
Affiliate and Employee Personal Securities Transactions Disclosure .....	28
Item 12 – Brokerage Practices .....	29
Retirement Plan Advisory Clients Brokerage Discretion .....	29
Directed Brokerage .....	30
Soft Dollar Benefits .....	30
Handling Trade Errors .....	30
Block Trading Policy .....	30
Agency Cross Transactions .....	31
Item 13 – Review of Accounts .....	31
Account Reviews and Reviewers .....	31
Statements and Reports .....	33
Item 14 – Client Referrals and Other Compensation .....	33
Item 15 – Custody .....	36
Item 16 – Investment Discretion .....	36
Comerica Destination Funds .....	36
Managed Account Allocations for Plan Participants .....	37
Item 17 – Voting Client Securities .....	37
Proxy Voting .....	37
Item 18 – Financial Information .....	38

## Item 4 – Advisory Business

FIDUCIARY INVESTMENT TRUSTS, LLC doing business as Financial Fitness for Life (referred to as “Adviser”, “Firm”, “FF4L”, “us” or “we” throughout this document) is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) and is a limited liability company (LLC) formed under the laws of the State of Kansas.

FIDUCIARY INVESTMENT TRUSTS, LLC (“Firm”) is 100% owned by CHHSZ Holdings, LLC. CHHSZ Holdings, LLC is a limited liability company “LLC” formed in October 2019 under the laws of the state of Delaware. FIDUCIARY INVESTMENT TRUSTS, LLC has been registered as an investment adviser since July 16, 2018. FIDUCIARY INVESTMENT TRUSTS, LLC and Prime Capital Investment Advisors, LLC are affiliates, under common control. The CRD number for Prime Capital Investment Advisors, LLC is 288712.

Please note, CHHSZ Holdings, LLC is currently participating in a loan program for certain small businesses that was created under Sec. 1102 of the recently enacted ‘CARES Act and that is administered through the SBA. This loan program is designed to provide a direct incentive for small businesses to keep their workers on the payroll. As described in the program requirements, the loan provided to CHHSZ Holdings, LLC is to be used to support the company’s payroll expenses and other expense items as allowed under the program, which based on the original terms of the loan, will result in the loan being forgiven without a requirement for the company to make any repayment. Should the loan proceeds be used in any manner other than as allowed under the program, the loan will convert to a standard loan that requires CHHSZ Holdings, LLC to repay the loan proceeds in accordance with the company’s agreement with the lender.

For additional details about the loan program referenced above, please visit:

<https://www.sba.gov/funding-programs/loans/coronavirus-relief-options/paycheck-protection-program>

For additional information about the Coronavirus (COVID-19) pandemic, including information on how our Firm is implementing “COVID-19 policies and procedures”, please visit:

<https://fitrusts.com/coronavirus>

### **Introduction**

The investment advisory services of FIDUCIARY INVESTMENT TRUSTS, LLC are provided to you through an appropriately licensed and qualified individual who is an investment adviser representative of FIDUCIARY INVESTMENT TRUSTS, LLC (referred to as your investment adviser representative, IAR, or rep-advisor throughout this brochure).

## **Description of Advisory Services**

The following are descriptions of the primary advisory services of FIDUCIARY INVESTMENT TRUSTS, LLC. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and FIDUCIARY INVESTMENT TRUSTS, LLC before we can provide you the services described below.

### ***Collective Investment Funds Services***

A collective investment fund ("CIF") also known as a collective investment trust ("CIT") is a bank-maintained fund that is exempt from registration as a mutual fund under the Investment Company Act of 1940 and only available to qualified retirement plans. A bank will serve as a CIF's trustee and administrator, will hire and fire the investment adviser of the CIF, and selects the qualified custodian. The bank will establish accounts for the CIF at one or more qualified custodians that will maintain physical custody of all funds and securities of the account(s). FIDUCIARY INVESTMENT TRUSTS, LLC will not act as custodian and will not have direct access to CIF funds and securities. A CIF is only available to retirement plans and their participants as an investment option.

FIDUCIARY INVESTMENT TRUSTS, LLC offers investment advisory services by serving as an investment adviser to the Comerica Destination Funds. As investment adviser FIDUCIARY INVESTMENT TRUSTS, LLC provides investment advice and management services to the Comerica Destination Funds. Comerica Bank & Trust, National Association ("Comerica") serves as the Comerica Destination Funds' trustee and administrator, hires and fires the investment adviser of the Comerica Destination Funds and selects the qualified custodian. Comerica has established accounts for the Comerica Destination Funds at its bank, which serves as the qualified custodian. FIDUCIARY INVESTMENT TRUSTS, LLC maintains limited power of attorney to act on a discretionary basis when managing the investments of the Comerica Destination Funds. FIDUCIARY INVESTMENT TRUSTS, LLC is responsible for investment selection, asset allocation, and asset management decisions regarding the Comerica Destination Funds. FIDUCIARY INVESTMENT TRUSTS, LLC does not have authority to disburse assets or securities from the Comerica Destination Funds.

FIDUCIARY INVESTMENT TRUSTS, LLC offers investment advisory services by serving as a sub-advisor to the FIT MultiManager Retirement Funds. As sub-advisor FIDUCIARY INVESTMENT TRUSTS, LLC provides investment advice and management services to the FIT MultiManager Retirement Funds. Wilmington Trust, National Association ("WTNA") serves as the FIT MultiManager Retirement Funds' trustee and administrator, hires and fires the investment adviser of the FIT MultiManager Retirement Funds and selects the qualified custodian. WTNA has established accounts for the FIT MultiManager Retirement Funds at its bank, which serves as the qualified custodian. FIDUCIARY INVESTMENT TRUSTS, LLC recommends to the Fund's Trustee which securities are to be bought or sold with regards to the FIT MultiManager Retirement Funds. FIDUCIARY INVESTMENT TRUSTS, LLC does not act on a

discretionary basis with regards to the FIT MultiManager Retirement Funds. FIDUCIARY INVESTMENT TRUSTS, LLC does not have authority to disburse assets or securities from the FIT MultiManager Retirement Funds.

As investment adviser, FIDUCIARY INVESTMENT TRUSTS, LLC may provide investment advice and management services to CIFs in addition to the Comerica Destination Funds and FIT MultiManager Retirement Funds. Such CIFs, including the Comerica Destination Funds and the FIT MultiManager Retirement Funds, are referred to throughout this brochure as a “FIT CIF” or “FIT CIFs”.

Some retirement plans investing in a FIT CIF could also be clients of FIDUCIARY INVESTMENT TRUSTS, LLC. Increases in FIT CIF assets will result in increases in total management fees paid to FIDUCIARY INVESTMENT TRUSTS, LLC, which is a conflict of interest. In recognition of that incentive and to avoid any potential conflict of interest, any retirement plan utilizing investing in a FIT CIF will need to make its own independent investigation and evaluation of the Funds.

FIDUCIARY INVESTMENT TRUSTS, LLC and its supervised persons have an inherent conflict of interest in investing in or recommending a FIT CIF which it manages to clients for the following reasons:

- FIDUCIARY INVESTMENT TRUSTS, LLC is the investment adviser to a FIT CIF and will receive a management fee for its services. Please refer to Item 5 of this Brochure for a description of our fees. Increases in FIT CIF assets will result in increases in the management fee paid to FIDUCIARY INVESTMENT TRUSTS, LLC.
- FIDUCIARY INVESTMENT TRUSTS, LLC provides a FIT CIF with certain administrative services and personnel needed to fulfill our obligations as the investment adviser.
- Certain representatives of FIDUCIARY INVESTMENT TRUSTS, LLC are also licensed as investment adviser representatives with Prime Capital Investment Advisors, LLC. FIDUCIARY INVESTMENT TRUSTS, LLC and Prime Capital Investment Advisors, LLC (“PCIA”) are affiliates, under common control. Through PCIA, the representatives provide asset management services and financial planning services as well as referrals to other advisers. They earn advisory fees when providing these services through PCIA. Therefore, you could receive advisory services from one individual acting as an investment adviser representative on behalf of two separate registered investment advisors.

### ***Retirement Plan Services***

FIDUCIARY INVESTMENT TRUSTS, LLC offers retirement plan services to retirement plan sponsors and to individual participants in retirement plans. For a corporate sponsor of a retirement plan, our retirement plan services can include, but are not limited to, the following services:

## **Managed Account Allocations for Plan Participants**

FIDUCIARY INVESTMENT TRUSTS, LLC also offers its limited discretion investment advisory services to 401(k), 403(b), Employee Stock Ownership Plans (ESOP), profit sharing, defined benefit pension and deferred compensation plans and their participants. FIDUCIARY INVESTMENT TRUSTS, LLC provides such qualified retirement plan services subject to the limitations and restrictions imposed by the applicable platform chosen by the client ("Plan"). Other advisers may provide such advisory services to retirement plans through platforms and custodians not available to FIDUCIARY INVESTMENT TRUSTS, LLC.

