



Ally Invest Advisors Inc.

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www.ally.com/invest/managed-portfolios

Form ADV Part 2A

Wrap Fee Program Brochure
March 30, 2021

This wrap fee investment program brochure provides information about the qualifications and business practices of Ally Invest Advisors Inc. If you have any questions about the contents of this brochure, please contact our Compliance Department at (855) 880-2559.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Additional information about Ally Invest Advisors Inc. also is available on the SEC's website at <https://www.adviserinfo.sec.gov/>. A search of this site for firms or their associated personnel can be accomplished by name or unique firm identifier, known as a Central Registration Depository ("CRD") number or an Investment Advisor Registration Depository ("IARD") number. The IARD/CRD number for Ally Invest Advisors Inc. is 170301.

Even though AIA and its associates may be registered with the SEC or notice-filed in other jurisdictions, that registration implies neither an endorsement by any regulatory authority nor a certain level of skill or training on the part of AIA or its associated personnel.

Item 2 - Material Changes

This section highlights the revisions made since the last annual amendment dated March 30, 2020:

Item 4 – Services, Fees and Compensation

We enhanced the content under the heading *Interest on Cash Balances* to provide additional detail on the variable interest rate paid on cash balances:

Cash balances held in your Ally Invest Securities account managed by AIA that are pending investment as well as any allocated cash funds within your account earn interest paid by Apex. Apex will hold these funds at multiple banks including on deposit with Ally Bank (an affiliate of AIA), in an unsegregated account held by Apex. Ally Bank and Ally Invest Securities earn interest on the cash balances and Apex pays you interest on the cash balances. The interest on the cash balances is typically equal to or greater than the current variable Ally Bank (affiliate of AIA) Online Savings Account annual percentage yield (all rates are subject to change).

Item 6 – Portfolio Manager Selection and Evaluation

Under *Risk Considerations*, we added disclosure on *Socially Responsible Investing Risk* to describe the potential risks of investing in our Socially Responsible portfolios:

An ETF's environmental, social and governance ("ESG") investment strategy limits the types and number of investment opportunities available to the ETF and, as a result, the fund may underperform other ETFs that do not have an ESG focus. An ETF's ESG investment strategy may result in the fund investing in securities or industry sectors that underperform the market as a whole or underperform other funds screened for ESG standards. In addition, companies selected by the index provider may not exhibit positive or favorable ESG characteristics.

As with all AIA documents, clients and prospective clients are encouraged to review this brochure in its entirety and are encouraged to ask questions at any time prior to or throughout the engagement.

For future filings this section of the brochure may address only those material changes that have occurred since AIA's last annual update. AIA may at any time update this document and either send a copy of its updated brochure or provide a summary of material changes to its brochure as well as an offer to send an electronic or hard copy form of the updated brochure. Clients are also able to download this brochure from the SEC's Website: www.adviserinfo.sec.gov or may contact AIA by phone at (855) 880-2559 or by email support@invest.ally.com to request a copy.

Item 3 – Table of Contents

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Important Information

Throughout this document Ally Invest Advisors Inc. shall also be referred to by its business name, "AIA," or "the firm," "firm," "our," "we" or "us." The client or prospective client may be also referred to as "you," "your," etc., and refers to a client engagement involving a single *person* as well as two (2) or more *persons*. In addition, the term "advisor" and "adviser" are used interchangeably, except where accuracy in identification is necessary (i.e., Internet address, etc.).

Item 4 – Services, Fees and Compensation

Description of Our Firm

Based in Charlotte, North Carolina, AIA is a Delaware corporation. AIA is wholly owned by Ally Invest Group Inc. ("Ally Invest Group"), which is wholly owned by Ally Financial Inc. Ally Financial Inc. (NYSE: ALLY) is a leading digital financial services company with a legacy that dates back to 1919. AIA does not have any subsidiaries or controlling interests in another reportable business entity.

As of March 15, 2021, our firm had approximately \$709,800,000 of reportable client assets under management through discretionary account agreements.

AIA offers the Ally Invest Advisors Inc. Wrap Fee Program to prospective and current clients.

Description of Services Offered

The primary focus of AIA is to provide discretionary portfolio management services to our clients via our online investment services offering. We do this exclusively through web-based solutions and informational resources, and virtual interaction. We do not offer comprehensive financial planning services.

AIA provides discretionary portfolio management services through investment portfolios made up of Exchange Traded Funds ("ETFs"). Each portfolio is designed to provide customers with an efficient way to be invested in the capital markets based on each client's individual investment time frame, risk tolerance and liquid net worth. To get started we ask prospective clients to respond to a sequence of interactive questions that are important to the development of their portfolio, such as their investment time horizon, financial goals and objectives, and/or net worth, among others. We will also inquire into their tolerance or appetite for risk. Following responses to a series of online multiple-choice questions, the prospective client will receive a recommendation of an investment allocation comprised of ETFs believed to be appropriate for their situation. The recommendation will be delivered for viewing over the Internet via our website or print a copy for their consideration.

AIA initially recommends to investors the Cash Enhanced Managed Portfolios. Investors can select from Core, Income, Socially Responsible or Tax-Optimized models:

- The Core portfolio models track major asset benchmarks and are diversified among domestic equity, international equity, domestic fixed income and international fixed income ETFs. The models range from Conservative to Aggressive Growth.
- The Income portfolio models are designed to be a lower-risk approach to help investors who may want supplemental income for retirement or other purposes. The models seek safety and returns covering increasing investment value. The models offer higher dividend yields, while maintaining a more conservative risk profile.

