

Aviance Capital Partners, LLC

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Form ADV Part 2A, Firm Brochure

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This Brochure provides information about the qualifications and business practices of Aviance Capital Partners, LLC. If you have any questions about the contents of this Brochure, please contact us at (239) 598-4747 or jspike@aviancepartners.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Aviance Capital Partners, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

References to Aviance Capital Partners, LLC as being a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 Material Changes

Since the March 30, 2020 annual update filing, we updated this Form ADV Part 2A Brochure at Items 4, 5, 7, 12, and 17 to describe the “myAviance™” service offering.

Aviance Capital Partners, LLC’s Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding this material change or any other aspect of this ADV Part 2A, Firm Brochure.

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Item 4 **Advisory Business**

- A. Aviance Capital Partners, LLC (the “Registrant”) is a Florida limited liability company, which was formed and registered as investment adviser in March 2008. The Registrant is principally owned by James R. Neel and Jack D. Brown. Jack D. Brown is the Registrant’s Managing Member.

As discussed below, the Registrant offers to its clients (individuals, high net worth individuals, trusts, estates, and pension and profit sharing plans, corporations or other business entities, etc.) investment advisory services on a discretionary and/or non-discretionary basis.

B. **INVESTMENT ADVISORY SERVICES**

The client may engage the Registrant to provide discretionary and/or non-discretionary investment advisory services. Before engaging the Registrant to provide investment advisory services, clients are required to enter into an Investment Advisory Agreement with Registrant setting forth the terms and conditions of the engagement. Before Registrant provides investment advisory services, an investment adviser representative will ascertain each client’s investment objectives. Thereafter, the Registrant will allocate and/or recommend that the client allocate investment assets consistent with the designated investment objectives and the strategy agreed upon between the client and their investment adviser representative. Once allocated, the client’s account is typically managed according to the selected strategy. However, investment adviser representatives will periodically discuss with clients whether a strategy remains appropriate for the client. To the extent engaged to do so and specifically requested by a client, financial planning and related consulting services may be included in the engagement.

The Registrant generally allocates client investment assets in conformity with one or more investment strategies described below. The corresponding fee schedules associated with these strategies are provided in Item 5.A.:

Disciplined Growth: This strategy invests in equities that Registrant perceives as being high quality, which are based on domestic and international companies with generally large market capitalization rates.

Disciplined Value: This strategy utilizes a value investing approach of stock selection to invest in equities of predominately domestic companies with varying market capitalization rates.

Global: This strategy invests primarily in closed end funds and exchange traded funds (“ETFs”) that consist of equity securities in both international and domestic markets.

Global Tactical: This strategy leverages a Ned Davis Research asset allocation model portfolio. The Global Tactical strategy invests in exchange traded funds representing both domestic and non-U.S. Markets. The investments are tactically allocated between stock, bond and cash markets.

Balanced: This strategy invests in both equity and fixed income securities in an effort to deliver a mixture of income and modest capital appreciation.

Enhanced Income: This strategy invests in diversified income-producing securities within asset classes that Registrant perceives as having the best potential for risk-adjusted income.

Core Plus: This strategy invests primarily in closed end funds and ETFs that consist of fixed income securities.

Fixed Income: This strategy invests in fixed income securities that are designed to provide a regular, stable income stream such as bonds issued by federal governments, local municipalities, or corporations.

Concentrated Position: This strategy is a customized approach to managing large equity positions typically through the use of options of the underlying securities.

Registrant's annual investment advisory fee compensates for investment management services and limited financial planning services that are ancillary to the investment management process. There is no additional cost associated with the financial planning services, which may address: cash flow, retirement needs, asset allocation consulting, educational funding, tax efficiency, charitable gifting, estate considerations, risk/insurance management, wealth transfer, and other special needs. Registrant provides these services as appropriate during the investment advisory process, but is not obligated to provide these services with any regularity or according to a set schedule unless specifically agreed with the client. The Registrant may also provide tax preparation services in connection with its financial planning service. Tax preparation services are generally outsourced to a third-party provider, and the Registrant may agree to pay for a basic tax return.