By electing these investment advisory services, Plan(s) and Plan participants are offered risk based managed account allocations (Conservative, Moderately Conservative, Balanced, Growth, and Aggressive). These allocations are comprised of investment options made available through and custodied by the applicable platform provider.

As part of its Qualified Plan Investment Advisory recommendations, FIDUCIARY INVESTMENT TRUSTS, LLC may from time to time cover expenses incurred by Qualified Plan participants as part of any investment option change, transfer or rebalance which triggers a charge, adjustment or fee to the participant. The facts and circumstances of any type of expense coverage by FIDUCIARY INVESTMENT TRUSTS, LLC will be fully disclosed to the applicable Qualified Plan Sponsor and Qualified Plan participant(s) prior to payment by FIDUCIARY INVESTMENT TRUSTS, LLC and crediting to the respective participant account.

## **Non-Fiduciary Services**

Although an investment adviser is considered a fiduciary under the Investment Advisers Act of 1940 and required to meet the fiduciary duties as defined by the Advisers Act, the services listed here as non-fiduciary should not be considered fiduciary services for the purposes of ERISA since Adviser is not acting as a fiduciary to the Plan as the term "fiduciary" is defined in Section 3(21)(A)(ii) of ERISA. The exact suite of services provided to a client will be listed and detailed in the Qualified Retirement Plan Agreement.

FIDUCIARY INVESTMENT TRUSTS, LLC provides clients with the following Non-Fiduciary Retirement Plan Consulting Services:

### **Participant Education**

FIDUCIARY INVESTMENT TRUSTS, LLC may provide education services to Plan participants about general investment principles and the investment alternatives available under the Plan. FIDUCIARY INVESTMENT TRUSTS, LLC's assistance in participant investment education will be consistent with and within the scope of DOL Interpretive Bulletin 96-1. Education presentations will not take into account the individual

circumstances of each participant and individual recommendations will not be provided unless otherwise agreed upon. Plan participants are responsible for implementing transactions in their own accounts.

In this capacity, FIDUCIARY INVESTMENT TRUSTS, LLC may also provide retirement plan information, participant enrollment services, and retirement plan education, including general financial, investment, and retirement information. Furthermore, in this capacity, FIDUCIARY INVESTMENT TRUSTS, LLC will not provide personal investment advice, act as a fiduciary, or, reference the appropriateness of any individual investment alternative.

FIDUCIARY INVESTMENT TRUSTS, LLC will disclose, to the extent required by ERISA Regulation Section 2550.408b-2(c), to you any change to the information that we are required to disclose under ERISA Regulation Section 2550.408b-2(c)(1)(iv) as soon as practicable, but no later than sixty (60) days from the date on which we are informed of the change (unless such disclosure is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclosed as soon as practicable).

In accordance with ERISA Regulation Section 2550.408b-2(c)(vi)(A), we will disclose within thirty (30) days following receipt of a written request from the responsible plan fiduciary or Plan Administrator (unless such disclosure is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclosed as soon as practicable) all information related to the Qualified Retirement Plan Agreement and any compensation or fees received in connection with the Agreement that is required for the Plan to comply with the reporting and disclosure requirements of Title 1 of ERISA and the regulations, forms and schedules issued thereunder.

If we make an unintentional error or omission in disclosing the information required under ERISA Regulation Section 2550.408b-2(c)(1)(iv) or (vi), we will disclose to you the correct information as soon as practicable, but no later than thirty (30) days from the date on which we learn of such error or omission.

## **Financial Planning Services**

FIDUCIARY INVESTMENT TRUSTS, LLC also offers financial planning services to retirement plan participants. An agreement is executed by the client, who may be the plan sponsor or plan participant, and FIDUCIARY INVESTMENT TRUSTS, LLC outlining the terms and fees associated with developing a financial plan. The purpose of this service is solely to create a financial plan for the plan participant.

The planning process focuses on such areas as developing a comprehensive financial plan, portfolio evaluation, cash flow analysis, education planning, retirement account investment analysis, retirement planning, tax projections and planning, risk management, including a review of insurance coverage (which will exclude property and casualty



insurance), estate analysis and planning, planning for special needs family members, negotiation of the purchase of substantial assets, and budgeting. This service does not grant discretionary power to FIDUCIARY INVESTMENT TRUSTS, LLC or IAR. Fees for financial planning services may be charged when assets are not under management of FIDUCIARY INVESTMENT TRUSTS, LLC and depend on the nature and complexity of the client's circumstances and needs.

A client's IAR may be a Registered Representative of Private Client Services ("Broker-Dealer"), which is a Broker-Dealer registered with the Securities Exchange Commission ("SEC") and a member of the Financial Industry Regulatory Authority ("FINRA"). FIDUCIARY INVESTMENT TRUSTS, LLC and Private Client Services are not affiliated. A client's IAR as a Registered Representative is capable of effecting on the client's behalf transactions in various securities products, including stocks, bonds, mutual funds, variable annuities, and variable life insurance. However, a client is always free to execute securities transactions and purchase insurance products through someone other than his or her FIDUCIARY INVESTMENT TRUSTS, LLC IAR. If a client chooses to purchase securities products through his or her FIDUCIARY INVESTMENT TRUSTS, LLC IAR in the capacity as a Registered Representative, then all such transactions will be placed through Private Client Services as appropriate. The Broker-Dealer is required to supervise the securities trading of its representatives. In this event, Private Client Services and Client's Registered Representative will receive compensation, including commissions and possible 12b-1 fees normally paid in connection with the sale of securities products.

If a client elects to purchase insurance products through his or her FIDUCIARY INVESTMENT TRUSTS, LLC IAR, IAR will receive commissions normally paid in connection with these products in a separate capacity as a licensed insurance agent.

The aforementioned compensation will be in addition to the fees a client will pay for "Financial Planning Services". Please see Item 14 of this Brochure for more information about the conflicts of interest associated with this arrangement.

FIDUCIARY INVESTMENT TRUSTS, LLC provides the following types of financial planning services:

**Limited Scope "Modular" Custom Planning Services**

- Budgeting
- Cash flow analysis
- Education planning
- Estate analysis and planning
- Negotiation of the purchase of substantial assets (i.e. home, auto, vacation residence, etc.)
- Other (T.B.D. by client and rep-advisor)
- Planning for special needs family member

- Portfolio review and evaluation
- Retirement account investment analysis and allocation
- Retirement planning
- Risk management analysis (life insurance, disability income insurance, long-term care insurance)
- Tax planning
- Tax projections

**Full “Comprehensive” Custom Financial Plan**

*Special Notice regarding Estate Planning and Tax Planning Services*

Since FIDUCIARY INVESTMENT TRUSTS, LLC does not practice law or accountancy, this work will generally be done in coordination with lawyers and accountants separately selected and employed by the client.

**Seminars**

FIDUCIARY INVESTMENT TRUSTS, LLC may occasionally provide seminars in areas such as providing retirement plan information and retirement plan education, including general financial, investment, and retirement information. Seminars are always offered on an impersonal basis and do not focus on the individual needs of participants.

**Specialization**

FIDUCIARY INVESTMENT TRUSTS, LLC specializes in managing and marketing collective trusts and providing managed account allocations and education services to retirement plan participants.

**Limits Advice to Certain Types of Investments**

FIDUCIARY INVESTMENT TRUSTS, LLC provides investment advice on the following types of investments:

- Certificates of deposit
- Closed-end fund shares
- Collective Investment Funds/Trusts (“CIF”, “CIT”s)
- Exchange-traded fund shares or units (“ETF”s)
- Exchange-traded notes (“ETN”s)
- Interval fund shares
- Mutual fund shares (including money market mutual funds)
- Open-end fund shares

- Separate account shares
- Stable value products (including guaranteed income funds)
- Variable annuities

Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives. It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations. *(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)*

### **Tailor Advisory Services to Individual Needs of Clients**

FIDUCIARY INVESTMENT TRUSTS, LLC's investment advice is always provided based on your individual needs. We will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

### **Client Assets Managed by FIDUCIARY INVESTMENT TRUSTS, LLC**

The amount of clients' assets managed by Adviser totaled \$286,678,403 as of June 30, 2020. \$286,678,403 is managed on a discretionary basis and \$0 is managed on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

In addition to the information provided in *Item 4 – Advisory Business*, this section provides additional details regarding our firm's services along with descriptions of each service's fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and FIDUCIARY INVESTMENT TRUSTS, LLC.