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- The Socially Responsible portfolio models are similar to the Core portfolio models, but the equity allocation utilizes ETFs that include investments in companies that actively practice sustainability, energy efficiency, and other environmentally-sound initiatives.
- The Tax-Optimized portfolio models are similar to the Core portfolio models, but incorporate ETFs with municipal bond exposure to help enhance the after-tax yield. This portfolio type offers higher dividend yields, while maintaining a more conservative risk profile.

In the Cash-Enhanced Managed Portfolios, approximately 30% of the portfolio allocation is cash. The Cash-Enhanced Managed Portfolios are not subject to an advisory fee.

Investors also have the ability to select a Fully-Invested (Market-Focused) Managed Portfolio, which offer the Core, Income, Socially Responsible and Tax-Optimized models with a lower cash allocation of approximately 2%. With the Market-Focused Managed Portfolios, Ally charges an advisory fee.

Our wrap fee investment program provides our clients the opportunity to obtain professional portfolio management of their account for an inclusive fee that is based upon the client's assets under our management. This means clients are free to add or withdraw money from their accounts whenever they choose with no additional fees.

Should the prospective client wish to then engage AIA for its investment services, they must then enter into a written agreement with AIA to initiate the process.

Interested parties must access our secure website where they are offered our current firm brochure that describes our advisory firm, its services, potential fees, etc., as well as any material conflicts of interest that could be reasonably expected to impair the rendering of unbiased and objective advice. Our Privacy Policy (www.ally.com/privacy) is provided for reference on our website. Both the firm brochure and Privacy Policy statement are available to our clients/prospective clients in either PDF format for their download and/or may be printed on their own local printer.

AIA will use its best judgment and good faith effort in rendering its services to its clients. AIA cannot warrant or guarantee any particular level of account performance, or that an account will be profitable over time. Past performance is not indicative of future results.

Except as may otherwise be provided by law, we will not be liable to the client, heirs, or assignees for any loss an account may suffer by reason of an investment decision made or other action taken or omitted in good faith by AIA with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; any loss arising from adherence to direction of the client or their attorney-in-fact may provide; any act or failure to act by a service provider maintaining an investment account.

Federal and state securities laws impose liabilities under certain circumstances on persons who act in good faith and, therefore, nothing contained in this document or AIA's client agreement shall constitute a waiver of any rights that a client may have under federal and state securities laws.

Fees

AIA's compensation is based on a combined annualized asset-based fee. Our fees will be billed monthly, in arrears, per the following table:

Portfolio Type	Assets Under Management	Annual Fee
Market-Focused Managed Portfolio	\$100.00 +	0.30%
Cash-Enhanced Managed Portfolio*	\$100.00 +	None

** Cash-Enhanced Managed Portfolio are those portfolios which target a cash allocation of approximately 30%.*

AIA's advisory fees are calculated on a daily basis. The daily advisory fee is based on the end of day balance of the Client's Account multiplied by the Annual Fee. AIA's fees for a calendar month are equal to the sum of the daily fees for that month.

The only other fees clients will incur are the fees embedded in the securities purchased on clients' behalf; AIA does not earn or receive such fees.

Discounting Fees

AIA reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain client accounts and associates of AIA and its affiliates for any period of time determined by AIA. In addition, AIA may reduce or waive its fees for the accounts of some clients without notice to, or fee adjustment for, other clients. Published fees may be discounted at the discretion of a member of AIA's management but they are not generally negotiable.

For the benefit of discounting a client's asset-based fee, multiple accounts may be aggregated for the same individual, or two (2) or more accounts within the same family, or accounts where a family member has power of attorney over another family member's or incompetent person's account. Should account restrictions be substantially different for any two (2) or more household accounts, requiring different investment approaches or operational requirements, AIA reserves the right to apply the fee schedule separately to each account.

All forms of advisory engagements with AIA, the services to be provided and their specific fees will be detailed in our client services agreement.

Payment of Fees

Fees will be billed monthly, in arrears, and fee payments will generally be withdrawn from the account maintained at the custodian of record within the first ten (10) days of each month. AIA does not accept cash, money orders or similar forms of payment for any of its engagements, nor do we allow for direct billing. The client's first billing cycle will begin once the agreement is executed with AIA and assets have been invested. Fees for partial months will be prorated based on the remaining days in the reporting period in which AIA services the account. All fees deducted will be clearly noted on account statements that the client will receive from the custodian of record. Please note that the client shares in the responsibility to verify the accuracy of fee calculations; the custodian may not necessarily verify billing accuracy for each client. By signing AIA's advisory engagement agreement, as well as the introducing broker/dealer and/or custodian of record account opening documents, the client will be authorizing the withdrawal of fees from their account. The withdrawal of these fees will be accomplished by the introducing broker/dealer and/or the custodian of record, not by AIA, and the introducing broker/dealer and/or the custodian will remit the advisory fees directly to AIA.

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Termination of Services

Either party may terminate the agreement at any time, which should typically be done in writing. If a client verbally notifies AIA of the termination and, if within two (2) business days following this notification AIA has not been sent the client's written notice, AIA will make a written notice of the termination in its records and will send the client its own termination notice as a substitute.

AIA will not be responsible for future investment allocation, advice or transactional services (except for limited closing transactions) upon receipt of a termination notice. Upon termination it will also be necessary that we inform the introducing broker/dealer and/or custodian of record that the relationship between AIA and the client has been terminated.

