



PlanMember Pershing Q8P IAR Program

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

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

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

ITEM 2. MATERIAL CHANGES

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

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

PSEC has amended *Item 5. Fees and Compensation* to provide additional information regarding the costs associated with the Q8P IAR Advisory program, specifically related to fees. Please note the following changes:

Certain PlanMember investment advisory programs charge an "all-inclusive" bundled fee based on the value of the assets in your account. This bundled fee usually includes a portfolio management fee, transaction, trading and execution costs, and investment advice and is sometimes referred to as a "wrap fee."

The PlanMember Pershing Q8P Program is a non-wrap fee account. On an annualized basis, a Program fee is charged at a maximum annual rate of 2.00% of assets under management. The Program charges a .10% fiduciary fee as part of the overall fees, which is not paid out to your PSEC Adviser.

Additionally, accounts in the Pershing Q8P Program will be subject to transaction-based ticket charges whenever purchases or sales of equity and fixed income products occur and when certain mutual fund transactions take place. A portion of this ticket charge is retained by the Firm and is known as the "Firm's Retention."

ITEM 3: TABLE OF CONTENTS

ITEM 1. TITLE PAGE	1
ITEM 2. MATERIAL CHANGES	2
ITEM 3: TABLE OF CONTENTS	3
ITEM 4. ADVISORY BUSINESS	4
ITEM 5. FEES AND COMPENSATION.....	5
ITEM 6. PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT	6
ITEM 7. TYPES OF CLIENTS	6
ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGY AND RISK OF LOSS.....	6
ITEM 9. DISCIPLINARY INFORMATION	8
ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	9
ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING.....	9
ITEM 12. BROKERAGE PRACTICES	10
ITEM 13. REVIEW OF ACCOUNTS	10
ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION	10
ITEM 15. CUSTODY	12
ITEM 16. INVESTMENT DISCRETION	12
ITEM 17. FIDUCIARY DUTY WITH RESPECT TO RETIREMENT PLAN ACCOUNTS AND IRAs	12
ITEM 18. VOTING CLIENT SECURITIES	12
ITEM 19. FINANCIAL INFORMATION	12

ITEM 4. ADVISORY BUSINESS

Advisory Firm

PlanMember Securities Corporation ("PSEC") is an SEC registered broker/dealer, a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"), and is currently in the primary business of selling managed portfolios of mutual funds. PSEC has been providing investment advisory services since 1994. Jon M. Ziehl is the founder and President and has been in the financial services industry since 1980. PSEC is a direct subsidiary of PlanMember Financial Corporation. More than 25% of a voting class of securities of PlanMember Financial are held by Mr. Ziehl and, indirectly, by Equitable Distribution Holdings. Equitable Distribution Holdings is a member of the Equitable.

Advisory Services

PSEC provides a variety of advisory services to its clients. The advisory services described in this Brochure apply to the PlanMember Pershing Q8P Program. This Program is marketed primarily to individual investors. Other advisory programs and services are described in separate Investment Adviser Brochures, which are available upon request.

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

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

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

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

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

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

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

PlanMember Pershing Q8P IAR Program

PSEC Advisors make available investment portfolio management services, on a discretionary basis, to their clients. PSEC Advisors will consult with the client to obtain detailed investment objective information and other pertinent data on a PlanMember New Account Form to enable the client to determine the most appropriate investment guidelines, risk tolerance, and other factors that will assist the client in selecting an appropriate investment portfolio.

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

Services

PSEC provides investment advisory programs to individuals and plan sponsors who participate in or sponsor certain qualified tax-deferred retirement programs including, but not limited to, payroll deduction programs under Sections 403(b), 401(k), 401(a), 457(b) and 408 of the Internal Revenue Code, as well as individuals invested in nonqualified investment advisor firms, and fee-based programs. For accounts with Pershing as the custodian, brokerage and execution services are provided by Pershing.

ITEM 5. FEES AND COMPENSATION

Program Fee and Ticket Charges

PSEC Advisors provide discretionary investment portfolio management services to clients participating in the PlanMember Pershing Q8P Program. Participating clients are required to establish accounts at Pershing, LLC, which an unaffiliated securities broker-dealer and member of FINRA and SIPC.

