

Item 1 – Overview

Atlas Brown, Inc.

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March 25, 2022

Atlas Brown, Inc.'s Form ADV Part 2A or Brochure, as required by the Investment Advisers Act of 1940, is a very important document between you and Atlas Brown, Inc.

This brochure provides information about the qualifications and business practices of Atlas Brown, Inc. If you have any questions about the contents of this brochure, please contact us at 502-271-2913 or clamkin@atlasbrown.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any State Securities Authority.

Additional information about Atlas Brown, Inc. is available at the SEC's website www.adviserinfo.sec.gov (click on the link, select "investment adviser firm" and type in our firm name). Results will provide you with current versions of our Form ADV.

Atlas Brown, Inc. is a registered investment adviser with the SEC. Our registration as an investment adviser does not imply any level of skill or training. The oral and written communications that we provide to you, including this Brochure, is information that you may use to evaluate us (and other advisers).

Item 2 – Material Changes

1. No material changes have been made since the last update of this Brochure on March 27, 2021.
2. If you would like another copy of this Brochure, please download it from the SEC's Website as indicated above or you may contact our Chief Compliance Officer, Cherri Lamkin at 502-271-2913 or clamkin@atlasbrown.com.

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Item 4 – Advisory Business

Atlas Brown, Inc. (“Atlas Brown” or the “Firm”) was formed in December 2004 by a group of Louisville, Kentucky investment professionals and is an investment adviser providing Family Wealth Management. Our investment management solutions combined with our suite of Family Office Services are offered primarily to individuals and their families, including high net-worth individuals, retirement plans, trusts, estates, charitable organizations, and corporations. Our mission is to provide individuals and families with thoughtful, independent, and comprehensive advice combined with exceptional services. Our client relationships are grounded in a complete and thorough understanding of each family’s complex needs, desires, and objectives. This focus on all aspects of a family’s needs, both financial and otherwise, is what sets us apart from other wealth management firms.

As of December 31, 2021:

Discretionary Assets under Management:	\$ 438,238,436
Non-Discretionary Assets under Management:	\$ <u>10,959,553</u>
Total:	\$ 449,197,989

Investment Management Services

Atlas Brown’s primary investment management services consist of allocating its clients’ investment management assets, on a discretionary basis, among individual debt and equity securities, options, mutual funds, and/or exchange traded funds in accordance with clients’ investment objectives. Atlas Brown may also recommend that clients who are “accredited investors” as defined under Rule 501 of the Securities Act of 1933, as amended, invest in private placement securities, which may include debt, equity, and/or pooled investment vehicles when consistent with such client’s investment objectives. The majority of Atlas Brown’s clients have authorized the Firm to determine, without specific consent, the broker-dealer to be utilized for client trading activity. However, Atlas Brown also emphasizes the unrestricted right of the client to direct all transactions to any broker-dealer he or she wishes.

Atlas Brown also renders non-discretionary investment advisory services on a limited basis. Atlas Brown does not place trades in a non-discretionary account without first obtaining and documenting specific client consent to the transaction. There are no exceptions to this policy.

As of December 31, 2021, Fidelity serves as Atlas Brown’s primary custodian and US Bank serves as its primary trust custodian. Other custodians may be used in limited circumstances at the specific direction of our clients.

Prior to engaging Atlas Brown to provide investment management services, new clients are required to enter into a Discretionary Investment Management Agreement or a Non-Discretionary Investment Advisory Agreement with Atlas Brown setting forth the terms and conditions under which the Firm shall provide its services to such clients. Clients are advised to promptly notify Atlas Brown in writing if there are any changes in their financial situation or investment objectives or if they wish to impose any restrictions upon the management services being provided.

Atlas Brown allows clients to place restrictions or prohibitions on the activities and holdings in their portfolios; however, the Firm reserves the right to refuse to accept any client account if the restrictions are too restrictive for the account to be managed properly. Additions may be in cash or

securities provided that Atlas Brown reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Atlas Brown will consult with its clients about the options and ramifications of transferring securities but will not provide any tax advice with respect thereto. Clients should keep in mind at all times that when transferred securities are liquidated, they are typically subject to transaction fees, fees assessed at the mutual fund level if applicable (e.g., contingent deferred sales charges) and/or tax consequences. Atlas Brown would not be responsible for any gains or losses incurred by clients as a result of any restrictions and/or trades directed by them.

