



PlanMember Securities Corporation Wrap Fee Program Brochure

(Form ADV Part 2A, Appendix 1) for the

PlanMember Elite Program

PlanMember Advisor—Fidelity Program

PlanMember Advisor—SBL Program

PlanMember Strategist Program

June 25, 2020

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This brochure provides information about the qualifications and business practices of PlanMember Securities Corporation. If you have any questions about the contents of this brochure, please contact us at 800.223.7608 or 800.874.6910. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about our firm is available on the SEC's website at: www.adviserinfo.sec.gov

The terms "Registered" and "Registered Investment Advisor" do not imply a certain level of skill or training.

ITEM 2. MATERIAL CHANGES

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Generally, PSEC will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

PlanMember Securities Corporation ("PSEC" or "PlanMember") offers a number of investment advisory programs for its clients. PSEC has prepared a separate brochure for each program (or group of similar programs) rather than a single large brochure that describes all of its programs. PSEC clients will receive only the brochure that describes the program in which they are participating or that they are considering. This brochure provides information relating to the PlanMember Elite Program, the PlanMember Advisor—Fidelity Program, and the PlanMember Advisor—SBL Program (the "PlanMember Advisor Programs"), and the PlanMember Strategist Program, all wrap fee programs available to our clients.

More information regarding these programs is available under Item 4: Services, Fees, and Compensation.

There are four material changes in this brochure since March 31, 2019:

1. The brochure has been revised throughout to reflect the status of the Programs as wrap fee programs;
2. The brochure has been revised throughout to reflect changes that have been made in PSEC's operations to comply with interpretive releases by the U.S. Securities and Exchange Commission;
3. The discussion of an agreement between PlanMember Financial Corporation ("PFC"), parent of PlanMember Securities Corporation, and AXA Distribution Holdings, Inc. has been eliminated because the relevant provisions of the agreement have been amended to eliminate a conflict of interest; and
4. The discussion of additional disciplinary items on page 14.

ITEM 3. TABLE OF CONTENTS

ITEM 1. TITLE PAGE	1
ITEM 2. MATERIAL CHANGES	2
ITEM 3. TABLE OF CONTENTS	3
ITEM 4. SERVICES, FEES, AND COMPENSATION.....	4
ITEM 5. ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS	7
ITEM 6. PORTFOLIO MANAGER SELECTION AND EVALUATION	7
ITEM 7. CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS	11
ITEM 8. CLIENT CONTACT WITH PORTFOLIO MANAGERS	12
ITEM 9. ADDITIONAL INFORMATION	12

ITEM 4. SERVICES, FEES, AND COMPENSATION

PlanMember Securities Corporation (“PSEC,” “we,” “our,” and/or “us”) is registered with the Securities and Exchange Commission (SEC) as both a broker-dealer and an investment adviser. PSEC has been providing investment advisory services since 1994. Jon M. Ziehl is the founder and President of PSEC and has been in the financial services industry since 1980. PSEC is a direct subsidiary of PlanMember Financial Corporation. More than 25% of a voting class of securities of PlanMember Financial are held by Mr. Ziehl and, indirectly, by Equitable Distribution Holdings. Equitable Distribution Holdings is a member of the Equitable.

As used in this Brochure, “Your PSEC Professional” or “Professional” refers to the PSEC financial professional who is responsible for your account. The terms “you,” “your,” and/or “client” refer to you as either a current or prospective client of PSEC. As used in this Brochure, the term “Associated Person” may refer to any or all of the following: PSEC officers, employees, and/or any individuals providing investment advice on behalf of PSEC.

Our brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available for you to research firms and financial professionals at investor.gov/crs, which also provides educational materials about broker-dealers, investment advisers, and investing.

Depending on your needs and your investment objectives, the Firm may assist you with brokerage services, investment advisory services, or both. There are important differences between brokerage and advisory services, including their costs, the services we provide, and the rules that govern them. You should carefully consider these differences when deciding which type, or combination of types, of services and accounts are right for you. Information regarding the differences between our brokerage and advisory services is also included in our Client Relationship Summary disclosure (Form CRS), which is available at planmember.com/disclosures.

In addition to the advisory programs and services described in this Brochure, PSEC also offers other advisory programs and services, which are described in separate Forms ADV, Part 2As. Detailed discussions of each of the advisory programs and services provided by PSEC, are available on our website at planmember.com/disclosures.

When you choose to purchase products and services through PSEC and work with a PSEC financial professional, you have the option of investing through a transaction-based account, such as a brokerage account, a fee-based investment advisory program, or both. It is important to understand the services you can expect to receive, and the costs associated with each of these different types of accounts and relationship with PSEC and your PSEC financial professional. Additional information on the types of accounts PSEC offers and the costs associated with each are available on our website at planmember.com/disclosures.

PlanMember Advisor and PlanMember Strategist Programs

PSEC provides a variety of advisory services to its clients. The advisory services described in this brochure apply to the PlanMember Advisor and Strategist Programs listed on the cover page. These Programs are marketed primarily to individual retirement plans, such as 403(b)(7) accounts and IRAs. Other advisory programs and services are described in separate Investment Adviser Brochures, which are available upon request.

Services are based on the individual needs of the client. An initial interview and data gathering questionnaire is undertaken to determine the client's financial situation and investment objectives, and to give the client the opportunity to impose reasonable restrictions on the management of the account. The client will retain rights of ownership of all securities and funds in the account to the same extent as if the client held the securities and funds outside the program.

