

# PART 2A Appendix 1 of Form ADV

Galaxy II Wrap Fee Program Brochure • March 1, 2022

This wrap fee program brochure provides information about the qualifications and business practices of Ameritas Advisory Services, LLC. ("AAS"). If you have any questions about the contents of this brochure, please contact us at (800) 335-9858, or by email at [AIC\\_Compliance@ameritas.com](mailto:AIC_Compliance@ameritas.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Ameritas Advisory Services, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Registration as an Investment Adviser does not imply a certain level of skill or training.



**Ameritas Advisory Services, LLC**

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## Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide clients as required by SEC rules. The amendment requires investment advisers to provide a summary of material changes the firm’s disclosure document within 120 days of its fiscal year end. The fiscal year end for Ameritas Advisory Services, LLC is December 31.

This item includes a summary of the material changes that were made to this ADV Part 2A Appendix 1 (“Wrap Brochure”) since the last annual filing, which was on March 30, 2021. Since that time, the following material changes to this Wrap Brochure have been made:

On October 1, 2021, Ameritas Investment Company, LLC (“AIC”) initiated the transfer of substantially all of the assets and liabilities of its advisory business to Ameritas Advisory Services, LLC (“AAS”), a Nebraska limited liability company formed in 2020 for the purposes of a corporate reorganization. AIC continues to act as and is registered with the SEC as a broker-dealer, is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investors Protection Corporation (“SIPC”). AIC and AAS are both wholly owned by the same parent company, Ameritas Life Insurance Corp. Notable updates have been made throughout this brochure to reflect this organizational change including:

**Item 4 – Services, Fees, Compensation** has been updated to reflect the corporate reorganization.

**Item 9 – Additional Information, Disciplinary Information** has been updated to reflect only those disciplinary actions related to the advisory business of AIC. Information related to the disciplinary history of AIC when acting as a broker-dealer, may be found at [brokercheck.finra.org](http://brokercheck.finra.org) by searching for “Ameritas Investment Company, LLC” or its CRD Number, 14869.

**Item 9 – Additional Information, Other Financial Industry Activities and Affiliations** has been updated to reflect the activities of Ameritas Investment Company, LLC as a broker-dealer, rather than a dually registered broker-dealer and investment adviser.

**Item 9 – Additional Information, Selection of Brokers** has been updated to reflect the services AIC offers AAS and the related conflicts of interest.

Additional changes made to this brochure were made to the following Items:

**Item 4 – Services, Fees and Compensation** was updated to provide additional information regarding the types of investments that may be purchased in the Galaxy II Wrap Program and include information related to fees paid on brokered certificates of deposit (“brokered CDs”), cash and cash equivalents.

**Item 4 – Services, Fees and Compensation** was updated to include disclosure information regarding our fiduciary role when providing services to retirement investors and retirement accounts. Specifically, guidance from the US Department of Labor (DOL) under Title I of the Employee Retirement Income Security Act (ERISA) and/or the Internal Revenue Code (Code), requires AAS to inform you that when we and our financial professionals provide nondiscretionary investment advice (including recommendations of our advisory program(s)) to you regarding your ERISA retirement plan or participant account or individual retirement account (which are all referred to as “retirement accounts”), that we and our financial professionals 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 for retirement accounts we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Regulations under ERISA and the Code define fiduciary investment advice as (1) advice or recommendations, for a fee or other compensation, regarding investing in, purchasing or selling securities or other property to a plan, plan participant, or IRA owner; (2) provided on a regular basis; (3) where the advice is provided pursuant to a mutual agreement or understanding that; (4) the advice serves as a primary basis for investment decisions with respect to the plan or IRA assets; and (5) the advice is individualized to the plan, participant or IRA owner.

**Item 4 – Services, Fees and Compensation** was updated to reflect that AAS will have authority to convert multi-share class mutual fund shares to the lowest cost share class available to AAS.

**Item 4 – Services, Fees and Compensation and Item 19-Additional Information, Selection of Brokers** have been updated to reflect that certain custodians, including Fidelity, Schwab, and TD Ameritrade, have eliminated commissions [or transaction fees] for online trades of U.S. equities, ETFs, and options (subject to an additional fee per contract fee).

**Item 4 – Services, Fees and Compensation** was updated to provide additional information regarding administrative fees, including fees paid by IARs and reduction of administration fees based upon a level of assets under management by a particular IAR.

**Item 4 – Services, Fees and Compensation and Item 9-Additional Information, Investment Discretion** were updated to reflect the use of lowest cost share classes when available at clearing firms and custodians used for AAS’s proprietary programs and conversion to the lowest cost share at AAS’s discretion.

**Item 6 – Portfolio Manager Selection and Evaluation, Methods of Analysis, Investments Strategies and Risk of Loss**, was updated to reflect risks associated with the purchase and sale of brokered CDs and interval funds.

**Item 9 – Additional Information, Selection of Brokers and Other Compensation** were updated to reflect additional revenue sharing arrangements between AIC and its clearing firm, National Financial Services, LLC (“NFS”) including the addition of volume trading discounts, technology support, and credits AIC receives as a result of renewing its clearing agreement with NFS. These sections were also updated to reflect the reduction in electronic delivery of confirmation fees from \$3 to \$0 and the removal of transaction fee mark-ups.

**Item 9 – Additional Information** was updated to reflect that AAS consented to an SEC Order (the “Order”) regarding AAS’s failures to provide full and fair disclosure regarding conflicts associated with certain third-party compensation received when AAS’s advisory business was part of AIC (collectively, the Advisory Firm) in February 2022. Specifically, the Order stated that the Advisory Firm breached its fiduciary duty to advisory clients by failing to provide full and fair disclosure regarding conflicts associated with (1) AIC’s receipt of revenue sharing payments from AIC’s unaffiliated clearing broker (“Clearing Broker”) as a result of advisory clients’ investments in certain mutual funds and money market funds that paid revenue sharing to the Clearing Broker; (2) markups on Clearing Broker fees for advisory clients’ transaction fees; (3) revenue received from the Clearing Broker on the rate of margin interest charged to advisory clients; and (4) an annual business development credit from the Clearing Broker based on AIC maintaining, within a range, minimum accounts, asset balances, and trading volumes in certain revenue sharing paying

mutual fund programs and margin accounts. The Order further stated that the Advisory Firm also breached its duty to seek best execution by causing certain advisory clients to invest in share classes of mutual funds and money market funds when share classes of the same funds were available to clients at a lower cost and breached its duty of care by failing to undertake an analysis to determine whether the particular mutual fund and money market fund share classes it recommended were in the best interests of its advisory clients. Finally, the Order stated that the Advisory Firm failed to adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Advisers Act and rules thereunder in connection with its practices regarding mutual fund and money market share class selection, fee markups, margin interest, business development credits, and best execution. AAS consented to evaluate whether clients should be moved to an available lower-cost share class and move clients as necessary; notify affected investors of the settlement terms; pay affected investors disgorgement of \$3,334,804 and prejudgment interest of \$543,390; and pay a civil penalty of \$750,000.

We may update this brochure at any time. If we make any material changes relating to the disciplinary information in Item 9-Additional Information, we will provide you either: (i) a complete copy of our Form ADV Part 2A ("Firm Brochure") that includes or is accompanied by a summary of material changes or (ii) a summary of material changes that includes an offer to provide a copy of the current Firm Brochure. We urge you to carefully review all material change summaries as they contain information about significant changes to our advisory services, fee structure, business practices, conflicts of interest and disciplinary history.

To receive a complete copy of our Firm Brochure at no charge, please visit our website at [www.ameritas.com/investments/disclosures](http://www.ameritas.com/investments/disclosures) or contact our Compliance Department at 800-335-9858.

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## Item 4 – Services, Fees and Compensation

### Description of our Firm & Principal Owners

Ameritas Advisory Services, LLC (herein after AAS, We, Us, or the Firm) is an investment adviser registered with the Securities and Exchange Commission (“SEC”). Ameritas Advisory Services, LLC (herein after AAS, We, Us, or the Firm) is an investment adviser registered with the Securities and Exchange Commission (“SEC”). We offer a variety of advisory services that are made available to clients through individuals associated with us as investment adviser representatives (“IARs” or “IAR”). AAS is the successor investment adviser entity of Ameritas Investment Company, LLC (“AIC”) acquiring the assets, liabilities, clients, and investment adviser representatives (“IARs” or “IAR”) of AIC in October, 2021. AIC continues to act and is registered with the SEC as a broker-dealer, is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investors Protection Corporation (“SIPC”).

AAS is part of the Ameritas Mutual Holding Company (“AMHC”) family of companies. The Ameritas Holding Company (“AHC”), a direct subsidiary of AMHC has 100% ownership of both Ameritas Investment Partners, Inc. (“AIP”) and Ameritas Life Insurance Corp. (“ALIC”); ALIC has direct 100% ownership of Ameritas Life Insurance Corp. of New York (“ALIC NY”), AIC, our firm, and other subsidiaries.

Additional Information regarding our affiliated companies as well as their activities can be found in Item 9-Additional Information.

### Introduction

As an investment adviser, we offer a variety of advisory services that are made available to clients through individuals associated with us as IARs. When acting as an investment adviser, we and our IARs have a fiduciary duty to our advisory clients and must make full and fair disclosure to them relating to our advisory relationships. As a fiduciary we aim to always put your interests ahead of our own, identify material conflicts, and eliminate, mitigate and/or disclose these conflicts.

Our branch offices may use marketing names or other names that are held out to the public. Such names are known as “doing business as” names. Such marketing names primarily promote overall financial services of an IAR and should not be viewed as an entity through whom securities are sold and/or investment advisory services are provided. While we allow our IARs to use a name other than Ameritas Advisory Services, LLC, the IAR must disclose on advertising and client correspondence that advisory services are offered through us.

An IAR may be registered with our affiliated broker-dealer, AIC as a broker-dealer registered representative and/or appointed as an agent with insurance companies including ALIC and ALIC NY. In these instances, an IAR may recommend fee-based investment advisory services, commission-based accounts, and annuities or other insurance products. Depending on an IARs licensing and affiliations, the IAR may be restricted as to the services they are able to offer or offer a limited number of services such as financial planning and consulting.

Before engaging with an IAR, you should discuss the many differences between broker-dealer and advisory relationships as well as any limitations on the services your IAR offers. It is important to understand the associated costs and benefits of each option so that you can decide which types of accounts and services that may be best suited for your unique financial goals, investment objectives and time horizon. You should bear in mind that your total cost for transactions under a fee account versus a commission account can vary significantly and depend on a number of facts such as account size, volume of trading activity (number of transactions), type and quantity of investments purchased or sold, anticipated holding period for the investments in your account, potential risk and return, and commission rates.

### Description of our Primary Advisory Services

Our advisory services primarily consist of asset management services through portfolios or custom strategies created by IARs, co-advisory relationships with third-party money managers, solicitor programs, financial planning and consulting as well as retirement plan advisory services. Our services are designed to provide investment programs that are suitable for our clients’ financial goals, objectives, and risk tolerances. Depending on your IAR’s registrations and qualifications, the types of investments that your IAR may recommend, purchase, and sell for your account include, but are not limited to, mutual funds, exchange traded funds (“ETFs”), unit investment trusts (“UITs”), structured products, interval funds, stocks, bonds, and money market funds (otherwise known as “securities”) as well as brokered certificates of deposit (“brokered CDs”) (which may or may not be securities) and cash. Your IAR may also recommend the purchase of a fee based variable annuity or life insurance product and make recommendations on subaccounts.

This brochure provides a description of the Galaxy II Wrap Fee Program (“Galaxy II Wrap” or “the Program”). For more information about our advisory services and programs other than the Galaxy II Wrap Program please contact your IAR for a copy of a similar brochure that describes such services or program or go to [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You should have a conversation with your IAR and read this and similar brochures carefully, as they explain our services in detail.

### Galaxy II Wrap Program

The Galaxy II Wrap Program is a wrap fee program sponsored by our firm. Galaxy II Wrap is only available through a limited number of IARs subject to our discretion. The program provides participants with customized asset management services. Assets for this program are custodied at TD Ameritrade, Inc. (“TD Ameritrade”) member FINRA/SIPC, 200 South 108th Avenue, Omaha, NE 68154.

