



Item 1 – Cover Page

**RedTree Investment Group
Form ADV Part 2A
Disclosure Brochure**

March 2023

CRD Number: 171615
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This brochure provides information about the qualifications and business practices of RedTree Investment Group (the “Adviser”). If you have any questions about the contents of this brochure, please contact us by telephone at: 888.596.2293, or by email at: info@redtreeinv.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. RedTree’s registration as an investment adviser does not imply a certain level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about the Adviser is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Annual Update

The Firm Brochure will be updated annually or when material changes occur since the last update.

Material Changes since the Last Update

We have made the following material changes to our Form ADV Part 2A since our last annual amendment in March 2022:

- *The Firm's main office address has been changed from 4016 Allston St. Suite 4, Cincinnati, OH 45209 to the new location at 5050 Section Avenue, Suite 420 Cincinnati, OH 45212 as of April 2023.*

Full Brochure Available

To receive a complete copy of our Firm Brochure, please contact RedTree Investment Group by telephone at: 1-888-596-2293, or by e-mail at: info@redtreeinv.com.

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Item 4: Advisory Business

Firm Description

Kindred Spirits Investment Management, LLC d/b/a RedTree Investment Group (the “Adviser”) is an Ohio Limited Liability Company formed on April 14, 2014. Ryan K. Nelson and Jennifer C. Trowbridge are the principal owners of the Adviser, and each own 50% of the membership units of the Adviser. The Adviser is an investment adviser registered with the Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940, as amended (the “Investment Advisers Act”).

The Adviser offers various investment advisory services to clients, including: (i) portfolio management and analysis, (ii) analysis and recommendations regarding asset allocation and investment strategies, (iii) research, analysis and recommendations regarding individual securities, (iv) investment consulting, (v) financial planning, and (vi) account performance monitoring. Client portfolios are managed in a manner designed to produce similar investment returns, given specific investment parameters and to limit the dispersion of such investment returns in comparison to a representative benchmark index. The benchmark index is chosen by each client based on the investment parameters of each portfolio.

The investment advice that the Adviser provides to its clients generally relates to fixed-income investments. The investments may include any combination of government and government agency debt, corporate bonds, municipal securities, commercial paper, certificates of deposit, money market mutual fund shares, and mortgage-backed and asset-backed instruments, among others.

Subject to the agreement of the Adviser, a client may impose reasonable restrictions on the securities or types of securities to be held in the client’s account. Please see “Investment Discretion” below for more information.

All of the investment strategies discussed in this Brochure may not be appropriate for every client. The Adviser will only select or recommend those strategies believed to be suitable for a particular client. A client that wishes to retain the services of the Adviser will enter into an investment management agreement with the Adviser. The investment management agreement will contain the specific terms applicable to the client’s advisory relationship with the Adviser.

Investment advisory services offered by the Adviser are specifically tailored to meet the needs of each client. A client is responsible for providing to the Adviser information that the Adviser reasonably requires in order to provide the services selected by the client including, but not limited to, any investment policy statement and anticipated liquidity needs. The Adviser will rely on this information when providing its advisory services. A client is also responsible for informing the Adviser in writing of any material change in circumstances that might materially affect the manner in which the client’s assets should be invested.

Tailored Relationships

At the Adviser, advisory services are tailored to the specific needs of each client. Prior to providing advisory services, the Adviser will ascertain each client’s investment goals and objectives. The Adviser then allocates and/or recommends that the client allocate investment

assets consistent with the designated investment objective. The client may, at any time, impose reasonable restrictions on the Adviser's services, but restrictions must be delivered to the Adviser in writing, and must be signed by the client.

In performing services for the client, the Adviser is not required to verify any information it received from the client or from the client's other professionals and the Adviser is expressly authorized by the client to rely on this information. Each client is advised that it remains the client's responsibility to promptly notify the Adviser if there is ever any change in the client's financial situation or investment objectives for the purpose of reviewing, evaluating, or revising the Adviser's previous recommendations or services to the client.