The client is under no obligation to engage the services of any third party professional recommended during the financial planning process. The client retains absolute discretion over any implementation decisions related to the financial planning portion of the engagement and is free to accept or reject any recommendation from the Registrant in the financial planning process, including the use of a recommended third party professional. If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. It remains the client's responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant's previous recommendations and/or services.

myAviance™ Program

Overview

When consistent with client's investment objectives, Registrant may offer asset management services through the myAviance™ program (the "myAviance™ Program"), an automated investment program through which clients are invested in a range of investment strategies that Registrant constructed and manages, each consisting of a portfolio that can include ETFs, mutual funds, and a cash allocation. The client's portfolio is held in a brokerage account opened by the client at Charles Schwab & Co., Inc. ("CS&Co."). Registrant uses the Institutional Intelligent Portfolios® platform ("Platform"), offered by Schwab Performance Technologies ("SPT"), a software provider to independent investment advisors and an affiliate of CS&Co., to operate the myAviance™ Program. Registrant is independent of and not owned by, affiliated with, or sponsored or supervised by SPT, CS&Co., or their affiliates (CS&Co. and its affiliates are sometimes collectively referred to as "Schwab"). Registrant, and not Schwab, is the client's investment adviser and primary point of contact with respect to the myAviance™ Program. As between Registrant and Schwab, Registrant is solely responsible, and Schwab is not responsible, for determining the appropriateness of the myAviance™ 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. Clients can instruct Registrant to exclude up to three mutual funds or ETFs from their portfolio.

Registrant contracted with SPT to provide Registrant with the Platform, which consists of technology and related trading and account management services for the myAviance™ Program. The Platform enables Registrant to make the myAviance™ Program available to clients online and includes a system that automates certain key parts of its investment process (the “System”). The System includes an online questionnaire that helps Registrant determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Registrant 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 Registrant then makes the final decision and selects a portfolio based on all the information it has about the client. The System also includes an automated investment engine through which Registrant manages the client’s portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects).

Registrant charges clients a fee for its services under the myAviance™ Program as part of the fees described under Item 5, Fees and Compensation. Registrant’s fees are not set or supervised by Schwab. Registrant does not pay SPT or Schwab fees for the Platform as long as it maintains \$100 million in client assets in accounts at Schwab that are not enrolled in the myAviance™ Program. This arrangement presents a conflict of interest, as it provides an incentive for Registrant to recommend that clients maintain their accounts at Schwab. Registrant would therefore generally recommend to clients that they maintain accounts at Schwab if that is consistent with the considerations discussed in Item 12 below, which mitigates this conflict of interest.

Clients enrolled in the myAviance™ Program are limited in the universe of investment options available to them. For example, the investment options available are limited to ETFs, mutual funds, and cash/cash equivalents, whereas Registrant can recommend various other types of securities in its other services. Clients will have access to their accounts and a financial interface online but can also confer with Registrant with respect to their account. Please also refer to Item 8 below with respect to the investment risks associated with the myAviance™ Program, including mutual fund and ETF risk.

Rebalancing

The System will rebalance a client’s account periodically by generating instructions to Schwab to buy and sell shares of funds and depositing or withdrawing funds through the “Sweep Program”, considering the asset allocation for the client’s investment strategy. Rebalancing trade instructions can be generated by the System when (i) the percentage allocation of an asset class varies by a set parameter established by Registrant, (ii) Registrant decides to change the ETFs or their percentage allocations for an investment strategy or (iii) Registrant decides to change a client’s investment strategy, which could occur, for example, when a client makes changes to their investment profile or imposes or modifies restrictions on the management of their account. Accounts below \$5,000 may deviate farther than the set parameters as well as the target allocation of the selected investment profile. Rebalancing below \$5,000 may impact the ability to maintain positions in selected asset classes due to the inability to buy or sell at least one share of an ETF or mutual fund. For example, withdrawal requests may require entire asset classes to be liquidated to generate and disburse the requested cash.

Sweep Program

Each investment strategy involves a cash allocation (“Cash Allocation”) that will be held in a sweep program at Charles Schwab Bank (the “Sweep Program”). The Cash Allocation will be a minimum of 4% of an account’s value to be held in cash, and may be higher, depending on the investment strategy chosen for a client. The Cash Allocation will be accomplished through enrollment in the

Sweep Program, which is sponsored by Schwab. By enrolling in the myAviance™ Program, clients consent to having the free credit balances in their brokerage accounts at Schwab swept into deposit accounts (Deposit Accounts) at Charles Schwab Bank (Schwab Bank) through the Sweep Program.