### **Collective Investment Funds Services**

FIDUCIARY INVESTMENT TRUSTS, LLC offers investment advisory services by serving as an investment adviser to the Comerica Destination Funds. The Comerica Destination Funds are organized as collective investment trusts. Comerica Bank & Trust, National Association ("Comerica") serves as the Comerica Destination Funds' trustee and

administrator, hires and fires the investment adviser of the Comerica Destination Funds and selects the qualified custodian. Comerica has established accounts for the Comerica Destination Funds at its bank, which serves as the qualified custodian.

FIDUCIARY INVESTMENT TRUSTS, LLC offers investment advisory services by serving as a sub-advisor to the FIT MultiManager Retirement Funds. The FIT MultiManager Retirement Funds are organized as collective investment trusts. Wilmington Trust, National Association (“WTNA”) serves as the FIT MultiManager Retirement Funds’ trustee and administrator, hires and fires the investment adviser of the FIT MultiManager Retirement Funds and selects the qualified custodian. WTNA has established accounts for the FIT MultiManager Retirement Funds at its bank, which serves as the qualified custodian.

The Firm’s standard annual fee for such services will generally range from 5 to 72 basis points, depending on the FIT CIF offering and share class. Such terms will be subject to agreement(s) between FIDUCIARY INVESTMENT TRUSTS, LLC and the collective investment fund sponsor(s).

FIDUCIARY INVESTMENT TRUSTS, LLC’s current annual investment management fee for the Comerica Destination Funds is generally based on the following schedule.

- Class A: 0.05%; Asset Minimum: \$0
- Class C: 0.05%; Asset Minimum: \$0
- Class D: 0.05%; Asset Minimum: \$0
- Class I: 0.05%; Asset Minimum: \$0
- Class X: 0.10%; Asset Minimum: \$0
- Class Y: 0.25%; Asset Minimum: \$0
- Class Z: 0.40%; Asset Minimum: \$0
- Class Institutional: 0.00% (only available to Comerica’s retirement plan)

FIDUCIARY INVESTMENT TRUSTS, LLC’s current annual Sub-Advisor Fee for the FIT MultiManager Retirement Funds is generally based on the following schedule.

- Class E: 0.10%; General Share Class Minimum: \$250,000,000
- Class F: 0.30%; General Share Class Minimum: \$50,000,000
- Class G: 0.40%; General Share Class Minimum: no minimum
- Class I: 0.20%; General Share Class Minimum: \$100,000,000

A retirement plan’s investment in a FIT CIF, including Comerica Destination Funds and FIT MultiManager Retirement Funds, is subject to a participation agreement between the retirement plan sponsor and the FIT CIF sponsor, not

FIDUCIARY INVESTMENT TRUSTS, LLC. The Firm's annual fees for various FIT CIFs may differ if the investment guidelines and scope of service(s) for the various FIT CIFs and/or related share classes also differ. The FIT CIF and/or share class utilized may vary among investors due to differing investor needs, circumstances, objectives, services, and other factors that are deemed at the time to be relevant.

The procurement of a particular FIT CIF share class is subject to negotiation. FIDUCIARY INVESTMENT TRUSTS, LLC may request the procurement of a share class not corresponding to a plan's total assets, following its consideration of various factors, including but not limited to: (1) number of participants and/or locations; (2) current and/or projected cash/asset inflow and outflow for the plan, including deferral rate(s), withdrawal rate(s), and aggregate participant loan balance(s); (3) current and/or projected average participant account balance statistics for the plan; (4) current and/or projected participant FIT CIF utilization, which may include consideration of whether other similar investment option(s) are currently or expected to be made available to the plan and whether the plan sponsor or other responsible plan fiduciary selects one of the FIT CIF managed by FIDUCIARY INVESTMENT TRUSTS, LLC to be used as the plan's qualified default investment alternative, among other factors; (5) expenses expected to be incurred in connection with non-fiduciary education and enrollment services provided to plan participants relating specifically to FIT CIFs; and (6) other general business factors, considerations, and opportunities that are deemed at the time to be relevant.

The following are "real world" examples of circumstances in which the Firm may request the procurement of a share class not corresponding to a plan's total assets. No guarantee expressed or implied that a retirement plan will receive a share class on such basis. Again, the procurement of a particular share class is subject to negotiation and investment in a particular share class is subject to a participation agreement between the retirement plan sponsor and the FIT CIF sponsor, not FIDUCIARY INVESTMENT TRUSTS, LLC.

- The Firm may request the procurement of a lower-cost share class if it expects a plan will achieve the applicable target asset level or tier within twelve (12) to eighteen (18) months.
- The Firm may request the procurement of a lower-cost share class if the retirement plan sponsor or other responsible plan fiduciary selects one of the FIT CIFs managed by FIDUCIARY INVESTMENT TRUSTS, LLC to be used as the plan's qualified default investment alternative.
- The Firm may request the procurement of a lower-cost share class if the retirement plan sponsor desires basic on-line delivery of FIT CIF-specific non-fiduciary education or enrollment services.
- The Firm may request the procurement of a lower-cost, or higher-cost, share class if the estimated time and cost associated with providing Fund-specific in-person non-fiduciary education or enrollment services are expected to differ from what is generally associated with a retirement plan consisting of less than one hundred (100) plan participants working in no more than three (3) locations (all locations within 75 miles

of the servicing FIDUCIARY INVESTMENT TRUSTS, LLC office location). The requested number of such meetings or sessions may also be considered.

- The Firm may request the procurement of a lower-cost share class if the Firm believes a retirement plan sponsor has current or future intangible factors (i.e. retirement plan sponsor is a well-known or nationally recognized company; retirement plan sponsor has a prior established relationship with the Firm and/or with its representatives; Firm, at its discretion, may choose to pursue new relationships with certain plan types, companies, or industries, that better align with its current business objectives).

The annual Advisory fee for the Comerica Destination Funds is divided and paid monthly in arrears to FIDUCIARY INVESTMENT TRUSTS, LLC based on the average daily balance of the Funds. The annual Sub-Advisory fee for the FIT MultiManager Retirement Funds is divided and paid quarterly in arrears to FIDUCIARY INVESTMENT TRUSTS, LLC based on the average daily balance of the Funds. Fees of FIDUCIARY INVESTMENT TRUSTS, LLC may be lower than fees charged by other investment advisors.

To the extent that a client utilizes FIDUCIARY INVESTMENT TRUSTS, LLC's retirement plan services and also invests in FIT CIFs, FIDUCIARY INVESTMENT TRUSTS, LLC will not assess any asset-based fee for retirement plan services against the value of the FIT CIFs.

However, the retirement plan will be paying indirect compensation to FIDUCIARY INVESTMENT TRUSTS, LLC since the FIT CIFs will charge the retirement plan for FIT CIF expenses which will include investment management fees paid to FIDUCIARY INVESTMENT TRUSTS, LLC. In addition, an investor of a FIT CIF will pay other annual fund operating expenses such as distribution and service fees, shareholder servicing plan fees, acquired fund fees and expenses, and certain other fees ("Net Annual Collective Investment Funds Operating Expenses"). Sales charges and 12b-1 fees are not to be paid to FIDUCIARY INVESTMENT TRUSTS, LLC as we do not accept any sales charges or 12b-1 fees. Should such charges or fees be paid to FIDUCIARY INVESTMENT TRUSTS, LLC, we will direct the applicable custodian or platform to remit such charges or fees back to the client. FIDUCIARY INVESTMENT TRUSTS, LLC seeks to utilize the lowest cost options available when prudent. Thus, FIDUCIARY INVESTMENT TRUSTS, LLC also periodically monitors for changes to a fund family's or a platform's share class offerings that provide cost savings opportunities to our clients.

With respect to the Comerica Destination Funds, the FIT CIF or FIDUCIARY INVESTMENT TRUSTS, LLC may terminate the collective investment trust services at any time upon notice to the other party given at least thirty (30) days prior to the effective date of termination. With respect to the FIT MultiManager Retirement Funds, the Funds' Trustee may terminate the sub-advisor agreement upon thirty (30) days' written notification to FIDUCIARY INVESTMENT TRUSTS, LLC. FIDUCIARY INVESTMENT TRUSTS, LLC may terminate the sub-advisor agreement upon ninety (90) days' written notification to the Funds' Trustee. Upon receipt of written notice of termination from the FIT CIF or Trustee,

FIDUCIARY INVESTMENT TRUSTS, LLC shall, upon the FIT CIFs' or Trustee's request, immediately cease any and all activities related to the FIT CIF.