### Investment Advice and Ongoing Monitoring

Your IAR will examine your investment objectives, risk tolerance, and other factors in order to recommend specific investments or strategies. When developing recommendations for you, IARs compare your financial goals with your investment risk tolerance and the risk and potential of a specific investment. Your IAR may build customized models or models created by separate account managers that use a wide variety of asset classes then manage multiple client accounts following each model. IARs may utilize models created by separate account managers or develop a unique portfolio which may be diversified or concentrated in individual investments or by sectors. The portfolios may also be customized to restrict trading, managed for tax efficiency, or restrict the purchase or sale of specific investments in your account.

Depending on your IAR's registrations and qualifications, the types of investments that your IAR may purchase and sell for your account include, but are not limited to, mutual funds, exchange traded funds ("ETFs"), unit investment trusts ("UITs"), structured products, interval funds, stocks, bonds, and money market funds (otherwise known as "securities") brokered CDs (which may or may not be securities), and cash. Your IAR may also recommend the purchase of a fee based variable annuity or life insurance product and make recommendations on subaccounts.

Galaxy II Wrap is a discretionary program. When acting with discretion, your IAR has the authority to buy or sell investments without contacting you in advance. If you own multi-share class mutual funds in your account, AAS will convert the mutual fund shares you own to the lowest cost share classes available through TD Ameritrade for the same mutual funds and with no cost or tax consequences to you. You may place reasonable restrictions on the management of your account including restrictions such as limiting the types or amounts of particular investments purchased or sold for your account or limiting the use of margin. Where we or your IAR acts with discretionary authority, such authority is limited to buying and selling investments and does not give us the authority to withdraw or transfer any money, investments, or property.

In connection with Galaxy II Wrap, your IAR may also provide financial planning or consulting services. In these circumstances, your IAR's initial analysis will include a basic review of your fundamentals, including your net worth and current cash flow, protection needs and basic estate planning needs. Your IAR is not obligated to make any recommendations or give any financial advice to you that, in the sole judgment of the IAR, would be impractical, unsuitable, unattainable, or undesirable. As part of your IAR's basic review of your fundamentals, you may receive, without charge, a life insurance needs analysis. Your IAR will receive no compensation for the life insurance needs analysis but will receive compensation for insurance products you purchase.

Your IAR will be available to you on an ongoing basis should your financial situation, investment objectives or other factors change or if you wish to place reasonable restrictions on the management of your account. Your IAR will contact you at least annually to determine whether there have been any changes in your financial situation or investment objectives and may make recommendations including but not limited to recommendations to hold, add or replace investments, rebalance the mix of investments in your account, and increase or decrease the anticipated risk of the investments in your account.

### Program Fees

As a participant in Galaxy II Wrap, you will pay an annualized fee (otherwise known as a wrap fee) based upon your account value as reported by TD Ameritrade in accordance with the fee schedule below. The annual fee is comprised of your IAR's fee, the cost of portfolio management services, third party managers, and transaction fees associated with the purchase and sale of investments in your account.

Certain custodians, including TD Ameritrade, have eliminated commissions [or transaction fees] for online trades of U.S. equities, ETFs and options (subject to an additional fee per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to TD Ameritrade. As such, we have an incentive and conflict of interest to either purchase these types of securities or limit our trading in other securities to avoid paying transaction fees.

The IAR fee compensates your IAR for ongoing advice and monitoring of the account and is negotiable based upon factors such as total amount of assets involved in your relationship with your IAR and the range and complexity of services provided. You should consider the level and complexity of the consulting and/or advisory services to be provided when negotiating the fee with your IAR.

Advisory fees are payable quarterly in advance and calculated based on a percentage of your account value as of the last business day of the previous quarter. The initial quarterly fee is based on the initial balance of your account and prorated based on the number of billing days in the initial quarter. If you invest or withdraw more than \$10,000 from your account after the beginning of the calendar quarter, your fee will be recalculated and pro-rated as of the day of the additional investment.

You may terminate your Galaxy II Wrap Program Agreement without penalty within (5) business days after entering into it. If fees for advisory services are charged in advance, and you terminate your agreement any unearned advisory fees will be returned to you.

### Fee Schedule

Your IAR has the option to charge a "linear fee" or "tiered fee," with a minimum IAR fee of 0.50% and a maximum IAR fee as outlined below.

Fee Schedule	
Account Value	Maximum Fee
Up to \$250,000	2.00%
\$250,001 – \$500,000	1.75%
\$500,001 – \$1,000,000	1.50%
\$1,000,001 – \$3,000,000	1.25%
\$3,000,001 +	1.00%

When choosing a linear fee arrangement, you will pay a fixed percentage on the entire value of the account that cannot exceed the maximum fee for any tier. For example, if the fixed fee is 1.00%, this amount would be applied to the total account value. In a tiered fee arrangement, once the value of your account meets the next tier, the new rate will be applied to all assets above the tier up to the next tier. For example, you will pay 2.00% on the first \$250,000 in assets, 1.75% on the next \$250,000, and so on.

Fees are payable quarterly in advance and are calculated based on your account value as of the last business day of the previous quarter. The initial quarterly fee will be based on the initial balance of your account and prorated based on the number of days in the initial quarter.

The IAR Fee will be offset for mutual fund Class A and B shares that were subject to a commission and sold to you by a registered representative of AIC on a commission basis and these shares are transferred to your Galaxy II Wrap account within two years of the date of purchase. In addition, the



value of any annuity, investment designated as an “alternative investment product,” such as a non-traded real estate investment trust, or mutual fund Class C share will be excluded from the IAR fee if you purchased it in a commission-based account through a registered representative of AIC and then transferred it to a Galaxy II Wrap account.

However, if an annuity was purchased at Net Asset Value (“NAV”) (in other words, purchased for no commission), then that annuity will be subject to the IAR Fee. Other investments, including but not limited to, stocks, bonds, ETFs, UITs, structured products, mutual funds, brokered CDs, and cash transferred into your program account, purchased at AIC, or at another broker/dealer, are subject to the investment advisory fee agreed upon in your advisory agreement. Certain holdings may be excluded from billing as well. You should discuss fee exclusions with your IAR prior to opening an account.

### Additional Fees

The annualized fee does not include 1) fees for services provided by broker-dealers other than TD Ameritrade for transactions executed by or through them that settle into or from accounts such as through prime brokerage or trade away services; 2) fees and charges the custodian receives in lieu of commissions, such as, but not limited to, margin interest, electronic funds and wire transfer fees, custody and setup fees for alternative investments, transfer taxes, odd-lot differentials, certificate delivery fees, reorganization fees, fees required by law, and any other similar costs; 3) fees charged by some mutual funds, unit investment trusts (UITs), closed-end funds, and other collective investment vehicles, including but not limited to, fees assessed by the fund such as internal expenses, and short-term redemption fees; and 4) mark-ups and mark-downs, spreads paid to market makers, selling concessions and the like received by the custodians in connection with transactions they may execute as principals by selling or buying securities to or from clients for its own accounts. Although we do not anticipate executing any trades away from the custodian of your account, any fees imposed would be in addition to the annualized fee you pay.

You will be subject to fees charged by the mutual funds (i.e., 12b-1 fees) included in your portfolio, if applicable, as set forth in the prospectus for each security. These 12b-1 fees will be retained by TD Ameritrade and are not shared with us or your IAR.

In most cases, mutual fund companies offer multiple share classes of the same mutual fund. Some share classes of a fund charge higher internal expenses, whereas other share classes of a fund charge lower internal expenses. Institutional and advisory share classes typically have lower expense ratios and are less costly for a client to hold than Class A shares or other share classes that are eligible for purchase in an advisory account. Mutual funds that offer institutional share classes, advisory share classes, and other share classes with lower expense ratios are available to investors who meet specific eligibility requirements that are described in the mutual fund’s prospectus or its statement of additional information. These eligibility requirements include, but may not be limited to, investments meeting certain minimum dollar amounts and accounts that the fund considers qualified fee-based programs. The lowest-cost mutual fund share class for a particular fund may not be offered through third-party broker-dealers or custodial platforms. You should never assume that you will be invested in the share class with the lowest possible expense ratio or cost. We strongly encourage you to discuss whether lower-cost share classes are available in a particular program account; why the particular funds or other investments that will be purchased or held in your managed account are appropriate for you in consideration of your expected holding period, investment objective, risk tolerance, time horizon, financial condition, amount invested, trading frequency, the amount of the advisory fee charged; whether you will pay transaction charges for fund purchases and sales; whether you will pay higher internal fund expenses in lieu of transaction charges that could adversely affect long-term performance; and relevant tax considerations. Your IAR may recommend, select, or continue to hold a fund share class that charges you higher internal expenses than other available share classes for the same fund.

The purchase or sale of transaction-fee (“TF”) funds will result in the assessment of transaction charges to us and your IAR. Although no-transaction-fee (“NTF”) funds do not assess transaction charges, most NTF funds have higher internal expenses than funds that do not participate in an NTF program. These higher internal fund expenses are assessed to investors who purchase or hold NTF funds. Depending upon the frequency of trading and hold periods, NTF funds may cost you more, or cost us or your IAR less, than mutual funds that assess transaction charges but have lower internal expenses. In addition, the higher internal expenses charged to clients who hold NTF funds will adversely affect the long-term performance of their accounts when compared to share classes of the same fund that assess lower internal expenses.

Additionally, if you invest in certain products such as mutual funds or variable insurance contracts, you will pay two levels of management fees, the direct management fee to us and an indirect management fee as a product expense through the investment product. You would not incur our direct management fee by investing directly in mutual funds or variable insurance products. In that case, you would not receive the ongoing services we provide which are designed, among other things, to assist you in determining which investments, investment strategies or programs may be most appropriate for your circumstances over time.

Variable annuities and variable universal life insurance (“VUL”) policies purchased under the Galaxy II Programs are no-load, though there are separate fees and expenses associated with such annuities, plus underlying investment option expenses. Some charges are assessed against the variable annuity or VUL (such as maintenance and transfer fees and tax charges) and some may be assessed on the sub-account investment options (mortality and expense risk charges and administrative charges). You should always read the variable annuity or VUL prospectus carefully before sending money to us or the insurer.

We charge administrative fees that pay for fee calculation, fee deduction, invoicing, performance reporting, rebalancing of accounts, portfolio management services, due diligence, and supervision. The administrative fee is set on a sliding scale depending on the size of the assets in the account. A discounted administrative fee is available to IARs based upon the aggregate total of account fee billings of all clients your IAR maintains in an advisory program. If your IAR receives a discounted administrative fee, your IAR’s compensation will increase by the amount of the discount received. Your total account fee and cost will remain unchanged. As such, your IAR has an incentive to utilize a program that offers discounted administrative fees to increase his or her overall compensation.

You may choose to establish a margin account where you may borrow funds for the purpose of purchasing additional investments. You may also use a margin account to borrow money to pay for fees associated with your account or to withdraw funds. If you decide to open a margin account, please carefully consider that: (i) if you do not have available cash in your account and use margin, you are borrowing money to purchase investments, pay for fees associated with your account or withdraw funds; and (ii) you are using the investments that you own in the account as collateral.

Money borrowed in a margin account is charged an interest rate that is subject to change over time. This interest rate payment is in addition to other fees associated with your account. We and your IAR have a conflict of interest when recommending that you purchase or sell investments

using borrowed money. This conflict occurs because your advisory fee is based on the total market value of your account. If you have a margin debit balance, your margin debit balance does not reduce the total market value of your account. In fact, since you have borrowed money to purchase additional investments, the total market value of your account will be higher, which results in a higher advisory fee. Please carefully review the margin disclosure document for additional risks involved in opening a margin account.