Managed Assets

As of January 31, 2023, RedTree Investment Group managed \$7,147,472,299.91 in assets on a discretionary basis and \$92,556,213.79 in assets on a non-discretionary basis. In addition, RedTree has assets under advisement of \$653,714,485.72.

Item 5: Fees and Compensation

Advisory Fees

A client's investment management agreement will set forth the actual compensation the client will pay to the Adviser. In most instances, a client pays the Adviser an ongoing fee based upon the value of assets in the client's account (an "asset-based fee"). The typical asset-based fee varies depending upon the total value of the client's assets in the account, as shown in the following fee schedule:

DISCRETIONARY – Public Funds

<u>Value of Assets</u>	<u>Annual Fee Rate</u>
On the first \$15,000,000	0.20%
On the next \$15,000,000	0.15%
Over \$30,000,000	0.10%

DISCRETIONARY – Institutional

<u>Value of Assets</u>	<u>Annual Fee Rate</u>
On the first \$15,000,000	0.25%
On the next \$15,000,000	0.20%
Over \$30,000,000	0.15%

NON-DISCRETIONARY & CONSULTING

Investment management fees for non-discretionary accounts are typically asset based and are negotiable. Investment management fees for consulting accounts are typically on a fixed or flat fee and are also negotiable.

Billing of Fees

Clients generally pay the Adviser its fees on a monthly basis, although the Adviser may agree to other payment periods in certain circumstances. The Adviser typically assesses its fees at the rate set forth above against the client's account in arrears following the end of each billing period based on the market value of the assets in the account (including accrued interest), including cash or its equivalent held for investment, on the last business day of the applicable billing period. However, if assets are added to or withdrawn from the client's account during the billing period and the cumulative net addition to or withdrawal from the account during the billing period is 10% or more of the market value of the assets in the account at the beginning of the billing period, then the fee will be determined by the average of the beginning and ending market value of the assets in the account for the billing period by the fee set forth above.

If a client's investment management agreement is in effect for only a portion of a month, the fee is pro-rated for such portion based on the number of days the agreement was in effect in relation to the number of days in the month. In the event termination occurs other than at the end of the billing period, the fee is based upon the value of the assets on the date of termination.

Valuation of Assets

The value of assets in a client's account is generally determined by the Adviser. The Adviser determines the value of the assets in the client's account and obtains prices from third party quotation sources for that purpose. If the third-party pricing source does not provide a price for an account asset, the Adviser relies upon the value for the asset reported by the client's custodian. The Adviser does not conduct an in-depth review of valuation information provided by third party quotation services or custodians, and they do not verify or guarantee the accuracy of such information. The prices obtained by the Adviser from the third-party quotations services it uses may differ from prices that could be obtained from other sources.

Deduction of Fees and Direct Billing

Clients typically instruct the Adviser to deduct the advisory fees incurred from their accounts, but if the Adviser agrees, a client may elect to receive an invoice ("direct billing"). Direct billing may not be available for all retirement plan accounts or other accounts subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") or an individual retirement account ("IRA") subject to the Internal Revenue Code (collectively, "Retirement Accounts"). If a client's account is subject to direct billing, the client is generally required to pay each bill within 15 calendar days after receipt of such bill.

Minimum Account Value

The minimum asset value to open an account with the Adviser is typically \$1,000,000. At times account balances may fall below this minimum due to liquidity needs. The Adviser reviews with the client the ongoing needs of the account to determine if its investment services remain a suitable investment option. Adviser may require a minimum monthly investment management fee. Fees are negotiable and the minimum fee or requirements may be waived at Adviser's discretion.

The advisory fee and minimum account value applicable to a client are negotiable in certain instances and may vary based upon a number of factors, including but not limited to the size and nature of the assets in the client's account, the client's particular investment style or

objective, and any particular services requested by the client. The fees paid by a client may differ from the fees paid by other clients based on a number of factors, including but not limited to the factors identified above. The Adviser may enter into other fee arrangements with clients.

Other Fees and Expenses

In addition to the Adviser's fee described above, a client of the Adviser may incur other fees and expenses. The asset-based fee only covers portfolio management and investment advice provided by the Adviser, and a client may pay for other services, such as custody and trade execution, separately in addition to the Adviser's fee. Please see *Item 12: Brokerage Practices* for more information about the Adviser's trading practices.

