



Form ADV Part 2A – Firm Brochure

Item 1 – Cover Page

Deerfield Financial Advisors, Inc.

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Indianapolis, IN 46240

www.deerfieldfa.com

Date of Brochure: April 2021

This brochure provides information about the qualifications and investment advisory business practices of Deerfield Financial Advisors, Inc., also doing business under the name Deerfield. If you have any questions about the contents of this brochure please contact Marsha A. Kalasmiki (317-469-2455 and/or mkalasmiki@deerfieldfa.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about our investment advisory business is also available on the Internet at www.adviserinfo.sec.gov. You can view our information on this website by searching for “Deerfield Financial Advisors” by name or by using the Firm’s CRD number. The CRD number for the Firm is 104964.

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

Item 2 – Material Changes

Since the March 2020 annual update of this brochure, we have made the following material change to Item 11.

Our clients have or may create LLCs or limited partnerships (“limited offerings”) to invest in private placement securities. These limited offerings are for investment only and not for resale. Units in these limited offerings are not registered under the Securities Act of 1933 or any state securities law and may not be sold, transferred, pledged or hypothecated unless first registered under such laws, or unless the LLC or limited partnership has received an opinion of counsel satisfactory to it that registration under such laws is not required. Our employees are allowed to invest in these limited offerings strictly for their own personal investment purposes if they meet the definition of Accredited Investor and/or otherwise qualify to make such investments.

Personal investment by Deerfield employees in these limited offerings raises certain conflicts of interest by reducing the “arms-length” relationship between Deerfield and the client. This means Deerfield employees could be tempted to provide more favorable pricing and/or more favorable services to such clients when compared to other Deerfield clients.

Deerfield attempts to control for and mitigate these conflicts by implementing the following procedures.

- ✓ Employees must obtain prior written approval before making any such investments.
- ✓ Employees personal securities holdings and transactions, like all other personal securities holdings and transactions of Deerfield access persons, are monitored and reviewed by the firm in accordance with the policies and procedures described in the following section.
- ✓ All service and fee arrangements with the client sponsoring the limited offering must be approved by other Deerfield officers and not solely by the employee making such personal investment.
- ✓ Deerfield does not receive any separate compensation in conjunction with these limited offerings.
- ✓ To avoid the potential conflicts surrounding the recommendation of client sponsored limited offerings to other Deerfield clients, it is the policy of Deerfield to *not* recommend such limited offerings to other Deerfield clients.

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Item 4 – Advisory Business

General Description of Advisory Firm

Deerfield Financial Advisors, Inc. (also referred to as Deerfield Financial Advisors, Deerfield, and the Firm) is an investment advisor registered with the United States Securities and Exchange Commission (“SEC”) and is a Corporation formed under the laws of the State of Indiana.

- The Firm’s President and Chief Operating Officer is Susie Steel.
- The Firm’s Vice President and Chief Investment Officer is Bradley Cougill.
- The Firm’s Chief Compliance Officer is Marsha Kalasmiki.
- Ms. Steel and Mr. Cougill are the controlling owners of the Firm.
- Deerfield Financial Advisors has been registered as an investment advisor since September 5, 1985.
- Through Deerfield Financial Advisors, we offer and consider ourselves to specialize in providing personalized fee-only Financial Planning and Investment Advisory Services.

Description of Advisory Services

Clients are advised that the investment recommendations and advice we offer does not constitute legal or accounting advice. Therefore, clients should coordinate and discuss the impact of financial advice with their attorney and/or accountant. Clients are advised that it is necessary to inform Deerfield Financial Advisors promptly with respect to any changes in their financial situation, investment goals and objectives. Failure to notify Deerfield Financial Advisors of any such changes could result in investment recommendations not meeting the needs of the client.

Deerfield Financial Advisors is not required to verify information received from a client or from the client’s other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on information provided by clients. Deerfield Financial Advisors may recommend other professionals to implement certain types of recommendations that we may not be able to implement ourselves or lack the necessary expertise. Clients are under no obligation to act upon any of the recommendations made by Deerfield Financial Advisors under a Financial Planning and Consulting engagement (including reports generated through our Wealth Management Services) and/or engage the services of any recommended professional.

Wealth Management Services

Deerfield Financial Advisors provides advisory services in the form of Wealth Management Services which can be described as a broad range of financial planning, investment management (see below), and financial planning and investment consulting (see below). Through this service, we essentially combine our Investment Management Services with consulting on other “non-managed” accounts while also developing financial planning and advice (see Financial Planning and Consulting Services below).

See Item 5 of this Brochure for fee descriptions.

Investment Management Services

We provide advisory services in the form of Investment Management Services. Investment Management Services involve providing clients with continuous and on-going supervision over client accounts. This

means that Deerfield Financial Advisors will continuously monitor a client's account and make trades in client accounts when necessary.

Through this service, Deerfield Financial Advisors implements a customized and individualized investment program for clients by applying our investment strategy and philosophy. Deerfield Financial Advisors shall actively manage client investment portfolios in accordance with the client's individual needs, return objectives and risk tolerance.

Investment Management Services are primarily provided through accounts at Charles Schwab & Company, Inc. ("Charles Schwab") as a result of the Firm's participation in the Schwab Advisor Services platform. Charles Schwab is a registered broker/dealer, members of the Financial Industry Regulatory Authority (FINRA) and the Securities Investors Protection Corporation (SIPC) and will serve as the client's qualified custodian and maintain physical custody of all client funds and securities. We are also willing to manage accounts held at other broker/dealers and qualified custodians selected by the client (conditional upon our approval) including variable annuities owned by the client and accounts established directly at retirement plan sponsors.

Clients must designate Deerfield Financial Advisors as their investment advisor on the accounts they'd like us to manage. Deerfield Financial Advisors will be granted limited power-of-attorney on the account to implement trades within the account and (when agreed to by the client) deduct the Deerfield Financial Advisors advisory fees from the account. Please refer to Item 12 for more information regarding the Firm's brokerage arrangements.

Clients are always responsible for notifying Deerfield Financial Advisors of any changes to their financial situation or investment objectives. At least annually, we will contact each client for the specific purpose to determine whether the client's financial situation or investment objectives have changed. We are always reasonably available to consult with clients relative to the status of their accounts. A client's beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the accounts. A separate account is always maintained for each client with the broker-dealer/custodian and the client retains all rights of ownership to their accounts (e. g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

It is important to understand that Deerfield Financial Advisors manages investments for other clients and can give them advice or take actions for them or for our personal accounts that is different from the advice we provide to a particular client or actions we take on their behalf. We are not obligated to buy, sell or recommend to a particular client any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Conflicts can arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed appropriate for each client's account(s) and other accounts advised by our Firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

Clients can make additions to their accounts in cash or securities provided that Deerfield Financial Advisors reserves the right to liquidate any transferred securities or decline to accept particular securities into a

client's account. Deerfield Financial Advisors will consult with clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e., contingent deferred sales charge) and/or tax ramifications.