### ***Retirement Plan Services***

The annual fee for FIDUCIARY INVESTMENT TRUSTS, LLC's Retirement Plan Services are billed monthly or quarterly in arrears depending on the administrative and/or recordkeeping platform chosen by the client and the terms of the applicable agreement between FIDUCIARY INVESTMENT TRUSTS, LLC and the client, and is generally based on either (1) the value of applicable Plan assets at the end of the previous month/quarter (generally calendar), (2) upon an average of month-end asset values for the preceding quarter (generally calendar), or (3) upon the average daily balance for the billing period. Retirement plan platform providers customarily and independently determine the specific methodology for calculating the fees charged to retirement plans, including our fees, and such methodology is subject to change. Nonetheless, fees will generally be assessed pro rata based on the number of days applicable services are rendered. In the event of contract termination, all applicable fees will be assessed and immediately withdrawn from the Qualified Plan's applicable account. The payment of fees for Retirement Plan Services can be made by the custodian holding the Plan assets or the Plan Sponsor. FIDUCIARY INVESTMENT TRUSTS, LLC's fees for these retirement plan related services are subject to negotiation with and approval by the Plan Sponsor.

FIDUCIARY INVESTMENT TRUSTS, LLC's standard annual fee for Managed Account Allocations generally ranges from 25 to 100 basis points.

FIDUCIARY INVESTMENT TRUSTS, LLC's standard annual fee for Non-Fiduciary Services, including Participant Education, generally ranges from 5 to 50 basis points, when such services are provided on a separate or "stand-alone" basis (i.e. not included as part of a FIT CIF offering).

You should refer to the client agreement with FIDUCIARY INVESTMENT TRUSTS, LLC for the actual annual fee schedule charged by FIDUCIARY INVESTMENT TRUSTS, LLC.

The Firm's annual fee for its Retirement Plan Services may vary among clients due to differing client needs, circumstances, objectives, services, and other factors that are deemed at the time to be relevant. FIDUCIARY INVESTMENT TRUSTS, LLC's fees for Plan Participant Managed Account Allocations are reflective of the service schedules selected by the Plan Sponsor which may vary depending on, for example but not limited to, number and physical location of participants, number and location of onsite meetings, plan asset size and other specific service requests of applicable plan sponsors. Minimum account deposits and fee minimums do not apply to the Plan Participant Managed Account Allocations. Sales charges and 12b-1 fees are not to be paid to FIDUCIARY INVESTMENT TRUSTS, LLC as we do not accept any sales charges or 12b-1 fees. Should such charges or fees be paid to FIDUCIARY INVESTMENT TRUSTS, LLC, we will direct the applicable custodian or platform to remit such charges or fees back to

the client. FIDUCIARY INVESTMENT TRUSTS, LLC seeks to utilize the lowest cost options available when prudent. Thus, FIDUCIARY INVESTMENT TRUSTS, LLC also periodically monitors for changes to a fund family's or a platform's share class offerings that provide cost savings opportunities to our clients.

FIDUCIARY INVESTMENT TRUSTS, LLC's fees for Retirement Plan Services are subject to negotiation. FIDUCIARY INVESTMENT TRUSTS, LLC may raise or lower its fees, following its consideration of various factors, including but not limited to: (1) number of participants and/or locations; (2) current and/or projected cash/asset inflow and outflow for the plan, including deferral rate(s), withdrawal rate(s), and aggregate participant loan balance(s); (3) current and/or projected average participant account balance statistics for the plan; (4) current and/or projected participant Managed Account Allocation utilization, which may include consideration of whether other similar investment option(s) are currently or expected to be made available to the plan, among other factors; (5) expenses expected to be incurred in connection with non-fiduciary education and enrollment services provided to plan participants; and (6) other general business factors, considerations, and opportunities that are deemed at the time to be relevant.

The following are "real world" examples of circumstances in which the Firm may adjust its fees for Retirement Plan Services. No guarantee expressed or implied. Fees are subject to negotiation.

- The Firm may lower its fees for Retirement Plan Services if the retirement plan sponsor desires basic on-line delivery of non-fiduciary education or enrollment services.
- The Firm may lower or raise its fees for Managed Account Allocations if the estimated time and cost associated with providing in-person non-fiduciary education or enrollment services are expected to differ from what is generally associated with a retirement plan consisting of less than one hundred (100) plan participants working in no more than three (3) locations (all locations within 75 miles of the servicing FIDUCIARY INVESTMENT TRUSTS, LLC office location). The requested number of such meetings or sessions may also be considered.
- The Firm may lower its fees for Retirement Plan Services if the Firm believes a retirement plan sponsor has current or future intangible factors (i.e. retirement plan sponsor is a well-known or nationally recognized company; retirement plan sponsor has a prior established relationship with the Firm and/or with its representatives; Firm, at its discretion, may choose to pursue new relationships with certain plan types, companies, or industries, that better align with its current business objectives).

### ***Financial Planning Services***

Fees for financial planning may generally be charged to a retirement plan, retirement plan participant, or individual in the following ways:



- As a fixed fee (“flat fee”), typically ranging from \$100 to \$25,000 per plan participant or individual, depending on the nature and complexity of a plan participant’s or individual’s financial circumstances and FIDUCIARY INVESTMENT TRUSTS, LLC services, or
- On an hourly basis, typically ranging from \$100 to \$300 per hour (maximum \$25,000 annually per plan participant or individual), depending on the nature and complexity of the client’s circumstances and FIDUCIARY INVESTMENT TRUSTS, LLC services. A total dollar “good faith” estimate will be provided at the start of the relationship, or
- As a percentage fee based on the totality of a plan participant’s or individual’s assets upon which FIDUCIARY INVESTMENT TRUSTS, LLC is providing such services (“Asset Based Fee Agreement”) (typically up to 1% annually, maximum of \$25,000 annually per plan participant or individual). Please note such fees for financial planning services will not be based upon a plan participant’s or individual’s assets invested in (1) a FIT CIF, (2) an allocation managed by the Firm, or (3) a retirement plan serviced by Prime Capital Investment Advisors, LLC. Please refer to Item 10 of this Brochure for a description of the Firm’s relationship with Prime Capital Investment Advisors, LLC.

FIDUCIARY INVESTMENT TRUSTS, LLC may waive or reduce a financial planning fee as a result of negotiations. You should refer to your client agreement with FIDUCIARY INVESTMENT TRUSTS, LLC for actual fees that will be charged for these services.

Typically, a plan or service will generally be presented to the client within ninety (90) days of the contract date, provided that all information needed to prepare the financial plan or service has been promptly provided by the client.

All fees for Financial Planning Services shall generally be billed in arrears. The aforementioned planning or service fees do not cover expenses incurred by Client in connection with Client’s use of other advisors, such as Client’s attorney or accountant, in connection with this process.

## ***Seminars***

FIT, LLC will not charge an attendee a seminar fee greater than \$499. To provide the most fair and equitable experience, all attendees will be charged the same fee-level for the same event. FIDUCIARY INVESTMENT TRUSTS, LLC may waive or reduce a seminar fee. However, if the fee is waived or reduced for one attendee, it will be waived or reduced dollar for dollar for all other attendees to the same event. As a reminder, such seminars do not include any financial planning, investment management, or supervision with respect to an attendee’s assets. If attendee desires such financial planning, investment management, or supervision services, attendee will be required to execute a separate agreement and pay fees in addition to the fees paid by attendee to FIDUCIARY INVESTMENT

TRUSTS, LLC for such seminar. If you cancel prior to attending the seminar, a complete refund of any fee paid in advance is made. In addition, if we are hired by larger groups, such as corporations, we reserve the right to charge fees to cover the expenses incurred by us for presenting the seminars. In this case, all fees and payment provisions will be fully disclosed to you prior to the seminar being presented.

## **General Information on Fees**

### ***Negotiability of Fees***

Fees are subject to negotiation. FIDUCIARY INVESTMENT TRUSTS, LLC's fees may vary among clients for the services provided due to differing client needs, circumstances, objectives, services, and other factors that are deemed at the time to be relevant. The fee schedules provided in this Brochure are the Firm's basic fee schedules generally charged to clients, absent negotiable circumstances. You should refer to your agreement with FIDUCIARY INVESTMENT TRUSTS, LLC for your actual fees.

### ***Fee Calculation***

The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.

### ***Termination of Advisory Relationship***

A FIDUCIARY INVESTMENT TRUSTS, LLC advisory services agreement (excluding FIT CIF agreements) may be terminated by either party at any time without penalty with termination effective upon receipt of written notice. Such termination shall not, however affect liabilities or obligations incurred or arising from transactions initiated under a client agreement prior to such termination, including the provisions regarding arbitration, which shall survive an expiration or termination of the agreement. Upon termination, you shall have the exclusive responsibility to monitor the securities in your account, and FIDUCIARY INVESTMENT TRUSTS, LLC shall have no further obligation to act or advise with respect to your assets.