Schwab Bank is an FDIC-insured depository institution that is a Schwab affiliate. The Sweep Program is a required feature of the myAviance™ Program. If the Deposit Account balances exceed the Cash Allocation for a client's investment strategy, the excess over the rebalancing parameter will be used to purchase securities as part of rebalancing. If clients request cash withdrawals from their accounts, this likely will require the sale of fund positions in their accounts to bring their Cash Allocation in line with the target allocation for their chosen investment strategy. If those clients have taxable accounts, those sales may generate capital gains (or losses) for tax purposes. In accordance with an agreement with Schwab, Schwab Bank has agreed to pay an interest rate to depositors participating in the Sweep Program that will be determined by reference to an index.

Compensation to Schwab under the myAviance™ Program

Clients do not pay fees to SPT or brokerage commissions or other fees to Schwab as part of the myAviance™ Program. However, Schwab receives other revenues including but not specifically limited to the following which is subject to change: (i) the profit earned by Charles Schwab Bank, on the allocation to the Schwab Intelligent Portfolios Sweep Program described in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement; (ii) investment advisory and/or administrative service fees (or unitary fees) received by Charles Schwab Investment Management, Inc., a Schwab affiliate, from Schwab ETFs™ Schwab Funds® and Laudus Funds® that Registrant selects to buy and hold in the client's brokerage account; (iii) fees received by Schwab from third-party ETFs that participate in the Schwab ETF OneSource™ program and mutual funds in the Schwab Mutual Fund Marketplace® (including certain Schwab Funds and Laudus Funds) in the client's brokerage account for services Schwab provides; and (iv) remuneration Schwab may receive from the market centers where it routes ETF trade orders for execution.

MISCELLANEOUS

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. As indicated above, to the extent requested by a client, Registrant may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Registrant does not serve as an attorney or accountant, and no portion of its services should be construed as legal or accounting services. As noted above, Registrant provides financial planning services in connection with its Investment Advisory Services. Accordingly, Registrant does not prepare estate planning documents. As noted above, any assistance with tax preparation is typically outsourced to a third party firm. To the extent requested by a client, Registrant may recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, insurance agents, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Registrant and/or its representatives. If the client engages any recommended unaffiliated professional, and a dispute arises related to the engagement, the client should seek recourse exclusively from and against the engaged professional. If, and when, the Registrant is involved in a specific matter (i.e. estate planning, insurance, accounting-related engagement, etc.), it is the engaged licensed professionals (i.e. attorney, accountant, insurance agent, etc.), and not the Registrant, that is responsible for the quality and competency of the services provided. The recommendation by Registrant's representative that a client purchase insurance commission products through Registrant's representative or engage the Registrant or any of its representatives, in their separate and individual capacity as an insurance agent, presents a conflict of interest, as the

receipt of commissions may provide an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase insurance commission products through such a representative. Clients are reminded that they may purchase insurance products recommended by Registrant through other non-affiliated insurance agents. Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

Non-Discretionary Service Limitations. Clients that determine to engage Registrant on a non-discretionary basis must be willing to accept that Registrant cannot execute any account transactions without obtaining the client's prior consent to the transactions. Therefore, if Registrant would like to make a transaction for a client's account (including removing a security that the Registrant no longer believes is appropriate, adding a security that the Registrant believes is appropriate, or in the event of a correction), and the client is unavailable, Registrant will be unable to execute the account transactions (as it would for its discretionary clients) without first obtaining the client's consent. Affected clients may suffer investment losses or miss potential investment gains as a result.

Client Obligations. In performing its services, the Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Clients are responsible to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising the Registrant's previous recommendations and services.

Retirement Plan Rollovers-No Obligation/Conflict of Interest. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If the Registrant recommends that a client roll over their retirement plan assets into an account to be managed by the Registrant, such a recommendation creates a conflict of interest. The Registrant will earn new (or increase its current) compensation as a result of the rollover. No client is under any obligation to roll over plan assets to an IRA managed by the Registrant or to engage the Registrant to monitor and/or manage the account while maintained at the client's employer. The Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding its prospective engagement and the corresponding conflict of interest presented by such engagement.