A client is responsible for bearing or paying, in addition to the Adviser's fee, the costs of all:

- commissions, markups, markdowns, and spreads charged by broker-dealers that buy securities from, or sell securities to, the client's account (such costs may be inherently reflected in the price the client pays or receives for such securities);
- underwriting discounts, dealer concessions or similar fees related to the public offering of investment products;
- extra or special fees or expenses that may result from the execution of odd lot trade orders (i.e., "odd-lot differential");
- electronic fund fees, wire transfer fees, and similar fees or expenses related to account transfers;
- currency conversions and transactions;
- fees related to the establishment, administration or termination of Retirement Accounts, retirement or profit sharing plans, trusts or any other legal entity;
- fees imposed by the SEC or securities markets, including transaction fees imposed by electronic trading platforms, which fees may be imbedded in the price the client receives for the security; and
- taxes imposed upon or resulting from transactions effected for a client's account, such as income, transfer or transaction taxes, or any other costs or fees mandated by law or regulation.

Certain investment products, such as mutual funds, exchange traded funds and other similar investment pools (collectively, "investment funds") have their own internal fees and expenses that are borne either directly or indirectly by their holders, including a client. These fees and expenses may include investment management fee, distribution (12b-1) fees, shareholder servicing fees, transfer agency fees, networking fees, accounting fees, marketing support payments, administration fees, custody fees, expense reimbursements, and transactions for the fund's portfolio ("ongoing operating expenses"). These ongoing operating expenses are separate from, and in addition to, the Adviser's fee. As a result of making investments in these types of products, a client should be aware that the client is paying multiple layers of fees and expenses on the amount of the client's assets so invested – the ongoing operating expenses and the Adviser's fee. A client is also responsible for any redemption fees or similar fees that the fund or its sponsor may impose on the client. A client should review the prospectus or other applicable offering documents for each investment fund in which the client invests for further information. A client may also incur custody fees in certain circumstances. See *Item 15- Custody* for more information.

Other Compensation Received by the Adviser

The Adviser and its associates do not receive compensation based upon the sale of securities or other investment products, and the compensation the Adviser pays to its associates remains the same regardless of the type of investment product recommended to clients or purchased for client accounts.

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

Sharing of Capital Gains

The Adviser does not advise any client accounts that are subject to performance-based fee arrangements.

Item 7: Types of Clients

Description

The Adviser predominantly offers its services to public entity clients, such as counties, cities, school districts and other state political subdivisions, but may offer its services to other types of clients, such as: individuals, high net worth individuals, banks or thrift institutions, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, or other business entities.

Account Minimums

Applicable requirements for opening or maintaining an account with the Adviser, such as minimum account size, are discussed above in *Item 5: Fees and Compensation – Minimum Account Value*.

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

Methods of Analysis and Investment Strategies

The Adviser's disciplined, fundamental investment process seeks to satisfy the client's investment objectives of principal preservation, liquidity and objectives of principal preservation, and obtain a market rate of return. The goal of the overall investment strategy will emphasize the importance of reducing liquidity risk and interest rate risk while maintaining a diversified portfolio of allowable investments. An analysis of each client's allowable investments, risk tolerance, and liquidity requirements will determine the maturity and security make-up of each portfolio.

The investment strategies used to implement any investment advice given to clients generally include purchases of long term (i.e., securities held at least a year), short term (i.e., securities sold within a year) and trading securities (i.e., securities sold within 30 days).

The Adviser uses a combination of quantitative and fundamental analysis when selecting securities for a client's account. The Adviser utilizes an investment style that blends several different market analysis techniques including: duration management, yield curve analysis, sector analysis and security selection.

Information used to select portfolio investments include, among other things, regulatory filings and company-issued literature (e.g., annual reports, prospectuses, press releases and other information), analyses by outside investment houses, government and Federal Reserve

Bank publication, financial and other newspapers, journals and corporate ratings services (e.g., Moody's, Fitch, Standard and Poor's ("S&P")), electronic data information sources (e.g., Bloomberg, Dow Jones, Reuters) and computer software used in measuring the duration of portfolios.