Services Purchased Separately

The total costs associated with a wrap fee program account may be more or less than separately purchasing brokerage and advisory services. The factors that bear upon the relative costs of any wrap fee program include the number of and timing of transactions, referral fees (if any), portfolio management and custody fees; regulatory, compliance and administrative charges; research costs, promotional materials, among others. These and other factors may affect the cost of obtaining these services separately from another provider.

Additional Client Fees

There are no sales loads, brokerage fees, mark-ups, mark-downs, spreads paid to market makers, or brokerage termination or account surrender fees associated with most of our programs. Brokerage services are provided through our SEC-registered broker/dealer affiliate, Ally Invest Securities LLC ("Ally Invest Securities") (member FINRA and SIPC), and clearing and custody services are provided by Apex Clearing Corporation ("Apex" or "custodian") (member FINRA and SIPC).¹ Additional information about both of these entities and their services, as well as the benefits we receive from them is noted in further detail in Item 9 of this brochure. A client may, however, incur certain separate charges imposed by Ally Invest Securities or Apex such as: wire transfer and electronic fund fees, retirement plan custodial or account termination fees, in addition to certain taxes on non-retirement brokerage accounts which will be described in the fee schedule that will be provided to the client prior to account inception. A current list of these fees can be found at <https://www.ally.com/invest/>.

Compensation Matters

Associates of AIA do not receive any portion of the advisory fee AIA assesses. Clients should always consider other programs offered by our affiliates or other firms, as well as whether paying separately for investment advice, brokerage, and/or other services is more appropriate for their personal situation.

¹ AIA is not, nor required to be, a FINRA or SIPC member. Information about the Financial Industry Regulatory Authority (FINRA) or the National Futures Association (NFA) may be found at the following websites: www.finra.org and www.nfa.futures.org. You may learn more about the Securities Investor Protection Corporation (SIPC) and how it serves member firms and the investing public by going to their website at <http://www.sipc.org>.

General Information

Third Party Agreements

In addition to the Advisory Agreement you enter into with AIA, the Wrap Fee Program also requires that you open a brokerage account with our broker-dealer affiliate, Ally Invest Securities. You will need to complete a brokerage account application and agree to Ally Invest Securities' client agreement to maintain the assets and effect all transactions in your AIA account.

Apex, an unaffiliated broker-dealer, acts as Ally Invest Securities' clearing firm and holds (or custodies) the assets in your portfolios. Apex receives compensation from AIA for providing custodial services.

In addition to the terms and conditions of the Advisory Agreement with AIA and the brokerage agreement with Ally Invest Securities, you will be subject to the terms and conditions of each ETF's prospectus or similar disclosure documents, including any underlying fees and expense ratios described therein.

Interest on Cash Balances

Cash balances held in your Ally Invest Securities account managed by AIA that are pending investment as well as any allocated cash funds within your account earn interest paid by Apex. Apex will hold these funds at multiple banks including on deposit with Ally Bank (an affiliate of AIA), in an unsegregated account held by Apex. Ally Bank and Ally Invest Securities earn interest on the cash balances and Apex pays you interest on the cash balances. The interest rate on the cash balances is typically equal to or greater than the current Ally Bank (affiliate of AIA) Online Savings Account annual percentage yield (all rates are subject to change) and can be viewed by logging into your account at Ally.com and going to the Managed Portfolio holdings page.

Payment for Order Flow

AIA's affiliated broker-dealer, Ally Invest Securities, is compensated when it places orders on behalf of AIA that are executed through Apex. This industry practice is generally known as "payment for order flow" and consists of a small per-share rebate when an order is executed. Ally Invest Securities does not share such compensation with AIA. Both AIA and Ally Invest Securities monitor execution quality to ensure that all orders are executed at prices equal to or better than the displayed applicable national best bid/offer price.

Trading Error Corrections

In the event AIA makes an error that has a financial impact on the client's account, we will seek to correct the error as soon as possible and in such a manner that the client is not disadvantaged and bears no loss. We will evaluate each situation independently.

Item 5– Account Requirements and Types of Clients

Types of Clients Served by the Firm

AIA generally provides its advisory services to:

- Individuals
- High Net Worth Individuals
- Corporations or Business Entities

Our advisory services generally are not available to foreign investors. Most foreign citizens with a valid Social Security number who legally reside in the United States full-time may open an account. All clients, including United States citizens, must be living in the United States to open an account, though we make exceptions for active military personnel stationed abroad.

Types of Clients Served within the Program

We generally offer the wrap fee program to individuals and high net worth individuals; however, we will include corporations and other business entities should their investment guidelines permit us to do so. AIA reserves the right to waive or reduce certain fees based on unique individual circumstances, special arrangements, pre-existing relationships, or as otherwise may be determined by AIA. We also reserve the right to decline services to any prospective client for any non-discriminatory reason. Investment services are provided through our digital platform (online and mobile). We gather information from the client about their financial situation, investment objectives, and risk tolerance. This data is then used to determine the appropriate model allocation for the client.