For the advisory programs described in this brochure (the “PlanMember Advisor and Strategist Programs”), PSEC constructs a series of asset allocation portfolios with varying risk profiles that are invested in mutual funds or variable annuities. The PlanMember Advisor and Strategist Programs employ a variety of investment strategies, which are described in the section of this Brochure captioned “Methods of Analysis, Investment Strategies and Risk of Loss.”

The PlanMember Advisor and Strategist Programs enable PSEC to provide its clients with the following managed portfolios:

- The PlanMember Elite Program consists of five portfolios managed by PSEC investment professionals consisting of no-load mutual funds, which are in turn managed by a variety of third-party investment advisers.
- The PlanMember Advisor—Fidelity Program consists of five portfolios managed by PSEC investment professionals consisting of no-load mutual funds sponsored and managed by Fidelity.

- The PlanMember Advisor—SBL Program consists of five portfolios managed by PSEC investment professionals consisting of variable annuities sponsored and managed by Security Benefit Life.
- The PlanMember Strategist Program consists of model portfolios design and managed by third-party investment advisers (“Strategists”) who are in turn selected and overseen by the PSEC Strategist Committee.

As part of the advisory contract, each client gives PSEC a limited power of attorney to (i) allocate the assets in the accounts as indicated on the initial account application; (ii) periodically rebalance the account to adjust for changes resulting from fluctuations in the market price of the assets, by returning the account to the new quarterly asset allocation selections; (iii) reallocate the assets in the account within the portfolio(s) selected; (iv) increase, decrease or change the number of funds or variable annuity sub-accounts utilized in each allocation; and (v) add or delete new funds/fund families or other investment options within the mutual funds or new sub-accounts within the variable annuities.

The beneficial owners of certain retirement accounts whose assets are held by a trustee/custodian may be subject to special terms and conditions with respect to shareholder report, proxies, and other matters, depending on the terms and conditions of the plan documents under which such accounts are established. PSEC or its agent furnishes quarterly consolidated account statements to each client, confirming all transactions during the report period.

Consistent among all PlanMember Advisor Programs is PSEC’s asset allocation service utilizing mutual funds with no front-end or back-end sales charges from multiple mutual fund companies and variable annuities from Security Benefit. Each client receives a prospectus for each mutual fund or variable annuity in which his or her account is invested.

Services

PSEC provides investment advisory programs to individuals and plan sponsors who participate in or sponsor certain qualified tax-deferred retirement programs including, but not limited to, payroll deduction programs under Sections 403(b), 401(k), 401(a), 457(b) and 408 of the Internal Revenue Code, as well as individuals invested in nonqualified investment advisor firms, and wrap fee programs. PSEC will also provide brokerage and execution services as the broker-dealer on transactions.

The Program Fee

On an annualized basis, the PlanMember Program advisory fee for PlanMember Elite, PlanMember Advisor-Fidelity and PlanMember Strategist accounts (the “Advisory Fee”) is based on the following tiered fee schedule:

- 2.00% for accounts up to \$250,000
- 1.85% for accounts from \$250,000 up to \$500,000
- 1.70% for accounts from \$500,000 up to \$1,000,000
- 1.55% for account of \$1,000,000 or more

On an annualized basis, the PlanMember Program advisory fee for PlanMember Advisor-SBL accounts (the “Advisory Fee”) is based on the following tiered fee schedule:

- SecureDesigns and Variflex Variable Annuity Contracts: 1.25%
- SFR Mutual Fund Program Accounts: 2.00%

The above Advisory Fee schedules may be discounted on a case-by-case basis at the discretion of the PlanMember Professional or for accounts established prior to June 1, 2012. A negotiated fee may apply in certain cases.

PSEC retains between 0.30% and 0.70% of the Advisory Fee, depending on the size of the account and other factors. For PlanMember Strategist accounts, a portion of the Advisory Fee retained by PlanMember may be shared with the Strategist. PlanMember’s advisory services may not be purchased outside of the PlanMember Advisor Programs. Advisory services of the Strategists may be purchased outside of the PlanMember Strategist Program, possibly for a lower fee.

Other fees related to the custody and servicing of the account and not related to the advisory services may apply. See your account application for details. PlanMember Advisor Program and PlanMember Strategist Program accounts are invested in mutual funds that carry separate expenses as disclosed in each mutual fund prospectus.

The portion of the Advisory Fee not retained by PSEC is paid to the PlanMember Professional (who may be a registered representative of PSEC or a financial professional of another broker/dealer with whom PSEC has a clearing and carrying relationship) as a Solicitor’s Fee. This compensation may be more or less than the compensation that the PlanMember

Professional would receive from the sale of other financial products. Therefore, the PlanMember Professional may have a financial incentive to recommend the PlanMember Advisor Programs over other programs or services. In some cases, a portion of the Solicitor's Fee may be paid to a referring entity other than the PlanMember Professional.

The annual fee for the PlanMember Advisor and PlanMember Strategist Programs is typically billed quarterly, in arrears, based on the average daily balance of the account during the preceding quarter. In certain circumstances, solely when the account was funded by proceeds from another advisory program in which advisory fees were billed in advance, the annual fee will be billed quarterly, in advance, based on the account value as of the last day of the previous quarter. If the account is to be billed in advance, the advance billing option will be indicated on the Investment Advisory Agreement for the account. Upon account termination, any earned, unpaid fees will be deducted from the account or any unearned, prepaid fees will be promptly refunded.

Clients participating in the PlanMember Advisor and PlanMember Strategist Programs are required to authorize PSEC to debit the Program fee from their account. Fees are liquidated from the client's largest mutual fund or variable annuity sub-account holding or, if there are insufficient assets in the largest holdings, from the client's remaining mutual fund holdings or variable annuity sub-account.