With respect to mutual fund/ETF investing, Atlas Brown engages in discussions with clients regarding their anticipated account balances and distribution needs and a good faith selection is made regarding the most cost-effective investment for them. Atlas Brown uses its best efforts to select the share class that is most appropriate for each client at the time of investment and will use its discretionary authority to exchange client shares to less expensive investment options if and when such products become available.

Rollover to IRA

Clients considering rolling over assets from a qualified employer-sponsored retirement plan ("Employer Plan") to an Individual Retirement Account ("IRA") should review and consider the advantages and disadvantages of an IRA rollover from their Employer Plan. A plan participant leaving an employer typically has four options (and may engage in a combination of these options):

- (1) Leave the money in the former employer's plan, if permitted;
- (2) Rollover the assets to a new employer's plan (if available and rollovers are permitted);
- (3) Rollover Employer Plan assets to an IRA; or,
- (4) Cash out the Employer Plan assets and pay the required taxes on the distribution.

At a minimum, clients should consider fees and expenses, investment options, services, penalty-free withdrawals, protection from creditors and legal judgments, required minimum distributions, and employer stock. Atlas Brown encourages you to discuss your options and review the above listed considerations with an accountant, third-party administrator, investment advisor to your Employer Plan (if available), or legal counsel, to the extent you consider necessary.

By recommending that you rollover your Employer Plan assets to an IRA, Atlas Brown and your financial advisor may earn fees based on the terms of your management agreement. In contrast, leaving assets in your Employer Plan or rolling the assets to a plan sponsored by your new employer likely results in little or no compensation to Atlas Brown. Atlas Brown has an economic incentive to encourage investors to rollover Employer Plan assets into an IRA managed by the Firm. Clients face increased fees when they move retirement assets from an Employer Plan to a Rollover IRA account. Even if there are no costs associated with the IRA rollover itself, there will be costs associated with account administration, investment management, or both. In addition to the fees charged by Atlas Brown, the underlying investment (mutual fund, ETF, annuity, or other investment) charges a management fee. Custodial and trading fees also apply. Investing in an IRA with Atlas Brown will typically be more expensive than an Employer Plan.

IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor (“DOL”) Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL’s Prohibited Transaction Exemption 2020-02 (“PTE 2020-02”) where applicable, we are providing the following acknowledgment to you.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule’s provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Additional resources about IRA Rollovers are available to investors through FINRA’s web site at www.finra.org.

Family Office Services

Finally, Atlas Brown provides certain clients with a broad range of comprehensive advice and services (which may include non-investment related matters) commonly referred to as “Family Office Services” based on each client’s individual needs. This suite of services includes, without limitation, one or more of the following: preparing financial plans and/or evaluations based on a client’s current and anticipated financial situation, investment objectives and needs; consulting services regarding the need to establish trusts and/or annual gifting programs, and the adequacy and appropriateness of insurance coverages; coordination of pre-legal estate planning involving trusts and wills to be drafted by clients’ attorneys; retirement and estate planning; personal financial reporting; bill paying including, in very limited cases, the custody of clients funds (i.e., checking accounts); private foundation management; debt negotiation (which involves the irrevocable setting aside of assets for repayment of debt without the actual corresponding retirement of the debt); cash management; consulting on real property and tangible personal property identification, acquisition and management; consulting of negotiation of business transactions; and consulting on business succession oversight and coordination. This suite of Family Office Services are included in the Investment Management Services fee as described in Item 5 below.

Item 5 – Fees and Compensation

Investment Management Services (Discretionary and Non-Discretionary)

With respect to its investment management and advisory services, Atlas Brown charges its clients an annualized fee based upon a percentage of the market value of the clients' assets being managed by Atlas Brown. Atlas Brown's annualized fee is as follows:

PORTFOLIO VALUE	ANNUAL FEE
First \$1,000,000	2.00%
Next \$4,000,000	1.00%
Next \$5,000,000	0.75%
Next \$15,000,000	0.60%
On the balance	0.50%

The typical annualized fee is between 0.75% and 1.00% (may include breakpoints) depending upon the market value of the assets under management, the type of investment management services to be rendered, and the Family Office Services required by each client.

