

**Form ADV Part 2A  
Disclosure Brochure**

**Vineyard Global Advisors LLC**

**9800 Mt. Pyramid Ct. Suite 400**

**Englewood, CO 80112**

**303-814-6818**

**[www.vineyardglobaladvisors.com](http://www.vineyardglobaladvisors.com)**

**March 24, 2023**

This brochure provides information about the qualifications and business practices of Vineyard Global Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at: 720-470-3252, or by email at: [tom@vineyardglobaladvisors.com](mailto:tom@vineyardglobaladvisors.com). Alternatively, contact the Chief Compliance Officer of Integrated Advisors Network, Danielle Tyler at [compliance@integratedadvisorsnetwork.com](mailto:compliance@integratedadvisorsnetwork.com) or call (855) 729-4222. 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 the Advisor is available on the SEC's website at [www.adviserinfo@sec.gov](http://www.adviserinfo@sec.gov).

Integrated Advisors Network, LLC is a registered investment advisor. Registration with the United States Securities and Exchange Commission ("SEC") or any state securities authority does not imply a certain level of skill or training.

## Item 2 - Material Changes

### Annual Update

This section describes material changes to Vineyard Global Advisors Part 2A of Form ADV (“Part 2A Brochure” or this “Brochure”) since its last annual amendment. This Brochure, dated March 25, 2022, has been prepared according to the SEC disclosure requirements.

Additionally, in lieu of providing clients with an updated Part 2A Brochure each year, we typically provide existing advisory clients with this summary describing any material changes occurring since the last annual amendment. In these instances, we will make this delivery to existing clients within 120 days of the close of the fiscal year, which ends December 31<sup>st</sup>. Clients receiving the summary of material changes who wish to receive a complete copy of our then-current Part 2A Brochure may request a copy at no charge by contacting the Chief Compliance Officer by telephone at: 855-729-4222 or by email at [compliance@integratedadvisorsnetwork.com](mailto:compliance@integratedadvisorsnetwork.com). Vineyard Global Advisors’ current Part 2A Brochure is also available through Integrated Advisor’s Network, LLC disclosure through the SEC’s Investment Adviser Public Disclosure website at [adviserinfo.sec.gov/IAPD/Content/Search/iapd\\_Search.aspx](http://adviserinfo.sec.gov/IAPD/Content/Search/iapd_Search.aspx), SEC# 801-96203 or upon request through the client’s IAR.

### Material Changes since the Last Update

#### Item 4 - Advisory Business

##### Headquarters Change of Location

Effective March 1, 2023, the Firm moved its headquarters address from 75 Malaga Cove Plz, Suite 11, Palos Verdes Estates CA 90274, to 8117 Preston Road, Suite 300, Dallas, TX 75225, and updated its fax # to 310.742.0227.

### **Item 3 - Table of Contents**

Item 1 – Cover Page .....	1
Item 2 - Material Changes .....	2
Item 3 - Table of Contents .....	3
Item – 4 Advisory Business .....	4
Item 5 - Fees and Compensation.....	10
Item 6 - Performance Fees .....	12
Item 7 - Types of Clients .....	12
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss .....	12
Item 9 – Disciplinary Information.....	16
Item 10 - Other Financial Industry Activities and Affiliations.....	17
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	17
Item 12 - Brokerage Practices .....	18
Item 13 - Review of Accounts .....	22
Item 14 - Client Referrals and Other Compensation.....	22
Item 15 - Custody.....	23
Item 16 - Investment Discretion.....	23
Item 17 - Voting Client Securities .....	24
Item 18 - Financial Information.....	24

## **Item – 4 Advisory Business**

### **Firm Description**

Vineyard Global Advisors LLC is a dba of the registered entity Integrated Advisors Network LLC, collectively hereinafter (“the Adviser” or “Vineyard Global Advisors” or “VGA”). Integrated Advisors Network, LLC (“Integrated”) was founded in 2015 and is an SEC registered investment adviser.

The Adviser is a fee-only investment management firm. The Adviser provides personalized investment advice primarily to other investment advisers or Investment Adviser Representatives. However, occasionally the Adviser will work with individuals, high net worth individuals, pension and profit-sharing plans, trusts, estates or charitable organizations and corporations or other business entities directly. The firm does not sell securities on a commission basis. However, there may be some associated persons who are in other fields where they receive commissions as compensation. The firm is not affiliated with entities that sell financial products or securities.

The Adviser nor Integrated do not act as a custodian of client assets and the client always maintains asset control.

The Adviser has discretion of client accounts and places trades for clients under a limited power of attorney.

The Adviser acts as a sponsor and does provide investment advice to a wrap program through Integrated Advisors Network, LLC.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Any conflicts of interest arising out of the Adviser’s or its associated persons are disclosed in this brochure.