Fees Charged by Third Parties

There are other fees and charges that are imposed by third parties other than PSEC that apply to investments in Advisor and Strategist Program accounts. Some of these fees and charges are described below. Since your assets are invested in mutual funds or other pooled investment products, you should be aware that there will be two layers of advisory fees and expenses for those assets. You will pay an advisory fee to the fund manager and other expenses as a shareholder of the fund. In the case of mutual funds that are fund of funds, there could be an additional layer of fees, including performance fees that may vary depending on the performance of the fund. You will also pay PSEC and your PSEC Professional the Account Fee with respect to those assets. Most of the mutual funds available in the program may be purchased directly. Therefore, you could generally avoid the second layer of fees by not using the advisory services of PSEC and Your PSEC Professional and by making your own decisions regarding the investment.

If you transfer into an Advisor or Strategist Program account a previously purchased mutual fund, and there is an applicable contingent deferred sales charge on the fund, you will pay that charge when the mutual fund is sold. If your account is invested in a mutual fund that charges a fee if a redemption is made within a specific time period after the investment, you will be charged a redemption fee. If a mutual fund has a frequent trading policy, the policy can limit your transactions in shares of the fund (e.g., for rebalancing, liquidations, deposits or tax harvesting).

When transferring securities into an account, you should be aware that certain securities may not be eligible for the account. In such case, the securities may be rejected.

Important Things to Consider About Fees on a Program Account

The Account Fee is an ongoing fee for investment advisory services and other administrative and custodial services. You do not pay commissions or transaction charges. The Account Fee may cost you more than purchasing the program services separately, for example, paying an advisory fee plus commissions for each transaction in the account. Factors that have a bearing upon the cost of the account in relation to the cost of the Advisor or Strategist Program services purchased separately include the:

- type and size of the account
- historical and or expected size or number of trades for the account
- transaction charges for the securities purchased and sold in the account and
- number and range of supplementary advisory and client-related services provided to you

The Account Fee also may cost you more than if assets were held in a traditional brokerage account. In a brokerage account, you are charged a commission for each transaction, and your PSEC Professional has no duty to provide ongoing advice with respect to the account. If you plan to follow a buy and hold strategy for the account or you do not wish to purchase ongoing investment advice or management services, you should consider opening a brokerage account rather than a Program account.

The Account Fee may be higher than the fees charged by other investment advisors for similar services.

Your PSEC Professional, by recommending the program to you, receives compensation as a result of your participation in the Program. This compensation includes a portion of the Account Fee, and also will include other types of compensation, such as bonuses, awards or other things of value offered by PSEC to the Your PSEC Professional. PSEC pays your PSEC Professional this compensation based on your Advisor's overall business production and/or on the amount of

assets serviced in PSEC advisory programs. Therefore, the amount of this compensation can be more than what your PSEC Professional would receive if you participated in other PSEC programs, programs of other investment advisors or paid separately for investment advice, brokerage and other client services. In that case, your PSEC Professional has a financial incentive to recommend an Advisor or Strategist Program account over other programs and services.

The investment products available to be purchased in an Advisor or Strategist Program can be purchased by clients outside of a Program account, through broker-dealers or other investment firms not affiliated PSEC.

ITEM 5. ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

Participation in the Advisor and Strategist Programs are available to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. There is no minimum investment required to establish a PlanMember Advisor or PlanMember Strategist 403(b) or 457(b) account. The minimum investment required to establish a PlanMember Advisor IRA or nonqualified account is \$2,000. The minimum investment required to establish a PlanMember Strategist IRA or nonqualified account is \$2,000. Minimum investment requirements may be waived or reduced for group or affinity plans and individual plans on a case-by-case basis at the sole discretion of PSEC.

ITEM 6. PORTFOLIO MANAGER SELECTION AND EVALUATION

We are both the sponsor and portfolio manager of the PlanMember Advisor and Strategist Programs. Our maximum fee for acting as portfolio manager of the Programs is stated above, and clients will not be charged additional fees for Program participation. Refer to the Services, Fees and Compensation section of this Brochure for additional disclosures on this topic.

PSEC investment professionals are solely responsible for managing the portfolios underlying the PlanMember Elite, PlanMember Advisor—Fidelity, and the PlanMember Advisor—SBL Programs. PSEC believes that its investment professionals possess the requisite skill and experience to serve in this capacity. PSEC management regularly reviews the performance of the Advisor Programs in light of their investment objective, the purpose for which they have been established, and the conditions of the relevant markets.

In PSEC's third-party strategist program, PlanMember Strategist, a third-party portfolio manager provides discretionary advisory services as a sub-advisor to PSEC. The specific advisory program selected by the client may cost the client more or less than purchasing program services separately. Factors that bear upon the cost of a particular advisory program in relation to the cost of the same services purchased separately include, but may not be limited to, the type and size of the account; the historical or expected size or number of trades for the account; the types of securities and strategies involved; the amount of fees, commissions, and other charges that apply at the account or transaction level; and the number and range of supplementary advisory and client-related services provided to the account. Comparable services for lower fees may be available from other sources.

Investment Discretion

As part of the advisory contract, each client gives PSEC a limited power of attorney to (i) allocate the assets in the accounts as indicated on the initial account application; (ii) periodically rebalance the account to adjust for changes resulting from fluctuations in the market price of the assets, by returning the account to the new quarterly asset allocation selections; (iii) reallocate the assets in the account within the portfolio(s) selected; (iv) increase, decrease or change the number of funds or sub-accounts utilized in each allocation; and (v) add or delete new funds/fund families, variable annuity sub-accounts, or other investment options within the mutual funds or variable annuities.