Atlas Brown's annualized fee is exclusive of, and in addition to, any separate brokerage commissions, transaction fees, and/or other related costs and expenses which may be incurred by the client (see Item 12-Brokerage Practices). The annualized fee is charged quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. Assets are typically valued by the independent custodian or another independent third party. If values are not available from either of such sources, they are initially valued at cost by Atlas Brown's Valuation Committee. The Valuation Committee will meet quarterly to review all pricing documentation and determine if any price adjustment is warranted based on any financing or monetization event. The first quarter's fees shall be based on the month end market value of the assets subsequent to the receipt of the assets and shall be calculated on a pro rata basis (e.g., based on the number of days remaining in such calendar quarter). If additional assets are deposited into an account after the inception of a quarter, the fee payable to Atlas Brown with respect to such assets will be prorated based on the number of days remaining in the quarter.

The custodian for client accounts typically directly debits each client's account for the amount of the quarterly fee and forward such amount directly to Atlas Brown, as long as any such custodian sends a statement to the client, at least quarterly, indicating:

- a) all amounts disbursed from the account (including the amount of management fees paid directly to Atlas Brown);
- b) the amount of funds and securities in the account at the end of the period; and
- c) all transactions in the account during that period.

In addition, the management fee is subject to negotiation. Atlas Brown may charge a lesser investment management fee in certain circumstances (e.g., discounted fees for employees), and will base any such decisions on the factors that it deems appropriate, including, without limitation, anticipated future earning capacity, anticipated future additional assets, the dollar amount of assets to be managed, related accounts, account composition, pre-existing client status, and continued account retention.

Any agreement between Atlas Brown and the client will continue in effect until terminated by either party pursuant to the terms of such agreement. Clients who terminate their relationship with Atlas Brown within ten (10) calendar days of signing an agreement for investment management services and/or Family Office Services will receive a prompt refund of all monies paid by the client to Atlas Brown. If clients terminate their relationship with Atlas Brown after the initial ten-day period, Atlas Brown's fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as applicable, in a timely manner.

With respect to withdrawals exceeding \$1 million from an account within a calendar quarter, Atlas Brown shall credit its unearned fee towards the next quarter's fee or refund the fee to the client as so instructed by the client. Atlas Brown designs its portfolios as long-term investments and clients should be aware that asset withdrawals may impair the achievement of a client's investment objectives.

On an extremely limited basis, when providing investment management consulting services and/or Family Office Services, Atlas Brown will charge these clients an annual flat fee (charged quarterly) as agreed upon in writing by Atlas Brown and the client.

Other Fees and Expenses

In addition to the fees paid to Atlas Brown for investment advisory services, a client may incur a separate fee imposed by the qualified custodian and/or broker-dealer. These fees may be asset-based fees or transaction-based fees such as commissions on trades occurring in the account. In any case, a client's custodian or broker-dealer is independent of Atlas Brown and may revise its fees at any time.

When securities are purchased or sold by Atlas Brown on behalf of a client, the client will also incur brokerage and possibly other transaction costs (see Item 12 Brokerage Practices). If an account holds mutual funds or exchange-traded funds, the funds' investment management fees and other expenses are typically deducted automatically and paid to the funds' management companies in accordance with the methodology outlined in the prospectus issued for each fund. These fees are in addition to the investment management fees paid to Atlas Brown, which does not receive any additional compensation or service fees from mutual funds or exchange traded funds that may be held in a client's account. Clients who invest in private investments will incur multiple layers of fees and expenses in connection with such investments. Private investment vehicles are typically organized as limited liability companies (LLCs) or limited partnerships (LPs), and each vehicle may charge its own management and performance-based fees as well as a wide range of expenses, including but not limited to investment, operating, legal, accounting, administrative, regulatory and extraordinary expenses.

With respect to mutual fund investing, Atlas Brown strives to invest in the most cost-effective option available. Atlas Brown must first make a determination that the investment meets the needs of the client and then must review the available share classes of each mutual fund.

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

Atlas Brown does not charge performance-based fees.

Item 7 – Types of Clients

Atlas Brown does not require any specific minimum initial investment. Atlas Brown currently provides investment management services to the following types of clients:

- Individuals and their families (including high net worth individuals);
- Retirement Plans (401k, Profit-Sharing, Cash Balance and Pension Plans);
- Trusts, Estates, or Charitable Organizations; and
- Corporations.