Using strategies developed through extensive economic, market and credit research, the Adviser strives to produce consistently above-benchmark returns while minimizing risk. Investment portfolios are tailored to fit each client's unique cash flow needs and risk tolerance. Portfolio investments may include any combination of government and government agency debt, municipal obligations, corporate bonds, commercial paper, certificates of deposit, money market mutual fund shares, and mortgage-backed and asset-backed instruments, among others. Generally, and if rated, each portfolio security will be "investment grade," as rated by at least one nationally recognized rating organization, at the time of purchase.

The Adviser may invest client assets in securities of investment companies, such as money market funds, mutual funds, exchange traded funds, other registered investment companies, hedge funds, private investment partnerships and other investment pools that invest in fixed-income securities or track bond-related indices.

Risks of Loss

Risk is inherent in any investment in securities and the Adviser does not guarantee any level of return on a client's investments. There is no assurance that a client's investment objectives will be achieved. A client may be subject to certain risks, including, but not limited to, the risks described below. The risks discussed vary by investment style or strategy and may or may not apply to a client.

A client should also review the prospectuses or other disclosure documents for the securities purchased for the client's account, as they will contain important information about the risks associated with investing in such securities.

- **Management Risks.** Stability of principal is a primary investment objective of most client portfolios managed by the Adviser. At times, the Adviser may purchase investment securities that have the potential for market values to fluctuate. Subsequent market events and conditions may adversely affect the value of client portfolios and could result in client portfolios earning a less than desired return and potential loss of principal if sold prior to stated maturity. The Adviser monitors client portfolios daily and may rebalance client portfolios as a means to mitigate risk.
- **Bond Market Risks.** To the extent a strategy may involve investing in fixed-income strategies, the strategy is subject to bond market risks. A bond's market value is affected significantly by changes in interest rates – generally, when interest rates rise, the bond's market value declines and when interest rates decline, its market value rises ("interest rate risks"). Generally, the longer a bond's maturity, the greater the interest rate risk and the higher its yield. Conversely, the shorter a bond's maturity, the lower the interest rate risk, and the lower its yield ("maturity risk"). A bond's value may also be affected by changes in its credit quality rating or the issuer's financial condition ("credit quality risk"). Because bond values may fluctuate, a client's portfolio value may fluctuate.

- Credit Quality Risks. Individual issues of fixed-income securities may be subject to the credit risk of the issuer. Therefore, the underlying company may experience unanticipated financial problems and may be unable to meet its payment obligations. Bonds receiving the lowest investment grade rating or a high yield (“junk bond”) rating may have speculative characteristics and, compared to a higher grade security, may have a weakened capacity to make principal and interest payments due to changes in economic conditions or other adverse circumstances. Ratings agencies such as Moody’s, Fitch, and S&P provide ratings on bonds based on their analyses of information they deem relevant. Ratings are essentially opinions or judgments of the credit quality of an issuer and may prove to be inaccurate. In addition, there may be a delay between events or circumstances adversely affecting the ability of an issuer to pay interest and/or repay principal and an agency’s decision to downgrade a security.
- Liquidity Risks. Liquidity risk is the risk that certain securities may be difficult or impossible to sell at the time and price that the Adviser would like to sell. The Adviser may have to lower the price, sell other securities, or forego an investment opportunity, any of which may have a negative effect on the management or performance of client portfolios. The liquidity of a particular security depends on the strength of demand for the security, which is generally related to the willingness of broker-dealers to make a market for the security as well as the interest of other investors to buy the security. During significant economic and market downturns and periods in which financial services firms are unable to commit capital to make a market in, or otherwise buy, certain debt securities, the Adviser may experience challenges in selling such securities at optimal prices.
- Government Obligations Risks. The Adviser may invest client assets in securities issued, sponsored, or guaranteed by the U.S. government, its agencies, and instrumentalities. However, no assurance can be given that the U.S. government will provide financial support to U.S. government-sponsored agencies or instrumentalities where it is not obligated to do so by law.
- Tax Risks. Municipal securities may decrease in value during times when tax rates are falling. Since interest income on municipal obligations is normally not subject to regular federal income taxation, the attractiveness of municipal obligations in relation to other investment alternatives is affected by changes in federal income tax rates applicable to, or the continuing federal tax-exempt status of, such interest income. Any proposed or actual changes in such rates or exempt status, therefore, can significantly affect the liquidity, marketability, and supply and demand for municipal obligations at desirable yield and price levels. Investment in tax-exempt securities poses additional risks. In many cases, the Internal Revenue Service (“IRS”) has not ruled on whether the interest received on a tax-exempt obligation is tax-exempt, and accordingly, purchases of these securities are based on the opinion of bond counsel to the issuers at the time of issuance. The Adviser relies on these opinions and will not review the basis for them.
- Municipal Obligations Risks. Clients may have their portfolios invested in municipal obligations issued by entities located in the same state or the interest on