Certain PlanMember investment advisory programs charge an "all-inclusive" bundled fee based on the value of the assets in your account. This bundled fee usually includes a portfolio management fee, transaction, trading and execution costs, and investment advice and is sometimes referred to as a "wrap fee."

The PlanMember Pershing Q8P Program is a *non-wrap* fee account. On an annualized basis, a Program fee is charged at a maximum annual rate of 2.00% of assets under management. The Program charges a .10% fiduciary fee as part of the overall fees, which is not paid out to your PSEC Adviser.

Additionally, accounts in the Pershing Q8P Program will be subject to transaction-based ticket charges whenever purchases or sales of equity and fixed income products occur and when certain mutual fund transactions take place. A portion of this ticket charge is retained by the Firm and is known as the "Firm's Retention."

Because the Firm retains a portion of the ticket charges when certain transactions occur, a conflict of interest for the Firm is present because the more your account is subject to transactions incurring ticket charges, the more the Firm makes. Your Financial Representative does not share in any portion of the Firm's retention and is therefore not incentivized to increase the frequency of trading in products that subject your account to these charges, which mitigates the Firm's conflict.

Clients participating in the PlanMember Pershing Q8P Program are required to authorize PSEC to debit the Program fee from their Account. If insufficient cash is available to pay such fees, securities in an amount equal to the balance of unpaid fees will be liquidated to pay for the unpaid balance.

PSEC offers the PlanMember Preference and PlanMember IAR Programs under which client accounts are managed for a single, asset-based fee for advisory services that includes the costs associated with portfolio management, custodial services, commissions, and securities transactions (the "wrap fee"). In addition, Pershing charges an annual account service fee of up to \$50 depending on account type that will be billed separately, of which a portion is retained by the Firm. However, the custodian charges no additional transactional or record-keeping charges.

Fees Charged by Third Parties

There are other fees and charges that are imposed by third parties other than PSEC that apply to investments in Advisor and Strategist Program accounts. Some of these fees and charges are described below. Since your assets are invested in mutual funds or other pooled investment products, you should be aware that there will be two layers of advisory fees and expenses for those assets. You will pay an advisory fee to the fund manager and other expenses as a shareholder of the

fund. In the case of mutual funds that are fund of funds, there could be an additional layer of fees, including performance fees that may vary depending on the performance of the fund. You will also pay PSEC and your PSEC Professional the Account Fee with respect to those assets. Most of the mutual funds available in the program may be purchased directly. Therefore, you could generally avoid the second layer of fees by not using the advisory services of PSEC and Your PSEC Professional and by making your own decisions regarding the investment.

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

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

Important Things to Consider About Fees on a Program Account

Your PSEC Advisor, by recommending the program to you, receives compensation as a result of your participation in the Program. This compensation includes a portion of the Account Fee, and also may include other types of compensation, such as bonuses, awards or other things of value offered by PSEC to the Your PSEC Advisor. PSEC pays your PSEC Advisor this compensation based on your Advisor's overall business production and/or on the amount of assets serviced in PSEC advisory programs. Therefore, the amount of this compensation may be more than what your PSEC Advisor would receive if you participated in other PSEC programs, programs of other investment advisors or paid separately for investment advice, brokerage and other client services. Therefore, your PSEC Advisor may have a financial incentive to recommend a PlanMember Pershing Q8P IAR Program account over other programs and services.

The investment products available to be purchased in the Pershing Q8P IAR Program can be purchased by clients outside of a Program account, through broker-dealers or other investment firms not affiliated PSEC.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

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

ITEM 7. TYPES OF CLIENTS

Participation in the PlanMember Pershing Q8P Program is available to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. The minimum account size for the Program is \$5,000. The minimum account balances may be waived by PlanMember at its sole discretion.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGY AND RISK OF LOSS

In the PlanMember Pershing Q8P Program, PSEC does not select, review or recommend other investment advisors or portfolio managers. PSEC, through your PSEC Advisor, is responsible for the investment advice and management offered to you, and you select the PSEC Advisor who manages your Account. PSEC generally requires that individuals involved in determining or giving investment advice have at least two years financial planning, advisory or brokerage-related experience. Each PSEC Advisor is also generally required to possess a FINRA Series 6, 7, 65, or 66 license (as required). For more information about the PSEC Advisor managing your Account, you should refer to the Brochure Supplement for your PSEC Advisor, which you should have received along with this Brochure at the time you opened the Account.