If you terminate your Agreement with us within five (5) business days of its signing, you will not be charged for applicable investment advisory fees. If the Agreement is terminated after five (5) business days of its signing, then FIDUCIARY INVESTMENT TRUSTS, LLC's investment advisory fee shall be calculated on a prorated basis and will be due immediately.

For financial planning services and consulting services, the client or FIDUCIARY INVESTMENT TRUSTS, LLC may terminate the Agreement at any time by notifying the non-terminating party in writing of the intent to terminate the Agreement at least thirty (30) days before the date the Agreement is to terminate. Any unpaid fees for services rendered will be due and paid immediately by the client on the date of termination.

Failure of FIDUCIARY INVESTMENT TRUSTS, LLC to provide the client with agreed-upon planning or consulting services within ninety (90) days of the contract/agreement date due to any action(s) or failure(s) by the client shall also constitute a breach and termination. Any unpaid fees for services rendered by FIDUCIARY INVESTMENT TRUSTS, LLC prior to breach and termination will be prorated, due and paid immediately by the client on the date of termination.

Conversely, failure of FIDUCIARY INVESTMENT TRUSTS, LLC to provide the client with agreed-upon planning or consulting services within ninety (90) days of the Agreement date due to any action(s) or failure(s) by FIDUCIARY INVESTMENT TRUSTS, LLC shall constitute a breach and termination.

A seminar for fee is considered a one-time service fully rendered upon completion of such seminar. If FIDUCIARY INVESTMENT TRUSTS, LLC does not complete the seminar or otherwise terminates the seminar prior to completion, FIDUCIARY INVESTMENT TRUSTS, LLC will refund any seminar fees paid in advance by attendee within thirty (30) days of the termination date.

### ***Mutual Fund, Annuity & ETF Fees and Expenses***

All fees paid to FIDUCIARY INVESTMENT TRUSTS, LLC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds, annuities and ETFs to their shareholders. These mutual fund, annuity and ETF fees and expenses are described in each fund's prospectus. FIDUCIARY INVESTMENT TRUSTS, LLC does not accept any sales charges or 12b-1 fees.

These mutual fund, annuity & ETF fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund, annuity or ETF directly, without the services of FIDUCIARY INVESTMENT TRUSTS, LLC. In that case, the client would not receive the services provided by FIDUCIARY INVESTMENT TRUSTS, LLC which are designed, among other things, to assist the client in determining which mutual fund(s), annuity(ies) or ETF(s) are most appropriate to each client's financial condition and objective. Accordingly, you should review both the fees charged by the funds and the fees charged by FIDUCIARY INVESTMENT TRUSTS, LLC to fully understand the total amount of fees to be paid by you and to thereby evaluate the advisory services being provided.

## ***Advisory Fees in General***

You should note that similar advisory services may be available from other registered investment advisors for similar or lower fees.

## ***Additional Compensation, Economic and Non-Economic Benefits***

From time to time, we receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products and recordkeeping platform providers. Travel expense reimbursements are typically a result of attendance by investment adviser representatives at due diligence and/or investment training events hosted by product sponsors or platform providers. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses.

Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made. FIDUCIARY INVESTMENT TRUSTS, LLC and its investment adviser representatives endeavor at all times to put the interest of the clients first as a part of their fiduciary duty. However, clients should be aware that the receipt of additional compensation through nominal sales awards, expense reimbursements, etc. creates a conflict of interest that impacts the judgment of the investment adviser representatives when making advisory recommendations. We attempt to control for this conflict by always basing investment decisions on the individual needs of our clients.

A conflict of interest arises when FIDUCIARY INVESTMENT TRUSTS, LLC makes recommendations about plan distributions and rollovers ("rollover recommendations"), if it results in FIDUCIARY INVESTMENT TRUSTS, LLC receiving compensation that it would not have received absent the recommendation, for example, fees for advising a rollover IRA. FIDUCIARY INVESTMENT TRUSTS, LLC will manage this conflict by developing and providing an informed recommendation in the best interest of the client. No client is under an obligation to roll over ERISA plan or IRA assets to an account advised by FIDUCIARY INVESTMENT TRUSTS, LLC or its affiliates. The rollover recommendations occur in two scenarios. The first is where FIDUCIARY INVESTMENT TRUSTS, LLC is serving as a fiduciary adviser to a private sector retirement plan. In that case, the rollover recommendation is fiduciary advice under both the Investment Advisers Act of 1940 (Advisers Act) and the Employee Retirement Income Security Act (ERISA). In addition to being a conflict of interest as described above, it is also a prohibited transaction under ERISA where FIDUCIARY INVESTMENT TRUSTS, LLC receives compensation from the rollover IRA that is greater than the compensation, if any, being received from the participant's account in the plan. In that circumstance, FIDUCIARY INVESTMENT TRUSTS, LLC will comply with the conditions of exceptions to the prohibited transaction rules (e.g., a

prohibited transaction exemption or non-enforcement policy). The second scenario is where FIDUCIARY INVESTMENT TRUSTS, LLC is not providing ERISA fiduciary advisory services to the plan. In that case, a rollover recommendation is not a prohibited transaction under ERISA, but it is a conflict of interest under the Advisers Act because of the compensation received by FIDUCIARY INVESTMENT TRUSTS, LLC from the rollover IRA. We attempt to further control for this conflict by always basing investment advice and decisions on the individual needs of our clients.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. *Item 6* is not applicable to this Disclosure Brochure because we do not charge or accept performance-based fees.

## **Item 7 – Types of Clients**

FIDUCIARY INVESTMENT TRUSTS, LLC generally provides investment advice to the following types of clients:

- Banks or thrift institutions
- Pension and profit sharing plans and plan participants, including participants' family members
- Other investment advisers
- Trusts, estates, foundations, or charitable organizations

You are required to execute a written agreement with FIDUCIARY INVESTMENT TRUSTS, LLC specifying the particular advisory services in order to establish a client arrangement with FIDUCIARY INVESTMENT TRUSTS, LLC.

### **Minimum Investment Amounts Required**

There are **no minimum investment amounts or conditions required** for establishing an account managed by FIDUCIARY INVESTMENT TRUSTS, LLC. However, all clients are required to execute an agreement for services in order to establish a client arrangement with FIDUCIARY INVESTMENT TRUSTS, LLC and/or the third-party money manager or the sponsor of third-party money manager platforms.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

## **Methods of Analysis**

FIDUCIARY INVESTMENT TRUSTS, LLC uses the following methods of analysis in formulating investment advice:

Bottom-Up Investing - This method initially involves evaluating specific companies and securities before evaluating higher-level components such as industries, sectors, and the overall state of the economy (macroeconomic). Investment decisions are therefore primarily based upon the strength of an individual company.

Charting - This is a method used in technical analysis in which charts are used to plot price movements, volume, settlement prices, open interest, and other indicators, in order to anticipate future price movements. Users of these charting techniques believe that past trends in these indicators can be used to extrapolate future trends.

Cyclical - This is a method of analyzing the investments sensitive to business cycles and whose performance is strongly tied to the overall economy. For example, cyclical companies tend to make products or provide services that are in lower demand during downturns in the economy and in higher demand during upswings. Examples include the automobile, steel, and housing industries. The stock price of a cyclical company will often rise just before an economic upturn begins, and fall just before a downturn begins. Investors in cyclical stocks try to make the largest gains by buying the stock at the bottom of a business cycle, just before a turnaround begins.

Fundamental - This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of companies). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

Modern Portfolio Theory - This 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 - This is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Thematic - This method takes a “top-down” approach to investing and involves making investment decisions based on predictions about trends or other forward-looking criterion, rather than on past market performance and indicators or the fundamentals of a specific security.

Top-Down Investing - This method involves evaluating the overall state of the economy (macroeconomic) and then further evaluating the various components and sub-components in greater detail. For example, after evaluating the high-level economic environment, either on a global or domestic scale, analysts further examine the various market and industrial sectors in order to select those areas that are forecasted to outperform the overall market. Analysts then further evaluate specific asset classes and the securities of specific companies to determine an allocation or portfolio.

### **Investment Strategies**

FIDUCIARY INVESTMENT TRUSTS, LLC may use the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases - Investments held at least a year.

Short term purchases - Investments sold within a year.

Trading - Investments sold within 30 days.