If you purchase an ALIC variable annuity or life insurance policy your IAR may recommend that you select Calvert Variable Products, Inc. Funds ("Calvert VP Funds") or Calvert Variable Series, Inc. Funds ("Calvert Funds") as investment options within the contract or policy. AIP is an affiliate of AAS, the sub-adviser for certain Calvert VP Funds and Calvert Funds and receives a fee for these services. In cases where we and AIP both receive advisory fees for assets invested in no-load annuity contracts issued by ALIC, the advisory fee billed to your account will be reduced by the amount of advisory fees earned by AIP.

AIC acts as the principal underwriter for variable annuities and variable insurance policies issued by ALIC. In its role as lead underwriter, AIC receives a distributor fee for these services if the variable annuity or variable insurance policy is sold on a commission basis. Due to the conflict of interest resulting from receipt of distribution fees paid from premium loads, if you invest in a fee based variable annuity or variable insurance policy, ALIC pays AIC for serving as underwriter from its assets or surpluses in its general account rather than through a premium load. Additional information regarding distribution of ALIC products may be found in the product prospectus available from ALIC or your IAR.

ALIC honors the right to examine statutes with regard to the termination of variable insurance products purchased in an advisory account. There is a 10 day right to examine the contract. If the owner is dissatisfied with the contract for any reason, it may be returned to ALIC within 10 days from the date it is delivered. You will receive a full refund of your policy value. However, where required by certain states, or if your contract was issued to an individual retirement account, you will receive either the premium paid or your contract value, whichever amount is greater.

ALIC offers a variety of insurance products and benefits to retail customers and businesses. IARs, in their capacity as insurance agents appointed with ALIC may recommend these insurance products to you. The compensation received by ALIC and its agents is a conflict of interest. In addition to IARs of AAS, ALIC has multiple channels of distribution for the insurance products it issues. If our associates are acting as independent insurance agents, they are not precluded from offering insurance products from unaffiliated insurance companies.

We and your IAR may receive more compensation through Galaxy II Wrap than if you participated in other programs or paid separately for investment advice, brokerage, and other services. As such, we may have an incentive to recommend Galaxy II Wrap over other programs or services. While we endeavor at all times to put your interests first as part of our fiduciary duty, you should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect our judgment and the judgment of your IAR when making recommendations.

### IAR Compensation

Your IAR who recommends you participate in Galaxy II Wrap will be compensated as a result of your participation. The amount of this compensation may be more or less than what the IAR would receive if you participated in other advisory programs or paid separately for investment advice, brokerage, and other services. The amount your IAR is compensated may vary between the advisory programs we offer. The portion of the advisory fee received by your IAR may be more or less than what he or she would receive at another investment adviser firm. This compensation includes bonuses, awards or other things of value offered to your IAR. We pay our IARs in different ways, for example:

- payments based on production,
- reimbursement or credits of fees that IARs pay us for items such as administrative services, or technology,
- payments in connection with the transition of association from another broker-dealer or investment adviser firm,
- payments in the form of repayable or forgivable loans,
- advances of advisory fees,
- attendance at our conferences and events, and
- medical, dental, life insurance, HSA plans, 401(k) matches, as well as contributory and non-contributory deferred compensation plans, for qualifying IARs.

We also charge IARs various fees under their independent contractor agreement, for example, for administrative, custody and clearing services to accounts, technology, and licensing fees. The fees and compensation your IAR receives are based on the IAR's overall business production and/or on the amount of assets serviced in advisory accounts. When compensation or fees charged is based on the level of production or advisory assets of an IAR, the IAR has a financial incentive to meet those production or asset levels. The amount of this compensation could be more, and the amount of these fees charged by us could be less, than what the IAR would receive, or pay, if he or she associated with another investment adviser firm.

We or AIC may also provide various benefits and/or payments to IARs that are newly associated with us to assist the IAR with the costs (including foregone revenues during account transition) associated with transitioning his or her business to our firm (collectively referred to as "Transition Assistance"). The amount of the Transition Assistance payments is often significant in relation to the overall revenue earned or compensation received by the IAR at his or her prior firm. The receipt of Transition Assistance creates a conflict of interest in that an IAR has a financial incentive to recommend that a client open and maintain an account with the IAR for advisory and or brokerage services in order to receive the Transition Assistance benefit or payment. We attempt to mitigate these conflicts of interest by evaluating and recommending that clients use our services based on the benefits that such services provide to clients, rather than the Transition Assistance earned by any particular IAR. However, clients should be aware of this conflict and take it into consideration when deciding whether to establish or maintain a relationship with us.

### Wrap Fees

We offer asset management services through both wrap and non-wrap fee programs. A wrap fee program is defined as an advisory program in which the client pays a specified fee for portfolio management services and trade execution. We receive a portion of the investment advisory fee you pay when you participate in the wrap fee programs we offer.



Wrap fee programs differ from other programs in that the fee structure for wrap programs is all-inclusive, whereas non-wrap fee programs assess trade execution costs that are in addition to the investment advisory fees. A wrap fee program is more expensive when trading activity is low and less expensive when trading activity is higher (such as when an account is established or actively managed). Conversely, a non-wrap fee program is more expensive when trading activity is high and lower when trading activity is less frequent. If the number of transactions in a wrap fee program is low enough, the wrap fee you pay will exceed the stand-alone investment advisory fee and separate brokerage commissions that would otherwise have been charged. Certain custodians, including TD Ameritrade, have eliminated commissions [or transaction fees] for online trades of U.S. equities, ETFs and options (subject to an additional fee per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to TD Ameritrade. As such, we have an incentive and conflict of interest to either purchase these types of securities or limit our trading in other securities to avoid paying transaction fees.

We do not charge our clients higher advisory fees in wrap fee programs based on their trading activity however you should be aware that we may have an incentive to limit our trading activities in your account(s) because we are charged for executed trades.

### Retirement Accounts

Guidance from the US Department of Labor (DOL) under Title I of the Employee Retirement Income Security Act (ERISA) and/or the Internal Revenue Code (Code), requires AAS to inform you that when we and our financial professionals provide nondiscretionary investment advice (including recommendations of our advisory program(s)) to you regarding your ERISA retirement plan or participant account or individual retirement account (which are all referred to as “retirement accounts”), that we and our financial professionals 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 for retirement accounts we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Regulations under ERISA and the Code define fiduciary investment advice as (1) advice or recommendations, for a fee or other compensation, regarding investing in, purchasing or selling securities or other property to a plan, plan participant, or IRA owner; (2) provided on a regular basis; (3) where the advice is provided pursuant to a mutual agreement or understanding that; (4) the advice serves as a primary basis for investment decisions with respect to the plan or IRA assets; and (5) the advice is individualized to the plan, participant or IRA owner.

### Retirement Plan Rollovers

When leaving an employer you typically have four options regarding your existing retirement plan: (1) leave the assets in the former employer’s plan, if permitted, (2) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (3) roll over the assets to an Individual Retirement Account (“IRA”), or (4) take a full withdrawal in cash, which would result in ordinary income tax and a penalty tax if you are under age 59 ½.

If your IAR recommends that you roll over your 401(k) or other qualified plan assets to an IRA, this rollover recommendation presents a conflict of interest in that we and your IAR would receive compensation (or may increase current compensation) when investment advice is provided following your decision to roll over your plan assets.

Your IAR will discuss your retirement plan options including retention of your 401(k) or qualified plan assets with your current plan, if allowed. You should carefully review the information regarding your rollover options, including the associated costs, and are under no obligation to rollover retirement plan assets to an account managed by us.

### General Disclosure Regarding ERISA and Qualified Accounts

If an advisory account is subject to the provisions of ERISA or certain tax deferred treatment under the Internal Revenue Code (such as individual retirement accounts, 457 plans and 403(b) plans), (collectively, “Qualified Accounts”) we and our IARs who act as a fiduciary by providing investment advice for such Qualified Accounts are generally prohibited from receiving both an advisory fee and any transaction-based compensation unless in compliance with applicable prohibited transaction exemptions under ERISA or the Internal Revenue Code or authorized by the U.S. Department of Labor.

You will represent that the Qualified Account and any instructions given by you regarding the Qualified Account are consistent with applicable Plan documents, including any investment policies, guidelines, or restrictions. You will provide us with a copy of all relevant documents and agree that the advisory program you have selected is consistent with those documents. You will notify us, promptly in writing, of any changes to any of the Plan’s investment policies, guidelines, or restrictions, or other Plan documents pertaining to investments by the Plan. If the assets in the Qualified Account constitute only a part of your Plan assets, you shall provide us and your IAR with documentation of any of the Plan’s investment guidelines or policies that affect the Qualified Account. The compliance of any recommendation or investment your IAR makes for the Qualified Account with any such investment guidelines, policies, or restrictions shall only be determined on the date of the recommendation or purchase. You have the responsibility to give us prompt written notice if any investments made for the Qualified Account are inconsistent with such guidelines, policies, restrictions, or instructions.

You understand that the services that we and your IAR perform shall have no effect on the assets of the Plan that are not in the Qualified Account, and that we shall have no responsibility for such other assets. We are not responsible for Plan administration or for performing any other duties that are not expressly set forth in the advisory agreement. You shall obtain and maintain at your own expense any insurance or bonds you deem necessary to cover yourself and any of your affiliates, officers, directors, employees, and agents in connection with the advisory agreement.

## Item 5 – Account Requirements and Types of Clients

### Minimum Account Size

The minimum account size is \$25,000 but may be waived for certain accounts at our discretion.

### Types of Clients

Galaxy II Wrap is available to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

## Item 6 – Portfolio Manager Selection and Evaluation

Your IAR serves as your portfolio manager in Galaxy II Wrap. Each IAR will complete the review and analysis of investments and recommendations or may create model portfolios based on the IAR's own research and allocation methodology. Each IAR has the independence to take the approach that he or she believes is the most appropriate when analyzing investment products and strategies for clients. We perform periodic account reviews to verify that transactions effected in client accounts are consistent with the established investment objectives of the client.

### Description of Other Advisory Services

In addition to providing services through Galaxy II Wrap, we offer fee based financial planning and consulting services as well as fee-based asset management services through portfolios or custom strategies created by IARs, co-advisory relationships with third party money managers, and may act as a solicitor to third-party programs. Your account will be managed on a discretionary or non-discretionary basis. In a discretionary account we, our IARs or third-party investment advisers have the authority to buy or sell investments without contacting you in advance. This may include selection of model portfolios, sub-account selection in variable annuities, or the selection, purchase, or sale of investments. For more detailed information on other advisory services we offer, please refer to our Form ADV Part 2A or respective Wrap Fee Program Brochure. These documents are available through your IAR.

### How Services are Tailored to Fit your Needs

When you open an account with us or consult one of our IARs for a financial plan, your IAR will obtain the necessary financial data from you in the form of a Risk Assessment Questionnaire, a Client Data Sheet, and/or a New Account Form.

Your IAR will examine your investment objectives, risk tolerance, and other factors to recommend specific investments or programs to suit your needs. If there are any changes to this information, please notify your IAR immediately. Your IAR will review your account annually or more frequently as necessary to determine whether or not your assets should be reallocated due to changes in your financial situation, the market, or other conditions.

The investment advisory services provided largely depend on the personal information you provide to your IAR. In order for your IAR to provide appropriate investment advice to, or in the case of discretionary accounts, make appropriate investment decisions for you, it is important that you provide accurate and complete responses to your IAR's questions about your financial condition, investment objectives and needs as well as any reasonable investment restrictions you wish to apply to the investments or types of investments to be bought, sold, or held in your account. It is also important for you to inform your IAR of any changes to your personal or financial circumstances, investment objectives or risk tolerance as well as any reasonable investment restrictions which may affect the advice we provide.

Depending on your IAR's registrations and qualifications, the types of investments that your IAR may purchase and sell for your account include, but are not limited to, mutual funds, exchange traded funds ("ETFs"), unit investment trusts ("UITs"), interval funds, structured products, stocks, bonds, and money market funds (otherwise referred to as "securities"), brokered CDs (which may or may not be securities), and cash.

### Performance-Based Fees and Side-By-Side Management

We do not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) in connection with Galaxy II Wrap.