which is paid solely from revenues of similar projects. As a result, changes in economic, business or political conditions relating to a particular state or types of projects may have a disproportionate impact on a client's portfolio value.

- Money Market Fund Risks. An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although money market funds typically seek to preserve the value of an investment at \$1.00 per share, there can be no assurance that will occur, and it is possible to lose money should the fund value per share fall. In some circumstances, money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings may be liquidated and distributed to the fund's shareholders. This liquidation process could take time to complete. During that time, the amounts a client has invested in the money market fund would not be available for purchases or withdrawals.
- Recent Market Events. U.S. and international markets have experienced extreme price volatility, reduced liquidity, credit downgrades, increased likelihood of default, and valuation difficulties in recent years, particularly in the fixed income market. Rising interest rates and the tapering of quantitative easing by the Federal Reserve Board may increase the potential for market volatility. In addition, any uncertainty or controversy regarding the U.S. government's statutory debt ceiling may impact the U.S. long-term sovereign credit rating and may cause market uncertainty. As a result, many of the above risks may be increased. Continuing market problems may have adverse effects on a client's portfolio.

Item 9: Disciplinary Information

Legal and Disciplinary

The Adviser has not been the subject of any legal or disciplinary actions.

Item 10: Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

The Adviser is not registered as a securities broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor.

Affiliations

The Adviser does not have any relationship or arrangement that is material to its operations or to its clients that the Adviser or any of its management persons have with any specified related person.

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

Code of Ethics

The Adviser maintains an investment policy for personal securities transactions at its business and it is part of the Adviser's general Code of Ethics (the "Code"). The Adviser establishes

the standard of business conduct for all employees that are based on the fundamental principles of openness, integrity, honesty, and trust. The Adviser also maintains and enforces written policies reasonably designed to prevent the Adviser or any person associated with Adviser from misusing material non-public information to comply with Section 204A of the Investment Advisers Act. Neither the Adviser, nor any related person of the Adviser, will recommend, buy, or sell securities within client accounts which the Adviser or a related person of the Adviser may have a material financial interest.

A copy of the Adviser's Code is available to any client or potential client upon request.

Participation or Interest in Client Transactions

The Adviser and/or its representatives may engage in securities transactions for their own accounts, including the same or related securities that are recommended to or owned by clients of the Adviser. These transactions may include trading in securities in a manner that differs from, or is inconsistent with, the advice given to clients of the Adviser, and the transactions may occur at or about the same time that such securities are recommended to or are purchased or sold for client accounts. This creates a potential for a conflict between the interest of the clients and the interests of the Adviser and/or its representatives.

Personal Trading

To address the potential for conflict of interests, the Adviser has adopted a Code that applies to its representatives who have access to non-public information relating to advisory client accounts ("Access Persons"). The Code prohibits Access Persons from using knowledge about advisory client account transactions to profit personally, directly or indirectly, by trading in his/her personal accounts. Unless an enumerated exception exists, the Code prohibits Access Persons who have discretionary authority over client accounts from executing a security transaction for their personal accounts during a blackout period that can extend from one to seven days before or after the date that a client transaction in that same security is executed.