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

Analysis

Atlas Brown's Senior Portfolio Managers are responsible for all investment analysis of equities, mutual funds, exchange traded funds and other securities. Suitable investments for each client are chosen by the Senior Portfolio Managers based on that client's unique needs and investment goals using many different types of internal and external research tools.

Investment Strategies

Atlas Brown applies institutional techniques to a multidisciplinary approach using multiple asset classes/styles, outside managers, alternatives, and individual securities to create customized investment strategies. Each Senior Portfolio Manager is responsible for placing trades in client accounts that are suitable based on the investment objectives and risk tolerance as disclosed by the client in their Investment Policy Statement and/or Client Profile Worksheet.

These documents allow Atlas Brown to gather information, formulate appropriate strategies and implement those strategies for each client. These documents are updated by Atlas Brown when and if an employee of Atlas Brown becomes aware of a material change in a client's situation or at least annually. Material changes include, but are not limited to: updates to the client's address and contact information; a change in the client's investable assets due to an inheritance, significant change in salary, a bonus or a change in the client's risk tolerance or investment objectives.

Risks

All investments in securities include a risk of loss of your principal (invested amount) and any profits that have not been realized. Stock markets and bond markets fluctuate substantially over time. In addition, as recent global and domestic economic events have indicated, the performance of any investment is not guaranteed. Atlas Brown will manage client assets to the best of the Firm's ability; however, Atlas Brown cannot guarantee any level of performance or that clients will not experience a loss of account assets.

Risks Relating to Private Investments

Private investments involve certain inherent risks of loss, and clients whom are deemed "accredited investors" as defined under Rule 501 of the Securities Act of 1933, and elect to make private investments, must have the ability to bear the economic risks of an investment in an illiquid investment that is restricted from transfer or sale. Private investments are not registered under the Securities Act of 1933 or applicable state securities laws, and may not be readily resold or transferred. There is no public or secondary market for private investments. Private investments

are not transferable without prior written approval of the sponsor, and the ability of investors to withdraw their interests is subject to limitations under the investment's governing documents. Investors who make private investments will have no right or power to take part in the management or control of the business of the fund or to remove or replace the fund's investment manager. Investors should refer to the offering document of each private investment for eligibility requirements, risks, fees and other important information.

Private investments may relate to various asset classes, such as real estate, commodities, venture capital, distressed debt and other types of assets that are illiquid, difficult to value and that may require a significant amount of time from the date of initial investment before disposition. The limited liquidity of these investments may subject them to more extensive fluctuations in value and may impair the ability of private funds to exit such investments in times of adversity. Private funds may engage in derivative transactions, short sales, foreign, micro-cap investments and other types of higher risk investments, and they may incur leverage without limit to make investments or to pay expenses.

Risks related to Cybersecurity

Atlas Brown employs various measures aimed at mitigating cybersecurity risk, including, among others, use of firewalls, system segmentation, system monitoring, and virus scanning. However, there is no guarantee that the efforts of Atlas Brown or other service providers, will succeed, either entirely or partially as there are limits on Atlas Brown's ability to prevent, detect or mitigate cyber events. A client could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches can cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by Atlas Brown and other service providers to transact business; violations of applicable privacy and other laws; or additional compliance costs.

Risks related to Public Health

Atlas Brown's operations could be adversely affected by events outside of our control, such as natural disasters or public health epidemics including the most recent coronavirus. Atlas Brown may incur expenses, delays, or interruption of critical business functions relating to such events outside of our control, which could have a material adverse impact on our business including, but not limited to, the financial conditions or prospects of investments and the sourcing of new opportunities. The outbreak of an infectious disease or any other serious public health concern, together with any resulting restrictions on travel or quarantines imposed, has a negative impact on the economy, and business activity and thereby can adversely affect the performance of a client account.

Item 9 – Disciplinary Information

Atlas Brown does not have any legal, financial or other “disciplinary” item to report. Atlas Brown is required to disclose any disciplinary event that would be material to clients when opening an account or promptly upon discovery of such an event/item. This statement applies to the Firm, and every employee.

Item 10 – Other Financial Industry Activities and Affiliations

Brad Glotzbach is a licensed insurance agent and refers potential clients for life, health, disability and long-term care insurance policies to various insurance agencies. The insurance services provided by this individual are separate from the advisory services provided by Atlas Brown; however, Mr. Glotzbach receives separate compensation for acting as an insurance agent and recommending insurance products for clients of Atlas Brown. Mr. Glotzbach generally spends less than 2% of his time on such non-advisory activities. Atlas Brown receives no compensation from his insurance activities.