### Wrap Fee Programs

We offer asset management services through both wrap fee and non-wrap fee programs. A wrap fee program is defined as an advisory program in which the client pays a specified fee for portfolio management services and trade execution. We receive a portion of the investment advisory fee you pay when you participate in any of the wrap-fee programs we offer. Wrap fee programs differ from other programs in that the fee structure for wrap programs is all-inclusive, whereas non-wrap fee programs assess trade execution costs that are in addition to the investment advisory fees.

A wrap fee program is more expensive when trading activity is low and less expensive when trading activity is higher (such as when an account is established or actively managed). Conversely, a non-wrap fee program is more expensive when trading activity is high and lower when trading activity is less frequent. If the number of transactions in a wrap fee program is low enough, the wrap fee you pay will exceed the stand-alone investment advisory fee and separate brokerage commissions that would otherwise have been charged. Certain custodians, including TD Ameritrade, have eliminated commissions [or transaction fees] for online trades of U.S. equities, ETFs and options (subject to an additional fee per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to TD Ameritrade. As such, we have an incentive and conflict of interest to either purchase these types of securities or limit our trading in other securities to avoid paying transaction fees.

We do not charge our clients higher advisory fees in wrap fee programs based on their trading activity however you should be aware that we have an incentive to limit our trading activities in your account(s) because we are charged for executed trades.

A wrap fee program is not appropriate for every client. As such, you should carefully consider and discuss the investment objectives of your account to determine whether a wrap or non-wrap fee program is most appropriate for your account.

### Methods of Analysis, Investment Strategies and Risk of Loss

Each IAR has the independence to take the approach that he or she believes is most appropriate when analyzing investment products and strategies for clients. The IAR chooses his or her own research methods, investment style and management philosophy. It is important to note that no methodology or investment strategy is guaranteed to be successful or profitable.

When developing recommendations for you, IARs compare your financial goals with your investment risk tolerance and the risk and potential return of a specific investment. IARs have wide latitude in designing investment strategies.

As a firm, we do not favor any specific method of analysis over another, and therefore would not be considered to have one approach deemed to be a “significant strategy.” There are, however, a few common approaches that may be used in the course of providing advice to clients as described below:

- **Asset Allocation:** An investment strategy that aims to balance risk and reward by allocating assets among a variety of asset classes. At a high level, there are three main asset classes – equities (stocks), fixed income (bonds), and cash or cash equivalents – each of which have different risk and rewards. Asset classes are further divided into domestic and foreign investments with equities divided into small, mid, and large capitalization. Bonds have varying durations and credit quality. By diversifying a portfolio amongst a wide range of asset classes, investors seek to reduce (but not eliminate) the overall risk of a portfolio through avoiding overexposure to any one asset class during various market cycles.
- **Fundamental Analysis:** A method of evaluating a security that involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure what is deemed to be the true value of the company's stock compared to the current market value. The end goal of performing fundamental analysis is to produce a value that an investor can compare to the security's current price and whether the security is over or under priced.
- **Technical Analysis:** A method of evaluating securities by studying past price patterns and trends in the financial markets in an attempt to predict the direction of the overall market, specific stocks, or both. Technical analysts do not attempt to measure a security's intrinsic value. Instead, they use charts and other tools to identify patterns that suggest future activity. When looking at individual equities, a person using technical analysis generally believes that performance of the stock, rather than performance of the company itself, has more to do with a company's future stock price.
- **Cyclical Analysis:** A type of technical analysis that involves evaluating recurring price patterns and trends with the goal buying or selling securities based upon expected price movements or “market timing.” The risk of market timing based on technical analysis is that charts may not accurately predict future price movements. Current prices of securities may not reflect all information known about the security and day to day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

### Risk Factors

As mentioned above, regardless of the strategy or analysis used, all investments carry the risk of loss including the loss of principal invested. Some risks may be avoided or mitigated, while others are completely unavoidable. Some of the common risks you should consider prior to investing include, but are not limited to:

- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** Investment values may fall for a variety of reasons, including economic, political, social, financial, widespread business continuity events (e.g., natural disasters, pandemics, etc.) and issuer-based factors, causing prices of stocks, bonds, and other investments to fall.
- **Inflation Risk:** If any type of inflation is present, a dollar today will not buy as much as a dollar at the same subsequent time, because purchasing power is eroded at the rate of inflation. Inflation tends to erode returns on investments, as well.
- **ESG Investment Risks:** Investment strategies, mutual funds and ETFs that focus on environmental, social and governance (“ESG”) practices of corporations in evaluating security selection are subjective and may be defined in different ways by different funds and managers. A portfolio manager's ESG practices may significantly influence performance causing performance to be higher or lower than the overall market or comparable funds or strategies that do not employ ESG practices.
- **ETF Risks, including Net Asset Valuations and Tracking Error:** ETF performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track (“tracking error”) because 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the future for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depositary Receipts, or other securities for which expenses and commission rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuation may be limited or inaccurate. An ETF typically includes embedded expenses that reduce the fund's net asset value and therefore directly affect the fund's performance, a client's portfolio performance and index benchmark comparison. Expenses of the fund generally include investment adviser management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses can change from time to time at the sole discretion of the ETF issuer. ETF tracking errors and expenses may vary.
- **Portfolio Turnover Risk:** Active and frequent trading of securities and financial instruments in a portfolio can result in increased transaction costs, including potentially substantial brokerage commissions, fees, and other transaction costs. In addition, frequent trading is likely to result in short-term capital gains tax treatment. As a result of portfolio turnover, the performance of a portfolio can be adversely impacted.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (e.g., interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it (a lengthy process) before they can generate a profit. They have a greater uncertainty of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Financial Risk:** Excessive borrowing to finance a business's operations increases the uncertainty of profitability, 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.
- **Liquidity Risk:** When consistent with a client's investment objectives, guidelines, restrictions, and risk tolerances, we may invest portions of client portfolios in illiquid securities, subject to applicable investment standards. Investing in an illiquid (difficult to trade) security may restrict our ability to dispose of such investments in a timely fashion or at an advantageous price, which may limit the ability to take full advantage of market opportunities and result in delays in liquidity risk.
- **Money Market Fund Risks:** An investment in a money market mutual fund, unlike bank deposits, is not insured or guaranteed by the FDIC or any other governmental agency, and it is possible to lose money by investing in a money market mutual fund. Money market mutual funds are covered by SIPC, which protects against the custodial risk (not a decline in market value) when a brokerage firm fails by replacing missing securities and cash up to a limit of \$500,000, of which \$250,000 may be cash.
- **Fixed Income Risks:** Portfolios that invest in fixed income securities are subject to several general risks, including interest rate risk, credit risk, and market risk, which could reduce the yield that an investor receives from his or her portfolio. These risks may occur from fluctuations in interest rates, a change to an issuer's individual situation or industry, or events in the financial markets.
- **Brokered CD Risks:** Brokered CDs differ from traditional CDs purchased directly from your bank and held as a bank deposit, in that brokered CDs may have longer holding periods, may be more complex, may have different features and fees, and carry more risk. Although most brokered CDs are bank products, some may be securities and won't be FDIC insured. Unlike a traditional CD, brokered CDs must be sold in the secondary market which may be quite limited. If you need to liquidate your brokered CD before it matures, the CD may be worth less than your initial investment particularly if current interest rates are higher than the CD you currently own. For brokered CDs with long holding periods, any interest you might receive could be significantly reduced by the advisory fee you pay. Some brokered CDs are callable and may be called by the issuer if interest rates go down. Make sure you understand the fees, features, and risks of the particular brokered CD you are considering.
- **High Yield Fixed Income Securities Risk:** Investments in high-yielding, non-investment grade bonds (often referred to as "Junk Bonds") involve higher risk than investment grade bonds. Adverse conditions may affect the issuer's ability to make timely interest and principal payments on these securities.
- **Foreign, Emerging Markets Risk:** Investments in these types of securities have considerable risks. Risks associated with investing in foreign securities include fluctuations in the exchange rates of foreign currencies that may affect the U.S. dollar value of a security, the possibility of substantial price volatility as a result of political and economic instability in the foreign country, less public information about issuers of securities, different securities regulation, different accounting, auditing and financial reporting standards and less liquidity than in the U.S. markets.
- **Structured Products Risk:** Structured products are securities derived from another asset, such as a security or a basket of securities, an index, a commodity, a debt issuance, or a foreign currency. Structured products frequently limit the upside participation in the reference asset. Structured products are senior unsecured debt of the issuing bank and subject to the credit risk associated with that issuer. This credit risk exists whether or not the investment held in the account offers principal protection. The creditworthiness of the issuer does not affect or enhance the likely performance of the investment other than the ability of the issuer to meet its obligations. Any payments due at maturity are dependent on the issuer's ability to pay. In addition, the trading price of the security in the secondary market, if there is one, may be adversely impacted if the issuer's credit rating is downgraded. Some structured products offer full protection of the principal invested, others offer only partial or no protection. Investors may be sacrificing a higher yield to obtain the principal guarantee. In addition, the principal guarantee relates to nominal principal and does not offer inflation protection. An investor in a structured product never has a claim on the underlying investment, whether a security, zero coupon bond, or option. There may be little or no secondary market for the securities and information regarding independent market pricing for the securities may be limited. This is true even if the product has a ticker symbol or has been approved for listing on an exchange. Tax treatment of structured products may be different from other investments held in the account (e.g., income may be taxed as ordinary income even though payment is not received until maturity). Structured CDs that are insured by the FDIC are subject to applicable FDIC limits.
- **Interval Fund Risks:** Interval funds may expose investors to liquidity risk. While an interval fund periodically offers to repurchase a portion of its securities, there is no guarantee that investors may sell their shares at any given time or in the desired amount. Moreover, if an interval fund invests in companies with smaller market capitalizations, derivatives or securities that entail significant market or credit risk, the liquidity risk may be greater.
- **Alternative Investment Product Risk:** An investment that is not one of the three traditional asset types (stocks, bonds, and cash) and generally has low correlations to stocks and bonds. Alternative Investments may have complex terms and features that are not easily understood and are not suitable for all investors. Risks that may be associated with liquid alternative investments include: (1) Leverage – Leverage may enhance a fund's returns in up markets but exacerbate returns in a bad market. Some firms with leverage inherent in their portfolios may experience "margin call" types of actions in the event of liquidity dry-ups or if certain counterparties cannot provide the leverage needed. (2) Shorting – Certain securities may be difficult to sell short at the price that the manager would wish to execute a trade. A short position may have the possibility of an infinite loss if a security continues to go up in price and the manager does not cover. (3) Security valuation – Certain securities held in alternative mutual funds, such as derivatives or thinly traded stocks, bonds or swaps may not have a market in which the money manager may need to trade it quickly in case of fund redemptions. High Bid/Ask spreads or the lack of another



buyer/seller to take the opposite position of a thinly traded security could cause inaccurate estimates in underlying security valuation by the administrator. (4) Nightly reconciliation – The use of thinly traded securities, shorting and leverage may make it difficult for some alternative funds, based on their investment strategy, to provide accurate nightly NAVs for the mutual fund.

- **Derivatives (Options) Risk:** Options involve risks and are not suitable for everyone. Option trading can be speculative in nature and carry substantial risk of loss, including the loss of principal.
- **Small/Mid Cap Risk:** Stocks of small or mid-sized companies may have less liquidity than those of larger, established companies and may be subject to greater price volatility and risk than the overall stock market
- **Non-Diversification Risk:** Investments that are concentrated in one or few industries or sectors may involve more risk than more diversified investments, including the potential for greater volatility.
- **American Depositary Receipts (ADRs):** Positions in those securities are not necessarily denominated in the same currency as the common stocks into which they may be converted. ADRs are receipts typically issued by an American bank or trust company evidencing ownership of the underlying securities. Generally, ADRs, in registered form, are designed for the U.S. securities markets. An account may invest in sponsored or unsponsored ADRs. In the case of an unsponsored ADR, shareholders are likely to bear their proportionate share of the expenses of the depository and they may have greater difficulty in receiving shareholder communications than they would have with a sponsored ADR.