Investment Management Services through Schwab Institutional Intelligent Portfolios Program

For clients with small account sizes, we can recommend the use of and provide portfolio management services through Institutional Intelligent Portfolios™, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (the “Program” and “SWIA,” respectively). Through the Program, we offer clients with smaller account sizes a range of investment strategies we have constructed and manage, each consisting of a portfolio of exchange traded funds (“ETFs”) and a cash allocation. The client can instruct us to exclude up to three ETFs from their portfolio. The client’s portfolio is held in a brokerage account opened by the client at Charles Schwab, an affiliated company of SWIA. The Program is described in the Schwab Wealth Investment Advisory, Inc. Institutional Intelligent Portfolios™ Disclosure Brochure (the “Program Disclosure Brochure”), which is delivered to clients by SWIA during the online enrollment process.

We, and not Schwab, are the client’s investment advisor and primary point of contact with respect to the Program. We are solely responsible, and Schwab is not responsible, for determining the appropriateness of the Program for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis. SWIA’s role is limited to delivering the Program Disclosure Brochure to clients and administering the Program so that it operates as described in the Program Disclosure Brochure.

We have contracted with SWIA to provide us with the technology platform and related trading and account management services for the Program. This platform enables us to make the Program available to clients online and includes a system that automates certain key parts of our investment process (the “System”). The System includes an online questionnaire that helps us determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that we will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information we have about the client. The System also includes an automated investment engine through which we manage the client’s portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects).

Clients do not pay fees to SWIA in connection with the Program, but we charge clients a fee for our services as described below under Item 5 Fees and Compensation. Our fees are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees to Charles Schwab as part of the Program. But, Charles Schwab does receive other revenues in connection with the Program, as described in the Program Disclosure Brochure.

We do not pay Charles Schwab fees for its services in the Program so long as we maintain \$100 million in client assets in accounts at Charles Schwab that are not enrolled in the Program. If we do not meet this condition, then we pay SWIA an annual fee of 0.10% (10 basis points) on the value of our clients’ assets in the Program. This fee arrangement gives us an incentive to recommend or require that our clients with accounts not enrolled in the Program be maintained with Charles Schwab. Please see additional information regarding our arrangement with Charles Schwab at Item 12 of this brochure.

See Item 5 of this Brochure for fee descriptions.

Financial Planning and Consulting Services

Financial Planning

We provide advisory services in the form of financial planning consultations and written financial planning. Financial Planning Services do not involve the active management of client accounts, but instead focus on a client's overall financial situation. Financial planning can be described as helping individuals determine and set their long-term financial goals, through business planning, investment management, tax and cash-flow planning, asset allocation, risk management, retirement planning, estate planning, education planning, and other areas. The role of a financial planner is to find ways to help the client understand his/her overall financial situation and help the client set financial objectives.

Financial planning discussions begin at the onset of the relationship and are integrated into investment planning while investments are transferred, or changes are initiated to portfolios that have been transferred to Deerfield Financial Advisors for its Investment Management Services (see following section). Financial Planning Services can be specific or modular in their preparation (unique to each client in their depth of preparation). Specific issues covered in a financial plan are contingent upon each client's unique needs and circumstances, but the following are basic areas in which our planning may focus.

- Business Planning
- Investment Management
- Insurance/Risk Management (Life, Disability, and Long-Term Care)
- Retirement Planning
- Education Planning
- Estate Planning
- Tax Planning and Cash Flow Needs Analysis

Financial Planning Services take into consideration factors such as a client's financial/investment objectives, risks they are willing to undertake, investment knowledge, net worth, income, age, projected retirement, unusual or material funding requirements, inheritance possibilities, pensions, stock options, social security, children/relative funding issues, estate issues, and living expenses expressed in today's dollars requested for retirement.

While Financial Planning Services are prepared with the intention of clients implementing recommendations made within the plan through our Investment Management Services, they are not obligated to do so. If clients elect to implement our advice provided as part of the Financial Planning Services, implementation will be made through the Investment Management Services described below.

See Item 5 of this Brochure for fee descriptions.

Investment Consulting

We also provide advisory services in the form of oral and written investment consulting services. Similar to our Investment Management Services, we review and analyze investment holdings in light of the specific type of account, but we will not be involved with implementing any recommendations. Clients receiving this service must understand that the Firm may or may not provide on-going reviews of accounts through this service and information about such accounts is limited to information provided

exclusively by the client. Clients always have the sole discretion to accept or reject the Firm's advice. The client must implement all trades in such accounts because the Firm will not have discretion over such account.

Investment consulting services may cover, but are not limited to, the following topics: portfolio analysis, asset allocation strategies, and specific investment recommendations. The Firm provides consulting services on accounts and other investment holdings owned by the client but not included under the Firm's Investment Management Services. These are accounts for which trading authorization is not granted to the Firm. Examples include a client's 401(k) or other retirement account, 529 college planning account, and other accounts held "away" from the Firm's platform. Clients must understand that the Firm does not provide on-going reviews of such accounts, and information about such accounts is limited to information provided exclusively by the client. When Deerfield Financial Advisors provides consulting advice on accounts and investments, the client will have the sole discretion to accept or reject the Firm's advice. The client must implement all trades in such accounts because the Firm will not have discretion over such account.

Clients are free to implement any or all of the recommendations made by Deerfield Financial Advisors with another financial institution and are not obligated in any manner to implement the advice of Deerfield Financial Advisors through the Firm.

See Item 5 of this Brochure for fee descriptions.

Investment Monitoring

We also provide advisory services in the form of oral and written investment monitoring services. These investment monitoring services are limited aspects of our Investment Management Services. Clients receiving this service must understand that the Firm may or may not provide on-going reviews of accounts through this service and information about such accounts is limited to information provided exclusively by the client. Clients always have the sole discretion to accept or reject the Firm's advice. The client must implement all trades in such accounts because the Firm will not have discretion over the account(s).

Deerfield Financial Advisors provides investment monitoring services in the form of oral commentary and written reporting. Investment monitoring services cover the following topics: account reconciliation, performance calculation, portfolio reporting, asset allocation statement, cost basis tracking, and year-end tax reporting. The Firm may provide investment monitoring on accounts and other investment holdings owned by the client but not included under the Firm's investment management services. These are accounts for which trading authorization is not granted to the Firm. Examples include a client's 401(k) or other retirement account or other accounts held "away" from the Firm's platform. Clients must understand that the Firm does not provide on-going reviews of such accounts, and information about such accounts is limited to information provided by the client, the custodian, and/or electronic data feeds for account transactions. When Deerfield Financial Advisors provides consulting advice on accounts and investments, the client will have the sole discretion to accept or reject the Firm's advice. The client must implement all trades in such accounts because the Firm will not have discretion over such accounts.