Item 11 – Code of Ethics

Atlas Brown has adopted a Code of Ethics, as required by the SEC. Maintaining the highest standards of ethical business practices has always been a priority for the Firm. Atlas Brown believes that this is a critical component of continuing the Firm’s long-term success.

As outlined in the Code of Ethics, the interests of client accounts will at all times be placed first and all employee personal securities transactions will be conducted in such a manner as to avoid any actual or potential conflict of interest. Atlas Brown and its employees may purchase securities for their personal accounts that they also recommend to Firm clients; however, employees will not take into consideration their own financial situation when providing investment advice to clients.

Atlas Brown recognizes that the Firm may have an incentive to favor employees’ accounts as well as the personal accounts of the Firm’s founders and shareholders. Atlas Brown has developed and implemented appropriate trade allocation/aggregation policies and procedures (as described in Item 12 below) to ensure that all clients are treated fairly and equally. These procedures, in conjunction with the provisions of the Code of Ethics (summarized below) have been created to address and eliminate such conflicts of interest. Atlas Brown may, from time to time, look for an infusion of private capital from founders and/or shareholders. These individuals may be clients of the Firm as well as shareholders.

To supervise compliance with its Code of Ethics, Atlas Brown’s Chief Compliance Officer monitors the securities trading of its employees. In addition, Atlas Brown requires all employees to receive approval from the Chief Compliance Officer for certain types of investments (i.e., IPO's or private placements). Any individual not in observance of the above will be subject to disciplinary action.

Atlas Brown requires all employees to sign an acknowledgement of receipt of the Code of Ethics at the time of hire, as amended and annually thereafter. Clients may request a complete copy of Atlas Brown’s Code of Ethics by contacting the Chief Compliance Officer, Cherri Lamkin, at the address, telephone number and/or email on the cover page.

Item 12 – Brokerage Practices

Atlas Brown's policy is to seek the best price and most favorable execution of client transactions considering all circumstances. Factors which Atlas Brown considers in recommending broker-dealers to clients include their respective financial strength, reputation, execution, pricing, research, and service. The commissions and/or transaction fees charged by a particular broker-dealer may be higher or lower than those charged by other broker-dealers.

A client may pay a commission to a broker-dealer that is higher than another broker-dealer where Atlas Brown determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but rather whether the transaction represents the best qualitative execution taking into consideration the full range of a broker-dealer's services including, among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while Atlas Brown will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions. Atlas Brown shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its clients in light of its duty to obtain best execution. The Best Execution/Proxy Voting Committee maintains an approved broker-dealer list which the Committee reviews, updates if necessary, and approves on a quarterly basis.

Fidelity Investments provides quality brokerage and execution services. Fidelity also supplies other services to Atlas Brown as described below. Clients should be aware that the receipt of economic benefits by Atlas Brown by the below listed brokers in and of itself may create a potential conflict of interest.

Fidelity Investments

Atlas Brown has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides Atlas Brown with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist Atlas Brown in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting. Fidelity also offers other services intended to help Atlas Brown manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third-party service providers who provide a wide array of business-related services and technology with whom Atlas Brown may contract directly. Atlas Brown is independently operated and owned and is not affiliated with Fidelity. Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are

charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

Good-til-Canceled (GTC) orders

Atlas Brown may use good-til-cancelled orders in discretionary accounts on a limited basis; however, the majority of good-til-cancelled orders will be placed in the Firm's non-discretionary accounts. A good-til-cancelled order is defined as an order to buy or sell a security that is effective until the Portfolio Manager or the client cancels it, up to a maximum of 180 days.

Trade Allocation and Trade Aggregation (Block Trading)

Due to the nature of the services provided by Atlas Brown, block trading is utilized as well as trades being placed on an individual basis. Atlas Brown will comply with its fiduciary duty to clients regarding trade allocation and aggregation of orders when allocating securities orders involving more than one client in a fair and equitable manner. Atlas Brown may aggregate more than one client's trades in a "block" but it is not obligated to do so. Based on several criteria, such as the number of shares and the number of client accounts being traded, block or aggregate trades for equities are utilized at the discretion of the Senior Portfolio Managers. When placing an aggregated order (i.e., block trade), the Senior Portfolio Manager will designate the total number of shares to be included in the order and the specific number of shares to be allocated to each client's account.