The above list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment strategy. You are encouraged to consult your financial advisor, legal counsel, and tax professional on an initial and continuous basis in connection with selecting and engaging in the services provided by us. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed above. Your investments are not bank deposits, are not insured, or guaranteed by any governmental agency, entity, or person, unless otherwise noted and, as such, may lose value.

It is important to note that no methodology or investment strategy is guaranteed to be successful or profitable. You understand that investing involves risk of loss that you should be prepared to bear.

### Voting Client Securities

We do not vote proxies. In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies. We are available to answer questions regarding such notices.

## Item 7 – Client Information Provided to Portfolio Managers

Your IAR serves as your portfolio manager in Galaxy II Wrap. Your IAR will obtain the necessary financial data from you in the form of a Risk Assessment Questionnaire, a Client Data Sheet, and/or a New Account Form. If there are any changes to this information, please notify your IAR immediately.

## Item 8 – Client Contact with Portfolio Managers

Your IAR serves as your portfolio manager in Galaxy II Wrap. Your IAR will review your account annually or more frequently as necessary to determine whether your account should be rebalanced, replaced or if new investments should be recommended for your account due to changes in your financial situation, the market, or other conditions.

## Item 9 – Additional Information

### Disciplinary Information

The following information regarding legal or disciplinary events is related to AAS and when advisory business was conducted under our predecessor, Ameritas Investment Company, LLC, as well as disciplinary history of our officers, directors, and control persons, that may be material in your evaluation of our firm or the integrity of our management. Materiality is subject to our discretion, and/or as defined by the SEC for purposes of this disclosure document.

1. In February 2022, AAS consented to an SEC Order regarding AAS's failures to provide full and fair disclosure regarding the conflicts associated with certain third-party compensation received when AAS's advisory business was part of AIC (collectively, the "Advisory Firm"). Specifically, the Order stated that the Advisory Firm breached its fiduciary duty to advisory clients by failing to provide full and fair disclosure regarding conflicts associated with (1) AIC's receipt of revenue sharing payments from its unaffiliated clearing broker ("Clearing Broker") as a result of advisory clients' investments in certain mutual funds and money market funds that paid revenue sharing to the Clearing Broker; (2) markups on Clearing Broker fees for advisory clients' transaction fees; (3) revenue received from the Clearing Broker on the rate of margin interest charged to advisory clients; and (4) an annual business development credit from the Clearing Broker based on AIC maintaining, within a range, minimum accounts, asset balances, and trading volumes in certain revenue sharing paying mutual fund programs and margin accounts. The Order further stated that the Advisory Firm breached its duty to seek best execution by causing certain advisory clients to invest in share classes of mutual funds and money market funds when share classes of the same funds were available to clients at a lower cost and breached its duty of care by failing to undertake an analysis to determine whether the particular mutual fund and money market fund share classes it recommended were in the best interests of its advisory clients. Finally, the Order stated that the Advisory Firm failed to adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Advisers Act and rules thereunder in connection with its practices regarding mutual fund and money market share class selection, fee markups, margin interest, business development credits, and best execution. AAS consented to evaluate whether clients should be moved to an available lower-cost share

class and move clients as necessary; notify affected investors of the settlement terms; pay affected investors disgorgement of \$3,334,804, prejudgment interest of \$543,390; and pay a civil penalty of \$750,000.

2. In October 2020, AIC (doing business as Ameritas Advisory Services), signed a consent agreement with the Commonwealth of Pennsylvania Department of Banking and Securities, Bureau of Securities Compliance and Examinations in which it as was ordered to pay an administrative assessment in the amount of \$100,000 for failing to register at least one employee in Pennsylvania as an investment adviser representative from January 2015 through June 2019 in violation of the Pennsylvania Securities Act of 1972
3. In March 2019, AIC consented to an SEC order stating that AIC willfully violated Section 206(2) and Section 207 of the Advisers Act by failing to explicitly disclose AIC's conflicts of interest related to receipt of 12b-1 fees and its recommendation or selection of 12b-1 fee paying mutual funds in advisory accounts. AIC self-reported this conduct to the SEC pursuant to the Share Class Selection and Disclosure ("SCSD") Initiative. AIC was censured, agreed to cease, and desist from committing or causing any violations or future violations of Sections 206(2) and 207 of the Advisers Act, ordered to pay disgorgement of \$3,056,804 and prejudgment interest of \$332,370 to affected investors, and to comply with certain undertakings including reviewing and updating, where necessary, the adequacy of all relevant disclosure documents concerning mutual fund share class selection and 12b-1 fees; evaluating whether existing clients should be moved to lower cost share classes; as well as reviewing its policies and procedures to ensure they are reasonably designed to prevent violations of the Advisers Act in connection with disclosures regarding mutual fund share class selection. The SCSD Initiative was a voluntary initiative in which the SEC encouraged investment advisers to self-report violations involving receipt of 12b-1 fees and adequacy of the disclosures arising from the resulting conflicts of interest. Additional information regarding the SCSD Initiative may be found at <https://www.sec.gov/enforce/announcement/scsd-initiative>.

### Other Financial Industry Activities and Affiliations

We are part of the Ameritas Mutual Holding Company family of companies. The Ameritas Holding Company (AHC) has direct 100% ownership of both AIP and the Ameritas Life Insurance Corp. ("ALIC"); ALIC has direct 100% ownership of Ameritas Life Insurance Corp. of New York ("ALIC NY"), Variable Contract Agency, LLC, AIC, our firm, and other subsidiaries. A significant percentage of time of our executive personnel is spent on activities other than fee-based investment supervisory asset management services.

### Ameritas Investment Company, LLC

AIC is registered as a broker-dealer with the SEC, a member of FINRA and SIPC. Most IARs are also registered representatives of AIC and may be individually licensed as insurance agents or serve as agents of ALIC or their affiliates in the sale of traditional and variable insurance products. AIC offers a variety of approved products and services to serve the needs of investors.

AIC is a municipal securities dealer, municipal securities adviser, and underwriter for municipal securities offerings primarily in the state of Nebraska. Due to the conflicts associated with AIC's receipt of commissions and receipt of advisory fees by AAS and our IARs, we do not permit the purchase of municipal securities underwritten by AIC in advisory accounts.

AIC does not normally act as a dealer in connection with securities that we recommend to our clients other than in the context of underwritings, as described above.

Some product sponsors may pay extra compensation to AIC, referred to as revenue sharing arrangements, in return for increased exposure to AIC registered representatives through conferences and educational opportunities. In some cases, revenue sharing may represent an expense embedded in the investment product that is born by investors. In other cases, the revenue is paid out of the product providers' assets.

These revenue sharing arrangements are an incentive for AIC to give preferential treatment to these sponsors which could influence sales of their products. IARs and registered representatives of AIC do not receive a direct financial benefit from revenue sharing, as such we do not believe AIC's relationships with these product sponsors compromise the advice our IARs may provide to clients. Additional information regarding AIC's revenue sharing arrangements can be found at [www.ameritas.com/investments/disclosures](http://www.ameritas.com/investments/disclosures) or by contacting AIC at 800-335-9858.

### Your IAR's Relationship with Us

An IAR may recommend commission-based accounts or products as a registered representative of AIC, fee-based accounts, or services through AAS, the purchase of variable insurance products issued by ALIC, or financial services available through affiliates of AAS. If you choose to implement these recommendations, the investments would be purchased through AIC, AAS or an affiliate and in turn AIC, an AIC Registered Representative and/or AAS Investment Adviser Representative would receive compensation and/or commissions as a result of the sale of the insurance and other financial products, or services recommended.

Your IAR receives compensation from us which includes a portion of the advisory fee. The portion of the advisory fee received by your IAR may be more than what he or she would receive at another investment adviser firm. This compensation includes bonuses, awards or other things of value offered to your IAR. We pay our IARs in different ways, for example:

- payments based on production,
- reimbursement or credits of fees that IARs pay us for items such as administrative services, or technology fees and materials,
- payments in connection with the transition of association from another broker-dealer or investment adviser firm,
- payments in the form of repayable or forgivable loans,
- advances of advisory fees,
- attendance at our conferences and events, and
- medical, dental, life insurance, HSA plans, 401(k) matches, as well as contributory and non-contributory deferred compensation plans, for qualifying IARs



We also charge IARs various fees under their independent contractor agreement, for example, for administrative, custody and clearing services to accounts, technology, and licensing fees. These fees and compensation may be based on the IAR's overall business production and/or on the amount of assets serviced in advisory accounts. When compensation or fees charged is based on the level of production or advisory assets of an IAR, the IAR has a financial incentive to meet those production or asset levels. The amount of this compensation could be more, and the amount of these fees could be less, than what the IAR would receive, or pay, if he or she associated with another investment adviser firm.

We also provide various benefits and/or payments to IARs that are newly associated with us to assist the IAR with the costs (including foregone revenues during account transition) associated with transitioning his or her business to us (collectively referred to as "Transition Assistance"). The amount of the Transition Assistance payments is often significant in relation to the overall revenue earned or compensation received by the IAR at his or her prior firm. The receipt of Transition Assistance creates a conflict of interest in that an IAR has a financial incentive to recommend that a client open and maintain an account with us and the IAR for advisory and or brokerage services in order to receive the Transition Assistance benefit or payment. We attempt to mitigate these conflicts of interest by evaluating and recommending that clients use our services based on the benefits that such services provide to clients, rather than the Transition Assistance earned by any particular IAR. However, clients should be aware of this conflict and take it into consideration when deciding whether to establish or maintain a relationship with us.

### **Ameritas Life Insurance Corp.**

Ameritas Life Insurance Corp. ("ALIC") has direct 100% ownership of AIC and AAS. AIC is the distributor and lead underwriter for variable insurance products issued by ALIC. An IAR may recommend the purchase of variable insurance products issued by ALIC. If you choose to implement these recommendations, AIC will receive compensation and/or commissions as a result of the sale. If your IAR is licensed as a registered representative of AIC and/or appointed with ALIC as an insurance agent, he or she would be able to receive commission as a result of the sale.

If you purchase a no-load ALIC variable annuity or life insurance policy, your IAR may recommend that you select Calvert Variable Products, Inc. Funds ("Calvert VP Funds") or Calvert Variable Series, Inc. Funds ("Calvert Funds") as investment options within the contract or policy. Ameritas Investment Partners ("AIP") is an affiliate of AAS and as the sub-adviser for certain Calvert VP Funds and Calvert Funds, receives a fee for these services. In cases where we and AIP both earn advisory fees for assets in no-load annuity contracts issued by ALIC, the advisory fee billed to your account by AAS will be reduced by the amount of advisory fees earned by AIP.

AIC acts as the principal underwriter for variable annuities and variable insurance policies issued by ALIC. In its role as lead underwriter, AIC receives a distributor fee for these services if the variable annuity or variable insurance policy is sold on a commission basis. Due to the conflict of interest resulting from receipt of distribution fees paid from premium loads, if you invest in a fee based variable annuity or variable insurance policy, ALIC pays AIC for serving as underwriter from its assets or surpluses in its general account rather than through a premium load. Additional information regarding distribution of ALIC products may be found in the product prospectus available from ALIC or your IAR.

ALIC and AEI Capital Corporation (AEI) formed NLP Funding LLC ("Credit Facility") in order to provide a revolving credit facility to bridge the acquisition of net leased commercial real estate properties on a short-term basis. The Credit Facility is structured with ALIC committing 90% of the funding and AEI providing the remaining 10%. The interest rate for the Credit Facility is equal to the greater of (i) 6.00% or (ii) the current market pricing as agreed upon by AEI and ALIC, and also receive a 0.50% repayment fee. The Credit Facility is scheduled to expire on April 30, 2023. Certain investment products issued by AEI may be sold by registered representatives of AIC on a commission basis, as such there is a conflict of interest between AIC, ALIC and AEI when these products are purchased by clients of AIC.

### **Variable Contract Agency, LLC**

To the extent that your IAR is licensed to offer variable insurance products, he or she will be appointed through Variable Contract Agency, LLC, an affiliated insurance agency, for the payment of insurance commissions. Variable insurance products sold by your IAR are issued through our affiliate, ALIC as well as unaffiliated insurance companies.