Performance-Based Fees and Side-by-Side Management

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while, at the same time, managing accounts that are not charged performance-based fees. Performance-based fees are based on a share of the capital gains or capital appreciation of a client's account. Our fees are calculated as described in the Services, Fees and Compensation section above, and are not charged on the basis of a share of capital gains or capital appreciation of the assets within your advisory account.

Methods of Analysis, Investment Strategies and Risk of Loss

PlanMember Advisor Programs

The PlanMember Advisor Program includes the following products: PlanMember Elite, PlanMember Advisor-SBL and PlanMember Advisor-Fidelity (collectively referred to as the “PlanMember Advisor Programs”). All of the PlanMember Advisor Programs utilize the methods of analysis and investment strategies described below; however, the PlanMember Advisor-SBL invests exclusively in investment products, including variable annuities and mutual funds, offered by Security Benefit Life. Except for plans that have placed a restriction on the mutual funds available for the PlanMember Advisor-Fidelity program, the PlanMember Advisor—Fidelity program invests solely in mutual funds sponsored by Fidelity Investments.

PSEC utilizes strategic asset allocation, i.e. a top-down approach, in the management of client portfolios. Portfolios are primarily constructed using mutual funds or sub-accounts of variable annuities, both of which are investment vehicles that provide diversification in a cost-effective manner. Within each investment program, clients can generally pick from a series of five portfolios (labeled I through V) that graduate risk from conservative to aggressive. One typically finds higher equity allocations in the more aggressive portfolios, and higher fixed-income allocations in the more conservative portfolios.

In addition to PSECs managed portfolios (I-V), the program provides for a client directed decision to temporarily move from a managed portfolio into a single money market instrument. Such instructions are required to be received either in writing or on a recorded line to the PlanMember Service Center, similar to a portfolio change.

PSEC’s investment process can be divided into 3 main parts:

1. **Economic Framework:** PSEC develops a broad, intermediate to long-term view of the global economy and financial markets.
2. **Portfolio Strategy:** PSEC develops its strategy for each managed portfolio. Such strategy may increase or decrease expected portfolio risk or shift into or out of investments based on their perceived attractiveness.
3. **Selection and Weighting:** PSEC’s investment strategy is then translated into specific mutual fund and variable annuity sub-account weightings. Adjustments to the strategy can be made depending on strengths and weaknesses of the individual mutual funds or sub-accounts being used. PSEC also implements a monitoring process to identify if and when another portfolio reallocation or rebalancing should occur.

Decisions to change portfolio weightings rely on Strategic Rebalancing Events (SREs). These events can be classified into the following categories (but are not exclusive).

- Changes in economic circumstances
- Financial market disparities
- Drift-based repositioning
- Repositioning based on the characteristics of individual mutual funds or sub-accounts

PlanMember Strategist Program

PSEC utilizes third party nonaffiliated investment advisers (“Strategists”) to design and manage model portfolios in which Client assets can be invested among various mutual funds. As opposed to directly managing the portfolios (as in the PlanMember Advisor Program), in the Strategist Program, PSEC acts as the “manager” of the Strategists in selection and due diligence of Strategists, and final approval of investment recommendations of the Strategists. The recommendations of the Strategists are reviewed and approved by the Strategist Committee, which is chaired by Steve Hanson, PlanMember FVP – Strategic and Product Development.

The Strategists are appropriately registered as investment advisers and/or broker/dealers with the state or SEC and, where required, are members of FINRA. PSEC requires that the Strategists follow certain parameters in designing and managing portfolio models.

The Strategists are responsible for managing the models and when a change in the model allocations is recommended, PSEC and/or the Strategist will have discretionary authority to conduct trading activity as necessary to change or rebalance the Client’s portfolio and replicate those changes linked to the model accounts.

Advanced Asset Management Advisors (AAMA)

When constructing portfolios, AAMA takes the following criteria into consideration:

- Industry and Sector value relative to historical P/E ratios
- Industry and Sector earnings momentum
- Style and Sector relative performance
- Target Style and Sector weightings
- Mutual fund portfolio composition
- Mutual fund relative strength
- Total portfolio measurements

The PlanMember Strategist Program includes nine model allocations from AAMA. Three of the models include allocations to international equity funds and the other five do not. The AAMA portfolios are implemented using funds from various mutual fund companies of AAMA's choosing. AAMA portfolios are reallocated and rebalanced in a periodic basis based on AAMA's analysis of the factors listed above. All changes to portfolio allocations are implemented within the risk portfolio of the portfolio selected by the investor.

CLS Investment Management

CLS investment methodology revolves around risk budgeting. A "Risk Budget" is established for each account based on the Client's risk tolerance. Historical, standard deviation and other fundamental factors that impact the risk characteristics are analyzed for each available mutual fund. The process results in portfolios designed to take advantage of more attractive opportunities for investment while maintaining risk levels established by the Client's Risk Budget. By viewing equities and bonds on the same risk continuum, CLS believes that they can enhance their ability to overweight favorable asset classed while keeping portfolio risk relatively constant even as the portfolio changes.

CLS portfolios are actively managed but should not be confused with market timing or other more aggressive forms of tactical asset allocation. CLS portfolios are designed to control portfolio risk to the optimal extent possible.

The PlanMember Strategist Program includes five model allocations from CLS. The CLS portfolios are implemented using the CLS AdvisorOne and American Funds mutual funds. CLS portfolios are reallocated and rebalanced periodically at the discretion of CLS.