Asset Aggregation / Reporting Services. Registrant may provide access to reporting services through one or more third-party aggregation / reporting platforms that can reflect all of the client's investment assets, including those investment assets that the client has not engaged the Registrant to manage (the "Excluded Assets"). Registrant's service for the Excluded Assets is strictly limited to reporting, and specifically excludes investment management or implementation. Because Registrant does not have trading authority for the Excluded Assets, the client (and/or another investment professional), and not Registrant, will be exclusively responsible for directly implementing any recommendations for the Excluded Assets. Further, the client and/or their other advisors that maintain trading authority, and not Registrant, shall be exclusively responsible for the investment performance or related activity (such as timing and trade errors) pertaining to the Excluded Assets. The third-party aggregation / reporting platforms may also provide access to financial planning information and applications, which should not be construed as services, advice,

or recommendations provided by Registrant. Accordingly, Registrant shall not be held responsible for any adverse results a client may experience if the client engages in financial planning or other functions available on the third party reporting platforms without Registrant's participation or oversight.

- C. The Registrant provides investment advisory services specifically tailored to the needs of each client. Before providing investment advisory services, an investment adviser representative will ascertain each client's investment objectives. Thereafter, the Registrant shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objectives. The client may, at any time, impose reasonable restrictions, in writing, on the Registrant's services.
- D. Registrant does not offer a wrap fee program for its investment advisory services. However, Registrant is a participating investment adviser in the "Lockwood Investment Strategies" wrap fee program sponsored by Lockwood Advisors, Inc., an unaffiliated SEC-registered investment adviser (the "Wrap Program Sponsor"). Participants in this wrap-fee program will enter into a separate agreement with the Wrap Program Sponsor and pay their fees directly to the Wrap Program Sponsor (who, in turn, will remit a portion of those fees to Registrant). The advisory fees remitted to Registrant are based upon an annual percentage of assets under management and are calculated by the Wrap Program Sponsor either on a quarterly basis or a monthly basis.

Wrap Programs. If Registrant is engaged to provide investment advisory services as part of an unaffiliated wrap-fee program, Registrant will be unable to negotiate commissions and/or transaction costs. Under a wrap fee program, the applicable wrap fee program sponsor arranges for the participant to receive investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap fee program may cost the participant more or less than purchasing such services separately. Since the custodian/broker-dealer is determined by the applicable wrap fee program sponsor, Registrant will be unable to negotiate commissions and/or transaction costs, and/or seek better execution. As a result, participants may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices on transactions for the account than would otherwise be the case through alternative clearing arrangements recommended by Registrant. Higher transaction costs adversely impact account performance. The Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client may have regarding participation in a wrap fee program.

- E. As of December 31, 2020, the Registrant had \$557,497,035 in assets under management on a discretionary basis; and \$390,028 in assets under management on a non-discretionary basis.

Item 5 Fees and Compensation

- A. The client can determine to engage the Registrant to provide discretionary and/or non-discretionary investment advisory services on a negotiable fee basis.

INVESTMENT ADVISORY SERVICES

Except as described below, the Registrant's negotiable annual investment advisory fee is generally based upon a percentage of the market value of the assets placed under the Registrant's management charged on a tiered basis as follows:

<u>Portfolio Value</u>	<u>ANNUAL FEE</u>
First \$3,000,000	1.00%
Additional Assets between \$ 3,000,001 - \$10,000,000	0.85%
Amounts Exceeding \$10,000,000	0.75%

Clients who engage Registrant under an Investment Advisory Agreement and also engage Registrant to provide services under the myAviance™ Program are generally subject to the fee schedule above. However, clients who engage Registrant strictly under the myAviance™ Program and do not sign a separate Investment Advisory Agreement are subject to the following fee schedule with respect to those assets:

<u>myAviance™ Portfolio Value</u>	<u>ANNUAL FEE</u>
First \$500,000	1.25%
Additional Assets between \$500,001 - \$3,000,000	1.00%
Additional Assets between \$ 3,000,001 - \$10,000,000	0.85%
Amounts Exceeding \$10,000,000	0.75%

For the Concentrated Positions strategy, the Registrant's annual investment advisory fee is based on a fixed percentage of 0.50% of the market value of assets placed under management.

The Registrant's investment advisory fee is negotiable at Registrant's discretion, depending upon objective and subjective factors including but not limited to: the amount of assets to be managed; portfolio composition; the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; related accounts; future earning capacity; anticipated future additional assets; the professionals rendering the services; prior relationships with the Registrant and/or its representatives, and negotiations with the client. As a result of these factors, similarly situated clients could pay different fees, the services to be provided by the Registrant to any particular client could be available from other advisers at lower fees, and certain clients may have fees different from those specifically set forth above. The Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding the negotiability or determination of fees.