### **Ameritas Investment Partners, Inc.**

AIP, an SEC registered investment adviser, provides investment advisory services and manages portfolios for various institutional clients, is a commodity trading adviser, sponsors wrap fee programs, and provides advisory services to us in connection with the Constellation Program. AIP sponsors the Gemini and Mercury Wrap Fee programs that are offered to our clients. For additional information on these wrap fee programs, please refer to the AIP wrap fee program brochures which may be provided by your IAR.

AIP is subject to competing interests that have the potential to influence its decision making with regard to programs and services AIP offers to us and our clients which may cause them to favor other clients or business activities over our clients or the services they offer to us. As an investment adviser, AIP has a fiduciary duty to act in the best interest of its clients, maintains a code of ethics and compliance program to ensure compliance with its duties under the Investment Advisers Act.

AIC provides brokerage services and AIP provides investment advisory services to our clients who invest in wrap fee programs offered by AIP. AIP shares the advisory fees generated through these programs with us and uses AIC as the introducing broker dealer for execution of transactions. We have an incentive and conflict of interest in recommending the programs of AIP over other investment advisers due to the revenue AIC receives as a broker dealer for execution of transactions, fees we receive for assets placed in these programs, and common ownership by our parent company. We do not require IARs to utilize the services of AIP and make multiple advisory programs available such that the IAR may select the program that is most suitable for an individual client.

### **Third Party Investment Advisers**

We maintain relationships with third-party investment advisers that we or your IAR may recommend. Third-party investment advisers must be approved by us before their programs are available to our clients. Approval is based on several criteria, including investment strategy, investment performance, transaction reporting activities and wholesaling support. Those third-party investment advisers whose programs are available to our clients are given the opportunity to participate in our Elite Partners Program. In exchange for certain benefits, such as the opportunity to participate

in our national conferences and broader access to our IARs via participation in conference calls and contact lists, the third-party investment advisers in the Elite Partners Program share a portion of the revenue generated by distributing their products and services with us and/or pay a specified dollar amount. Our Elite Partners pay an annual fee based on assets under management and/or a flat fee, not to exceed 10 basis points per partner. It is important to understand that not all third-party investment advisers approved by us participate in the Elite Partners Program. Further, our IARs do not receive any compensation through the Elite Partners Program, and as such do not have a direct financial incentive to select one third-party investment adviser over another.

### Financial Institutions

We offer advisory services on the premises of unaffiliated businesses, including insurance companies and financial institutions, such as banks or credit unions. In some cases, the IAR pays such business entity a fee for the use of the premises and facilities and for administrative support. In the case of financial institutions, we have entered into agreements with financial institutions pursuant to which we share compensation, including a portion of the advisory fee, with the financial institution for the use of the financial institution's facilities and for client referrals. In such case, instead of paying the IAR the portion of the advisory fee as described above, we share a portion of the fee with the financial institution according to the agreement between us and the financial institution. The IAR may or may not be an employee of the financial institution.

### Other Affiliations

From time to time, we or our supervised persons donate to charitable organizations that are affiliated with clients, are supported by clients, and/or are supported by an individual employed by one of our clients. In general, such donations are made in response to requests from clients, or their personnel. Because such contributions may result in the recommendation of our firm or our services, such contributions may raise a potential conflict of interest. As a result, we maintain procedures that generally limit the dollar amount and frequency of charitable contributions and require that all contributions are made directly to the charitable organization (normally a 501(c)(3) organization). No contribution will be made if the contribution implies that continued or future business with us or our supervised persons, depends on making such contribution.

We require that our supervised persons seeking to make a political contribution to or volunteer for a state or local candidate, political action committee or political party pre-clear their contributions or activity through the firm. We do not require our supervised persons to pre-clear contributions to federal candidates unless the candidate is currently a state or local government official running for federal office. However, we do require supervised persons to notify us of any contributions made to or volunteer activity done on behalf of federal candidates, political action committees or political parties. We and your IAR are also subject to local and state pay-to-play rules in addition to federal securities rules and regulations.

We disclose all material conflicts of interest so that existing and prospective clients may evaluate their impact on any relationship. The conflicts identified are addressed through the development, implementation, and monitoring of our compliance program. We have supervisory procedures in place to monitor the suitability of client transactions, adherence to client investment objectives, transactions with affiliates, monitoring third-party programs and the trading practices of our IARs.

### Code of Ethics Summary

We have adopted a Code of Ethics to address our fiduciary relationships with clients; specify or prohibit certain types of transactions deemed to create conflicts of interest (or the potential for or appearance of); establish reporting requirements; and enforcement procedures under federal, state, and all other applicable securities laws.

We have developed and adopted the following general principles to guide our employees, officers, and directors deemed to be Covered Persons ("Supervised Persons") under the Code of Ethics. Supervised Persons include all investment advisory personnel defined as key officers, home office associates, all IARs and all associates of an IAR's office, including licensed and non-registered fingerprinted people who have direct contact with our advisory clients, as well as any person deemed a Covered Person under the Code of Ethics by the AAS Chief Compliance Officer ("CCO") or designee.

The interests of clients are paramount, and all Supervised Persons shall strive to conduct themselves in such a manner that the interests of clients take precedence over all others, and to prevent access to non-public information about securities recommendations, and client securities holdings and transactions, except to those associates that need such information to perform their duties.

Supervised Persons must comply with all federal and state securities laws. Further, no Supervised Persons shall, in connection with the purchase or sale, directly or indirectly, of a security to be held or acquired by a client.

- Defraud a client in any manner,
- Mislead a client, including by making any statement that omits material facts,
- Engage in any manipulative practice with respect to a client,
- Favor the interests of one client over another, or
- Profit personally, directly, or indirectly, as a result of knowledge about a security or a transaction.

All personal securities transactions by Supervised Persons must be accomplished in such a way as to avoid any conflict between the interest of clients and the interest of any Supervised Persons. All Supervised Persons shall strive to avoid actions or activities that allow personal benefit or profit from their position with regard to clients. Each Supervised Person is required to provide quarterly reports of all transactions in securities in which the person has, or by reason of such transaction acquires, any direct or indirect beneficial ownership to our CCO or designee. Each Supervised Person is also required to submit appropriate holdings reports to our CCO, or his/her designee, which shall be reviewed to determine whether a violation of the Code of Ethics may have occurred.

Our Code of Ethics includes specific provisions outlined in the Insider Trading and Gifts and Gratuities sections of our procedure manual. Supervised Persons are required to comply with these policies and procedures.

Supervised Persons are further required to report any violation of the Code of Ethics to the CCO, or his/her designee and submit written acknowledgment of receipt of the Code of Ethics and any amendments at least annually.

If you want to obtain a complete copy of our Code of Ethics, we will provide it upon request.

### Participation or Interest in Client Transactions and Personal Trading

Officers of our firm may, from time to time, make recommendations to our advisory clients relating to investments in which such officer has an interest. In addition, and as noted above, we are part of a family of companies engaged in the financial services and insurance industries. These companies, some of which may be regarded as “related persons” of ours, may have direct or indirect interests in investments about which we and/or our IARs may provide investment advice.

We may buy or sell for our accounts, or individuals associated with us may buy or sell for their personal accounts, investments identical to those recommended to customers.

Because we or a related person(s) may have an interest or position in a certain investment which may also be recommended to you, our client, and as these situations may present a conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities:

1. A Supervised Person shall not buy or sell investments for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment, unless the information is also available to the investing public on reasonable inquiry. No Supervised Person shall place his or her own interest above that of the advisory client.
2. When implementing investment recommendations, clients are fully informed that Supervised Persons may receive separate compensation.
3. We emphasize the unrestricted right of the client to decline to implement any advice rendered.
4. We emphasize the unrestricted right of the client to select and choose any broker or dealer, investment adviser, and/or insurance company he or she wishes.
5. We require that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisers.

Any individual not in observance of the above may be subject to termination.

## Brokerage Practices

### Research and Other Soft Dollar Benefits

We do not receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”). AIP, a related company, receives brokerage and research services for securities transactions executed for institutional accounts it manages. For additional information regarding AIP’s brokerage practices, please refer to the AIP ADV Part 2A available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### Brokerage for Client Referrals

When selecting or recommending broker-dealers, we do not consider whether we or a related person receives client referrals from such broker-dealer or third party.

### Directed Brokerage

You are under no obligation to act on our recommendations and are free to select any broker-dealer or investment adviser you’d like to implement our recommendations. In other words, you are not required to work with us. However, if you want to hire us for our investment management services, we are responsible for executing your account transactions and therefore responsible for attaining the best execution possible under the circumstances.

If you contract with us for our investment management services, we require you to use broker-dealers recommended or approved by us. Please note that not all investment advisers require the use of specific broker-dealers. Some investment advisers permit clients to use any broker-dealer of the client’s own choosing. In very rare cases, we may work with a client that wants to use a broker-dealer that has not been recommended or approved by us.

In such cases, those clients must understand that we may be unable to effectively negotiate brokerage compensation on the client’s behalf and that clients may not receive the best price for securities executed through that broker-dealer.

When directing brokerage business, clients should consider whether the commission expenses and execution, clearance, and settlement capabilities that they obtain through the broker-dealer they select are adequately favorable in comparison to those that we would otherwise obtain for our clients. Clients with client-directed brokerage arrangements should also understand we may be limited in our trading ability and may be required to execute client directed trades after trades are implemented through accounts at our preferred platforms. Clients are encouraged to discuss available alternatives with their IAR.

Our recommendation of a specific custodian or broker/dealer is based in part on our existing relationships, the custodian’s financial strength, reputation, breadth of investment products, and the cost and quality of custody and brokerage services provided to you and our other clients.

The determining factor in the selection of a custodian to execute transactions for your accounts is not the lowest possible transaction cost, but whether the custodian can provide what is, in our view, the best qualitative execution for investment transactions for your account.

### Selection of Brokers

We permit our IARs to provide a variety of programs when recommending services to you, including different brokerage and custodial platforms. We reserve the right to limit an IARs use of available platforms based on factors such as industry and technical experience, assets under the IARs management, and training requirements.

When managing your assets, we require that you maintain your account with a “qualified custodian,” generally a broker-dealer. We require advisory clients to utilize one of our approved broker-dealers if they choose to have us manage their advisory accounts. AIC acts as the broker-dealer and National Financial Services (“NFS”) acts as clearing firm and custodian for certain of our advisory programs. We also have relationships with Charles Schwab & Co. Inc., Fidelity Brokerage Services, Inc. (“Fidelity”), and TD Ameritrade Institutional who act as custodian and provide brokerage platforms for other advisory programs we sponsor. We are independently owned and operated and not affiliated with the custodian we recommend. Our use of a particular custodian is, however, a beneficial business arrangement for us, AIC, and the custodian. Information regarding the benefits of these relationships is described in more detail below.

When selecting brokerage platforms and custodians for client accounts, we consider standard benefits that are available without cost to all investment adviser firms using the platform, including our firm. These benefits include, but are not necessarily limited to, the following products and services: receiving duplicate client statements and confirmations; research related products and tools; access to a trading desk servicing our accounts; the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts; the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; and access to mutual funds with no transaction fees.

Our recommendation of a specific custodian is based in part on our existing relationships, the custodian's financial strength, reputation, breadth of investment products, and the cost and quality of custody and brokerage services provided to you and our other clients. We are able to negotiate transaction pricing with the custodians we select for our advisory programs. This pricing is based on a number of factors such as expected level of assets placed with the custodian, an expected level of transactions and the types of securities purchased (e.g., no transaction fee mutual funds, transaction fee mutual funds, exchange traded funds, stocks, bonds, etc.). Where we pay transaction costs based upon these factors, we have an incentive and conflict of interest in selecting the types of investments to be purchased or custodian selected in order to maintain negotiated pricing.

Certain custodians including Schwab, TD Ameritrade and Fidelity have eliminated commissions [or transaction fees] for online trades of U.S. equities, ETFs, and options (subject to an additional fee per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to the custodian. As such, we have an incentive and conflict of interest to either purchase these types of securities or limit our trading in other securities to avoid paying transaction fees.