PSEC sponsors other types of advisory programs. In PSEC's third-party strategist program, PlanMember Strategist, a third-party portfolio manager provides discretionary advisory services as a sub-advisor to PSEC. In PSEC's mutual fund asset allocation programs, such as PlanMember Advisor and PlanMember Elite, PSEC (and not its PSEC Advisors) is responsible for the discretionary advisory services. PSEC and its PSEC Advisor Representatives do not accept

performance-based fees under any PSEC advisory programs. As noted above, additional information on the types of accounts PSEC offers and the costs associated with each are available on our website at planmember.com/disclosures.

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

Methods of Analysis, Investment Strategies and Risk of Loss

Security analysis methods used by PSEC Advisors participating in the PlanMember Pershing Q8PIAR Programs may include, but are not limited to, charting (using charts to track individual security or market movements over time); fundamental analysis (evaluating securities based upon its historical and projected financial performance); technical analysis (examining moves in the price of an issue based upon peer securities or comparisons to an investment sector or index); and cyclical analysis (determining the desirability of an issue based upon the status of an issue within the price cycle the security or similar securities have followed historically).

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

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

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

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

Lower-rated bonds are subject to greater fluctuations in value and risk of loss of income and principal. Investing outside the United States entails additional risks, such as currency fluctuations, as more fully described in the prospectus.

The return of principal for the bond holdings is not guaranteed. Fund shares are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

There are tax consequences for short-term trading wherein capital gains are taxed as ordinary income. Additionally, some Funds charge short-term trading fees that are more fully disclosed in the Fund families' prospectus.

Small cap and Mid-cap investments may have additional risk, including greater price volatility.

While diversification through an asset allocation strategy is a useful technique that can help to manage overall portfolio risk and volatility, there is no certainty or assurance that a diversified portfolio will enhance overall return or outperform one that is not diversified. An investment made according to one of these asset allocation models neither guarantees a profit nor prevents the possibility of loss.

Money market funds have relatively low risks, compared to other mutual funds (and most other investments). By law, they can invest in only certain high-quality, short-term investments issued by the U.S. Government, U.S. corporations, and state and local governments. Money market funds try to keep their net asset value (NAV), which represents the value of one share in a fund, at a stable \$1.00 per share. However, the NAV may fall below \$1.00 if the fund's investments perform poorly. Investor losses have been rare, but they are possible. Money market funds pay dividends that generally reflect short-term interest rates, and historically the returns for money market funds have been lower than for either bond or stock funds.

PlanMember Pershing Q8P IAR Program accounts are rebalanced periodically. While the Account is being rebalanced, requests for movements of Account balances, distributions, or other transactions affecting Account assets may be delayed until rebalancing is completed, which may be up to three (3) business days. Investment portfolio rebalancing is subject to market risk primarily that the value of redeemed and purchased shares may vary during the rebalancing process, resulting in gains or losses to your Account. Also, some or all of the PlanMember Preference and PlanMember IAR Program accounts will be redeemed from the market and invested in a cash equivalent investment for one or two days during rebalancing; during this period, such PlanMember Preference and PlanMember IAR Program accounts will not participate in major market movements to the extent that they would if fully invested in the market. To avoid rebalancing market risk you may notify your PSEC Advisor to move your Account to a non-managed program with a static asset allocation, as PSEC will not periodically rebalance such accounts.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of client assets. Regardless of account size or any other factors, we strongly recommend all clients continuously consult with a tax professional prior to and throughout the investment process.

Pursuant to revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will use the FIFO accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is right for you. If your tax advisor believes another accounting method is best, please provide written notice to our Firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods must be made before trades settle, as the cost basis method cannot be changed after settlement.

Brokerage for Client Referrals

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

Recommendation of Particular Types of Securities

PSEC Advisors recommend all types of securities and do not necessarily recommend one particular type of security over another since each client has different needs and a different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Our financial professionals may hold the same investments as you.

At times our financial professionals may take positions in the same securities as clients, and we will try to avoid conflicts with clients. The Firm and its financial professionals will generally be "last in" and "last out" for the trading day when trading occurs in close proximity to client trades. We will not violate our responsibilities to our clients. Front-running (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

ITEM 9. DISCIPLINARY INFORMATION

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

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

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

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

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

ADV or otherwise the conflicts of interest related to (a) its receipt of 12b-1 fees, and/or (b) its selection of mutual fund share classes that pay such fees.