Clients are free to implement any or all of the recommendations made by Deerfield Financial Advisors with another financial institution and are not obligated in any manner to implement the advice of Deerfield Financial Advisors through the Firm.

See Item 5 of this Brochure for fee descriptions.

Retirement Plan Services

Deerfield Financial Advisors offers retirement plan services to retirement plan sponsors and to individual participants in retirement plans. The exact suite of services provided to a client will be listed and detailed in the Qualified Retirement Plan Agreement. For a corporate sponsor of a retirement plan, our retirement plan services can include, but are not limited to, the following services:

Fiduciary Consulting Services

Deerfield Financial Advisors provides the following Fiduciary Retirement Plan Consulting Services in the form of Non-Discretionary Investment Advice. Through this service, Deerfield Financial Advisors will provide clients with general, non-discretionary investment advice regarding asset classes and investment options, consistent with their Plan's investment policy statement (if available). We will not have investment discretion or any authority to add or remove investment options or trade securities of the Plan. All recommendations of investment options and portfolios will be submitted to the client for the client's ultimate approval or rejection. Therefore, it is always the client's responsibility to accept investment recommendations of Deerfield Financial Advisors and then physically make changes to the plan itself.

Deerfield Financial Advisors acknowledges that in performing the Fiduciary Consulting Services listed above that it is acting as a "fiduciary" as such term is defined under Section 3(21)(A)(ii) of Employee Retirement Income Security Act of 1974 ("ERISA") for purposes of providing non-discretionary investment advice only. Deerfield Financial Advisors will act in a manner consistent with the requirements of a fiduciary under ERISA if, based upon the facts and circumstances, such services cause Deerfield Financial Advisors to be a fiduciary as a matter of law. However, in providing the Fiduciary Consulting Services, Deerfield Financial Advisors (a) has no responsibility and will not (i) exercise any discretionary authority or discretionary control respecting management of Client's retirement plan, (ii) exercise any authority or control respecting management or disposition of assets of Client's retirement plan, or (iii) have any discretionary authority or discretionary responsibility in the administration of Client's retirement plan or the interpretation of Client's retirement plan documents, (b) is not an "investment manager" as defined in Section 3(38) of ERISA and does not have the power to manage, acquire or dispose of any plan assets, and (c) is not the "Administrator" of Client's retirement plan as defined in ERISA.

Fiduciary Management Services

Deerfield Financial Advisors provides clients with the Fiduciary Retirement Plan Management Services through our Discretionary Management Services. Through this service, we will provide clients with continuous and ongoing supervision over the designated retirement plan assets consistent with the plan's investment policy statement (if available). We will actively monitor the designated retirement plan assets and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Plan. We will have discretionary authority to make all decisions to buy, sell or hold securities, cash or other investments for the designated retirement plan assets at our sole discretion without first consulting with the client. We will also have the power and authority to carry out these decisions by giving instructions, on behalf of the client, to brokers and dealers and the qualified custodian(s) of the Plan.

If a client elects to utilize our Fiduciary Management Services, then Deerfield Financial Advisors will be acting as an Investment Manager to the Plan, as defined by ERISA section 3(38), with respect to our

Fiduciary Management Services, and Deerfield Financial Advisors hereby acknowledges that it is a fiduciary with respect to its Fiduciary Management Services.

Non-Fiduciary Consulting Services

Deerfield Financial Advisors provides clients with the following Non-Fiduciary Retirement Plan Consulting Services:

- Participant Education. Deerfield Financial Advisors will provide education services to Plan participants about general investment principles and the investment alternatives available under the Plan. Deerfield Financial Advisors' 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.
- Participant Enrollment. Deerfield Financial Advisors will assist clients with group enrollment meetings designed to increase retirement plan participation among employees and investment and financial understanding by the employees.

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 Advisor is not acting as a fiduciary to the Plan as the term "fiduciary" is defined in Section 3(21)(A)(ii) of ERISA.

Deerfield Financial Advisors does not serve as administrator or trustee of the plan. Deerfield Financial Advisors will disclose, to the extent required by ERISA Regulation Section 2550.408b-2(c), to clients 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 the client 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.

See Item 5 of this Brochure for fee descriptions.

Limits Advice to Certain Types of Investments

We only provide investment advice on the following types of investments.

- Exchange-listed securities (i.e. stocks)
- Securities traded over-the-counter (i.e. stocks)
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares (primarily no-load mutual funds and funds traded at Net-Asset Value)
- Exchange Traded Funds (ETFs)
- United States government securities
- Options contracts on securities
- Interests in partnerships investing in real estate, oil and gas interests

Deerfield Financial Advisors is available to provide advice on and consult with clients on private placement securities (which include, but are not limited to, debt, equity, real estate, and/or pooled investment vehicles) when consistent with the client's investment objectives and appropriate for the client based on his or her unique financial situation. If a client decides to invest in a private placement security, the client will need to complete a subscription agreement showing he or she is an "accredited" investor (as defined by applicable law, rules and regulations) and acknowledge he or she has read and understands the private placement memorandum and is aware of the various risk factors of such an investment. When Deerfield Financial Advisors recommends that a client invests in private placement securities, it is important to know that Deerfield Financial Advisors does not receive compensation in the form of commissions, finder's fees or other economic payments from the sponsors of private placement offerings. Moreover, we do not include the value of a client's investment(s) in private placement securities when calculating our percentage-based assets under management fee. Instead our time and analysis of private placement securities is covered by the fixed fee component of our wealth management services.

When managing accounts through our Investment Management Services program we primarily allocate client assets among mutual funds, ETFs and/or individual debt securities in accordance with the investment objectives of the client.

(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

Our services are always provided based on the individual needs of each client. This means, for example, that we discuss the individual issues involved in transitioning current holdings into Deerfield's Investment Management Services program and determine if we need to accommodate any nuances to make this happen in a tax efficient manner. Deerfield Financial Advisors works with each client on a one-on-one basis through interviews and questionnaires to determine the client's investment objectives and suitability information.

When managing client accounts through the Firm's Investment Management Services program, we manage accounts in accordance with multiple investment models that are developed and monitored by our investment team. Through the management of the models, each client's portfolio is managed based on the

underlying model to which it is assigned. The determination to use a particular model or models is always based on each client's individual investment goals, objectives and mandates.

(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)

Client Assets Managed by Deerfield Financial Advisors

The amount of client's assets managed by Deerfield Financial Advisors totaled \$715,773,162 as of December 31, 2020. \$610,371,468 is managed on a discretionary basis and \$105,401,694 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 details regarding our fees and compensation arrangements

Fees for Wealth Management Services

Clients receiving our Wealth Management Services will be charged an annual fee that combines a fixed-fee component along with a fee based upon the percentage of the market value of the assets being managed by our Firm (some clients are charged a fixed fee for the management portion of services). The fixed fee and asset-based fee together are divided and charged quarterly, in advance. The fixed fee component ranges typically between \$2,500 and \$15,000 annually depending on the client's financial planning needs, non-management account consulting needs and the Deerfield Financial Advisors professional working with the client.