Dimensional Fund Advisors

Dimensional Fund Advisors ("DFA") builds strategies for clients by applying a scientific, transparent, and process-driven investment approach based on rational use of current market information. DFA's study of decades of theoretical and empirical research in asset pricing have led it to believe that 1) there are systematic differences in expected returns among securities and 2) current market prices and fundamentals contain relevant information about those differences. DFA uses information in current market prices throughout the entire investment process to identify those systematic differences and build solutions that pursue higher expected returns. Theoretical and empirical research conducted over decades has identified four dimensions of higher expected returns in the equity markets: the overall equity market, company size, relative price, and profitability. These dimensions point to systematic differences in expected returns. For any given portfolio, the higher the exposure to those dimensions, the higher the expected returns, all other things being equal.

DFA's equity funds focus on securities with higher expected returns while managing risks through broad diversification in over 12,000 securities and over 40 countries as of September 30th, 2017. The underlying equity funds primarily use DFA's core equity approach to investing within the US, international developed and emerging markets. The core equity strategies are total market solutions that are designed to put greater emphasis on securities with higher expected returns. By integrating different size, relative price, and profitability stocks into one portfolio rather than separate component portfolios, this fluid structure should reduce turnover (and consequently, implementation costs) because there is no need to fully sell securities that migrate from asset class to asset class.

The primary focus for fixed income funds in the DFA models is for customizing overall portfolio volatility. Portfolios with large allocations to equities can typically afford larger exposures to term and credit risk without significantly impacting the volatility of the portfolio. More risk-averse investors can reduce their equity allocations and take a more conservative approach to fixed income. Based off these conclusions, the more conservative models will have a shorter duration and higher credit quality, in aggregate, relative to the more aggressive portfolios which can afford to increase term and credit exposure without materially impacting portfolio volatility. Within the universe of appropriate bonds, the funds have flexibility to incorporate market-based information when targeting term and credit premiums in search of

moderately higher expected returns. In addition, a global fixed income opportunity set can diversify term structure risk and provide opportunities to seek higher expected returns across multiple yield curves.

The PlanMember Strategist Program includes five model allocations from DFA, ranging from conservative (25% equity/75% fixed-income) to aggressive (100% equity). Within the Equity category, allocations to Domestic, International Developed and Emerging Markets are determined by global market capitalization. These allocations will be reviewed by DFA on an annual basis and changed if global market capitalization changes. Any such changes will be reviewed and approved by the PlanMember Strategist Committee.

ICON Advisers

Focusing on valuation, relative strength and industry rotation to capture changing market themes, ICON relies on in-house research to provide portfolio solutions for financial advisers and the clients. By combining valuation and relative strength to uncover leading market themes, ICON stresses industry exposure, thereby lessening the random risk associated with selecting individual securities. ICON has been implementing its unique money management since 1986.

As a disciplined, quantitative system designed to remove the emotion from investing, the ICON methodology:

- Computes value-to-price ratios (V/P) utilizing the fundamentals of finance
- Determines industries within market sectors that their system shows to be demonstrating leadership against the broader market
- Rotates among undervalued and overvalued industries
- Selects individual securities that are underpriced relative to their estimated intrinsic value
- Places no restrictions on market capitalization or simplistic value/growth characteristics

The PlanMember Strategist Program includes seven model allocations from ICON. The ICON portfolios are implemented using ICON mutual funds and are tactically managed based on the ICON proprietary valuation model. ICON portfolios are reallocated and rebalanced periodically at the discretion of ICON Advisers.

Russell Investments

Russell Investments is a pioneer in multi-manager investing and the creator of the Russell Indexes. Through decades of market cycles, Russell has honed its expertise and built an investment philosophy backed by a rich heritage consulting to some of the world's most demanding institutional investors – many responsible for billion-dollar portfolios.

The PlanMember Strategist Program includes ten model allocations from Russell – consisting of five tax-managed portfolios. The Russell portfolios are implemented using Russell mutual funds and are strategically constructed using Modern Portfolio Theory as a foundation. The allocations are not tactically changed – they are only changed when the underlying capital market assumptions are changed.

PlanMember Services Corporation, an affiliate of PSEC, and Russell Financial Services, an affiliate of Russell Investments, have entered into a marketing and educational support agreement, under which PlanMember Services agrees to sponsor marketing and educational programs and operational support to enable Russell Financial Services to interact with PlanMember representatives and to provide certain informational and marketing cooperative services. As compensation for these services, Russell Financial Services pays PlanMember Services a fee equivalent to 0.05% of PlanMember client assets invested in Russell Investment Company Funds. This fee paid directly from the assets of Russell Financial Services and does not result in any additional fees being paid by PlanMember clients. This payment constitutes a conflict of interest for PlanMember Services. However, this conflict is mitigated (i) by the fact that PlanMember clients are invested in the lowest cost class of shares offered by Russell Investment Company Funds and (ii) the lack of any compensation from this fee being paid directly to PlanMember representatives that advise their clients regarding investment in Russell Investment Company Funds.

Risk of Loss

Investing involves risk. The investment return and principal value will fluctuate and, when redeemed, the investment may be worth more or less than the original purchase price.

By its nature, asset allocation looks to the long-term. After the client's short-term cash needs and emergency fund is evaluated, investment and insurance strategies are designed to help the client achieve his or her financial goals.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, clients should read the prospectus in full.

PSEC is disclosing those risks and opportunities for our investment strategy or for particular types of securities used.

High yield, high risk bonds generally involve more credit risk. These securities may also be subject to greater market price fluctuations than lower yielding higher rated debt securities. Fixed income investments are subject to interest rate risk and values may decline in an increasing interest rate environment.