While we consider the overall services provided by the brokerage firms and custodians, products and services offered by these firms may benefit us but may not benefit our clients. We also have material arrangements with some firms that create an incentive for us to recommend those firms over other brokerage firms and custodians. These relationships are further explained below.

### Ameritas Investment Company, LLC

AIC acts as the introducing broker-dealer and utilizes its clearing and custody relationship with National Financial Services (“NFS”) for services provided under the following programs: Galaxy, Galaxy Wrap, Constellation, and Managed Account Solutions which are further described in this brochure or a brochure supplement.

NFS transmits client orders for execution to various exchanges or market centers based on a number of factors, including size of the order, trading characteristics of the security, favorable execution prices (including opportunity for price improvement), access to reliable market data, availability of efficient automated transaction processing, and reduced execution costs through price concessions from the market centers. Certain market centers may execute orders at prices superior to the publicly quoted market in accordance with their rules or practices. NFS' order-routing policies, taking into consideration all of the factors listed above, are designed to result in favorable transaction processing for customers.

NFS provides the following products and services without cost: receiving duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk; access to block trading (providing the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; and access to mutual funds with no transaction fees.

While AIC can negotiate competitive pricing from NFS on our behalf, that we believe is beneficial to our clients, AIC's clearing relationship with NFS provides AIC with certain economic benefits and compensation that AIC would not receive if we used an unaffiliated broker-dealer for our advisory programs. The additional compensation received by AIC creates a significant conflict of interest with our clients because we have a substantial economic incentive to use AIC as the introducing broker-dealer and NFS as the clearing firm for trade execution and custody over other firms that do not share compensation with AIC. The revenue and compensation received by AIC from NFS is related to both advisory and brokerage accounts custodied on the NFS platform unless AIC forgoes the revenue.

Transaction fees and account activity fees are outlined in the brokerage account disclosures you receive when you establish an advisory account and are subject to change upon 30 days' notice to you.

AIC marks up NFS' confirm processing fees by \$3 when clients opt to have confirmations sent to them via mail. The confirmation and statement processing fee will not be charged to clients that opt for electronic delivery. AIC will also charge your IAR a \$25 service charge for utilizing its trade desk. Your IAR may or may not pass this cost on to you. You will also pay other brokerage account charges and activity fees (“rebillable fees”) such as legal transfer fees, check fees, transfer fees, and cash management fees.

AIC retains net profits that result from the correction of trade errors in program accounts custodied at NFS. All losses incurred by clients, due to error, will be removed from either the IAR's compensation or AIC's revenues, depending on the cause of error.

NFS discounts transaction fees AIC pays based on the monthly volume of trading activity in brokerage and advisory accounts. AIC's costs are reduced by up to \$1.00 per transaction if more than 25,000 transactions are placed in a given month. The volume discount excludes transactions in Fidelity retail funds, NTF funds, periodic investment plans, systematic withdrawal plans and any transaction where NFS does not charge transaction fees.

AIC receives an annual business development credit of \$250,000 to aid in the development of AIC's business as well as compensation and transitional assistance from NFS based on assets transitioned to NFS in both brokerage and advisory accounts. This business development credit



is based upon AIC maintaining a minimum number of accounts and assets with NFS as well as a minimum level of investments and/or investor accounts in NTF funds, TF funds and margin accounts which creates an incentive for AIC and AAS to recommend NTF funds and TF funds to clients, and to recommend that clients use margin, in order for AIC to continue to earn the business development credit. AIC receives an annual technology credit of up to \$100,000 from NFS to cover fees incurred for technology products and services offered by NFS and credits of \$550,000 in 2021 and \$400,000 in 2022 for renewal of AIC's clearing agreement with NFS.

We offer margin accounts in our fee-based programs where you may borrow funds for the purpose of purchasing additional investments. You may also use a margin account to borrow money to pay for fees associated with your account or to withdraw funds. If you decide to open a margin account, please carefully consider that: (i) if you do not have available cash in your account and use margin, you are borrowing money to purchase investments, pay for fees associated with your account or withdraw funds; and (ii) you are using the investments that you own in the account as collateral.

Money borrowed in a margin account is charged an interest rate that is subject to change over time. This interest rate is in addition to other fees associated with your account. AIC retains a portion of the margin interest charged, which is a source of revenue. This compensation represents a conflict of interest as AIC has a financial benefit when you maintain a margin debt balance. We and your IAR have a conflict of interest when recommending that you purchase or sell investments using borrowed money because your advisory fee is based on the total market value of your account. If you have a margin debit balance, your margin debit balance does not reduce the total market value of your account. In fact, since you have borrowed money to purchase additional investments, the total market value of your account will be higher, which results in a higher advisory fee. Please carefully review the margin disclosure document for additional risks involved in opening a margin account.

If you participate in the Galaxy, Galaxy Wrap, Constellation, Managed Account Solutions Program or wrap fee programs offered through our affiliate, AIP, you will open a brokerage account with AIC to hold the investments in your account. Each eligible brokerage account has an associated account to hold cash, including dividend and interest payments, waiting to be invested. This account is called a "sweep" account because cash balances are automatically "swept" into the core account investment vehicle. For eligible accounts, the default core account investment vehicle will be the Bank Deposit Sweep Program (the "Program"). Available cash in your account is deposited through the Program into interest-bearing deposit accounts at one or more FDIC-insured depository institutions (the "Program Banks"). Program Banks do not have a duty to provide the highest rates available and may instead seek to pay a lower rate. Interest on Program Deposits may be lower than the prevailing market interest rates that have been paid on accounts otherwise opened directly with the Program Bank. Deposits at an individual Program Bank are covered by FDIC insurance up to a maximum of \$250,000 for an individual account and \$500,000 for joint accounts. The maximum amount of FDIC Insurance coverage for your deposits in the Program is up to \$2.5 million (for an individual account) or up to \$5 million for a joint account, subject to the total amount on deposit in an account, applicable FDIC rules and bank availability. The Program Banks List(s) can be accessed at <http://www.mybrokerageinfo.com/TBSbanklist> or obtained from your IAR.

The Bank Deposit Sweep Program offers FDIC insurance (FDIC Programs). If you are eligible to participate in the FDIC Programs, you can expect to receive a disclosure document when you establish or fund your account which more fully outlines the Bank Sweep Deposit Program. We encourage you to review it carefully.

NFS receives revenue from each bank ("Program Bank") based on the average daily deposits held at the Program Banks. This revenue is then shared with AIC and from this revenue, AIC will pay interest to customers who participate in the Bank Sweep Deposit Program. Interest rates paid are determined by AIC and subject to change. The revenue generated by AIC may be greater than revenues generated by sweep options at other brokerage firms and may be greater than other core account investment vehicles currently available to you or possible core account investment vehicles that have been used in the past or in the future. The revenue from this Program is not shared with your IAR and AIC does not accept any revenue from a Program Bank for advisory accounts that are subject to the provisions of ERISA.

If your account is not eligible for the Bank Deposit Sweep Program and you do not select another cash sweep account investment vehicle, your cash sweep investment vehicle will be invested in a non-interest bearing cash account. Money market sweep options are available, however they may be subject to transaction fees. If AIC receives 12b-1 fees for money market funds, the 12b-1 fees will be reimbursed to your account. These additional forms of compensation are a financial benefit to AIC and conflict of interest because we have an incentive to direct client accounts in consideration of the actual or anticipated incentives or consideration we, or our affiliates, will receive. In addition to compensation related conflicts, AIC has a contractual relationship with NFS which limits our use of other clearing firms, broker-dealers, and custodians. This contractual relationship is a conflict of interest in that we may be limited in our selection of broker-dealers, custodians, or clearing firms, or have a bias to direct assets to NFS or affiliates of NFS, particularly Fidelity Brokerage Services, LLC.

### **Charles Schwab & Co.**

We recommend the use of Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, as a qualified custodian for our Ameritas Investment Strategies ("AIS") Program, Ameritas Investment Strategies ("AIS Wrap") Wrap Program, Advisor Managed Retirement ("AMR") Program and Advisor Managed Solutions ("AMS") Program. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell investments when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

For our clients' accounts that Schwab maintains, Schwab generally does not charge separately for custody services but is compensated by charging commissions or other fees on trades that it executes or settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions and transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab's Cash Features Program. Schwab's commission rates and asset-based fees applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$500 million of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates and asset-based fees are lower than they would be otherwise.

Schwab and other custodians have eliminated commissions [or transaction fees] for online trades of U.S. equities, ETFs, and options (subject to \$0.65 per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions

to Schwab. We encourage you to review Schwab's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Schwab's most recent pricing schedules available at [www.schwab.com/aspricingguide](http://www.schwab.com/aspricingguide).

Schwab Advisor Services™ is Schwab's business servicing independent advisory firms. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes various support services available to us. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

- **Services that benefit you:** Schwab's institutional brokerage services include access to a broad range of investment products, execution of transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.
- **Services that may not directly benefit you:** Schwab also makes other products and services available to us that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. Schwab makes software and other technology available to us that provides access to client account data (such as duplicate trade confirmations and account statements); facilitates trade execution and allocates aggregated trade orders for multiple client accounts; provides pricing and other market data; facilitates payment of our fees from our clients' accounts; and assists with back-office functions, recordkeeping, and client reporting.
- **Services that generally benefit only us:** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include educational conferences and events; consulting on technology, compliance, legal and business needs; access to employee benefits providers, human capital consultants, and insurance providers; and marketing and consulting support.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. Services provided by Schwab are at no cost. Schwab's support services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody, however the fact that these benefits are available creates an incentive for us to recommend that you maintain your account with Schwab. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit only us.

### Fidelity Brokerage Services, LLC

We recommend the use of Fidelity Brokerage Services, LLC as custodian and broker dealer ("Fidelity") for our AIS Program, AIS Wrap Program, AMR Program, and AMS Program. Fidelity is an independent and unaffiliated SEC registered broker/dealer and FINRA member. Fidelity offers services to investment advisers that include custody of securities, trade execution, clearance, and transaction settlement. Fidelity Investments has agreed to reimburse termination fees when clients transition their accounts to Fidelity to utilize their services and products. This agreement is based on an expected level of assets transitioned to Fidelity. Clients should consider other benefits in addition to such reimbursement of fees when making a decision to establish accounts through Fidelity versus other brokerage platforms.

Fidelity and other custodians have eliminated commissions [or transaction fees] for online trades of U.S. equities, ETFs, and options (subject to a per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to Fidelity. We encourage you to review Fidelity's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Fidelity's website at <https://www.fidelity.com/trading/commissions-margin-rates>

We receive some benefits from Fidelity for assets invested in the AIS Program, AIS Wrap Program, and AMS Program. Although we receive economic benefits that are typically not available to Fidelity's retail investors, there is no direct link between our use of Fidelity and the investment advice we give to our clients. These benefits include the following products and services (provided without cost or at a discount): receiving duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk; access to block trading (providing the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and discounts on compliance, marketing, research, technology and practice management products or services provided by third party vendors.

Fidelity may also pay for business consulting and professional services received by our related persons. Some of the products and services made available by Fidelity may benefit us but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at Fidelity. Other services made available by Fidelity are intended to help us manage and further develop our business enterprise.

The benefits we or our personnel receive do not depend on the amount of brokerage transactions directed to Fidelity. As part of our fiduciary duties to clients, we endeavor always to put the interests of clients first. Clients should be aware, however, that receiving economic benefits in and of itself creates a conflict of interest and may indirectly influence our choice of Fidelity for custody and brokerage services.



### TD Ameritrade Institutional

We also recommend the use of TD Ameritrade as custodian and broker dealer for our Galaxy II Program, Galaxy II Wrap Fee Program, AIS Program, AIS Wrap Program, AMR Program and AMS Program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc., member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker/dealer and FINRA member. TD Ameritrade offers services to investment advisers like AAS that include custody of securities, trade execution, clearance, and transaction settlement. We receive some benefits from TD Ameritrade for assets invested in the Galaxy II Program, Galaxy II Wrap Fee Program, AIS Program, AIS Wrap Program, AMR Program and AMS Program.