- B. Clients may elect to have the Registrant's advisory fees deducted from their custodial account. Both the Registrant's advisory agreement and the custodial/ clearing agreement may authorize the custodian to debit the account for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the limited event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. Except for certain limited existing clients, the Registrant shall deduct fees and/or bill clients quarterly in arrears, based upon the market value of the assets on the last business day of the previous quarter. In calculating market value, the Registrant generally includes accrued interest on individual fixed income securities.

- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend that Charles Schwab and Co., Inc. ("Schwab") and/or Fidelity Inc. ("Fidelity") to serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as Schwab and Fidelity charge transaction fees for executing certain securities transactions. In addition to the Registrant's investment management fee and brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). When beneficial to the client, individual fixed income and/or equity transactions may be executed through broker-dealers with whom Registrant and/or the client have entered into arrangements for prime brokerage clearing services, including executing certain client transactions through other SEC registered and FINRA member broker-dealers (in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by Schwab or Fidelity).
- D. Except for certain limited existing clients, the Registrant's annual investment advisory fee shall be prorated and paid quarterly, in arrears, based upon the market value of the assets on the last business day of the previous quarter. The applicable form of agreement between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the agreement. Upon termination, the Registrant shall charge clients for advisory services on a prorated basis for services already rendered.
- E. Neither the Registrant, nor its representatives accept compensation from the sale of securities or other investment products, with the exception of insurance.

Item 6 Performance-Based Fees and Side-by-Side Management

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 Types of Clients

The Registrant's clients shall generally include individuals, high net worth individuals, trusts, estates, pension and profit sharing plans, corporations, and other business entities. The Registrant generally prefers clients have a minimum asset level of \$500,000. The minimum investment in a Concentrated Positions strategy is generally \$1,000,000. The minimum investment required to open or convert an account in the myAviance™ Program is \$5,000. The Registrant, in its sole discretion, may reduce or waive its minimum investment requirements and/or charge a lesser investment advisory fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

A. The Registrant may utilize the following methods of security analysis:

- Charting - (analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices)
- Fundamental - (analysis performed on historical and present data, with the goal of estimating value and making financial forecasts)
- Technical - (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- Cyclical - (analysis performed on historical relationships between price and market trends, to forecast the direction of prices)

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases - (securities held at least a year)
- Short Term Purchases - (securities sold within a year)
- Options - (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance levels.

B. The Registrant's fundamental methods of analysis and investment strategies do not present any significant or unusual risks. However, the Registrant's investment strategies involving concentrated positions and those utilizing option transactions present higher levels of risk as discussed further below.

Every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases and Short Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur more transactional costs and possibly greater tax consequences when compared to a longer-term investment strategy.

Concentrated Positions. Although Registrant generally employs a broad diversification strategy, there may be times when one position is more heavily weighted than others. Diversified portfolios generally incur less volatility and therefore less fluctuation in portfolio value than those with concentrated positions. Concentrated positions may offer the potential for higher gain, but also

offer the potential for significant loss because there is the possibility that negative performance of the heavily weighted security will have a greater impact on the overall performance of the portfolio.

Option Strategies. The use of options transactions as an investment strategy involves a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, the purchase or the recommendation to purchase an option contract by the Registrant shall be with the intent of offsetting/“hedging” a potential market risk in a client’s portfolio. Conversely, the sale or recommendation to sell an option contract by the Registrant is typically used to generate income. Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement.

Although the intent of the options-related transactions that may be implemented by the Registrant is to hedge against principal risk or to generate income, certain options-related strategies (i.e. straddles, short positions, etc.), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, a client may direct the Registrant, in writing, not to employ any or all such strategies for their accounts. For detailed information on the use of options and option strategies, please refer to the Option Clearing Corp.’s Option Disclosure Document, which can be found at: <http://www.optionsclearing.com/components/docs/riskstoc.pdf>. Hard copies may be ordered by calling 1-888-678-4667 or writing OCC, 1 North Wacker Drive, Suite 500 Chicago, Illinois 60606.