Item 12: Brokerage Practices

Broker-Dealer Selection

The Adviser selects broker-dealers to execute trade order for a client's account, unless the client has provided instructions to the Adviser to the contrary. As an investment adviser, the Adviser has an obligation to seek "best execution" of client trade orders. "Best execution" means that the Adviser must place client trade orders with those broker-dealers that the Adviser believes are capable of providing the best qualitative execution of client trade orders under the circumstances, taking into account the full range and quality of the services offered by the broker-dealer. When selecting a broker or dealer, the Adviser may consider the following factors: (i) client preferences, (ii) execution capability and past execution performance, (iii) access to markets, (iv) commission rates, (v) financial standing of executing firm and counterparty risk, (vi) timeliness in rendering services, (vii) availability, cost and quality of custodial services, and (viii) continuity and quality of the overall provision of services.

The Adviser may also purchase or sell debt securities through electronic trading platforms. These electronic trading platforms typically provide access to bids and offers from a greater

number of dealers on a timely basis; however, these they may impose an execution or transaction fee imbedded in the price paid or received for the security (i.e., a markup or markdown).

Research and Other Soft Dollar Benefits

The Adviser does not receive research in addition to execution services from a broker dealer in connection with its clients' securities transactions. These research benefits are commonly referred to as "soft dollar benefits." (i.e., does not cause client accounts to pay a broker dealer a commission, or other transaction charge, in excess of the amount of commission or transaction charge that another broker dealer would have charged in order to receive research services). The Adviser may from time to time receive generic market commentaries or market research from broker-dealer firms. However, the receipt of those materials is not tied to the execution of client transactions.

The Adviser seeks to select broker-dealers based upon the broker's or dealer's ability to provide best execution, and the Adviser will not cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers for the purpose of obtaining soft dollar benefits. Furthermore, the Adviser does not select broker dealers to execute transactions for client accounts based upon client referrals received from broker-dealers. The Adviser may purchase research with hard dollars, receive research or other services from broker-dealers in the ordinary course of interacting with broker dealers, and purchases new issues of securities in fixed price offerings whereby research credits are received, which may only be used to procure 28(e) eligible research. These items are not received pursuant to arrangements and are not obtained using soft dollars. The Adviser is not obliged to direct client portfolio transactions in order to receive such information.

Order Aggregation, Allocation and Rotation Practices

In order to seek best execution for clients, the Adviser may aggregate contemporaneous buy and sell orders for the accounts over which it has discretionary authority. This practice of bunching trades may enable the Adviser to obtain more favorable execution, including better pricing and enhanced investment opportunities, than would otherwise be available if orders were not aggregated. Bunching transactions may also assist the Adviser in potentially avoiding an adverse effect on the price of a security that could result from simultaneously placing a number of separate, successive or competing, client orders.

It is within the Adviser's sole discretion to bunch transactions and its decision is subject to its duty to seek best execution. The Adviser will aggregate a client's trade orders only when the Adviser deems it to be appropriate and in the best interests of the client and permitted by regulatory requirements.

All advisory clients participating in a bunched transaction will receive the same execution price for the security bought or sold. Average prices may be used when allocating purchases and sales to a client's accounts because such securities may be purchased and sold at different prices in a series of bunched transactions. As a result, the average price received by a client may be higher or lower than the price the client may have received had the transaction been effected for the client independently from the bunched transaction. In addition, a client's

transaction costs may vary depending upon, among other things, the type of security bought or sold, and the commission or markup or markdown charged by the executing broker-dealer.

The amount of securities available in the marketplace, at a particular price at a particular time, may not satisfy the needs of all clients participating in a bunched transaction and may be insufficient to provide full allocation across all client accounts. To address this possibility, the Adviser has adopted trade allocation policies and procedures that are designed to make securities allocations to discretionary client accounts in a manner such that all such clients receive fair and equitable treatment.