Although we receive economic benefits that are typically not available to TD Ameritrade retail investors, there is no direct link between our use of TD Ameritrade and the investment advice we give to our clients. These benefits include the following products and services (provided without cost or at a discount): receiving duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk; access to block trading (providing the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology and practice management products or services provided by third party vendors.

TD Ameritrade and other custodians have eliminated commissions [or transaction fees] for online trades of U.S. equities, ETFs, and options (subject to a per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to TD Ameritrade. We encourage you to review TD Ameritrade's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to TD Ameritrade's website at <https://www.tdameritrade.com/pricing.html>

TD Ameritrade may also pay for business consulting and professional services received by our related persons. Some of the products and services made available by TD Ameritrade may benefit us but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise.

We also receive an economic benefit from TD Ameritrade when our investment adviser representatives select TD Ameritrade Institutional to serve as the brokerage platform for their client accounts. When an account is opened through TD Ameritrade, we receive compensation from TD Ameritrade in the form of a reimbursement of annual fees charged by service providers we utilize to administer accounts in the Programs. The fact that TD Ameritrade has agreed to pay annual fees charged by service providers creates the potential for us to recommend or even require clients use the services of TD Ameritrade.

The benefits we and our personnel receive do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to clients, we endeavor always to put the interests of clients first. Clients should be aware, however, that receiving economic benefits in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

### Aggregation of the Purchase or Sale of Securities

Client orders executed through the same broker-dealer may be aggregated to achieve best execution. Generally, clients will receive the average share price of all orders executed to fill the aggregated order. Clients in the aggregated order will incur the same transaction fee or commission charge regardless if the order was aggregated or executed individually. Aggregation saves time and all accounts receive the same price. We may attempt to aggregate orders when it is determined it is prudent to place orders for the same security, at the same time, in one or more client accounts.

IARs may determine not to aggregate transactions, for example, based on the clearing firm and custodian where the account is held, the size of the trades, the number of client accounts, the timing of the trades, the liquidity of the securities and the discretionary or non-discretionary nature of the trades. If IARs do not aggregate orders, some clients purchasing securities around the same time may receive a less favorable price than other clients.

This means that this practice of not aggregating may cost clients more money. Please ask your IAR if you would like more information on the IAR's practices in this respect.

### Review of Accounts

Your IAR will request information from you regarding your financial situation, investment objectives, risk tolerance, and other factors that might be considered in the management of your account. Your IAR will assist you in setting appropriate investment objectives and recommend investments and advisory programs appropriate for your investment objectives.

We make written performance reports available to you and your IAR quarterly which assist you and your IAR in reviewing all transactions and performance of your account. Your IAR will contact you at least annually to review the allocation of your accounts, account performance, your financial situation and investment objectives to determine if changes need to be made to the management of your account.

We perform periodic account reviews to verify that transactions effected in client accounts are consistent with the established investment objectives of the client. The IAR may also periodically review client accounts. Triggering factors which could cause such reviews include, but are not limited to, changes in client objectives or circumstances, world events, market movements, interest rate changes or client requests. To the extent clients engage their IAR for financial consulting services, we review this activity and the written financial plans presented to clients.

### Client Referrals and Other Compensation

While we and our IARs endeavor at all times to put your interest first as part of our fiduciary duty, you should be aware that receipt of additional compensation itself creates a conflict of interest. We disclose all material conflicts of interest so that existing and prospective clients may evaluate their impact on any relationship.

From time to time, IARs may recommend or select other investment advisers for their clients. In these cases, we and our IARs are compensated for client referrals. Receipt of such compensation creates a conflict of interest. All solicitors' agreements are in compliance with Rule 206(4)-3 of the Investment Advisers Act. In addition, all applicable federal and state laws will be observed. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between us and the solicitor prior to or at the time of referral. We may also enter into an agreement to compensate a solicitor for client referrals.

The compensation received by your IAR in connection with our investment advisory programs is noted above and is more fully described in our ADV Part 2A and separate brochures relating to each program. These brochures are available upon request and will be supplied to you before a program account is established on your behalf.

AIC acts as the principal underwriter for variable products offered by its affiliated insurance company ALIC. For qualified accounts, AIC, AAS and our IARs acting as fiduciaries will not receive both advisory fees and commissions or distribution fees unless in compliance with applicable prohibited transaction exemptions.

When AIC acts as the principal underwriter and/or distributor of variable products, AIC will receive fees for such underwriting and/or distribution. If the insurance contract is issued by an affiliate, this creates a conflict of interest which is addressed elsewhere in this brochure. To the extent that the insurance contract is sold by an agent of ALIC who is also an IAR with our firm, this also creates a conflict of interest where we and/or ALIC provide additional compensation to the IAR as a result of the sale.

AIC also receives distribution fees (12b-1 fees) from mutual funds in your advisory accounts. Receipt of such compensation creates a conflict of interest; therefore, if AIC acts as the introducing broker-dealer we have implemented a policy requiring that to the extent AIC receives 12b-1 fees in advisory accounts, such fees will be rebated back to clients. If your account is held with TD Ameritrade, Fidelity or Schwab, 12b-1 fees will not be credited to your account, but rather retained by TD Ameritrade, Fidelity or Schwab. 12b-1 fees are not shared with AAS or your IAR.

As further described in this Item-9, AIC receives compensation from NFS in the form of transition assistance, business development credits, technology credits, renewal credits, mark-ups to account activity fees, margin interest, revenue from the Bank Sweep Deposit Program, credit interest, and volume discounts on trading costs based on the number of trades processed on the NFS platform. We also receive economic benefits through our relationships with Fidelity, Schwab and TD Ameritrade based on a level of assets placed on their platforms.

IARs may receive production incentives from AAS, AIC or Ameritas Life Insurance Corp. as a result of reaching certain levels of sales and/or assets under management. Production levels and compensation to advisory representatives may vary. Such incentives can include, for qualifying IARs, attendance at our incentive and educational conferences and events, medical, dental, life insurance, HSA plans, 401(k) matches, as well as contributory and non-contributory deferred compensation plans. As a result, there is a conflict of interest for us and our associates in recommending certain affiliated programs and proprietary products.

IARs may also receive reimbursements for advertising, sales literature and promotions offered by product promoters such as mutual fund companies. Our policy is to permit all IARs who are registered representatives of AIC to accept these reimbursements to the extent that they are usual and customary within the industry, and in compliance with the SEC, FINRA, or state rules, regulations, or guidelines. Because an IAR may receive such incentives, a conflict of interest exists. Please refer to the section "Other Financial Industry Activities and Affiliations" above for additional information regarding compensation we and our IARs receive.

### Third Party Investment Advisers

We receive revenue sharing and/or marketing allowances under special agreements with third-party investment advisers through our Elite Partners Program. Third-party investment advisers must be approved by AAS before their programs are available to our clients. Approval is based on several criteria, including investment strategy, investment performance, transaction reporting capabilities, and training and wholesaling support. Those third-party investment advisers whose programs are available to our clients are given the opportunity to participate in our Elite Partners Program. In exchange for certain benefits, such as the opportunity to participate in our national conferences and broader access to our IARs via participation in conference calls and contact lists, the third-party investment advisers in the Elite Partners Program share a portion of the revenue generated by distributing their products and services with us and/or pay a specified annual dollar amount.

Elite Partners pay an annual fee based on assets under management and/or a flat fee, not to exceed 10 basis points per partner. It is important to understand that not all third-party investment advisers approved by AAS participate in the Elite Partners Program. Further, our IARs do not receive any compensation through the Elite Partners Program, and as such, do not have a direct financial incentive to select one investment adviser firm over another.

Third-party investment advisers may reduce the fees that they charge for services provided to your account based on the level of assets that an IAR may place with them. The reduction in fees may not necessarily reduce the advisory fee you pay and may instead increase the portion of the advisory fee paid to the IAR. This is a conflict of interest for the IAR in that they may earn more in advisory fees by placing your assets with a particular third-party investment adviser over other programs that are available. As a fiduciary, your IAR has a duty to recommend investments, including those managed by third-party asset managers, that are in your best interest.

IARs are eligible to receive reimbursements, marketing and distribution allowances, due diligence fees, or other compensation based on deposits and/or assets under management directly from third party investment advisers for the costs of marketing, distribution, business and client development, educational enhancement, and/or due diligence reviews incurred by IARs relating to the promotion or distribution of the third-party investment adviser's services.

Because an IAR may receive such additional compensation, a conflict of interest exists. To mitigate this conflict, we require our IARs to submit receipts for all expenses for which reimbursement is requested. All such reimbursements must be approved by and paid through the firm.

### Custody

Custody, as it pertains to an investment adviser, has been defined by the SEC as having access or control over client funds and/or securities, but does not include the ability to execute transactions in client accounts. Custody is not limited to physically holding client funds or securities. If an investment adviser, or any of its affiliated companies, has the ability to access or control client funds or securities, the investment adviser is deemed to have custody for the purposes of Rule 206(4)-2 of the Investment Advisers Act of 1940 (the "Custody Rule") and must ensure proper procedures are implemented.

Based on the SEC's definition, we are deemed to have custody over advisory accounts we manage as we deduct advisory fees directly from our client's accounts. We and AIC process deposits on behalf of our clients. Further, clients may have standing letters of instruction authorizing us to send funds from a client's account upon request. In these instances, clients are required to sign a letter of authorization with the custodian of their assets granting such authority.

For accounts over which we are deemed to have custody we have established the following procedures to comply with the SEC's Custody Rule:

- All client funds and securities are held at qualified custodians, Fidelity, National Financial Services, Schwab, or TD Ameritrade in a separate account for each client under that client's name.
- Clients, or independent representatives of clients, will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained.
- Account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from us. When clients have questions about their account statements, they should contact us or the qualified custodian preparing the statement.

In accordance with SEC regulations, we are subject to an annual surprise verification examination. We must engage an independent, third-party accounting firm to perform an annual, surprise examination verifying the location of client funds and securities and ensuring the accuracy of quarterly statements. When completed, the accounting firm's report will be available through the SEC's Investment Adviser Public Disclosure page at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

An internal control report must include an opinion of an independent public accountant as to whether controls are in place as of a specific date, are suitably designed for our business operations and are effectively meeting the control objectives relating to the custodial services of AAS on behalf of our clients. The accounting firm must also verify that funds and securities of which we are deemed to have custody are reconciled to a custodian (i.e., Fidelity, National Financial Services, Schwab, or TD Ameritrade). The internal control report is prepared by a third-party accounting firm that is not affiliated in any way with us and that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board ("PCAOB").

### Investment Discretion

You may choose to engage us and your IAR to provide investment advisory services on a discretionary or non-discretionary basis. In cases where we receive discretionary authority, we exercise that discretion in a manner consistent with the stated investment objectives for your account. An IAR must receive written approval from us prior to offering investment discretion services to you. If we approve an IAR to offer investment discretion to clients, they must also obtain written authorization from you prior to exercising such discretionary authority over your account. You may place reasonable restrictions (e.g., limiting the types or amounts of particular investments purchased or sold for your account or limiting the use of margin) on our discretionary authority at any time. Such restrictions must be made via written notice to us and your IAR.

If you own multi-share class mutual funds in a discretionary or non-discretionary account, AAS will direct the broker/dealer, clearing firm or custodian of your account to convert the mutual fund shares you own to the lowest cost share class available for the same funds at no cost or tax consequences to you. Such conversions will be made without notice. Third party investment advisers, including those in the Managed Account Solutions Program, will utilize the mutual fund share classes designated for the model portfolios they offer.

If you engage us on a non-discretionary basis, you must be willing to accept that we cannot buy or sell investments in your account without your prior consent. If you are unavailable, we will not be able to buy or sell any investments (as we would for our discretionary clients) should there be a market correction or if we determine that a particular investment should be bought or sold for our client accounts.

### Financial Information

We will disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to you. At this time, we have no financial conditions that would impair our ability to meet contractual commitments to you.