- The return of principal for the bond holdings is not guaranteed. Fund shares are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.
- Investing outside the United States entails additional risks, such as currency fluctuations, as more fully described in the prospectus.
- Small cap and Mid-cap investments may have additional risk, including greater price volatility.
- Money market funds have relatively low risks, compared to other mutual funds (and most other investments). By law, they can invest in only certain high-quality, short-term investments issued by the U.S. Government, U.S. corporations, and state and local governments. Money market funds try to keep their net asset value (NAV), which represents the value of one share in a fund, at a stable \$1.00 per share. However, the NAV may fall below \$1.00 if the fund's investments perform poorly. Investor losses have been rare, but they are possible.
- There may be tax consequences for short-term trading wherein capital gains are taxed as ordinary income. Additionally, some Funds charge short-term trading fees that are more fully disclosed in the Fund families' prospectus.
- While diversification through an asset allocation strategy is a useful technique that can help to manage overall portfolio risk and volatility, there is no certainty or assurance that a diversified portfolio will enhance overall return or outperform one that is not diversified. An investment made according to one of these asset allocation models neither guarantees a profit nor prevents the possibility of loss.
- Investment portfolio rebalancing is subject to market risk primarily that the value of redeemed and purchased shares may vary during the rebalancing process, resulting in gains or losses to your account.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Recommendation of Particular Types of Securities

The PlanMember Advisor and Strategist Program portfolios are invested exclusively in shares of no-load mutual funds, with the exception of PlanMember Advisor—SBL, which also invests in variable annuities offered by Security Benefit Life.

Voting Client Securities

PSEC has adopted proxy voting policies and procedures. Under these policies, PSEC's general policy is to promote the alignment of the interests of corporate management with the interests of its shareholders, to improve the accountability of corporate management to its shareholders, to reward good performance by management, and to approve proposals that Adviser believes will result in financial rewards for its clients. Clients may obtain a copy of the voting policies upon request.

The proxy voting policies and procedures have been designed so that proxies are voted in the best interests of PSEC's clients and to resolve potential conflicts of interest. PSEC votes shares in a manner consistent with the voting policies and without regard to any other relationship, business or otherwise, that PSEC may have with companies in which PSEC invests client assets.

If clients would like to obtain information about how their securities have been voted or about how they can direct their votes in a particular matter, they should contact PlanMember Securities at the address on the cover of this brochure.

ITEM 7. CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

Your PSEC Professional obtains the necessary financial data from you and assists you in determining your risk tolerance and other factors that will assist you in selecting the proper portfolio. Your PSEC Professional obtains this information by having you complete a Risk Tolerance Questionnaire. In quarterly communications, PSEC asks you to contact your PSEC Professional if there have been any changes in your financial situation or investment objectives or if you wish to impose any reasonable restrictions on the management of your account or reasonably modify existing restrictions. You should be aware that the investment objective selected for the Program is an overall objective for the entire account and may be inconsistent with a particular holding and the account's performance at any time. You should further be aware that achievement of the stated investment objective is a long-term goal for the account.

The portfolio managers of the PlanMember Advisor and Strategist Programs do not receive information regarding individual clients. The portfolios underlying these programs have been structured to provide an efficient investment opportunity for a broad range of clients, grouped by similar risk tolerance and investment objective.

Privacy Policy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact Sean Haley, Chief Compliance Officer, at 805-684-1199 if you have any questions regarding this policy.

ITEM 8. CLIENT CONTACT WITH PORTFOLIO MANAGERS

PSEC does not place any restrictions on your ability to contact and consult with your PSEC Professional.

ITEM 9. ADDITIONAL INFORMATION

Disciplinary Information

2010. NASD Rules 2110, 3010 - PSEC outsourced its mutual fund breakpoint determinations to a third party vendor. Due to a software programming error, PSEC's vendor failed to take certain B shares into consideration when determining PSEC's customers' breakpoints. As a result, some of PSEC's customers (39 accounts) were overcharged for their mutual fund purchases. During this period, PSEC did not have in place a system or procedures for supervising the vendor's breakpoint determinations. PSEC's decision to outsource breakpoint determinations to a third party did not relieve PSEC of its ultimate responsibility for the outsourced activity. During the relevant period, PSEC failed to have in place adequate policies and procedures to monitor the outside vendor's compliance with the terms of its agreement with PSEC, and to assess the outside vendor's continued fitness and ability to perform the outside activities. PSEC failed to properly supervise its outside vendor to ensure that it was adequately carrying out the outsourced functions.

Without admitting or denying the findings, PlanMember Securities Corporation consented to the described sanctions and to the entry of finding; therefore, it was censured and fined \$20,000.

2018. MSRB Rules G-17, G-27, and G-30 – During the period from October 1, 2015, through December 31, 2015, PlanMember was found by the FINRA to have committed municipal securities fair pricing and related supervision violations with respect to 8 transactions in 3 accounts, in violation of Municipal Securities Rulemaking Board regulations.

Without admitting or denying the findings, PlanMember consented to the described sanctions and to the entry of the finding; it was fined \$18,500 and paid restitution in the amount of \$5,808, plus interest.

2019. Investment Advisers Act Sections 206(2) and 207 – During the period from January 2014 to June 2018, PlanMember purchased, recommended, or held for advisory clients mutual fund share classes that charged 12b-1 fees instead of lower-cost share classes of the same funds for which the clients were eligible. PlanMember and its associated persons received 12b-1 fees in connection with these investments. PlanMember failed to adequately disclose in its Form ADV or otherwise the conflicts of interest related to (a) its receipt of 12b-1 fees, and/or (b) its selection of mutual fund share classes that pay such fees.