Portfolio Activity/Inactivity. There may be extended periods of time when the Registrant will not execute any transactions in a client’s portfolio. In addition, certain of the Registrant’s investment strategies may involve above-average portfolio turnover, which could negatively impact upon the net after-tax gain experienced by an individual client in a taxable account. Regardless of the level of activity in a client’s account, they remain subject to the fees outlined in Item 5.

Cash Positions. At any time and for a substantial length of time Registrant may hold a significant portion of a client’s assets in cash or money market mutual funds. Investments in these assets may cause a client to miss upswings in the markets. Unless the Registrant expressly agrees otherwise in writing, account assets consisting of cash and money market mutual funds are included in the value of an account’s assets for purposes of calculating its advisory fee. A client can advise Registrant not to maintain (or to limit the amount of) cash holdings in the client’s account.

- C. Currently, the Registrant primarily allocates client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, mutual funds and/or ETFs, in accordance with the client’s designated investment objectives. When consistent with a client’s investment objectives, the Registrant may also allocate investment assets to options strategies, and to structured notes. The options strategies are described above. The risks of structured notes are described below.

Structured Notes. The Registrant may purchase structured notes for client accounts. A structured note is a financial instrument that combines two elements, a debt security and exposure to an underlying asset or assets. It is essentially a note, carrying counter party risk of the issuer. However, the return on the note is linked to the return of an underlying asset or assets (such as the S&P 500 Index or commodities). It is this latter feature that makes structured products unique, as the payout

can be used to provide some degree of principal protection, leveraged returns (but usually with some cap on the maximum return), and be tailored to a specific market or economic view. In addition, investors may receive long-term capital gains tax treatment if certain underlying conditions are met and the note is held for more than one year. Finally, structured notes may also have liquidity constraints, such that the sale thereof prior to maturity may be limited.

There are also more general risks that could potentially affect the value of client portfolios. These risks include but are not limited to the following:

Market Risk. The price of a security may drop in reaction to tangible and intangible events and conditions. This type of risk may be caused by external factors (such as economic or political factors) but may also be incurred because of a security's specific underlying investments. Additionally, each security's price can fluctuate based on market movement, which may or may not be due to the security's operations or changes in its true value. For example, political, economic and social conditions may trigger market events which are temporarily negative, or temporarily positive.

Unsystematic Risk. Unsystematic risk is the company-specific or industry-specific risk in a portfolio that the investor bears. Unsystematic risk is typically addressed through diversification. However, as indicated above, diversification does not guarantee better performance and cannot eliminate the risk of investment losses.

Value Investment Risk. Value stocks may perform differently from the market as a whole and following a value-oriented investment strategy may cause a portfolio to underperform growth stocks.

Growth Investment Risk. Prices of growth stocks tend to be higher in relation to their companies' earnings and may be more sensitive to market, political and economic developments than other stocks, making their prices more volatile.

Small Company Risk. Securities of small companies are often less liquid than those of large companies and this could make it difficult to sell a small company security at a desired time or price. As a result, small company stocks may fluctuate relatively more in price. In general, small capitalization companies are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.

Mutual Fund Risk. Mutual funds are operated by investment companies that raise money from shareholders and invest it in stocks, bonds, and/or other types of securities. Each fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. Mutual funds charge a separate management fee for their services, so the returns on mutual funds are reduced by the costs to manage the funds. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a sector of the market. Mutual funds come in many varieties. Some invest aggressively for capital appreciation, while others are conservative and are designed to generate income for shareholders. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives).

Exchange Traded Fund (ETF) Risk. ETFs are marketable securities that are designed to track, before fees and expenses, the performance or returns of a relevant index, commodity, bonds or basket of assets, like an index fund. Unlike mutual funds, ETFs trade like common stock on a stock exchange. ETFs experience price changes throughout the day as they are bought and sold. In

addition to the general risks of investing, there are specific risks to consider with respect to an investment in ETFs, including, but not limited to: (i) an ETF's shares may trade at a market price that is above or below its net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large fluctuations in stock prices) halts stock trading generally.

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. The Registrant does not have any relationship or arrangement that is material to its advisory business or to its clients with any related person, except as described below

Licensed Insurance Agents. Certain of Registrant's representatives, in their individual capacities, are licensed insurance agents and may recommend the purchase of certain insurance-related products on a commission basis. As referenced in Item 4.B above, clients can engage certain of Registrant's representatives to purchase insurance products on a commission basis.