We will increase the annual fee for the first year of service by an amount commensurate with the state of affairs and complexity presented at the onset of our relationship, indicating the amount of work necessary to establish organization and planning in the first year of our relationship. This set-up fee will be an amount up to, but not exceeding, the client's ongoing annualized fixed fee, which as referenced in other sections, typically range from \$2,500 to \$15,000 annually. The setup fee is divided and assessed quarterly in advance but will be billed from your account separately from the Wealth Management Services fee.

Please see the following section, Fees for Investment Management Services, for a description of how we determine the asset-based component of the annual fee. The following section also describes our methods for collecting the quarterly fee.

The Wealth Management Services Agreement will continue in effect from the date fully executed and can be terminated at any time upon receipt of written notice to terminate by either party to the other, which written notice must be manually signed by the terminating party. Termination of services will not affect (a) the validity of any action previously taken by Deerfield Financial Advisors under the agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the agreement; or (c) the client's obligation to pay fees that have already been earned under the agreement. Upon termination of the agreement, we will not have any continuing obligation to take any action. If the client terminates the services, the balance (if any) of our unearned fees including the initial, one-year setup fee, shall be refunded to the client and the balance (if any) of our earned fees, including the initial, one-year setup fee, shall be charged to the client through the course of our client termination process.

Fees for Investment Management Services

Clients are charged for our Investment Management Services based on a percentage of assets under management using our blended fee schedule below. Total assets managed by our firm and subject to our blended fee schedule shall be broken down into tiers. Each asset tier shall be assessed a fee percentage in accordance with the blended fee schedule. The cumulative fee percentage for the account shall be a blended rate based on the fee percentages applied to each asset tier.

Some clients are charged an annual fixed fee for Investment Management Services. In such situations, the fixed fee is primarily determined based on their total assets managed by our firm utilizing the blended fee schedule below. In other words, the total annual fixed fee will not exceed the maximum percentages listed in the chart below. The difference between a fixed fee and percentage-based fee is that quarterly installments for the fixed fee do not adjust based on fluctuations in account values whereas percentage-based fee arrangements are determined based on account values at end of the prior quarter and therefore fluctuate throughout the year. The following is our standard fee schedule, based on the amount of client assets managed by our Firm.

<u>Total Client Assets</u>	<u>Annual Fee</u>
First \$0 – \$2,000,000	0.75% of assets
Next \$2,000,001 – \$4,000,000	0.65% of assets
Next \$4,000,001 – \$6,000,000	0.55% of assets
Next \$6,000,001 & over	0.45% of assets

It should be noted that our standard fee schedules have evolved over the years and some clients that have been with us for a significant number of years are being charged a fee less than the standard fee schedules we've described in this section. Fees can be negotiated using factors such as the complexity of investment options, the total dollar value of the accounts under management, and the investment advisor representative providing services.

There are occasions when individuals become clients early in their careers, while they are accumulating assets and when financial planning is integral to the direction of their future. Deerfield will accept clients in these circumstances, in anticipation of a long relationship with shared values regarding the importance of planning and our investment management philosophy. These clients will receive our services for an annual fixed fee ranging between \$4,000 and \$8,000. Our relationship and service can be revisited regularly. Some of these clients have opted to pay their fees by establishing a direct ACH bank-payment through the AdvicePay application. In these cases, we will divide the annual fee into 12 monthly payments. Clients will receive an invoice every time the monthly fee is transferred from their bank account.

Percentage based fees are billed quarterly in advance based on the market value of the account at the end of the previous quarter. The quarterly fee shall be adjusted each quarter to reflect changes in the market value of the account(s). The quarterly fee for initial quarters is pro-rated based on the number of days remaining in the quarter using the value of the account, provided from the client, at the beginning of the client relationship.

Fixed fees are divided into equal payments and billed quarterly in advance. The quarterly fee for initial quarters is pro-rated based on the number of days remaining in the quarter. The fixed fee will be determined with the client at the beginning of the contract period and re-evaluated annually.

Fees are generally deducted directly from the client's account. Clients must provide the custodian with written authorization to have fees deducted from the account and paid to Deerfield Financial Advisors. Some clients choose, with our approval, to pay fees directly to Deerfield Financial Advisors. For clients that pay directly, payment is due upon receipt of the billing statement. *See Item 16 of this Disclosure Brochure for information regarding custody.*

Brokerage commissions and/or transaction ticket fees charged by the custodian will be billed directly to the client. Deerfield Financial Advisors will not receive any portion of such commissions or fees from the custodian or client. In addition, clients incur certain charges imposed by third parties other than Deerfield Financial Advisors in connection with investments made through the account, including but not limited to, 12b-1 fees and surrender charges, variable annuity fees and surrender charges, and IRA and qualified retirement plan fees. Management fees charged by Deerfield Financial Advisors are separate and distinct from the fees and expenses charged by investment company securities recommended to clients. A description of these fees and expenses are available in each investment company security's prospectus.

Portions of most clients' portfolios are in mutual funds and ETFs. The mutual funds and ETFs pay advisory fees to the fund advisor and/or managers which reduce the net asset value of their mutual fund holdings. In addition, we bill our clients on an advisory fee based on the value of our client's total portfolio which includes their mutual fund holdings. As a result, clients pay two levels of advisory fees for the management of their assets, both directly to us, and indirectly through the management fees assessed by the funds making up their portfolio.

Whenever possible, we use services of "no-load" products that do not require the use of a broker to handle the transaction. However, for most clients, no-load mutual funds are purchased through discount brokers with a transaction charge, even though these funds can be purchased directly from the mutual fund companies without a transaction charge. This is done for the convenience of "switching" and investment consolidation for the client and Deerfield Financial Advisors.

The Investment Advisory Agreement will continue in effect from the date fully executed and can be terminated at any time upon receipt of written notice to terminate by either party to the other, which written notice must be manually signed by the terminating party. Termination of services will not affect (a) the validity of any action previously taken by Deerfield Financial Advisors under the agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the agreement; or (c) the client's obligation to pay fees that have already been earned under the agreement. Upon termination of the agreement, we will not have any continuing obligation to take any action. If the client terminates the services, the balance (if any) of our unearned fees including the initial, one-year setup fee, shall be refunded to the client and the balance (if any) of our earned fees including the initial, one-year setup fee, shall be charged to the client through the course of our client termination process.

Fees for Financial Planning and Consulting Services

Although not common, as an alternative to our Wealth Management Services (which combines investment management, consulting and financial planning), clients can choose to receive one-time or stand-alone Financial Planning and Consulting Services. When doing so, we will charge a fee separate from our Investment Management Services fee. Our Financial Planning and Consulting fees are established based upon the level and scope of the services provided and the professional working with the client.