Account Requirements

Account Minimum

The minimum initial deposit for new accounts is \$100.00. The initial minimum funding amount must be met before advisory services will begin. Once the initial minimum is met AIA will manage accounts regardless of account balance until either: (1) a full withdrawal request made by the client to liquidate and close the account ("Termination of Services") or (2) a withdrawal request is made by the client that would bring the account below a \$75 balance. Any disbursement (client-initiated withdrawal or liquidation, account statement/trade confirmation fee or other service provider fee) of funds that would bring an account below \$75 will be processed as a full withdrawal and initiate Termination of Services. Furthermore, the client understands that if his/her account goes below the initial minimum funding amount, the asset allocation of the portfolio will vary from the target asset allocation. AIA may make exceptions to account minimums for certain legacy clients and reductions in balances due to fees or market movement.

Account Opening Process

In order for AIA to allocate the investment allocation to the brokerage account, the client is required to first fund the account. Instructions for funding will be provided interactively on the website during the brokerage account opening process. Once the minimum investment level for the specified allocation is reached the available cash will be allocated.

To help the government fight the funding of terrorism and money-laundering activities, federal law requires Ally Invest Securities to verify a Client's identity. If Ally Invest Securities is not able to verify a Client's identity at account opening or throughout the advisory relationship, AIA will restrict the account from trading and the billing of fees until the restriction is resolved.

Deposit of Securities to Fund Account - Liquidation

AIA will have discretionary authority over original securities deposited to the account that are not part of the model portfolio the client has selected. Unless instructed by the client to transfer those securities out of the account, AIA will liquidate them. Typically, the securities deposited by clients are open ended mutual funds, ETFs, common stocks on a listed United States exchange, and fixed income securities. If the client deposits Restricted Securities defined in Rule 144 under the Securities Act of 1933, non-standard assets, options, derivatives, and other similar securities, AIA will liquidate on a best efforts basis. The liquidations will be

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effected after the opening and acceptance of your account and after the eligible securities are received in good order (certain securities may require additional paperwork) at then prevailing market prices. The cash from the sale of the securities will be invested in the appropriate model portfolio assuming the investment minimums are met. The client is responsible for seeking the advice of a tax professional prior to depositing securities that are not part of the model portfolio into his/her account. Liquidation of securities deposited may be subject to capital gains. Clients are responsible for all taxes as well as any early surrender/sales loads for mutual funds transferred to AIA and subsequently liquidated for investment. No commissions will be charged on the sale of the securities. There may be additional fees charged by the broker/dealer for securities transfer.

It remains each client's ongoing responsibility to promptly update their information with AIA when there is a material change to their situation and/or investment objective for the purpose of evaluating or revising previous account restrictions or portfolio recommendations.

Item 6 Portfolio Manager Selection and Evaluation

Investment Methodology

AIA portfolio management services are based on Modern Portfolio Theory ("MPT"). MPT assumes that investors are risk averse, and thus an investor will only take on increased risks if they are adequately compensated with higher expected returns. AIA employs a disciplined investment process which seeks to construct a set of efficient portfolios for different levels of risk appetite. The strategies are diversified across a broad mix of asset classes, geographies, major market sectors and segments.

AIA developed capital market forecasts of risk, return and correlation using a combination of historical and current market data. Our first step in evaluating the broad universe of asset classes for inclusion within our optimal portfolio mix, is to obtain and calculate their annual returns, volatility and cross-correlations. We then focus on three major qualifications: (1) efficiency from a mean-variance and conditional VaR perspective, (2) constraints of the selected asset classes, and (3) investor risk profile. However, these three major qualifications are subject to AIA constraints as the best risk/return characteristics may not always be practical or acceptable to the investor.

In determining the appropriate assets classes to be included in an optimal asset allocation, AIA takes into account the following:

- (1) Traditional mean-variance optimization (subject to AIA constraining factors);
- (2) Mean conditional value at risks; and
- (3) Probability distributions.

Once an efficient frontier has been developed based upon the above criteria, AIA then selects portfolios along the frontier based on:

- Projected investor performance criteria, and
- Effective portfolio spacing.

Portfolios are constructed using a mix of ETFs whose underlying holdings include domestic and foreign fixed income, equity securities and cash. Stocks, despite their high volatility, give investors exposure to economic

growth and offer the opportunity for long-term capital gains. Stocks provide effective long-run inflation protection and are relatively tax efficient due to the favorable tax treatment on long-term capital gains and stock dividends. Bonds and bond-like securities are the most important income-producing asset classes for income-seeking investors. Although bonds have lower return expectations, they provide a cushion for stock-heavy portfolios during economic turbulence due to their low relative volatility and low correlation with stocks.

A portion of the account is held in cash reserves. The Cash-Enhanced Managed Portfolios target cash of approximately thirty percent (30%) of the entire account value while the Market-Focused Managed Portfolios target cash of two percent (2%) of the entire account.

The cash will be held as a cash credit in the brokerage account and will be used primarily as an efficient 'buffer' to provide a cushion against volatility of the invested portion of the account, to facilitate the rebalancing of asset mix, when appropriate, and also to facilitate the collection of management fees without requiring the liquidation of securities.

The ETFs used in portfolios are selected based upon a number of factors including: (1) reputation of issuer, (2) correlation to underlying benchmark, (3) volume/liquidity, (4) asset size/popularity, and (5) cost/expense ratio.

Client Tailored Services

Clients are asked to provide their information which assists AIA in recommending a portfolio for that particular investor. The accuracy of the data provided by the client is important to their investment recommendation; however, we will not be required to verify any information received from the client and AIA is expressly authorized to rely on said client thereon. Investment advice is limited to accounts managed by AIA and does not take into consideration accounts held outside of AIA.