FIDUCIARY INVESTMENT TRUSTS, LLC’s strategies from time to time may include the frequent trading of securities. The frequent trading of securities may have a positive or negative impact on investment performance. Performance from active trading can be lowered due to an increase in brokerage and other transaction costs.

It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

### ***Primarily Recommend One Type of Security***

We **do not** primarily recommend one type of security to clients. Instead, we recommend any product that may be suitable for each client relative to that client’s specific circumstances and needs.

### **Risk of Loss**

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal. Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below:

Company Risk - When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

Concentration Risk - Investments or portfolios that concentrate their assets in a particular security, market, industry, sector, country, or asset class, may be subject to greater risk of loss than is a more widely diversified investment.

Credit and Counterparty Risk - The issuer or guarantor of a fixed-income security, counterparty to an OTC derivatives contract, or other borrower may not be able to make timely principal, interest, or settlement payments on an obligation. In this event, the issuer of a fixed-income security may have its credit rating downgraded or defaulted, which may reduce the potential for income and value of the portfolio.

Equity (stock) Market Risk - Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

ETF and Mutual Fund Risk - When FIDUCIARY INVESTMENT TRUSTS, LLC invests in an ETF or mutual fund, it will bear additional expenses based on its pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will also incur brokerage costs when purchasing ETFs.

Fixed Income Risk - When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that



inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

Hedging Strategy Risk - While a given non-traditional or alternative asset may provide adequate diversification, many such assets use hedging strategies such as shorting securities, leverage, options, and numerous other derivative instruments in order to hedge away a security's underlying inherent risk. Consequently, such hedging strategies may increase secondary exposure to Hedging Strategies Risk. Hedging Strategies Risk may limit the opportunity for gains compared with unhedged investments, and there is no guarantee that hedges will actually reduce risk. An investment's use of leveraging or derivatives may result in a disproportionately magnified gain or loss.

Interest Rate Risk - Interest rate risk is the risk that changes in interest rates (in the U.S. or other world markets) may reduce (or increase) the market value of a bond you hold.

Liquidity Risk - Liquidity Risk is the risk stemming from the lack of immediate marketability (or an available market) of an investment that cannot be bought or sold quickly enough to meet the investor's immediate needs or to prevent or minimize a loss.

Management Risk - Your investment performance varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

Market Risk - Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

Sector Risk - Concentrating assets in a given sector may disproportionately subject the portfolio to the risks of that industry, including loss of value because of economic recession, availability of credit, volatile interest rates, government regulation, and other factors.

Underlying Fund/Fund of Funds Risk - A portfolio's risks are closely associated with the risks of the securities and other investments held by the underlying or subsidiary funds, and the ability of the portfolio to meet its investment objective likewise depends on the ability of the underlying funds to meet their objectives. Investment in other funds may subject the portfolio to higher costs than owning the underlying securities directly because of their management fees.

## **Item 9 – Disciplinary Information**

*Item 9* is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

## Item 10 – Other Financial Industry Activities and Affiliations

FIDUCIARY INVESTMENT TRUSTS, LLC is **not** and does **not** have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, an insurance company or agency, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships. We are an independent registered investment registered adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure.

FIDUCIARY INVESTMENT TRUSTS, LLC does have an affiliate named Prime Capital Investment Advisors, LLC ("PCIA") that is a registered investment adviser. PCIA has been registered as an investment adviser since June 23, 2017. FIDUCIARY INVESTMENT TRUSTS, LLC and PCIA are under common control. The CRD number for PCIA is 288712. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment adviser representatives with us.

### ***Dually Registered as an Investment Adviser Representative***

Certain representatives of FIDUCIARY INVESTMENT TRUSTS, LLC are also licensed as investment adviser representatives with Prime Capital Investment Advisors, LLC. FIDUCIARY INVESTMENT TRUSTS, LLC and Prime Capital Investment Advisors, LLC ("PCIA") are affiliates, under common control. Through PCIA, the representatives provide asset management services as well as referrals to sub-advisors. They earn advisory fees when providing these services through PCIA. Therefore, you could receive advisory services from one individual acting as an investment adviser representative on behalf of two separate registered investment advisors. Please see Item 14 of this Brochure for a description of this other compensation and the conflicts of interest associated with it.

FIDUCIARY INVESTMENT TRUSTS, LLC is the investment adviser to FIT CIFs and receive a management fee for its services. Please refer to Item 5 of this Brochure for a description of our fees. Increases in FIT CIF assets will result in increases in the management fee paid to FIDUCIARY INVESTMENT TRUSTS, LLC. FIDUCIARY INVESTMENT TRUSTS, LLC will provide FIT CIFs with certain administrative services and personnel needed to fulfill our obligations as the investment adviser. If the representatives of FIDUCIARY INVESTMENT TRUSTS, LLC provide asset management or referral services to you, you will be given the disclosure brochure of PCIA describing the services provided, fees charged and other information. You are encouraged to read and review the disclosure brochures for both FIDUCIARY INVESTMENT TRUSTS, LLC and PCIA and direct questions to your representative.

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

Some of our representatives are also registered representatives of Private Client Services ("Broker-Dealer"), a securities broker-dealer. FIDUCIARY INVESTMENT TRUSTS, LLC and Private Client Services are not affiliated. You may work with your investment adviser representative in his or her separate capacity as a registered representative Private Client Services.

As a result of this relationship, Private Client Services may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about clients of FIDUCIARY INVESTMENT TRUSTS, LLC, even if a client does not establish any account through Private Client Services. If you would like a copy of the privacy policy of Private Client Services, please contact your investment adviser representative.

When acting in his or her separate capacity as a registered representative, your investment adviser representative can sell, for commissions, general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and variable annuity and variable life products to you. As such, your investment adviser representative can suggest that you implement investment advice by purchasing securities products through a commission-based brokerage account in addition to or in lieu of a fee-based investment-advisory account. Please see Item 14 of this Brochure for a description of this other compensation and the conflicts of interest associated with it.

You are under no obligation to use the services of our representatives in this separate capacity or to use Private Client Services and can select any broker/dealer you wish to implement securities transactions. If you select our representatives to implement securities transactions in their separate capacity as registered representatives, they must use Private Client Services as appropriate. Prior to effecting any such transactions, you are required to enter into a new account agreement with the Broker-Dealer and thus such transactions will be under the supervision of the Broker-Dealer, not FIDUCIARY INVESTMENT TRUSTS, LLC. The commissions charged by Private Client Service may be higher or lower than those charged by other broker/dealers.

### ***Insurance Agent***

You may work with your investment adviser representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment adviser representative can sell, for commissions, general disability insurance, fixed non-variable life insurance and annuities, and other insurance products to you. As such, your investment adviser representative in his or her separate capacity as an insurance agent, can suggest that you implement recommendations of not FIDUCIARY INVESTMENT TRUSTS, LLC by purchasing disability insurance, life insurance, annuities, or other insurance products. Please see Item 14 of this Brochure for a description of this other compensation and the conflicts of interest associated with it. You are under no obligation to implement any insurance or annuity transaction through your investment adviser representative.

## **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

### **Code of Ethics Summary**

An investment adviser is considered a fiduciary and has a fiduciary duty to all clients. FIDUCIARY INVESTMENT TRUSTS, LLC has established a Code of Ethics to comply with the requirements of the securities laws and regulations that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. FIDUCIARY INVESTMENT TRUSTS, LLC's Code of Ethics covers all individuals that are classified as "supervised persons". All employees, officers, directors and investment adviser representatives are classified as supervised persons. FIDUCIARY INVESTMENT TRUSTS, LLC requires its supervised persons to consistently act in your best interest in all advisory activities. FIDUCIARY INVESTMENT TRUSTS, LLC imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm's fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of FIDUCIARY INVESTMENT TRUSTS, LLC. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

### ***Affiliate and Employee Personal Securities Transactions Disclosure***

FIDUCIARY INVESTMENT TRUSTS, LLC or associated persons of the firm may buy or sell for their personal accounts, investment products identical to those recommended to clients. This creates a potential conflict of interest. It is the express policy of FIDUCIARY INVESTMENT TRUSTS, LLC that all persons associated in any manner with our firm must place clients' interests ahead of their own when implementing personal investments. FIDUCIARY INVESTMENT TRUSTS, LLC and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.

- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an “insider”.
- Associated persons are discouraged from conducting frequent personal trading.
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of FIDUCIARY INVESTMENT TRUSTS, LLC.

***Any associated person not observing our policies is subject to sanctions up to and including termination.***

## **Item 12 – Brokerage Practices**

Please note, securities transactions for retirement plans are generally effectuated or placed by the applicable platform provider or qualified custodian chosen by the plan sponsor; therefore, much of Item 12 does not apply.