If a bunched transaction cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day will generally be allocated pro rata among the clients participating in the bunched transaction. Adjustments to this pro rata allocation may be made, at the discretion of the Adviser, to take into consideration account specific investment restrictions, undesirable position size, account portfolio weightings, client tax status, client cash positions and client preferences. Adjustments may also be made to avoid a nominal allocation to client accounts.

When the Adviser is not able to aggregate trades, the Adviser generally uses a trade rotation process that is designed to be fair and equitable to its clients.

Directed Brokerage

The Adviser will comply with any guidelines and/or limitations reasonably requested by a client relating to brokerage for the client's account that are contained in the client's investment management agreement. When possible, the Adviser will also observe any non-binding statement of client preferences with respect to brokerage direction.

If a client directs the Adviser to use a particular broker-dealer for execution of the client's trade orders (a "directed brokerage arrangement"), and the Adviser agrees to the arrangement, a client should understand that the Adviser may be unable to achieve best execution for the client's transactions. Any costs related to the directed brokerage arrangement are not included in the Adviser's fee, and the client is solely responsible for monitoring, evaluating and reviewing the arrangement with the directed broker-dealer and paying any commissions or markups or markdowns or other costs imposed by the directed broker-dealer. Additionally, the Adviser generally will not aggregate the client's directed brokerage trade orders with orders for other clients of the Adviser or include such orders in its trade rotation process.

If the Adviser aggregates a client's directed brokerage trade orders with trade orders for other clients of the Adviser, the Adviser may employ the use of "step-outs" to satisfy the client's directed brokerage arrangement. A "step-out" occurs when an executing broker executes the trade and then "steps out" the trade to a clearing broker (which would be the directed broker-dealer in a directed brokerage arrangement) that confirms and settles the trade. In such a case, a client will bear the costs of any commissions, markups, or markdowns imposed by the executing broker-dealer in addition to the costs of any commissions, markups, or markdowns imposed by the directed broker-dealer.

If a client directs the Adviser to use a particular broker-dealer, and if the particular broker-dealer referred the client to the Adviser or if the particular broker-dealer refers other clients to

the Adviser in the future, the Adviser may benefit from the client's directed brokerage arrangement. Because of these potential benefits, the Adviser may have an economic interest in having the client continue the directed brokerage arrangement. The benefits that the Adviser receives may conflict with the client's interest in having the Adviser recommend that the client utilize another broker-dealer to execute some or all transactions for the client's account. Before directing the Adviser to use a particular broker-dealer, a client should carefully consider the possible costs or disadvantages of directed brokerage arrangements.

Trading Error Policy

If there is a trade error for which the Adviser is responsible, trades will be adjusted or reversed as needed in order to put the client's account in the position that it would have been in as if the error had not occurred. Errors caused by the Adviser will be corrected at no cost to client's account, with the client's account not recognizing any loss from error. The client's account will be fully compensated for any losses incurred as a result of any such error. If the trade error results in a gain, the gain may be retained by the Adviser.

Item 13: Review of Accounts

Periodic Reviews

The Adviser's portfolio management team generally performs daily reviews on transactions in each client account. The portfolio management team generally reviews reports documenting each account's performance compared to the performance of a relevant benchmark index at least monthly.

Review Triggers

In addition to periodic reviews, the Adviser *may* conduct account reviews when a triggering event, like a change in client investment objectives, financial situation, market correction, or client request occurs.

Regular Reports and Electronic Delivery

The Adviser generally provides written investment summary reports to clients on a monthly basis. These monthly investment summary reports contain the client account's holdings, yield, cash flow, gains and losses, and monthly interest earnings. The Adviser may provide additional information in the investment summary report to meet the specific reporting needs of a client as the client and the Adviser may agree.

All client correspondence, as well as all books and records of the Adviser, will be delivered and stored as electronic images and the originals of the electronically stored documents shall be destroyed. Thereafter, all electronic documents shall be deemed to serve as an original copy.

Item 14: Client Referrals and Other Compensation

Other Compensation

The Adviser and its representatives may receive certain economic benefits in connection with providing advisory services to clients, as discussed above.