Our clients retain discretion over the initial implementation decisions and are free to accept or reject the initial recommendation from AIA. **If a client decides to reject the AIA Recommended Portfolio and select a different portfolio, they do so at their own risk.** Clients may place reasonable restrictions on their accounts as set forth in Item 9 *Investment Discretion*.

Once the client has accepted the portfolio recommendation, they will be required to open a separate brokerage account in order to participate in the investment program. The client must authorize AIA to exercise discretionary trading authority over the designated account. Once the portfolio allocation has been selected, AIA will use discretion and execute trades for the initial allocation of the selected portfolio and also for ongoing rebalancing. AIA will monitor the accounts and may rebalance (a) for "drift", (b) for deposits and withdrawals, (c) to free up cash to pay for advisory fees, and (d) if AIA makes a change to the underlying investment allocations. AIA does not have the authority to remove funds or securities from your account and may only request the withdrawal of its advisory fees as described in following paragraphs.

Taxes

While AIA does not take a client's personal tax situation into consideration when managing portfolios, it may offer tax advantaged products that you may select. AIA does not provide tax advice. AIA recommends that clients consult with their personal tax advisor prior to engaging in any tax strategy. You may be subject to capital gains or losses as part of AIA investment management. AIA does not monitor for wash sales in your account.

Portfolio Selection and Evaluation Performance

AIA's advice is rendered through its online technology and is set up to be run by the client. Performance reports are available for the client when they access AIA's service platform, and clients have unlimited access to the system as long as their account remains open with AIA. This access also provides the client the ability to generate various reports to gauge their account progress. AIA's online performance reports are calculated using a time-weighted methodology. The methodology is programmed into our portfolio administration systems, and, to ensure accuracy, periodic back-testing is conducted by our supervisory staff and/or qualified third-parties. Time-weighted reporting compounds daily portfolio-level returns from the period the account had been originally funded until the present time. Reports are intended to inform our clients about investment performance on both an absolute basis and as compared to a known benchmark. We believe these are appropriate methods to evaluate portfolio performance since they are not sensitive to the contributions or withdrawals the client makes to their account. We do not validate performance reports created by systems external to ours, and cannot attest as to whether they are calculated on a uniform and consistent basis.

Performance reports are for informational purposes only, and are not intended to replace statements and/or confirmations which are the official account records provided by the custodian of record. Clients will receive electronic account statements prepared by the custodian of record on at least a quarterly basis. AIA does not create an account statement for an advisory client, and we urge clients to carefully review statements they receive from the custodian of record for accuracy and clarity.

Risk Considerations

Investment Strategy and Method of Analysis Material Risks

Our investment portfolios are designed to produce the appropriate potential return for the given level of risk; however, we cannot guarantee that an investment objective or planning goal will be achieved. As an investor, each client must be able to bear the risk of loss that is associated with their account, which may include the loss of some or all principal invested. The following paragraphs offer examples of such risk.

Company Risk

When investing in securities, there is always a certain level of company or industry-specific risk that is inherent in each company or issuer. For example, there is the risk that a company will perform poorly or have its value reduced based on factors specific to the company or its industry. This is also referred to as *unsystematic risk* and can be reduced or mitigated through diversification.

Financial Risk

Excessive borrowing to finance a business operation increases profitability risk because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Fundamental Analysis

The challenges involving fundamental analyses include situations wherein information obtained may be incorrect; the analysis may not provide an accurate estimate of earnings which may be the basis for a security's value. If a security's price adjusts rapidly to new information, a fundamental analysis may result in unfavorable performance.

Inflation Risk

When any type of inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.

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Management Risk

An investment with a firm varies with the success and failure of its investment strategies, research, analysis and determination of its portfolio. If an investment strategy were not to produce expected returns, the value of the investment would decrease.

Market Risk

When the stock market as a whole or an industry as a whole falls in value, it can cause the prices of individual stock prices to fall indiscriminately. This is also called *systemic* or *systematic* risk.

Passive Investing

A portfolio that employs a passive, “efficient markets” approach (generally representative of index investing) has the potential risk at times to generate lower-than-expected returns for the broader allocation than might be the case for a more narrowly focused asset class, and the return on each type of asset may deviate from the average return for the asset class. We believe this variance from the expected return is generally low under normal market conditions when a portfolio is made up of diverse, low-correlated or non-correlated assets.

Research Data

When research and analyses are based on commercially available software, rating services, general market and financial information, or due diligence reviews, a firm is relying on the accuracy and validity of the information or capabilities provided by selected vendors, rating services, market data, and the issuers themselves.

Therefore, while AIA makes efforts to determine the accuracy of the information received, we cannot predict the outcome of events or actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice regarding or investment management of an account.

Security-Specific Risks

AIA asset selection process seeks to identify ETFs which exhibit high liquidity, low expenses, and low tracking error. AIA's selection process does not guarantee the quality of a particular ETF or that it will (1) be profitable, (2) properly track any comparable index, (3) trade in a liquid fashion, or (4) trade at or above its publicly-posted net asset value. AIA reserves the right to change the selection of ETFs it recommends at any time. Changes in the selection of ETFs employed by AIA services may result in the sale of existing holdings and could be subject to additional tax liability.