Conflict of Interest. The recommendation by representatives that a client purchase insurance commission product presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from Services' representatives. Clients are reminded that they may purchase insurance products recommended by or through other, non-affiliated insurance agents or broker-dealers. Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

- D. The Registrant does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of the Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of the Registrant's representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Neither the Registrant nor any related person of the Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of the Registrant has a material financial interest.
- C. The Registrant and/or representatives of the Registrant may buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons." The Registrant's securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects.

- D. The Registrant and/or representatives of the Registrant may buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. As indicated above in Item 11.C., the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of the Registrant's Access Persons.

Item 12 Brokerage Practices

- A. If clients ask Registrant to recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at Schwab and/or Fidelity. Depending on which custodian the client selects to maintain their accounts, clients may experience differences in customer service, transaction timing, the availability of sweep account vehicles and money market funds and other aspects of investing. In certain instances, some of these differences could cause differences in account performance. Before engaging the Registrant to provide investment management services, the client will be required to enter into a formal agreement with the Registrant setting forth the terms and conditions under which the Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

The factors that Registrant considers when recommending Schwab, Fidelity, or any other broker-dealer/custodian to client include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by the Registrant's clients will conform to Registrant's duty to seek best execution, a client may pay a commission that is higher than the commission that another qualified broker-dealer might charge to execute the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although the Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, the Registrant's investment management fee. The Registrant's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Non-Soft Dollar Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, the Registrant may receive from Schwab and/or Fidelity (or another broker-dealer/custodian, investment platform, independent investment manager, and/or product/fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. The support services that Registrant may obtain could include: investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or free consulting services, discounted or free travel and attendance at conferences, meetings, and other educational and/or social events, marketing support, software or other products used by the Registrant in furtherance of its investment advisory business operations.

Certain of the support services and/or products that may be received may assist the Registrant in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

The Registrant's clients do not pay more for investment transactions executed and/or assets maintained at Schwab and/or Fidelity as a result of this arrangement. There is no corresponding commitment made by the Registrant to Schwab and/or Fidelity or any other entity to invest any

specific amount or percentage of client assets in any specific mutual funds, securities, or other investment products as a result of the above arrangement.

Brokerage Practices Under the myAviance™ Program

Client accounts enrolled in the myAviance™ Program are maintained at, and receive the brokerage services of, Schwab, a broker-dealer registered with the SEC and a FINRA/SIPC member. While clients are required to use Schwab as custodian/broker to enroll in the myAviance™ Program, the client decides whether to do so and opens its account with Schwab by entering into a brokerage account agreement directly with Schwab. If the client does not wish to place their assets with Schwab, then Registrant cannot manage the client's account through the myAviance™ Program. Schwab may aggregate purchase and sale orders for ETFs across accounts enrolled in the myAviance™ Program, including both accounts for Registrant's clients and accounts for clients of other independent investment advisory firms using the Platform.

As described under Item 4, Registrant does not pay Schwab or SPT fees for the Platform as long as it maintains \$100 Million in client assets in accounts at Schwab that are not enrolled in the myAviance™ Program. In light of Registrant's arrangements with Schwab, Registrant may have an incentive to recommend that clients maintain their accounts with Schwab based on its interest in receiving Schwab's services that benefit its business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of transactions. This presents a conflict of interest. When making such a recommendation, however, Registrant believes that its recommendation of Schwab as custodian and broker is in the best interests of its clients. It is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit only Registrant.

The Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding the above arrangement and the corresponding conflict of interest created by this arrangement.

2. Schwab Referrals

The Registrant receives client referrals from Schwab through the Registrant's participation in Schwab Advisor Network™ (the "Service"), designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with the Registrant. Schwab does not supervise the Registrant and has no responsibility for the Registrant's management of clients' portfolios or the Registrant's other advice or services. The Registrant pays Schwab fees to receive client referrals through the Service. The Registrant's participation in the Service raises conflicts of interest described below.

The Registrant pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by the Registrant is a percentage of the value of the assets in the client's account. The Registrant pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab and under the Registrant's management. The Participation Fee is billed to the Registrant quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by the Registrant and not by the client. The Registrant has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs the Registrant charges clients with similar portfolios (pursuant to the Registrant's standard fee schedule as in effect from time to time) who were not referred through the Service.