### ***Principal Owners of Integrated Advisors Network LLC are as follows:***

Jeff Groves through a trust owns 43%; Linda Pix owns 17% and Michael Young owns 40% of the equity securities of the firm

### **Types of Advisory Services**

The Adviser provides investment supervisory services, also known as asset management services, for separately managed accounts of its clients.

Vineyard Global Advisors is a dba of Integrated Advisors Network LLC. All advisory services are offered through Integrated Advisors Network LLC. Tom Samuelson is an Investment Adviser Representatives (“IARs”) of Integrated Advisors Network LLC.

As of March 24, 2023, Integrated Advisors Network collectively managed approximately \$3.275 billion in assets on a discretionary basis and \$278 million on a non-discretionary basis.

### **Tailored Relationships**

The goals and objectives for each client are documented in our client relationship management system by the IARs utilizing Integrated’s programs. Investment policy statements are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

### **Assignment of Investment Management Agreements**

Agreements may not be assigned without client consent.

## **Types of Services**

### **Investment Management**

As part of the investment management service, all aspects of the client's financial affairs are reviewed, and realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis. The Adviser periodically reviews a client's financial situation and portfolio through regular contact with the client which often includes an annual meeting with the client. The Adviser makes use of portfolio rebalancing software to maintain client allocations according to the Investment Policy Statement in effect.

The scope of work and fee for an Advisory Service Agreement is provided to the client in writing prior to the start of the relationship. The agreement sets forth the services to be provided, the fees for the service and the agreement may be terminated by either party in writing at any time.

Typically the Adviser works with other IARs by having their clients participate in the Vineyard Global Advisors Managed Advisory Program ("VGA MAP" or the "Program"). Incorporated by reference is the VGA MAP program WRAP Brochure.

### **Asset Management**

Investments may include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), U. S. government securities, options contracts, futures contracts, and interests in partnerships.

Assets in mutual funds and exchange-traded funds are invested in no-load or low-load, usually through brokers or fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Brokerages may charge a transaction fee for the purchase of some funds which the client will pay unless in a wrap program.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades which the client will pay unless in a wrap program. The Adviser does not receive any compensation, in any form, from fund companies.

Initial public offerings (IPOs) are not available through the Adviser.

### **VGA ETF Advantage Series**

The VGA ETF Advantage series are a group of managed asset allocation strategies offered by Vineyard Global Advisors (VGA) that utilize exchange traded funds (ETFs) in five custom market models that range from capital preservation (10% equity-90% fixed income) to aggressive growth (90% equity-10% fixed income). The models are offered in both tax-sensitive and qualified versions. The strategies provide exposure to nine different asset classes that include US equities, foreign developed equities, emerging market equities, fixed income, real estate, master limited partnerships, commodities, alternatives and cash. Broad diversification across these asset classes provides a primary layer of risk management while additional downside protection is provided by tactical asset class adjustments and the use of opportunistic hedge positions based on input from our macro models. Exchange Traded Funds offer low operating costs, tax efficiency and low minimum investment entry levels, making the ETF Advantage strategy available to lower account sizes (minimum \$10,000).

### **VGA Allocation Plus Series**

The VGA Allocation Plus series are a group of managed asset allocation strategies offered by Vineyard Global Advisors (VGA) that utilize mutual funds and exchange traded funds (ETF's) in five custom market models that range from capital preservation (10% equity-90% fixed income) to aggressive growth (90% equity-10% fixed income). The models are offered in both tax-sensitive and qualified versions. Actively managed mutual funds are selected through proprietary research designed to identify those managers that have been able to consistently offer returns above their respective asset categories (manager "alpha"). In asset categories where little additional alpha can be obtained through active management, that category is sourced with a passive ETF. The strategies provide exposure to nine different asset classes that include US equities, foreign developed equities, emerging market equities, fixed income, real estate, master limited partnerships, commodities, alternatives and cash. Broad diversification across these asset classes provides a primary layer of risk management while additional downside protection is provided by tactical asset class adjustments and opportunistic hedge positions based on input from our macro models. Several of the mutual funds require higher minimum initial investment levels, making this strategy available for account sizes of \$100,000+.