### **Retirement Plan Advisory Clients Brokerage Discretion**

A plan sponsor has the exclusive option to choose the platform provider or custodian through which Plan and participant investment transactions will be executed. Other advisers may provide advisory services to retirement plans through platforms and custodians not available to FIDUCIARY INVESTMENT TRUSTS, LLC.

FIDUCIARY INVESTMENT TRUSTS, LLC provides qualified retirement plan advisory, plan sponsor and trustee services subject to the limitations and restrictions imposed by the applicable platform chosen by the Plan. Clients should be aware that the platform provider or custodian chosen by the Plan may be unable to achieve best execution for transactions and the Plan may pay more for transactions in comparison with other plan sponsor clients using the same or different platforms/custodians.

Clients are under no obligation to act on the financial planning recommendations of FIDUCIARY INVESTMENT TRUSTS, LLC.

A FIT CIF sponsor has the exclusive option to choose the broker-dealer through which its CIF-related securities transactions will be executed.

### ***Directed Brokerage***

Securities transactions are generally effectuated or placed by the applicable platform provider or qualified custodian chosen by the plan sponsor, or in the case of a FIT CIF, by the broker-dealer chosen by or approved by the FIT CIF sponsor; therefore, this section does not apply.

### ***Soft Dollar Benefits***

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities transactions or maintaining an account balance with the broker-dealer.

FIDUCIARY INVESTMENT TRUSTS, LLC does not have a soft dollar agreement with a broker-dealer or a third-party.

### ***Handling Trade Errors***

Please note, securities transactions are generally effectuated or placed by the applicable platform provider or qualified custodian chosen by the plan sponsor, or in the case of a FIT CIF, by the broker-dealer chosen by or approved by the FIT CIF sponsor. Consistent with its fiduciary duty, it is the policy of FIDUCIARY INVESTMENT TRUSTS, LLC to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and any loss resulting from the trade error is absorbed by FIDUCIARY INVESTMENT TRUSTS, LLC if the error is caused by FIDUCIARY INVESTMENT TRUSTS, LLC.

If the error is caused by the broker-dealer, platform provider, or custodian, the broker-dealer, platform provider, or custodian, is responsible for handling the trade error. For errors involving or occurring in a FIT CIF, the FIT CIF's sponsor retains the exclusive rights to define what constitutes a "trade error", to determine if such errors are material, and to determine if a correction or reimbursement is required. FIDUCIARY INVESTMENT TRUSTS, LLC will never benefit or profit from trade errors.

### ***Block Trading Policy***

Securities transactions are generally effectuated or placed by the applicable platform provider or qualified custodian chosen by the plan sponsor, or in the case of a FIT CIF, by the broker-dealer chosen by the FIT CIF sponsor ; therefore, this section does not apply.

## ***Agency Cross Transactions***

Please note, securities transactions are generally effectuated or placed by the applicable platform provider or qualified custodian chosen by the plan sponsor, or in the case of a FIT CIF, by the broker-dealer chosen by the FIT CIF sponsor. Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

## **Item 13 – Review of Accounts**

### ***Account Reviews and Reviewers***

#### **Collective Investment Funds Services**

FIDUCIARY INVESTMENT TRUSTS, LLC reviews FIT CIFs on at least a monthly basis. FIT CIFs are reviewed for appropriateness in light of each CIF's investment objectives, risk tolerance and financial goals. Tim Hakes, Member, is responsible for the general oversight of all supervised persons, and has ultimate authority over portfolio management, fundamentals, model portfolio constituents, asset allocation and areas of potential concern.

Portfolio securities and markets are monitored on an on-going basis. FIT CIFs are reviewed during the Investment Advisory Committee meetings.

Reviewers will generally consist of one or more members of the Firm's Investment Advisory Committee ("IAC"). The IAC is a committee comprised of multiple FIDUCIARY INVESTMENT TRUSTS, LLC officers together with multiple FIDUCIARY INVESTMENT TRUSTS, LLC investment adviser representatives and employees. The IAC also includes investment adviser representatives and employees of Prime Capital Investment Advisors, LLC. FIDUCIARY INVESTMENT TRUSTS, LLC and Prime Capital Investment Advisors, LLC are affiliates, under common control.

Events that would trigger more frequent reviews could include, but are not limited to: market volatility, client request, change in client goals, and other events that we feel would warrant a review.

The areas of oversight the IAC is responsible for with respect to Collective Investment Funds Services are: selection and ongoing evaluation of investments and/or investment advisors, modeling asset allocation,

and ongoing research and investment review. When managing portfolios, the baseline criteria for research includes:

- Research investments with the goal of obtaining lower volatility portfolios
- Attempt to manage with significant diversification
- Select outside managers or mutual funds that have consistently, over long periods of time, outperformed their peers
- Be prudent when reviewing costs associated with different managers and advisors

FIDUCIARY INVESTMENT TRUSTS, LLC may provide additional reports to advisory clients. Client should compare any reports received directly from FIDUCIARY INVESTMENT TRUSTS, LLC against the account statements received from the broker-dealer or custodian and should immediately report any discrepancies to FIDUCIARY INVESTMENT TRUSTS, LLC and the broker-dealer or custodian.

#### **Retirement Plan Services**

FIDUCIARY INVESTMENT TRUSTS, LLC does not review the accounts of clients receiving its Non-Fiduciary Retirement Plan Services. Clients will receive only the report or reports (if any) specified in their engagement with FIDUCIARY INVESTMENT TRUSTS, LLC.

#### **Managed Account Allocations for Plan Participants**

FIDUCIARY INVESTMENT TRUSTS, LLC IARs periodically review their designated client accounts on a regular basis and no less than annually. Client accounts are reviewed for appropriateness in light of each client's investment objectives, risk tolerance and financial goals. Tim Hakes, Member, is responsible for the general oversight of all supervised persons, and has ultimate authority over portfolio management, fundamentals, model portfolio constituents, asset allocation and areas of potential concern.

Portfolio securities and markets are monitored on an on-going basis. FIT CIF and account allocations managed by FIDUCIARY INVESTMENT TRUSTS, LLC are reviewed during the IAC meetings. Reviewers will generally consist of one or more members of the Firm's IAC. Events that would trigger more frequent reviews could include, but are not limited to: market volatility, client request, change in client goals, and other events that we feel would warrant a review.

The areas of oversight the IAC is responsible for with respect to Managed Account Allocations for Plan Participants are: selection and ongoing evaluation of investments and/or investment advisors, modeling asset allocation, and ongoing research and investment review. When managing portfolios, the baseline criteria for research includes:



- Research investments with the goal of obtaining lower volatility portfolios
- Attempt to manage with significant diversification
- Select outside managers or mutual funds that have consistently, over long periods of time, outperformed their peers
- Be prudent when reviewing costs associated with different managers and advisors

FIDUCIARY INVESTMENT TRUSTS, LLC may provide additional reports to advisory clients. Client should compare any reports received directly from FIDUCIARY INVESTMENT TRUSTS, LLC against the account statements received from the broker-dealer or custodian and should immediately report any discrepancies to FIDUCIARY INVESTMENT TRUSTS, LLC and the broker-dealer or custodian.

You are encouraged to always compare any reports or statements provided by us, a sub-adviser or third-party money manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

#### **Financial Planning Services**

Financial planning clients will receive a financial plan and may arrange for or request subsequent reviews or updates of the client's financial plan.

#### ***Statements and Reports***

You are encouraged to always compare any reports or statements provided by us, a sub-adviser or third-party money manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

## **Item 14 – Client Referrals and Other Compensation**

#### ***Other Compensation***

Some of FIDUCIARY INVESTMENT TRUSTS, LLC's associated persons sell securities in a separate capacity as registered representatives with Private Client Services. Some associated persons are also independently licensed insurance agents and sell insurance products. They earn commissions when selling these products. This receipt of commissions creates an incentive to recommend those products for which your investment adviser representative will receive a commission in his or her separate capacity as a registered representative of a securities broker-dealer or as an agent of an insurance company. Consequently, the objectivity of such advice rendered to you would be biased. Some of the advice offered by these associated persons involves investments in mutual fund products. Load and no-load

mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. These associated persons will receive a portion of these 12b-1 fees in their separate capacities as registered representatives, as FIDUCIARY INVESTMENT TRUSTS, LLC does not accept any sales charges or 12b-1 fees. Clients should be aware that these 12b-1 fees come from fund assets and, thus, indirectly from client's assets. Therefore, when 12b-1 fees are charged against the assets of a mutual fund, the investor's return on such mutual fund is reduced accordingly. The receipt of these fees also represents an incentive for registered representatives to recommend funds with 12b-1 fees or higher 12b-1 fees over funds with no fees or lower fees, therefore creating a conflict of interest. The associated persons endeavor at all times to put the interest of the clients first as a part of their fiduciary duty. Clients are under no obligation to use the services of our representatives in their separate capacities as a registered representative of a securities broker-dealer or an insurance agent.