Hourly Rates

Fees for financial planning services are billed at an hourly rate of \$400. An estimate of the number of hours needed to complete financial planning services, the hourly fee that will be charged, and the terms of payment will be disclosed and agreed upon prior to any services being provided in the agreement for services. If it is determined that the total cost will exceed the maximum amount quoted, we will contact the client to receive authorization to provide additional services. Hourly fees are always due, in-arrears, after completion of the plan or consultation.

Fixed-Fee Option

Depending on the services to be provided, a fixed-fee option may be more appropriate. Fixed fees typically range from \$1,500 to \$6,000. We can require up to one-half of the estimated fee be paid in advance with the remaining amount due upon completion of the financial plan.

Financial planning services terminate upon presentation of the written plan or completion of the consultation services. The client can terminate financial planning services earlier with no penalty, by providing written notice to Deerfield Financial Advisors. However, refunds and final fee payments will be contingent upon the number of hours devoted to the project and the client will be responsible for all time expended prior to termination even if the planning process is not complete.

Fees for Retirement Plan Services

For retirement plan sponsors, the Plan will be charged an annual fee based upon the amount of Plan assets. The following fee schedule is provided as an illustrative example of our basic fee schedule. The exact fee a client will be pay will be determined prior to commencement of services and detailed in their agreement with our firm. Different fee schedules are determined based on the exact type of services provided, amount of assets in the Plan, number of employees covered by the Plan and complexity of the client's situation. It should be noted that the following fee schedule represents the maximum fee scheduled we typically charge for Retirement Plan Services.

Plans are charged for our Retirement Plan Services based on a percentage of assets under management using our blended fee schedule below. Total assets managed by our firm and subject to our blended fee schedule shall be broken down into tiers. Each asset tier shall be assessed a fee percentage in accordance with the blended fee schedule. The cumulative fee percentage for the account shall be a blended rate based on the fee percentages applied to each asset tier.

<u>Plan Assets</u>	<u>Annual Fees</u>
First \$2,000,000.00	0.75%
\$2,000,000.01 to \$4,000,000.00	0.65%
\$4,000,000.01 to \$6,000,000.00	0.55%
Above \$6,000,000.01	0.45%

Fees can be negotiated using factors such as the complexity of investment options, the size of the Plan and value of assets under advisement.

Percentage based fees are billed quarterly in advance based on the market value of the account at the end of the previous quarter. The quarterly fee shall be adjusted each quarter to reflect changes in the market value of the account(s). The quarterly fee for initial quarters is pro-rated based on the number of days remaining in the quarter using the value of the account, provided from the client, at the beginning of the client relationship.

Fees are generally deducted directly from the client's account. Clients must provide the custodian with written authorization to have fees deducted from the account and paid to Deerfield Financial Advisors. Some clients choose, with our approval, to pay fees directly to Deerfield Financial Advisors. For clients that pay directly, payment is due upon receipt of the billing statement. *See Item 16 of this Disclosure Brochure for information regarding custody.*

The retirement plan services agreement will continue in effect from the date fully executed and can be terminated at any time upon receipt of written notice to terminate by either party to the other, which written notice must be manually signed by the terminating party. Termination of services will not affect (a) the validity of any action previously taken by Deerfield Financial Advisors under the agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the agreement; or (c) the client's obligation to pay fees that have already been earned under the agreement. Upon termination of the agreement, we will not have any continuing obligation to take any action. If the client terminates the services, the balance (if any) of our unearned fees shall be refunded to the client and the balance (if any) of our earned fees shall be charged to the client through the course of our client termination process.

Other Fees

Deerfield Financial Advisors does not expect to receive any other compensation, direct or indirect, for our services. If we receive any other compensation for such services, we will (i) offset that compensation against our stated fees, and (ii) will disclose the amount of such compensation, the services rendered for such compensation and the payer of such compensation to the client.

Relationship Discounts

Family members and friends of Deerfield employees are offered our services at a highly discounted fee or occasionally at no charge, as an acknowledgement of our commitment to our employees. In addition, some clients such as children of clients can have their fee included inside another client's fee, as an acknowledgement of our commitment to the value of family planning.

Deerfield is also aware of certain professions that our clients need on a regular basis. Professionals providing these services, such as accountants and attorneys, may benefit from Deerfield's Wealth Management Services. Deerfield may offer these services at reduced or discounted fees for service, as an acknowledgement of our commitment to relationships.

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

Item 6 of the Form ADV Part 2 instructions is not applicable to this Disclosure Brochure because Deerfield Financial Advisors, Inc. does not charge or accept performance-based fees which can be defined as fees based on a share of capital gains on or capital appreciation of the assets held within a client's account.

Item 7 – Types of Clients

Deerfield Financial Advisors, Inc. generally provides investment advice to the following types of clients:

- Individuals
- Pension and profit sharing plans
- Trusts, estates or charitable organizations
- Corporations or business entities other than those listed above

Minimum Investment Amounts Not Required

There are no minimum investment amounts for establishing an account managed by Deerfield Financial Advisors, however, there will be discussion during the initial complementary meeting to determine if the client embraces Deerfield's investment philosophy and if there is alignment between the services needed and Deerfield's applicable fees. The Schwab Institutional Intelligent Portfolios™ program is offered to clients that have assets around or less than \$600,000 under management with our firm, but we won't automatically suggest this program to all clients with assets less than \$600,000. All clients are required to execute an agreement for services prior to commencing any work.

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

Deerfield Financial Advisors uses the following methods of analysis in formulating investment advice.

We have formed a CIO Cabinet comprised of our internal advisory personnel to perform investment analysis. The CIO Cabinet typically meets at least one time per month to review the performance of investment instruments utilized in client accounts and analyze data collected by the Firm. The CIO Cabinet does not generally project out into the future, but instead focuses on historical trends of investments.

We primarily use fundamental analysis when evaluating investments. Fundamental analysis attempts to measure investments 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 economic 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 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.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong and could therefore lead to an unfavorable investment decision.

Deerfield Investment Advisors uses the following investment strategies when managing client assets and/or providing investment advice.

We believe in a modified version of passive management and investing in asset class funds rather than commercial benchmarks to strive for a more predictable while less risky diversified return. Our strategy can be described as follows:

- ✓ We assume markets work.
- ✓ We try to use the market to our advantage to attempt to maximize returns while minimizing risks by diversifying across asset classes.
- ✓ We strive to minimize transaction costs and tax ramifications by trading primarily for rebalancing, while utilizing low-cost funds.

Generally speaking, our investment strategies are primarily intended for the long-term and clients should be prepared to hold investments for at least one year or longer. However, we will manage or provide advice for the short-term (i.e. investments sold within one year). We may also develop certain option-security strategies.

Because we invest for the long-term, we do not employ an active trading strategy which can increase costs associated with execution and transactions.

More specifically speaking, we develop models and strategies focused on both equity securities and fixed income securities.