Without admitting or denying the findings, PlanMember Securities Corporation entered into a settlement with the U.S. Securities and Exchange Commission (SEC), agreeing to disgorge the 12b-1 fees it had received, plus interest, in the total amount of \$3,550,660.48 and be censured, but the firm was not assessed any fines.

2019. FINRA Rules 3010, 3110, 2330(d)(1), 2210, and 2010. During the period July 2012 to June 2016, PlanMember is alleged to have failed to establish, maintain, and enforce a supervisory system reasonably designed to achieve compliance with respect to four aspects of its business: the review of variable annuity exchanges; the review, approval, and retention of consolidated reports; the review of e-mail and customer correspondence; and the review of its registered representatives' business-related websites and social media.

On July 3, 2019, PlanMember, without admitting or denying the findings of FINRA, entered into a letter of Acceptance, Waiver, and Consent ("AWC") to settle the alleged violations. As conditions of its settlement, PlanMember consented to a censure and a monetary fine of \$90,000.

Other Financial Industry Activities and Affiliations

PSEC is not, but some PSEC Professionals are licensed as securities salespersons ("Registered Representatives") and insurance agents and are in the business of selling securities and insurance products.

PSEC Professionals are associated with PlanMember Securities Corporation ("PSEC"), a dually registered investment adviser and securities broker/dealer, as Registered Representatives or Investment Adviser Representatives. PSEC is a general securities broker/dealer having membership in the Financial Industry Regulatory Authority ("FINRA"). PSEC is a wholly owned subsidiary of PlanMember Financial Corporation, a diversified financial services company engaged in the design and sale of investment products. We may recommend securities, asset management, or insurance products. If you purchase these products through us, we will receive the normal commissions or fees. Thus, a conflict exists between our interests and those of our advisory clients. You are under no obligation to purchase products recommended, or to purchase products through PSEC.

PSEC Professionals are licensed with several life, disability, and other insurance companies. Insurance products offered by these companies may be recommended. If you purchase these products through us, we receive the normal commissions. Thus, a conflict of interest exists between our interests and those of our advisory clients. You are under no obligation to purchase products recommended, or to purchase products either through us or through these insurance companies.

For certain Turn-key Asset Management Programs ("TAMPs") accounts, PSEC is acting as a solicitor or referral agent on behalf of the TAMP and may act as a point of contact between you and the TAMP. In other cases, PSEC may act as an investment adviser and sub-advise on the account along with the TAMP. PSEC enters into agreements with TAMPs to whom PSEC refers Customers, pursuant to which PSEC may provide (i) marketing services on behalf of the third-party investment advisers to PSEC representatives or (ii) data technology services to integrate third party investment adviser account data on PSEC's technology systems. For TAMPs, clients pay an advisory fee as set out in the client agreement with the TAMP sponsor. The fee is typically negotiated among the TAMP sponsor, the financial professional and the client. The TAMP sponsor may establish a fee schedule or set a minimum and/or maximum fee. The TAMP fee schedule will be set out in the Disclosure Brochure provided by the TAMP sponsor. The advisory fee typically is based on the value of assets under management as valued by the custodian of the assets for the account and will vary by program. The advisory fee is often paid to the TAMP sponsor, who in turn pays a portion to PSEC. The maximum fee typically paid to PSEC is 2%, but may be higher or lower in certain circumstances, of which PSEC shares between 90% and 100% of the portion of the fee with the financial professional based on the agreement between PSEC and the financial professional. The TAMP Brochure or client agreement will explain how clients can obtain a refund of any pre-paid fees if the agreement is terminated before the end of a billing period. There are other fees and charges imposed by third parties (i.e. Custodian)

that apply to investments in TAMPs. These fees and charges will be outlined in the TAMP sponsors' respective ADV Disclosure Brochure and the agreement executed by the client at the time the account is opened.

PSEC is affiliated by common ownership with PlanMember Services Corporation ("PSC"), a pension administration and recordkeeping company, which is registered with the SEC as a transfer agent. PSC will perform client level recordkeeping and plan administration for PSEC clients enrolled in the PlanMember Advisor and PlanMember Preference and PlanMember Rep-Directed Programs and may receive fees for such services from the Fund Companies.

PSEC is a wholly owned subsidiary of PlanMember Financial Corporation ("PFC"). More than 25% of a voting class of securities of PFC is owned by a subsidiary of Equitable Distribution Holdings, Inc. ("EQH"). PSEC offers various products, including variable annuities and mutual funds, which are sponsored by affiliates of EQH. This relationship represents a conflict of interest, in that PSEC and PSEC Professionals are inclined to invest client assets in EQH-affiliated products. PSEC and EQH have attempted to mitigate this conflict by ensuring that neither PSEC nor PSEC Professionals receive any direct or indirect monetary incentive to make such investments. The decision to invest or retain client assets in EQH-affiliated products is made by PSEC investment professionals based on objective quantitative and qualitative processes dependent upon due diligence investigation and monitoring of the products and their investment performance.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our employees and PSEC Professionals. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Advisors are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm. Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Sean Haley at (805) 684-1199.

Review of Accounts

Client accounts are monitored on a continuous basis, with a formal review conducted at least annually by the PSEC Professional assigned to your account.

The custodian holding your funds and securities (or its designated agent) will send you a confirmation of every securities transaction in your account(s), and a brokerage statement at least quarterly. Our firm will provide reports to you on an as-needed basis. Such reports may include information about accounts that are not directly managed by our firm.