Use of Algorithms

AIA incorporates computer-based technology to make investment recommendations and in the portfolio management processes, primarily through the use of algorithms designed to optimize various elements of wealth management. Accounts are continuously monitored by advisory personnel to ensure the investments held correctly reflect the selected model portfolio. You should be aware that this type of portfolio management is based on a pre-set investment allocation that could rebalance your account and not take certain market conditions into consideration. Such trading may occur on a more frequent basis than you might expect and may not address prolonged changes in market conditions. Understand that changes to the algorithmic code could also have material effects on Clients' portfolio recommendations and investment management. In the event of extraordinary market conditions, AIA may halt trading or take other temporary measures meant to ensure your financial protection.

Alternative Investments

Strategies involving “alternative” investments generally include those which do not fall into equity, fixed income or cash equivalents. Such investments would include “real assets” such as real estate and commodities, and alternative strategies such as absolute return strategies and various other hedge fund-type strategies:

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global macro, managed futures, long/short equity, multi-strategy, event driven, private equity, etc. The goal of these alternative strategies is to provide for diversification in order to lower portfolio volatility and enhance long-term returns. The alternative investments we recommend are managed through ETFs; they are not individual holdings. AIA does not directly invest in any Alternative Investments including Hedge Funds, Managed Futures Accounts, Private Equity or Real Estate Investment Trusts.

Equity (Stock) Market Risk

Common stocks are susceptible to general stock market fluctuations and to volatile increases or decreases in value as market confidence in and perceptions of the company who issued the stock change. If an investor held common stock, or common stock equivalents, of any given company, they would generally be exposed to greater risk than if they held preferred stock and/or debt obligations of the company. Common stocks are often holdings within mutual funds and ETFs.

Cash Drag Risk

The allocation of cash within your portfolio has an impact on portfolio performance. As the allocation to cash increases, the volatility of the entire portfolio is reduced. In times when invested assets are increasing in value, portfolios with increased amount of cash lead to returns which lag a more fully invested portfolio. Alternatively, when invested assets are declining in value, a portfolio with an increased amount of cash could lead to a less significant decline in the portfolio.

ETF and Mutual Fund Risks

The risk of owning ETFs and mutual funds reflect the risks of their underlying securities (e.g., alternative investments, stocks, bonds, etc.). ETFs and mutual funds also carry additional expenses based on their share of operating expenses and certain brokerage fees, which may result in the potential duplication of certain fees. Also, some mutual funds may be too large to adjust quickly in response to market fluctuations, meaning that investors may miss out on gains or be exposed to losses for a longer time than if they were in a more nimble portfolio.

Fixed Income Risks

Various forms of fixed income instruments, such as bonds, money market or bond funds, or certain ETFs containing these holdings, may be affected by various forms of risk, including:

Credit Risk – The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as “default risk.” Credit risk may also occur when an issuer’s ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt instruments, as well as funds or ETF share values that hold these issues. Bondholders are creditors of an issuer and have priority to assets before equity holders (i.e., stockholders) when receiving a payout from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine seniority of payment.

Duration Risk – Duration is a measure of a bond’s volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations.

Interest Rate Risk – The risk that the value of the fixed income holding will decrease because of an increase in interest rates.

Liquidity Risk – The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers. While certain types of fixed income instruments are generally liquid (i.e., bonds), there are risks which may occur such as when an issue trading in any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also a risk of not being able to purchase a particular issue at the desired price.

Reinvestment Risk – With declining interest rates, investors may have to reinvest interest income or principal at a lower rate.

Index Investing

Index investing may have the potential to be affected by “active risk” (or “tracking error risk”), which might be defined as a deviation from a stated benchmark. If a portfolio attempts to closely replicate a stated benchmark, the source of the tracking error or deviation may come from a satellite portfolio or position, or from a “sample” or “optimized” index fund or ETF that may not as closely align the stated benchmark. In these instances, a portfolio manager may choose to reduce the weighting of a satellite holding, utilize very active satellites, or use a “replicate index” position as part of its core holdings to minimize the effects of the tracking error in relation to the overall portfolio.

Socially Responsible Investing Risk

An ETF’s environmental, social and governance (“ESG”) investment strategy limits the types and number of investment opportunities available to the ETF and, as a result, the fund may underperform other ETFs that do not have an ESG focus. An ETF’s ESG investment strategy may result in the fund investing in securities or industry sectors that underperform the market as a whole or underperform other funds screened for ESG standards. In addition, companies selected by the index provider may not exhibit positive or favorable ESG characteristics.

Qualified Dividend Income (“QDI”) Ratios

While many ETFs and index mutual funds are known for their potential tax-efficiency and higher QDI percentages, there are asset classes within these investment vehicles or holding periods within that may not benefit. Shorter holding periods, as well as commodities and currencies (that may be part of an ETF or mutual fund portfolio), may be considered “non-qualified” under certain tax code provisions. A holding’s QDI should be considered when tax-efficiency is an important aspect of the client’s portfolio.

Item 7 Client Information Provided to Portfolio Managers

AIA’s advice is rendered through our digital platform (online and mobile) and is designed to be operated by the user (client) themselves. AIA periodically reviews the ETFs used for Client portfolios via its Investment Committee. The Investment Committee may be comprised of the AIA’s President and certain other AIA and parent company officers who approve any modifications to the ETFs chosen for the portfolios or any newly created portfolios.

Non-periodic reviews may occur by assigned staff and/or our programmed systems when they are triggered by material market, economic or political events, or by changes in client’s financial situations (e.g., changes in employment, relocation, an inheritance, etc.). Clients should consider revisiting previously entered data to

update their information if a material event has occurred so that AIA via its systems is able to review and potentially adjust the client's portfolio.