Risk of Loss

Clients must understand that past performance is not indicative of future results. Therefore, current and prospective clients 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) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients 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 clients from losses due to market corrections or declines. There are certain additional risks associated when investing in securities through our investment management program.

- Market Risk – The stock market as a whole goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- 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 a client held common stock, or common stock equivalents, of any given issuer, the client would generally be exposed to greater risk than if the client held preferred stocks and debt obligations of the issuer.
- 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.
- 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.

- Options Risk. Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When we invest in an ETF or mutual fund for a client, the client will bear additional expenses based on its pro rata share of the ETFs 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.
- Management Risk – A client's investment with our Firm 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.
- Risks of Private Placements including Private Investment Funds - A security exempt from registering with the U.S. Securities and Exchange Commission and state securities regulator is often referred to as a private placement or unregistered offering (i.e., "Reg. D" offering). These include private investment funds such as hedge funds, real estate funds, private equity funds and other "private funds" that are exempt from registration under the Investment Company Act of 1940.
 - Only an "accredited" investor should invest in a private placement offering. To qualify as "accredited" investor, the investor must (a) have a net worth (not including primary residence) of at least \$1 million, or (b) have an income exceeding \$200,000 in each of the 2 most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year.
 - Private placement offerings often are speculative, high risk and illiquid investments. An investor can lose his or her entire investment in a private placement offering.
 - Private placement offerings are not subject to same laws and regulations, which are designed to protect investors, as registered securities offerings.
 - Private placement offerings have not been reviewed by a regulator to make sure risks associated with the risks of private placement investment have been adequately disclosed to prospective investors.
 - Private placement offerings often project higher rates of return, but this is typically because the risks of the underlying the private placement investment are also higher.

- Private placement offerings are generally illiquid, meaning there are limited opportunities to resell the underlying security of the private placement. Therefore, an investor may be forced to hold the private placement security indefinitely.
- Investors in a private placement offering are usually provided with less disclosure information than they would receive in a public securities offering. Consequently, investors know much less about the private placement investment and the people behind it.
- Private placement offerings have been used by fraudsters in the past, and consequently private placement offerings are one of the most frequent sources of enforcement cases conducted by state securities regulators. It may be very difficult or impossible for an investor in a private placement offering to recover the money invested from the sponsor of the private placement offering if such offering turns out to be fraudulent.
- Before investing in a private placement offering, an investor should carefully read and fully understand the subscription agreement and the offering memorandum/private placement memorandum.
- For additional details about private placement offerings and red flags associated with such offerings, please visit http://www.sec.gov/oiea/investor-alerts-bulletins/ib_privateplacements.html#.VDane410yUk

Item 9 – Disciplinary Information

This item is not applicable to our brochure. Form ADV Part 2 instructions request that Item 9 disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity. There are none.

Item 10 – Other Financial Industry Activities and Affiliations

Deerfield Financial Advisors is an independent fee-only Financial Planning and Investment Advisory firm and only provides fee-only Financial Planning and Investment Advisory Services. The Firm is not engaged in any other business activities and offers no other services than those described in this Disclosure Brochure. We do not have any arrangements whereby we recommend (or refer) clients to a third-party investment advisor, nor do we receive referrals from a third-party investment advisor.

Deerfield Financial Advisors is **not** and does **not** have a related company that is a (1) broker/dealer, municipal securities dealer, government securities dealer or broker, (2) 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), (3) other investment adviser or financial planner, (4) futures commission merchant, commodity pool operator, or commodity trading advisor, (5) banking or thrift institution, (6) accountant or accounting firm, (7) lawyer or law firm, (8) insurance company or agency, (9) pension consultant, (10) real estate broker or dealer, or (11) sponsor or syndicator of limited partnerships.

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

- ✓ Deerfield Financial Advisors has adopted a code of ethics that sets forth the standards of conduct expected of all supervised personnel and requires compliance with applicable securities laws ("Code of Ethics"). In accordance with Section 204A of the Advisers Act, our Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by Deerfield Financial Advisors and any of our supervised personnel. The Code of Ethics also requires that certain personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings. Clients may contact Deerfield Financial Advisors to request a copy of its Code of Ethics.

Affiliate and Employee Personal Securities Transactions Disclosure

Our Access Persons can invest in the same investments as those recommended to clients and may hold investments we do not recommend to clients. The fact that our personnel invest in the same securities recommended to clients creates conflicts of interest. We have established certain policies and procedures to control for the various conflicts.

- ✓ Access personnel orders for securities will not precede the majority of client orders. Orders, however, may be aggregated and placed at the same time as client orders (please see the description of our block trading procedures in Item 12 – Brokerage Practices).
- ✓ At no time will personnel hold positions in securities or investments that will materially affect investment performance of clients. Personnel must adhere to their insider trading policy and code of ethics.
- ✓ When Deerfield Financial Advisors is purchasing or considering for purchase any security on behalf of a client, no Access Person may affect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household as the Access Person) a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Deerfield Financial Advisors is selling or considering the sale of any security on behalf of a client, no Access Person may affect for themselves or for their immediate family a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.
- ✓ Finally, we have developed policies and procedures under our Code of Ethics requiring all access personnel to provide information regarding their reportable securities (as defined by regulators) for review and monitoring.

Our clients have or may create LLCs or limited partnerships ("limited offerings") to invest in private placement securities. These limited offerings are for investment only and not for resale. Units in these limited offerings are not registered under the Securities Act of 1933 or any state securities law and may not be sold, transferred, pledged or hypothecated unless first registered under such laws, or unless the

LLC or limited partnership has received an opinion of counsel satisfactory to it that registration under such laws is not required. Our employees are allowed to invest in these limited offerings strictly for their own personal investment purposes if they meet the definition of Accredited Investor and/or otherwise qualify to make such investments.

Personal investment by Deerfield employees in these limited offerings raises certain conflicts of interest by reducing the “arms-length” relationship between Deerfield and the client. This means Deerfield employees could be tempted to provide more favorable pricing and/or more favorable services to such clients when compared to other Deerfield clients.

Deerfield attempts to control for and mitigate these conflicts by implementing the following procedures.

- ✓ Employees must obtain prior written approval before making any such investments.
- ✓ Employees personal securities holdings and transactions, like all other personal securities holdings and transactions of Deerfield access persons, are monitored and reviewed by the firm in accordance with the policies and procedures described in the following section.
- ✓ All service and fee arrangements with the client sponsoring the limited offering must be approved by other Deerfield officers and not solely by the employee making such personal investment.
- ✓ Deerfield does not receive any separate compensation in conjunction with these limited offerings.
- ✓ To avoid the potential conflicts surrounding the recommendation of client sponsored limited offerings to other Deerfield clients, it is the policy of Deerfield to *not* recommend such limited offerings to other Deerfield clients.

Item 12 – Brokerage Practices

Clients wishing to implement the advice provided in conjunction with financial planning services of Deerfield Financial Advisors are free to select any broker/dealer or investment advisor they wish and are so informed.