Client Referrals

The Adviser may provide compensation to individuals who refer clients in some instances. When applicable, the compensation paid is a percentage of the client's fee payments or the value of the client's account. The amount of compensation will vary, with the specific level determined based upon consideration of various factors. The Adviser may pay these fees to unaffiliated solicitors that have entered into a written agreement with the Adviser.

Item 15: Custody

Custody

Each client is responsible for appointing the client's custodian, which will have possession of the assets of the client's account and settle transactions for the account. Clients must choose a service provider unaffiliated with the Adviser to serve as custodian.

From time to time, the Adviser may recommend a particular firm to a client to serve as the client's custodian. If the client chooses a recommended custodian, the Adviser will, if instructed by the client and the Adviser agrees, pay the custodial fee of the client until the agreement between the Adviser and client is terminated or as otherwise determined by the Adviser. If the client does not choose a recommended custodian, the Adviser will not pay the client's custodian fee and it will be the obligation of the client to pay such custodian fee.

A client who uses a third-party custodian authorizes the Adviser to give instructions to the client's custodian for all actions necessary or incidental to the purchase, sale, exchange, and delivery of securities held in the client's account. Also, the client will receive account statements directly from their selected custodian. Clients should carefully review those account statements and compare them with any account statements provided by the Adviser.

Item 16: Investment Discretion

Discretionary Authority for Trading

Clients can determine to engage the Adviser to provide investment advisory services on a discretionary basis. Prior to the Adviser assuming discretionary authority over a client's account, the client is required to execute an investment management agreement with the Adviser, naming the Adviser as client's attorney and agent in fact, granting the Adviser full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

The Adviser generally accepts reasonable limitations to its discretionary authority with respect to brokerage direction and securities selection, including the designation of particular securities or types of securities that should not be purchased for the client's account, but the client may not require that particular funds or securities (or types) be purchased for the client's account. Any such limitations agreed to by a client and the Adviser are generally included as an addendum to the client's investment management agreement or in a separate letter of understanding. When possible, the Adviser will also attempt to observe any non-binding statement of client preferences with respect to factors such as brokerage direction, holding periods, and securities selection.

Non-Discretionary Authority for Trading

Clients may also select the Adviser's non-discretionary service module. Clients retain final

say in investment selection and decision making. The Adviser works closely with the client to tailor investment strategy to the client's goals and needs and consults with the client prior to making trades or other changes to the investment portfolio. The Adviser proactively provides the client with investment ideas and a view on current market situations, but no transactions are carried out without prior client approval. The Adviser's non-discretionary services also include, amongst other things, (i) careful monitoring of the client's portfolio to ensure that it remains within investment guidelines; (ii) regular performance updates; and (iii) access to seasoned investment professionals prior to making final investment decisions.

Investment Consulting

The Adviser also assists clients with the selection and monitoring of retirement plan assets, offering a well-designed and well-documented process. The Adviser seeks to design an overall investment menu utilizing a risk-budgeting process that addresses the different expectations of return found in varying asset classes. The Adviser seeks strong managers that complement each other, creating overall value to the client and plan participants.

Item 17: Voting Client Securities

Proxy Votes

The Adviser does not typically recommend or select for client accounts securities that have voting rights. However, by signing an investment management agreement, the client authorizes and delegates the right to the Adviser to vote proxies with respect to the securities held in its account.

The Adviser has adopted written policies and procedures that are reasonably designed to ensure that it votes client securities in the best interests of the client. Those procedures address material conflicts of interest that may arise between the Adviser's interests and those of its clients. Clients may obtain information on how the Adviser actually votes proxies with respect to the securities held in their accounts by contacting the Adviser at 888.596.2293. Additionally, the Adviser will furnish a copy of its proxy voting policies and procedures to clients upon their request.

In situations in which a client has delegated to the Adviser voting authority with respect to securities in the client's account, the Adviser will monitor corporate events and vote proxies in a manner that the Adviser believes is consistent with the client's best interests.

Item 18: Financial Information

Financial Information

The Adviser does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet dated not more than 90 days prior to the date of this brochure. The Adviser is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has it been the subject of a bankruptcy petition at any time during the past ten years.