Item 8– Client Contact with Portfolio Managers

AIA provides all clients with continuous access via a website where clients can access their account documents, such as account statements, and review their account value. Clients also receive periodic e-mail communications describing account information, product features, and portfolio performance.

Item 9 – Additional Information

Disciplinary Information

Neither AIA nor any member of its management has been involved in a material criminal or civil action in a domestic, foreign or military jurisdiction, an administrative enforcement action, or self-regulatory organization proceeding that would reflect poorly upon AIA's advisory business or the integrity of AIA.

Other Financial Industry Activities and Affiliations

AIA's policies require AIA and its associates to conduct business activities in a manner that avoids or appropriately mitigates conflicts of interest including those between AIA, its associates, and its clients, or with any other party that may be contrary to law. We will provide disclosure to each client prior to and throughout the term of an engagement regarding any conflicts of interest that might reasonably compromise our impartiality or independence.

Ally Invest Securities and Ally Invest Group provide services to support AIA per an intercompany agreement. These services may include brokerage services, customer technical support, marketing functions, operational support and other types of services. Management persons of AIA may also serve as management persons of Ally Invest Securities and Ally Invest Group.

AIA is neither registered nor has an application pending to register as a Financial Industry Regulatory Authority ("FINRA") or National Futures Association ("NFA") member firm, nor are we required to be or to do so. Members of AIA management may be associated persons with Ally Invest Securities; an affiliate of AIA under common control of Ally Invest Group.

Ally Invest Securities is a FINRA member and introducing broker/dealer for Apex. AIA executes advisory client trades with our custodian of record through Ally Invest Securities. Accordingly, we require our advisory clients to open an account with Ally Invest Securities.

We have the following affiliates: Ally Invest Securities LLC, a FINRA member firm and Ally Invest Forex LLC, a NFA member firm and are wholly owned subsidiaries of Ally Invest Group Inc. Ally Invest Group Inc. and Ally Bank are wholly owned subsidiaries of Ally Financial, Inc. Additional information about these relationships and potential conflicts of interest are described in other sections of this brochure.

As noted above, AIA has affiliates that benefit from the assets held in the accounts AIA's clients maintain at Ally Invest Securities. For more information please see the Interest on Cash Balances and Payment for Order Flow sections, above, or visit our disclosures page at <https://www.ally.com/invest/disclosures>.

Other than the disclosed indirect ownership by Ally Financial Inc., a financial institution, neither AIA nor its management is, or has, a material relationship with any of the following types of entities:

- accountant or accounting firm²
- lawyer or law firm
- real estate broker or dealer
- pension consultant
- sponsor or syndicator of limited partnerships
- issuer of a marketable security
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)

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

AIA has adopted a Code of Ethics that establishes policies for ethical conduct for all its personnel, and accepts the obligation not only to comply with all applicable laws and regulations but also to act in an ethical and professionally responsible manner in all professional services and activities. AIA policies include prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others. AIA periodically reviews and amends its Code of Ethics to ensure they remain current, and requires all personnel to annually attest to their understanding of and adherence to the Code of Ethics. A copy of AIA's Code of Ethics is made available to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

No associate of AIA is authorized to recommend to a client, or effect a transaction for a client, involving any security in which AIA or a "related person" (e.g., associate, an immediate family member, etc.) has a material financial interest, such as in the capacity as an underwriter or advisor to an issuer of securities, etc.

An associate is prohibited from borrowing from or lending to a client unless the client is an approved financial institution.

Advisory Firm/Personnel Purchases of Same Securities Recommended to Clients and Conflicts of Interest

²AIA personnel may be qualified as an accountant or attorney and be a member of their respective professional association; however, AIA does not have an affiliate that holds out a separate legal or accountancy practice or offers such services to advisory clients.

For the purpose of performance tracking, AIA invests its own funds in its own managed portfolios. AIA does not trade for its own account (e.g., proprietary account trading) for the purpose of generating revenue, tax harvesting, etc. AIA's related persons may buy or sell securities that are the same as, similar to, or different from, those recommended to clients for their accounts. A recommendation made to one client may be different in nature or in timing from a recommendation made to a different client; clients often have different objectives and risk tolerances.

At no time will AIA or a related person receive preferential treatment over a client. In an effort to reduce or eliminate certain conflicts of interest involving personal trading (i.e., trading ahead of a client's order, etc.), AIA policy requires the restriction or prohibition of related parties' transactions in specific securities. Any exceptions or trading pre-clearance must be approved by our Chief Compliance Officer in advance of the transaction in a related person's account, and AIA maintains required personal securities transaction records per regulation.

Review of Accounts

AIA provides all Clients with continuous access via a website where Clients can access their account documents, such as account statements, and review their account value. Clients may also receive periodic e-mail communications describing account information, product features, and portfolio performance.

Schedule for Periodic Review of Client Accounts

AIA's advice is rendered through our digital platform (online and mobile) and is designed to be operated by the user (client) themselves. AIA periodically reviews the ETFs used for Client portfolios via its Investment Committee. The Investment Committee may be comprised of the AIA's President and certain other AIA and parent company officers who approve any modifications to the ETFs chosen for the portfolios or any newly created portfolios.

Review of Client Accounts on Non-Periodic Basis

Non-periodic reviews may occur by assigned staff and/or our programmed systems when they are triggered by material market, economic or political events, or by changes in client's financial situations (e.g., changes in employment, relocation, an inheritance, etc.). Clients should consider revisiting previously entered data to update their information if a material event has occurred so that AIA via its systems is able to review and potentially adjust the client's portfolio.