Advisor Directed Brokerage Arrangements

For clients that wish to establish a managed account or implement our financial planning advice through our Firm, we will recommend, and in some cases require, Charles Schwab & Company, Inc. (Charles Schwab). Clients opening a Schwab Institutional Intelligent Portfolios™ account must open a Charles Schwab account in order for us to manage the client’s account through the Schwab Institutional Intelligent Portfolios™ program.

Therefore, when clients sign an agreement with our Firm, they will need to establish a brokerage account with Charles Schwab if they do not already have an account at Charles Schwab. Charles Schwab is a registered broker-dealer, member SIPC, and will maintain custody of clients’ assets and provide execution of securities transactions. Deerfield Financial Advisors is independently owned and operated and not affiliated with Charles Schwab.

Not all investment advisors recommend or require the use of a specific broker/dealer. Some investment advisors allow clients to select the broker/dealer. Please note we do **not** receive any client referrals from Charles Schwab. However, for compliance and operational efficiency purposes, we have decided to utilize the services of Schwab Advisor Services and therefore strongly encourage all clients to open accounts through Charles Schwab when participating in the Firm’s Investment Management Services,

On an annual basis, we will review alternative custodians in the marketplace for comparison to the currently used custodian, evaluating criteria such as overall expertise, cost competitiveness and financial condition. Quality of execution for custodians will be reviewed through methods such as trade journal evaluations, blogs, chat rooms, advisor to advisor conversations, and study groups. No single criteria will validate nor invalidate a custodian, but rather, all criteria taken together will be used in evaluating the currently utilized custodian.

The decision to require Charles Schwab is largely based on the Firm's participation in Schwab Advisor Services and not solely based on our clients' interest in receiving most favorable execution. However, we certainly consider the overall execution services of Charles Schwab when recommending them over other brokerage platforms.

Through the Schwab Advisor Services platform, Deerfield Financial Advisors is provided with access to Charles Schwab's institutional trading and custody services, which are typically not available to Charles Schwab retail investors. By receiving benefits and services from Charles Schwab, we do not have to produce or pay for them directly. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least: \$10 million of Firm clients' assets is maintained in accounts at Schwab Advisor Services and is not otherwise contingent upon Deerfield Financial Advisors committing to Charles Schwab any specific amount of business (assets in custody or trading). Charles Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Deerfield Financial Advisors' clients' accounts maintained in its custody, Charles Schwab does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Charles Schwab or that settle into Charles Schwab accounts. The commission and/or transaction fees charged by Charles Schwab may be higher than those charged by other broker/dealers. Charles Schwab enables our Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. By establishing the bulk of our client accounts at Charles Schwab we are in a better position to negotiate commission and transaction fees they charge to clients.

Charles Schwab also makes available to Deerfield Financial Advisors other products and services that benefit Deerfield Financial Advisors but may not benefit each clients' account directly. Some of these other products and services assist Deerfield Financial Advisors in managing and administering clients' accounts as a whole. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of advisory fees from its clients' accounts; and assist with back-office functions; recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Deerfield Financial Advisors accounts.

Schwab Advisor Services also makes available to Deerfield Financial Advisors other services intended to help Deerfield Financial Advisors manage and further develop its business enterprise. These services include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Charles Schwab makes available, arrange and/or pay for these types of services rendered to Deerfield Financial Advisors by independent third party providing these services to Deerfield Financial Advisors. While as a fiduciary, Deerfield Financial

Advisors endeavors to act in its clients' best interests, and while the recommendation that clients maintain their assets in accounts at Charles Schwab is based in part on the benefit to Deerfield Financial Advisors of the availability of some of the foregoing products and services; nevertheless, these products and services by facilitating the Firm's workload are also effectively benefiting our clients as well.

Prime Broker Services

Through our relationship with Schwab, we can use the Charles Schwab Prime Broker service. This allows us to place trades with other broker/dealers without the need to have individual accounts with the other broker/dealers. The use of Prime Broker allows greater flexibility to access more fixed income products, ability to access Initial Public Offerings (IPOs), and the ability to access new issue bonds. All assets will be kept in a Schwab account with all confirmations and statements generated by Charles Schwab.

We select other broker/dealers based on the quality of research, services, products offered, execution and commission structures. Both discount and full-service broker/dealers may be used, but the lowest cost broker/dealer will not always be utilized. We have not entered into any formal soft-dollar arrangements nor do we receive any referrals from broker/dealers available through the Charles Schwab Prime Broker service.

Trade Errors

Based on industry practice and SEC guidance to broker-dealers, a trade error under this policy is defined as including:

- Inaccurate transmission or execution of any term of an order including, but not limited to: price; number of shares or other unit of trading; identification of the security; identification of the account for which securities are purchased or sold; short sales that were instead sold long or vice versa; or the execution of an order on the wrong side of a market;
- Unauthorized (because of misunderstanding or mistake) or unintended purchase, sale or allocation of securities, or the failure to follow specific client instructions; and
- Incorrect entry of data into relevant systems, including reliance on incorrect cash positions, withdrawals or securities positions reflected in an account.

From time to time an error may occur in submitting a trade order on behalf of the client. When this occurs Deerfield Financial Advisors may place a correcting trade with Charles Schwab. If an investment gain results from the correcting trade, the gain will remain in the client's account unless (1) the same error involved other client account(s) that should have received the gain, (2) it is not permissible for a client to retain the gain, or (3) we confer with the client and the client decides to forego the gain.

If a loss occurs, the client or Deerfield Financial Advisors will pay for the loss depending on how the error occurred. (If Schwab is the custodian then Schwab will maintain the loss or gain (if such gain is not retained in their account) if it is under \$100 to minimize and offset its administrative time and expense.) Generally, if related trade errors result in both gains and losses in the client's account, they may be netted. Gains of more than \$100, not retained in the client account, will be donated by Charles Schwab to a charity chosen by Charles Schwab.

Aggregation of Client Orders-Block Trading Policy

Transactions for each client will be traded independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. In these situations, we are inclined to (but are not obligated) aggregate or “block” such orders in hopes to obtain best execution, to negotiate more favorable commission rates, or to allocate trades more equitably among our clients’ differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently.

When aggregating trades, transactions will generally be averaged as to price and allocated among our clients on a pro-rata basis to the purchase and sale orders placed for each client on any given day. To the extent we determine to aggregate client orders for the purchase or sale of the securities, including securities in which our personnel invest, we shall generally do so in accordance with applicable regulatory rules and guidance provided by the staff of the SEC.