Allocation of trades will not be done in such a way that the Firm's own (or affiliated) accounts, certain clients, employees or partners receive more favorable treatment than clients' accounts. If orders are allocated, all client accounts (including employees' and affiliate's accounts managed by Atlas Brown) are treated equally as follows:

1. Each affiliated and nonaffiliated participant in the trade allocation will receive the same execution price.
2. In the case of partial fills, orders of 100 shares or less will be filled completely. The balance of the shares will be allocated on a pro-rata basis, based on percentage weighting of the order. In this situation, preference will be given to accounts of nonaffiliated, non-employee clients.

If Atlas Brown determines, in good faith, that a pro rata allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, including, without limitation:

- (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or position or to an account that is disproportionately weighted with respect to security or sectors relative to other portfolios with similar mandates;
- (ii) greater allocations may be made to one account when it has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar results and can be purchased by other accounts;
- (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts;
- (iv) with respect to sale allocations, greater allocations may be given to accounts with limited current liquidity;

- (v) in cases when a pro rata allocation would result in a de minimis allocation in one or more accounts, Atlas Brown may exclude the account from the allocation and the shares may be allocated on a pro rata basis among the remaining accounts; or
- (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Directed Brokerage

Clients may direct Atlas Brown in writing to use a particular broker-dealer to execute some or all of their brokerage transactions. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and Atlas Brown will not seek better execution services or prices from other broker-dealers or be able to “batch” client transactions for execution through other broker-dealers with orders for other accounts managed by Atlas Brown. As a result, the client 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. Subject to its duty of best execution, Atlas Brown may decline a client’s request to direct brokerage if, in the Firm’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers.

Trade Errors

In the event of a trade error by Atlas Brown in a client account, the policy of Atlas Brown is that in no instance will a client be penalized by a trade error that results in a loss (unless it is proven that the error is the client’s fault), and in no instance will a client earn a profit resulting from a trade error. Atlas Brown is responsible for reimbursing the client (make whole) for any loss as a result of a trade error.

Trade errors and corrections are processed in an error account maintained by the custodian. Any loss or profit resulting from a trade error remains in the error account through the end of the quarter. Atlas Brown is responsible for reimbursing this error account for any losses from the Atlas Brown fee account quarterly. Any net profits in the error account resulting from trade errors will be donated by the custodian to a charity chosen by Atlas Brown. The Best Execution/Proxy Voting Committee meets on a quarterly basis to review and document any trade errors and their resolutions.

As a matter of Firm practice, Atlas Brown does not engage in Principal Trading, Agency Cross or Internal Cross Transactions. Exceptions to this policy may be granted in strictly limited circumstances where the client(s) best interest is served.

Item 13 – Review of Accounts

Atlas Brown’s Senior Portfolio Managers monitor clients’ portfolios as part of an ongoing process. Atlas Brown’s Senior Portfolio Managers shall contact the Firm’s clients at least annually to review the previous year’s services and/or recommendations and to discuss any changes in a client’s financial situation and/or investment objectives. Additionally, the Chief Compliance Officer reviews the daily trade blotter on a weekly basis. All clients are encouraged to discuss their needs, goals, and objectives with Atlas Brown and to keep the Firm informed in writing of any changes thereto.

Investment Management Services

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the custodian for their accounts typically on a monthly basis when there is activity in such clients' accounts but in any event not less than quarterly. In addition, Atlas Brown will provide reports to investment management clients on an annual basis setting forth such relevant account and/or market-related information. We urge you to compare the account statements received from your custodian and, if applicable, the account statements/appraisals provided by Atlas Brown. On a client requested basis, Atlas Brown will also provide customized quarterly account reviews including, but not limited to, holdings, performance, allocation, and account activity information.

Item 14 – Client Referrals and Other Compensation

Atlas Brown has a solicitor relationship. Atlas Brown at least annually confirms that this solicitor is providing clients with a current copy of Atlas Brown's written disclosure statement along with the required written solicitor disclosure documents. Pursuant to the Solicitor's Agreement, Atlas Brown has agreed to pay the solicitor a percentage of the applicable Investment Management Fee for any referred client.