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

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

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

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

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

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

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

PSEC may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients. In such instances, PSEC may receive a portion of the account fee or commissions. In these instances, we will make available to the client a "Compensation Disclosure Statement" and the Investment Advisor Brochure for the other Advisor. You are under no obligation to use the services of the other Advisor(s) recommended.

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

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

Code of Ethics

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

PSEC does not share revenue sharing payments with PSEC Advisors, and therefore, there is no financial incentive for an Advisor to select a participating fund for an account over another fund because of this fee arrangement. However, PSEC and its affiliates may make recommendations of mutual funds, which recommendations can be implemented by PSEC Advisors in an account. PSEC does not require that a mutual fund participate in these fee arrangements in order for a fund to be recommended. PSEC intends to make all recommendations independent of such fee arrangements.

Personal Trading

At times PSEC and/or its PSEC Advisors may take positions in the same securities as clients, and we will try to avoid conflicts with clients. The Firm and its PSEC Advisors will generally be "last in" and "last out" for the trading day when trading occurs in close proximity to client trades. We will not violate our fiduciary responsibilities to our clients. Scalping (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

ITEM 12. BROKERAGE PRACTICES

For PlanMember IAR Program accounts, PSEC requires that clients direct Pershing, LLC, as the sole and exclusive broker-dealer to execute transactions in the Account. PSEC is not paid a commission for executing transactions. Clients should understand that not all advisors require their clients to direct brokerage. By directing brokerage to Pershing, clients may be unable to achieve the most favorable execution of client transactions. Therefore, directed brokerage may cost clients more money. Clients should understand that Pershing is not paid a commission for executing transactions in program accounts, however as mentioned in Item 5, Pershing does charge ticket charges on certain transactions, of which the Firm retains a portion (see Firm's retention in Item 5).

Pershing may aggregate transactions in equity and fixed income securities for a client with other clients to improve the quality of execution. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the client account will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained. Pershing may determine not to aggregate transactions, for example, based on 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 Pershing does 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.

ITEM 13. REVIEW OF ACCOUNTS

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

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

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

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

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

PSEC distributes investment products through independent financial professionals who are Registered Representatives of our broker-dealer, Investment Adviser Representatives affiliated with our Registered Investment Adviser, or both. Many of these financial professionals are affiliated with a PlanMember Financial Center—a group of financial professionals who work together under the guidance of a Financial Center principal. Financial Centers and financial professionals associated with Financial Centers receive sales and marketing support from us in the form of access to our business development and marketing staffs.

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

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

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

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

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

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

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

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

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

Certain product sponsors or their affiliates also make payments to us to cover the costs associated with certain educational conferences or training seminars we host for our financial professionals. These payments are typically for

fixed amounts and are not tied to total sales or customer assets. Even so, these payments incentivize us to sell you or recommend you hold investments issued by issuers that make these payments rather than investments of issuers that do not make these payments or make comparatively lower payments. A list of mutual fund product sponsors from whom we receive such compensation is available at planmember.com/disclosures.

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

ITEM 15. CUSTODY

Clients will receive from the custodian/brokerage firm or its agent timely confirmations and at least quarterly statements containing a description of all transactions and all account activity. The client will retain rights of ownership of all securities and funds in the Account to the same extent as if the client held the securities and funds outside the program. PSEC may send quarterly reports to the client in addition to the custodial statements. All statements should be carefully reviewed by the client to ensure accuracy.

ITEM 16. INVESTMENT DISCRETION

In the Programs described herein, your PSEC IAR provides advisory services on a discretionary basis for the purchase and sale of securities.

ITEM 17. FIDUCIARY DUTY WITH RESPECT TO RETIREMENT PLAN ACCOUNTS AND IRAs

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

ITEM 18. VOTING CLIENT SECURITIES

For PlanMember Pershing Q8P Program Accounts, PSEC will not vote proxies on behalf of our accounts. However, we may, at your request, answer questions you may have regarding the nature of a proxy and voting procedures.

ITEM 19. FINANCIAL INFORMATION

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