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

Client Directed Brokerage Arrangements

While we generally recommend, and in some cases require, the use of Charles Schwab, a client may be allowed to select a broker-dealer of their own choosing and still participate in our Investment Management Services program. In addition, we may also render non-discretionary Investment Management Services to clients regarding their (1) variable life/annuity products that they may own, and/or (2) their individual employer-sponsored retirement plans. In these situations, Deerfield Financial Advisors either directs or recommends the allocation of client assets among the various mutual fund subdivisions that comprise the variable life/annuity product or the retirement plan. The client assets shall be maintained at either the specific insurance company that issued the variable life/annuity product which is owned by the client or at the custodian designated by the sponsor of the client's retirement plan. We do not have any arrangements whereby we recommend specific variable annuity sponsor companies or retirement plan sponsors.

When a client directs the use of a particular broker-dealer or other custodian, we may not be able to obtain the best prices and execution for the transaction. Clients who direct the use of a particular broker-dealer or custodian may receive less favorable prices than would otherwise be the case if clients had not designated a particular broker-dealer or custodian. Further, clients with directed brokerage arrangements

will not be able to participate in aggregate trades (i.e. block trades) and directed trades may be placed by Advisor after effecting non-directed trades.

Item 13 – Review of Accounts

Account Reviews and Reviewers

For clients receiving Wealth Management or Investment Management-Only Services, we monitor portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients receiving Financial Planning and/or Consulting Services, either as a separate engagement or as part of Deerfield Financial Advisors' Wealth Management services, reviews are conducted on an "as needed" basis depending upon the needs of each client.

Such reviews are conducted by the Financial Advisor or Financial Planner assigned to each client. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Deerfield Financial Advisors and to keep Deerfield Financial Advisors informed of any changes thereto. Deerfield Financial Advisors shall contact ongoing investment advisory clients at least annually to review services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Statements and Reports

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Clients receiving Investment Management Services also receive written reports from Deerfield Financial Advisors that include such relevant account and/or market-related information as an inventory of account holdings and account performance. Written reports may be provided to clients via uploads to our client vault, as requested, and at client meetings.

Item 14 – Client Referrals and Other Compensation

Client Referrals

We do not directly or indirectly compensate anyone for client referrals.

Other Compensation

- ✓ The only form of compensation received from advisory services is the fees charged for providing investment such services as described in Item 5 of this brochure.
- ✓ We receive no other forms of compensation in connection with providing investment advice.
- ✓ However, please refer to Item 12 to read information regarding the benefits received from our brokerage 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 advisor has the ability to access or control client funds or securities, the

investment advisor is deemed to have custody and must ensure proper procedures are implemented. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

Deerfield Financial Advisors is deemed to have custody of client funds and securities whenever the Firm is given the authority to have fees deducted directly from client accounts. For a select number of client accounts (401k plans, 403b and 457 plans, retirement plans, & self-directed brokerage accounts) not held through Charles Schwab, we can log-in to a client's accounts using the client's unique log-in information on a web site. When accessing the account through the client's log-in access, our authorizations are broader than customary, and we are deemed to have custody beyond the ability to deduct fees from the account.

We also provide bill-pay services to a small number of clients. Through this service we have check-writing privileges on client bank accounts and the authority to transfer money from the client's bank account to a third-party account.

For accounts in which Deerfield Financial Advisors is deemed to have custody, the Firm has 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 Deerfield Financial Advisors.** When clients have questions about their account statements, they should contact Deerfield Financial Advisors or the qualified custodian preparing the statement.

Specific to accounts for which we have custody beyond the ability to deduct advisory fees, the Firm has engaged an independent public accounting Firm, not affiliated in any way with Deerfield Financial Advisors, to perform an annual surprise verification examination. The purpose of such an examination is to verify that the funds and securities held in accounts actually exist and are located at the applicable qualified custodian.

Deerfield Financial Advisors is also deemed to have custody of client funds and securities when Deerfield Financial Advisors has standing authority (also known as a standing letter of authorization or "SLOA") to move money from a client's account to a third-party account.

Item 16 – Investment Discretion

Through our Investment Management Services program and upon receiving written authorization from a client, Deerfield Financial Advisors will maintain trading authorization over client accounts. Upon receiving written authorization from the client (as provided in our Firm's client agreement), Deerfield Financial Advisors will generally **always** implement trades on a **discretionary** basis. When discretionary authority is granted, Deerfield Financial Advisors will have the authority to determine the type of securities, the amount of securities that can be bought or sold, the broker or dealer to be used, and the commission rates paid for the client's portfolio without obtaining the client's consent for each transaction.

Although not common with our clients, if we agree to implement trades on a **non-discretionary** basis, we will be required to contact the client prior to implementing changes in their account.

Once the above factors are agreed upon, Deerfield Financial Advisors will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If a client's accounts are managed on a non-discretionary basis, they need to know that if they are not able to be reached or are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

Item 17 – Voting Client Securities

It is the policy of Deerfield Financial Advisors to not vote proxies on behalf of our client accounts. While there are some investment advisors that will vote proxies and other corporate decisions on behalf of all clients, we have determined that taking on the responsibility for voting client securities for all clients does not add enough value to the services provided to clients to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, for the far majority of our clients it is the client's responsibility to vote all proxies for securities held in accounts managed by our Firm.

In these situations, clients will receive proxies directly from their custodian or transfer agent and such documents will not be delivered by Deerfield Financial Advisors. Although we do not vote client proxies, if clients have a question about a particular proxy, feel free to contact Deerfield Financial Advisors.

For a limited number of clients and on an exception only basis, we will vote proxies. For arrangements whereby we are responsible for voting client securities, proxies related to securities held by clients are voted in a manner that is in the best interest of our clients. Our proxy voting policy is to cast votes in favor of proposals that are anticipated to enhance the long-term value for the shareholders and the company.

Proxy votes generally will be cast in favor of proposals that: (1) maintain or strengthen the shared interests of shareholders and management; (2) increase shareholder value; and (3) maintain or increase the rights of shareholders. Proxy votes generally will be cast against proposals having the opposite effect.

Our decision to vote in support or opposition of a proposal will always depend on the specific circumstances described in the proxy statement and other available information.

You may request a complete copy of our proxy voting policies and procedures as well as information on how your proxies were voted by contacting us at the address or phone number indicated on Form ADV Part 2A, Page 1 of this disclosure document.

As described in the Schwab Institutional Intelligent Portfolios™ Program Disclosure Brochure, clients enrolled in Schwab Institutional Intelligent Portfolios™ designate SWIA to vote proxies for the ETFs held in their accounts. We have directed SWIA to process proxy votes and corporate actions through and in accordance with the policies and recommendations of a third-party proxy voting service provider retained by SWIA for this purpose. Additional information about this arrangement is available in the Program Disclosure Brochure. Clients who do not wish to designate SWIA to vote proxies may retain the ability to vote proxies themselves by signing a special Charles Schwab & Co form available from us.

Item 18 – Financial Information

This item is not applicable to this brochure. Deerfield Financial Advisors does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, Deerfield Financial Advisors is not required to include a balance sheet for our most recent fiscal year. Deerfield

Financial Advisors is not subject to a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Finally, Deerfield Financial Advisors has not been the subject of a bankruptcy petition at any time.

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