The Registrant generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab, unless the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed in custody other than at Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees the Registrant generally would pay in a single year. Therefore, the Registrant will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of the Registrant's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, the Registrant will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit the Registrant's fees directly from the accounts.

For accounts of the Registrant's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from the Registrant's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades to be executed through Schwab rather than another broker-dealer. The Registrant nevertheless acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for the Registrant's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

The Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest such arrangement may create.

3. Directed Brokerage

Registrant recommends that its clients utilize the brokerage and custodial services provided by Schwab and Fidelity. Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be executed through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. Affected clients may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

If the client directs Registrant to execute securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to execute account transactions through alternative clearing arrangements that may be available through Registrant. Higher transaction costs adversely impact account performance. Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

The Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent the Registrant provides investment management services to its clients, the transactions for each client account generally will be executed independently, unless the Registrant decides to purchase or sell the same securities for several clients at approximately the same time. The Registrant may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Registrant's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Registrant shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom the Registrant provides investment supervisory services, account reviews are conducted on a periodic basis by the Registrant's representatives. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review investment objectives and account performance with the Registrant on an annual basis.
- B. The Registrant may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections, and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Registrant may receive economic benefits from Schwab and/or Fidelity including support services or products without cost (and/or at a discount). The Registrant's clients do not pay more for investment transactions executed and/or assets maintained at Schwab and/or Fidelity as a result of this arrangement. There is no corresponding commitment made by the Registrant to Schwab, Fidelity or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities, or other investment products as a result of the above arrangement.

The Registrant also participates in the Service as referenced in Item 12.A.2 above, through which it may receive client referrals from Schwab. Please refer to Item 12.A.2 above for a complete description of the Service and the way in which the Registrant addresses any conflicts of interest which may arise as a result of this arrangement.

The Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding the above arrangement and the corresponding conflict of interest created by such arrangement

- B. If a client is introduced to the Registrant by either an unaffiliated or an affiliated solicitor, the Registrant may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from the Registrant's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to the Registrant by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of their solicitor relationship, and shall provide each prospective client with a copy of the Registrant's written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between the Registrant and the solicitor, including the compensation to be received by the solicitor from the Registrant.

Item 15 Custody

The Registrant is deemed to have custody of clients' funds and securities within the meaning of Rule 206(4)-2 under the Investment Advisers Act of 1940. A qualified custodian sends quarterly, or more frequent, account statements directly to clients who should carefully review those statements. The Registrant may also provide a written periodic report summarizing account activity and performance. To the extent the Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Registrant with the account statements received from the account custodian.

Item 16 Investment Discretion

Clients can engage Registrant to provide investment advisory services on a discretionary basis. Before the Registrant assumes discretionary authority over a client's account, clients are required to sign a formal agreement naming the Registrant as the client's attorney and agent in fact, granting the Registrant full authority to buy, sell, or otherwise execute investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage the Registrant on a discretionary basis may, at any time, impose restrictions, in writing, on the Registrant's discretionary authority. (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Registrant's use of margin, etc.).

Item 17 Voting Client Securities

Unless the client directs otherwise in writing, the Registrant is responsible for voting client proxies (However, the client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the account assets, including, but not limited to, class action lawsuits.). The Registrant shall vote proxies in accordance with its Proxy Voting Policy, a copy of which is available upon request. The Registrant shall monitor corporate actions of individual issuers and investment companies consistent with the Registrant's fiduciary duty to vote proxies in the best interests of its clients. Although the factors which the Registrant will consider when determining how it will vote differ on a case by case basis, they may, but are not limited to include: a review of

recommendations from issuer management, shareholder proposals, cost effects of such proposals, or the effect on employee, executive, or director compensation. With respect to individual issuers, the Registrant may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), the Registrant may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. The Registrant shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act. Copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request. In addition, information pertaining to how the Registrant voted on any specific proxy issue is also available upon written request. Requests should be made by contacting the Registrant's Chief Compliance Officer, Jeffrey Pike.

With respect to the myAviance™ Program, clients are required to submit an "Issuer Communication and Release Information Form," or similarly named form, to be certain that they receive proxies and corporate actions directly from the issuer of securities. While the ultimate decision about how those clients vote proxies and similar actions under the myAviance™ Program is their responsibility, they are encouraged to contact Registrant with any questions in that respect.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Jeffrey Pike, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.