### **VGA Advantage Plus Series**

The VGA Advantage Plus Series are a group of managed asset allocation strategies offered by Vineyard Global Advisors (VGA) that utilize mutual funds, exchange traded funds (ETF's) and internal proprietary investment strategies in five custom market models that range from capital preservation (10% equity-90% fixed income) to aggressive growth (90% equity-10% fixed income). The Allocation Advantage Plus strategy is offered in a unified managed account (UMA) format, which is a sophisticated design that combines multiple investment vehicles into a single portfolio account, maximizing efforts to enhance diversification. The models are offered in both tax-sensitive and qualified versions. The strategy utilizes both VGA-actively managed strategies and mutual funds that have been selected through proprietary research designed to identify managers that have been able to consistently offer returns above their respective asset categories (manager "alpha"). The internal strategies and mutual funds are included in an effort to maximize risk-adjusted returns. In asset categories where active management has provided minimal alpha, that category is sourced with a passive ETF. The strategies provide exposure to nine different asset classes that include US equities, foreign developed equities, emerging market equities, fixed income, real estate, master limited partnerships, commodities, alternatives and cash. Broad diversification across these asset classes provides a primary layer of risk management while additional downside protection is provided by tactical asset class adjustments and opportunistic hedge positions based on input from our macro models. Several mutual funds and the internal strategies require higher minimum investment levels, making this strategy available for account sizes of \$500,000+.

### **VGA R3000 Enhanced Dividend**

The VGA R3000 Enhanced Dividend strategy is a proprietary strategy managed by VGA that invests primarily in dividend-paying US stocks that are selected through a proprietary screening process developed to identify companies that may offer above-average total return potential, with a primary focus on income. The strategy may also invest in income producing American Depositary Receipts ("ADRs"), Exchange Traded Funds ("ETFs"), and Closed End Funds ("CEFs"). The strategy deploys a risk-managed approach whereby equity exposure is reduced when our macro models determine the investment backdrop has deteriorated. Equity exposure can

range from between 25% net long (during maximum negative market backdrops) to 125% net long (during maximum positive market backdrops). Minimum account size: \$25,000.

### **VGA Enhanced S&P 500**

The VGA Enhanced S&P 500 strategy is a proprietary strategy managed by VGA that invests in S&P 500 stocks that are selected through a proprietary screening process developed to identify companies that may offer above-average total return potential. The strategy deploys a risk-managed approach whereby equity exposure is reduced when our macro models suggest the investment backdrop has deteriorated. Equity exposure can range from -5% net long (during maximum negative market backdrops) to 120% net long (during maximum positive market backdrops). VGA enhanced S&P 500 seeks to outperform the S&P 500 index with a bias toward downside risk management. The strategy is designed to provide equity market participation during bullish phases as determined by our macro models while attempting to provide downside protection when our macro models suggest the equity market backdrop has deteriorated. Minimum account size: \$25,000.

### **VGA Global Fixed Income**

The VGA Global Fixed Income strategy is a proprietary fixed income allocation strategy managed by VGA that invests in fixed income Exchange Traded Funds (ETF's), Closed-end Funds ("CEF's") and mutual funds. The strategy invests across 22 fixed income categories selected for their diversification attributes. The strategy is offered in both tax-sensitive and qualified versions. Risk management may be further enhanced through the use of ETF hedge positions, which can be included to manage interest rate and credit risk, depending upon input from our macro models. The VGA Global Fixed Income strategies are intended for investors with low risk tolerance and to provide portfolio diversification benefits when added to higher volatility equity allocations. Minimum account size: \$10,000.

### **VGA Dynamic Yield**

The VGA Dynamic Yield is an income-focused strategy that invests in U.S. dividend paying stocks, American Depositary Receipts ("ADR's"), Closed-end mutual funds ("CEF's") and Open-end mutual funds. Its primary objective is to offer risk-managed income sourced through dividends, interest income and royalty payments. It seeks to achieve its objective by investing across in a portfolio of approximately 65 positions that offers exposure to all the major, publicly-traded income producing asset categories. Risk management is achieved through: 1) broad diversification across asset classes, 2) dynamic adjustment of the equity and fixed income portions of the portfolio (based on input from our macro models) and, 3) the use of opportunistic ETF hedge positions to further address equity, credit and interest rate risk. Minimum account size: \$25,000

### **VGA Covered Call**

VGA Covered Call is a proprietary separately managed account strategy that seeks attractive risk-adjusted returns through the purchase of a diversified equity portfolio and concurrent sale of call options which may provide partial downside protection plus the potential for auxiliary income generation. The portfolio consists of 16-35 individual covered call positions that are diversified by sector, strike price and expiration date. Individual stocks are systematically selected through proprietary screens and then scored using a multi-factor model that evaluates their attractiveness at time of purchase. Minimum account size: \$150,000

### **VGA Custom Covered Call**

The VGA Custom Covered Call strategy is offered on an account by account basis as a way for clients to generate auxiliary income on concentrated equity positions through the sale of call options. First, the client determines a level at which he/she is indifferent to selling the underlying stock position. Then, VGA deploys an opportunistic covered call writing program around the agreed upon exit price with an eye towards trading the calls for a profit should the overall stock market or that particular stock decline in value. Minimum account size: \$1,000,000.