All Solicitor's Fees are paid by Atlas Brown and not by the client. Atlas Brown has agreed not to charge clients referred through any of these arrangements, fees or costs greater than the fees or costs charged to clients with similar portfolios who were not referred by any of these entities or individuals.

Item 15 – Custody

Investment Management Services

Atlas Brown does not maintain physical custody of the funds and/or securities for its investment management clients. However, pursuant to Rule 206(4)-2 of the Advisers Act, we are deemed to have custody under certain circumstances, such as the Firm may direct the custodian to debit fees from client accounts and in the limited case of Family Office bill pay services described below. Additionally, many clients have provided Atlas Brown's custodian with Standing Letters of Authorization for certain recurring payments. While we are deemed to have custody in such instances, along with our qualified custodian, we meet the no-action relief conditions set forth by the SEC under Rule 206(4)-2. In addition to the account statements provided to clients by Atlas Brown (only at the client's request), clients will receive account statements directly from their qualified custodian at least quarterly. We urge you, if applicable, to compare the account statements received from your custodian with the account statements/appraisals provided by Atlas Brown.

Family Office Services – Bill Pay

With regard to the Firm's Family Office bill paying services, certain officers of Atlas Brown have access to, and maintain custody of, client funds in checking accounts. Atlas Brown utilizes an unaffiliated qualified custodian to hold all client funds. These Family Office clients should be receiving statements detailing the funds being maintained by a qualified custodian. We urge you to compare any account statements/appraisals received from Atlas Brown to statements that you receive from any qualified custodian for these bill paying services. Atlas Brown undergoes an

annual surprise custody examination as required by securities regulations with regard to these relationships.

Item 16 – Investment Discretion

Atlas Brown intends its primary investment management services to consist of allocating its clients' investment assets on a discretionary basis among individual debt and equity securities, options, mutual funds, and/or exchange traded funds. With regard to the Firm's discretionary investment management accounts, Atlas Brown has the authority to determine, without obtaining specific client consent, the securities to be bought and sold in client accounts and the amount of such securities to be bought and/or sold.

Atlas Brown may also render non-discretionary investment advisory services to clients. Atlas Brown does not place trades in a non-discretionary account without first obtaining and documenting specific client consent to the transaction. There are no exceptions to this policy.

Discretionary and Non-Discretionary clients of Atlas Brown have authorized Atlas Brown to determine, without specific consent the broker-dealer to be utilized for client trading activity. Atlas Brown does not determine the amount of brokerage commissions to be charged for transactions in client accounts, however, due to Atlas Brown's relationships with certain broker-dealers (as described in Item 12 above), clients may be entitled to reduced or waived commissions in certain circumstances.

Item 17 – Voting *Client* Securities (i.e., Proxy Voting)

Atlas Brown will vote proxies on behalf of its clients pursuant to its Investment Management Agreement; however, clients may choose to receive and vote their own proxies with written direction via the applicable brokerage application. When Atlas Brown accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are more fully described in Atlas Brown's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in Atlas Brown's Proxy Voting Policies and Procedures. At any time, clients may contact Atlas Brown's Chief Compliance Officer, Cherri Lamkin, at the address, telephone number and/or email on the cover page to request information about how the Firm voted proxies for that client's securities or to obtain a copy of Atlas Brown's Proxy Voting Policies and Procedures.

A brief summary of Atlas Brown's Proxy Voting Policies and Procedures is as follows:

- Atlas Brown has formed a Best Execution and Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner. The Committee currently consists of the following members: Wayne Hancock, CFA, Chairman; Tim Corley, Senior Portfolio Manager; Cherri Lamkin, Chief Compliance Officer; and Scott Robinson, President and CEO.
- Proxies will generally be voted according to the Firm's current proxy voting guidelines. The proxy voting guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of

directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.

- Although the proxy voting guidelines are to be followed as a general policy, certain issues may be considered on a case-by-case basis based on the relevant facts and circumstances.
- In situations where there may be a potential conflict of interest in the voting of proxies due to business or personal relationships that Atlas Brown maintains with persons having an interest in the outcome of certain votes, the Firm will take appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such potential conflict.

Item 18 – Financial Information

Atlas Brown does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance; therefore, the Firm is not required to provide an audited financial statement.

Item 19 – Requirements for State-Registered Advisers

Not Applicable.