From time to time, we receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as client appreciation events, advertising, publishing, and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for which sales have been made or for which it is anticipated sales will be made. This creates a conflict of interest in that there is an incentive to recommend certain products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. We attempt to control for this conflict by always basing investment decisions on the individual needs of our clients.

The principal executive officers, directors, and other employees of FIDUCIARY INVESTMENT TRUSTS, LLC may, from time to time, receive incentive awards for the recommendation or introduction of investment products. The receipt of this compensation affects FIDUCIARY INVESTMENT TRUSTS, LLC's judgment in recommending products to its clients. The associated persons endeavor at all times to put the interest of the clients first as a part of their fiduciary duty.

Certain representatives of FIDUCIARY INVESTMENT TRUSTS, LLC are also licensed as investment adviser representatives with PCIA. FIDUCIARY INVESTMENT TRUSTS, LLC and PCIA are affiliates, under common control. Through PCIA, the representatives provide asset management services as well as referrals to sub-advisors. They earn advisory fees when providing these services through PCIA. Therefore, you could receive advisory services from one individual acting as an investment adviser representative on behalf of two separate registered investment advisors. Additionally, these representatives have an inherent conflict of interest in recommending collective investment funds ("Funds") managed by either FIDUCIARY INVESTMENT TRUSTS, LLC or PCIA to clients. Due to the fact that FIDUCIARY INVESTMENT TRUSTS, LLC and PCIA are affiliates, to avoid a conflict of interest, any retirement plan

utilizing PCIA's Fiduciary Consulting Services will need to make its own independent investigation and evaluation of Funds managed by FIDUCIARY INVESTMENT TRUSTS, LLC or PCIA. Due to the fact that FIDUCIARY INVESTMENT TRUSTS, LLC and PCIA are affiliates and to avoid receiving two layers of management fees, to the extent that a retirement plan utilizes PCIA for Fiduciary Consulting Services and invests in Funds managed by FIDUCIARY INVESTMENT TRUSTS, LLC or PCIA, PCIA will not assess against the value of such Funds any asset-based fee for Fiduciary Consulting Services. PCIA may credit the portion of the management fees paid by the Funds to FIDUCIARY INVESTMENT TRUSTS, LLC or PCIA with respect to a retirement plan account's investment in the Funds against the account-level advisory fees the particular retirement plan account owes PCIA. Please note, such retirement plans will be paying indirect compensation to FIDUCIARY INVESTMENT TRUSTS, LLC or PCIA since the Funds will charge the retirement plan for Funds expenses which will include investment management fees paid to FIDUCIARY INVESTMENT TRUSTS, LLC or PCIA. In such circumstances, you are encouraged to read and review the disclosure brochures for both FIDUCIARY INVESTMENT TRUSTS, LLC and PCIA and direct questions to your representative.

### ***Compensation Paid for Client Referrals***

FIDUCIARY INVESTMENT TRUSTS, LLC has entered into written arrangements with third parties to act as solicitors for FIDUCIARY INVESTMENT TRUSTS, LLC's investment advisory services. Such arrangements will be fully disclosed to each Client to the extent required by applicable law. FIDUCIARY INVESTMENT TRUSTS, LLC will ensure each solicitor is exempt, notice filed, or properly registered in all appropriate jurisdictions. All such referral activities will be conducted in accordance with Rule 206(4)-3 under the Advisers Act, where applicable. ("Referring Parties") to refer clients to FIDUCIARY INVESTMENT TRUSTS, LLC. If a referred client enters into an investment advisory agreement with FIDUCIARY INVESTMENT TRUSTS, LLC, a cash referral fee is paid to the referring party, which is based upon a percentage of the client advisory fees that are generated. The referral agreements between any referring party and FIDUCIARY INVESTMENT TRUSTS, LLC will not result in any charges to clients in addition to the normal level of advisory fees charged.

When a client is referred to us by a referring party, the referring party provides the client with a copy of our Disclosure Brochure as required by the Investment Advisers Act of 1940. The client also will complete a Solicitor's Disclosure Statement document. If the referring party is an unaffiliated registered investment adviser firm, then the client will also receive a copy of the referring party's Form ADV Part 2 Disclosure Brochure. If a referred client enters into an investment advisory agreement with FIDUCIARY INVESTMENT TRUSTS, LLC, a referral fee is paid to the referring party. The referral relationship will not result in clients being charged any fees over and above the normal advisory fees charged for the advisory services provided. The referral agreements between FIDUCIARY INVESTMENT TRUSTS, LLC and referring parties are in compliance with state and federal securities rules regarding paid solicitor arrangements.

## Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

FIDUCIARY INVESTMENT TRUSTS, LLC is deemed to have custody of client funds and securities whenever FIDUCIARY INVESTMENT TRUSTS, LLC is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody FIDUCIARY INVESTMENT TRUSTS, LLC will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which FIDUCIARY INVESTMENT TRUSTS, LLC is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from FIDUCIARY INVESTMENT TRUSTS, LLC. When clients have questions about their account statements, they should contact FIDUCIARY INVESTMENT TRUSTS, LLC or the qualified custodian preparing the statement.

When fees are deducted from an account, FIDUCIARY INVESTMENT TRUSTS, LLC is responsible for calculating the fee and delivering instructions to the custodian. At the same time FIDUCIARY INVESTMENT TRUSTS, LLC instructs the custodian to deduct fees from your account; FIDUCIARY INVESTMENT TRUSTS, LLC may send you an invoice or notice, itemizing the fee. Itemization will include the formula used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee.

## Item 16 – Investment Discretion

When discretion is granted, clients maintain the ability to impose reasonable restrictions on the management of their accounts.

### **Comerica Destination Funds**

FIDUCIARY INVESTMENT TRUSTS, LLC shall determine the assets to be bought and sold for the Comerica Destination Funds. Such assets are limited to mutual fund shares, exchange-traded fund ("ETF") shares, shares of any collective

investment fund/trust (“CIF”, “CIT”), separate account shares, money market, or stable value products (including guaranteed income funds). FIDUCIARY INVESTMENT TRUSTS, LLC also serves as a fiduciary investment manager under ERISA 3(38) with respect to the management of the investments within the Comerica Destination Funds.

### **Managed Account Allocations for Plan Participants**

The Adviser’s discretionary authority over its Managed Account Allocations for Plan Participants is generally limited to open-end mutual funds, Collective Investment Trusts (“CIT”s), separate account shares, Stable value products (including guaranteed income funds), and money market (including money market funds) that are made available through and custodied by the applicable platform provider.

## **Item 17 – Voting Client Securities**

### **Proxy Voting**

FIDUCIARY INVESTMENT TRUSTS, LLC currently does not vote proxies on behalf of retirement plan Clients. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in Account. You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided. FIDUCIARY INVESTMENT TRUSTS, LLC currently does not vote proxies on behalf of the Comerica Destination Funds. With respect to the FIT MultiManager Retirement Funds, as required by the Trustee, FIDUCIARY INVESTMENT TRUSTS, LLC will vote all proxies on behalf of the Funds to the extent that the Fund’s underlying investments necessitate such action. Currently, FIDUCIARY INVESTMENT TRUSTS, LLC may only recommend the purchase of Open-Ended Mutual Funds, Closed-End Mutual Funds, Exchange Traded Funds, Collective Investment Trusts, and other types of Pooled, Collective, or Common Funds.

### **Class Action Lawsuits**

You retain the right under applicable securities laws to initiate individually a lawsuit or join a class-action lawsuit against the issuer of a security that was held, purchased or sold by or for you. FIDUCIARY INVESTMENT TRUSTS, LLC does not initiate such a legal proceeding on behalf of client and does not provide legal advice to clients regarding potential causes of action against such a security issuer and whether any

client should join a class-action lawsuit. FIDUCIARY INVESTMENT TRUSTS, LLC recommends that you seek legal counsel prior to making a decision regarding whether to participate in such a class-action lawsuit. Moreover, FIDUCIARY INVESTMENT TRUSTS, LLC's services do not include monitoring or informing clients of any potential or actual class-action lawsuits against the issuers of the securities that were held, purchased or sold by or for client.

## **Item 18 – Financial Information**

This *Item 18* is not applicable to this brochure. FIDUCIARY INVESTMENT TRUSTS, LLC does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, FIDUCIARY INVESTMENT TRUSTS, LLC has not been the subject of a bankruptcy petition at any time.