Client Referrals and Other Compensation

Economic Benefit from External Sources and Potential Conflicts of Interest

As a fiduciary, AIA endeavors to put the interests of its clients first, and it is important to mention that any benefit received by AIA through a custodian does not depend on the amount of brokerage transactions directed to that custodian. In addition, we believe that the selection of a custodian is in the best interests of our clients since the selection is primarily supported by the scope, quality, and cost of services provided as a whole -- not just those services that benefit only AIA.

AIA may participate in promotional campaigns involving affiliates. These events may be delivered to affiliate company clients in the form of emails, ads on the www.ally.com website, or through other channels. These

promotions may include reduced or waived fee arrangements for AIA and they may also include cross-company promotions. A client may be required to maintain certain asset levels in order to be eligible to receive such an incentive.

Custody

AIA's client assets will be maintained in a separate account in the client's name by Ally Invest Securities who then clears and settles trades at Apex. Client assets are not physically maintained by AIA. Instead, Ally Invest Securities processes client checks and deposits them into client accounts with the custodian of record, Apex. In keeping with this policy involving client funds or securities, AIA:

- Restricts AIA associates from serving as trustee or having general power of attorney over a client account;
- Prohibits AIA associates from having authority to directly withdraw securities or cash assets from a client account. Advisory fees will only be withdrawn from a client investment account through the engagement of a qualified custodian maintaining client account assets and with prior written client approval (termed "constructive custody");
- Ensures that Ally Invest Securities maintains strict policies and procedures relating to check handling and processing;
- Does not accept or forward client securities (i.e., stock certificates) erroneously delivered or received by AIA;
- Will not collect advance fees of \$1,200 or more for services that are to be performed six (6) months or more into the future; and
- Will not authorize an AIA associate to have knowledge of a client's account access information (i.e., online 401(k), brokerage or bank account passwords) when such access might result in physical control over client assets.

Clients will be provided with transaction confirmations and summary account statements prepared by the custodian of record. Typically statements are provided on at least a quarterly or more frequent basis. AIA will not create an account statement for a client nor serve as the sole recipient of client account statements. Clients are urged to carefully review and compare their account statements that they have received from their custodian of record with any performance report they may receive from AIA.

Investment Discretion

AIA's model portfolios are strictly managed on a discretionary basis (authority). Similar to a limited power of attorney, discretionary authority allows AIA to implement previously determined investment strategies and subsequent trading decisions, such as the purchase or sale of a security, without requiring the client's prior authorization for each transaction in order to meet stated investment objective(s). This authority will be granted by the client through the execution of AIA's client engagement agreement, as well as the custodian of record's limited power of attorney form or clause that may be part of their account opening documents. The custodian of record will be directed to specifically limit AIA's authority within the client account to the placement of trade orders and our request for the deduction of our advisory fee. Our clients retain the right to terminate our account authority; however, we will require they close the account with AIA.

Clients may impose reasonable restrictions upon the management of their AIA account by requesting that AIA reallocate to an alternative Managed Portfolio in place of the Managed Portfolio initially purchased. AIA will not accept Client requests for restrictions that are inconsistent with AIA's stated investment strategy or

philosophy or that are inconsistent with the nature or operation of AIA's wrap-fee program. Client acknowledges that each Managed Portfolio includes only a single ETF for each asset class and each ETF plays a necessary role in the overall investment strategy. As a result, requests for restrictions on the underlying ETFs held in the Managed Portfolios or their underlying allocation are not considered reasonable and will not be accepted. Such restrictions could result in a strategy that differs from the AIA Managed Portfolio recommendation and may not meet the time horizon, financial goals and investment objectives of the Client. Any restrictions requested by Clients are subject to acceptance by AIA at its sole discretion.

Voting Client Securities

Clients may periodically receive "proxies" or other similar solicitations sent directly from their custodian of record or transfer agent. We do not forward these or any correspondence relating to the voting of client securities, class action litigation, or other corporate actions if we receive a duplicate copy.

AIA does not vote proxies on behalf of our clients nor do we offer specific guidance on how to vote proxies. In addition, we will not offer guidance involving any claim or potential claim in any bankruptcy proceeding, class action securities litigation or other litigation or proceeding relating to securities held at any time in a client account, including, without limitation, to file proofs of claim or other documents related to such proceeding, or to investigate, initiate, supervise or monitor class action or other litigation involving client assets.

Clients will maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities that they beneficially own shall be voted, as well as making all other elections relative to mergers, acquisitions, tender offers or other legal matters or events pertaining to a client's holdings. Clients should consider contacting the issuer or their legal counsel involving specific questions they may have with respect to a particular proxy solicitation or corporate action.

Financial Information

AIA does not take physical custody of client accounts, nor do we require or solicit prepayment of more than \$1,200 in fees per client for services to be performed six (6) months or more in advance. Neither AIA nor any member of its management serves as general partner for a partnership or trustee for a trust in which AIA's advisory clients are either partners of the partnership or beneficiaries of the trust. Therefore, due to the nature of our advisory services, an audited balance sheet is not required nor included in this disclosure.

AIA and its management do not have a financial condition likely to impair the ability to meet contractual commitments to our advisory clients, nor has AIA and its management been the subject of a bankruptcy petition at any time during the past ten (10) years, or ever.