Client Referrals and Other Compensation

We directly compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this Disclosure Brochure along with the Solicitor's disclosure statement at the time of the referral. If you become a client, the Solicitor that referred you to our firm will receive either a percentage of the advisory fee you pay our firm for as long as you are a client with our firm (or until such time as our agreement with the Solicitor expires) or a one-time, flat referral fee upon your signing an advisory agreement with our firm. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our Solicitors disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where the Solicitor's compensation is less favorable.

PSEC distributes investment products through independent financial professionals who are Registered Representatives of our broker-dealer, Investment Adviser Representatives affiliated with our Registered Investment Adviser, or both. Many of

these financial professionals are affiliated with a PlanMember Financial Center—a group of financial professionals who work together under the guidance of a Financial Center principal. Financial Centers and financial professionals associated with Financial Centers receive sales and marketing support from us in the form of access to our business development and marketing staffs.

Our financial professionals offer investments that are part of the PlanMember Services Program, as well as a broad range of other investments that are not part of the Program. The PlanMember Services Program includes PSEC-managed investment advisory programs, mutual funds and annuities that have been selected based on our assessment of our clients' general investment needs and the ability to consolidate these investments into our service model. For investments that are part of the Program, we provide clients with consolidated account statements, access to the PlanMember Center, web and mobile app account access and ongoing financial education and communications. The intent of the PlanMember Services Program is to provide our clients a "one-stop shop" for their investment needs.

As described in the Fees and Costs section, we charge additional fees for certain investments included in the PlanMember Services Program. As described below, we also receive additional revenue from some of the mutual fund and insurance companies included in the program. Additionally, some of the incentives that we provide to our investment professionals or Financial Center principals are based on PlanMember Program asset levels.

While the PlanMember Services Program includes a broad array of investments, our financial professionals are not limited to selling investments that are part of the Program.

We have identified certain conflicts of interest ("conflicts" or "COIs") that relate to the recommendations we and our financial professionals make. A conflict arises when an interest (such as an economic benefit) might incline us or a financial professional, consciously or unconsciously, to make a recommendation that is not disinterested. Some of these conflicts exist between retail customers and both our firm and our financial professionals, while others exist primarily between retail customers and our firm or between retail customers and our financial professionals. The section below discloses material facts relating to these conflicts so that you are able to make an informed decision regarding any recommendation a financial professional provides you.

The manner in which we are paid varies based on the types of services we provide.

For our broker-dealer services, we are paid each time you make a new investment or trade in your self-clearing account, brokerage account or directly-held account. For our investment advisory services, we are paid based on a percentage of the assets in your advisory account (an "advisory fee"). The different methods of payment create an incentive for us or our financial professionals to recommend one type of product or service over another depending on how we prefer to be paid.

The amount of commissions, fees, transaction-based payments, ongoing payments, and other forms of compensation we share with financial professionals is dictated by a compensation grid. Additionally, your financial professional's payout percentage can be adjusted periodically depending on your financial professional's total sales and overall performance.

Our financial professionals are also eligible to receive cash compensation and/or non-cash compensation based on the revenue he/she generates from sales of PlanMember Services Program accounts. Cash compensation is conveyed through back-end bonuses, higher contractual payout percentages, and payment in the form of forgivable loans. Non-cash compensation includes, but is not limited to, eligibility for practice management/service support, free or reduced-cost marketing materials, and reimbursement or credits of fees that financial professionals pay to PSEC for items such as administrative services or technology. This provides an incentive for your financial professional to recommend PlanMember Services Program products over other products for which we do not provide such additional compensation.

Financial Center principals are eligible to receive Growth Participation Payments. Growth Participation Payments are tiered payments based on incremental growth in PlanMember Program AUM and result in increased compensation of 1 to 5 basis points paid on incremental Financial Center PlanMember Program AUM. This payment structure incentivizes financial professionals to promote PlanMember Programs over other programs or investment products.

Certain product sponsors or their affiliates also make payments to us to cover the costs associated with certain educational conferences or training seminars we host for our financial professionals. These payments are typically for fixed amounts and are not tied to total sales or customer assets. Even so, these payments incentivize us to sell you or recommend you hold investments issued by issuers that make these payments rather than investments of issuers that do

not make these payments or make comparatively lower payments. A list of mutual fund product sponsors from whom we receive such compensation is available at planmember.com/disclosures.

In all cases, such marketing allowances or other compensation will be paid to PSEC from the Program Sponsor's own resources and not from client funds or assets.

For PSEC Strategist accounts, a portion of the Advisory Fee retained by PSEC may be shared with the Strategist. Because we share a portion of our advisory fee with some strategists and not others, this provides us an incentive to recommend strategists with whom we do not share fees. The compensation for your financial professional is not affected by whether or not we share fees with the Strategist. The Strategist that we pay a portion of our advisory fee to are Advanced Asset Management Advisors, CLS Investments and ICON Advisers.

Financial Information

We do not receive fees of more than \$500 six months or more in advance, thus we are not required to provide financial information to our clients. We do not have any financial condition that is reasonably likely to impair our ability to meet our contracted commitment to any client.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

Class Action Lawsuits

From time to time, securities held in your accounts may be the subject of class action lawsuits. Without exception, we have no obligation to determine if securities held by you are subject to a pending or resolved class action lawsuit. We also have no duty to evaluate your eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, we have no obligation or responsibility to initiate litigation to recover damages on your behalf if you may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held in your account.

Refer to the Part(s) 2B for background information about management personnel and those giving advice on behalf of our firm.