### **VGA Optimized Equity Alpha**

VGA Optimized Equity Alpha is a strategy managed by VGA that invests in US-listed stocks and exchange traded funds (ETF's), seeking to achieve its objective of long-term capital appreciation by combining a sector rotation strategy and a style preference strategy (growth vs. value). These two different approaches are combined into one strategy due to their diversification benefits. The strategy is designed to provide strong equity market participation during neutral to bullish investment backdrops (as determined by VGA's proprietary macro models) with a focus on capital preservation during bearish investment backdrops. Equity exposure can range from 100% net long during maximum bullish backdrops to 0% during maximum bearish backdrops. Minimum account size: \$75,000.

### **VGA Private Client Services ("PCS")**

The VGA Private Client Services ("PCS") provides customized portfolio construction solutions to high net-worth clients (generally liquid net worth in excess of \$1,000,000). Customized portfolios solutions are designed and implemented after consultation with an advisor that seeks to determine the appropriate allocation based on the client's individualized investment objectives and/or financial plan. An open architecture environment is utilized that may invest across a broad array of stocks, bonds, exchange-traded funds, closed and open end mutual funds, proprietary internal strategies and alternative and structured investment products. VGA PCS is offered in a unified managed account (UMA) format, which is a sophisticated design that combines multiple investment vehicles into a single portfolio account, maximizing efforts to enhance diversification. Minimum account size: \$1,000,000.

### **VGA Risk Managed Income**

The VGA Dynamic Yield is an income-focused strategy that invests in U.S. dividend paying stocks, American Depositary Receipts ("ADR's"), Closed-end mutual funds ("CEF's") and Open-end mutual funds. Its primary objective is to offer a low-volatility, risk-managed income solution sourced through dividends, interest income and royalty payments. Risk Management is achieved through: 1) constraining equity exposure to a maximum of 30% of the overall strategy, 2) dynamic adjustment of the equity and fixed income portions of the portfolio (based on input from our macro models) and, 3) the use of opportunistic ETF hedge positions to further address equity, credit and interest rate risk. Minimum account size: \$25,000.

### **VGA Quantitative Value**

VGA Quantitative Value is a strategy managed by VGA that invests in a targeted portfolio of approximately 50 top-ranked stocks in the Russell 3000 Value index selected through a proprietary screening process designed to identify companies with above-average total return potential. The screening process seeks to identify companies with a unique blend of value, quality, profitability, growth, and price momentum attributes that have historically been associated with superior stock



performance. The strategy is offered in two versions: long-only and hedged. The long-only version remains fully invested regardless of market backdrop. The hedged version will scale overall portfolio equity exposure from 0% net long to 100% net long during maximum bearish to maximum bullish market backdrops, respectively. The strategy is rebalanced quarterly, although individual positions may be adjusted opportunistically. Minimum account size: \$50,000.

### **VGA Sector Rotation**

VGA Sector Rotation is a strategy managed by VGA that invests in an equity portfolio of S&P 500 sector exchange traded funds (ETF's) based upon their total return potential, as determined by VGA's proprietary ranking models. Top-ranked sectors determined will receive a higher portfolio weight and bottom-ranked sectors determined will receive a lower weight (or are held in cash). The strategy is offered in two versions: long-only and hedged. The long-only version will hold cash in sectors that are bottom-ranked, otherwise it remains fully invested regardless of market backdrop. The hedged version deploys a risk-managed approach whereby equity exposure is reduced when our macro models determine the investment backdrop has deteriorated. Minimum account size: \$50,000.

### **VGA Style Flex**

VGA Style Flex is a strategy managed by VGA that invests in a targeted portfolio of individual stocks and ETFs selected to emphasize market preference for either growth or value stocks. Growth or value attractiveness is determined through a proprietary blend analysis of relative strength and breadth factors. The strategy is designed to provide strong equity market participation during neutral to bullish investment backdrops (as determined by VGA's macro models) with an emphasis on the predominant equity style that appears to be in favor (growth or value). When neither style appears to be in favor, the strategy's focus shifts towards capital preservation by reducing overall equity exposure. Equity exposure can range from 100% net long during maximum bullish backdrops to 0% during maximum bearish backdrops. Minimum account size: \$50,000.

### **Sub Advisory Services to Third Party Managers**

VGA has entered into written agreements with certain unaffiliated third-party investment advisers to serve as a sub-adviser and provide investment management services to the third party advisers' clients. Under these sub-advisory arrangements, each third-party investment adviser is responsible for working with its clients to select the appropriate strategy for investment. VGA manages the clients' designated assets based on the respective selected investment strategy.

Please refer to Item 5 for information regarding the fees received by VGA under the above outlined sub-advisory arrangements.

### **WRAP Program**

The Adviser is a sponsor and provides investment management services to a wrap program that is under the name of Vineyard Global Advisors Managed Account Program ("VGA MAP"). Under this wrap program, one fee called a wrap fee, is charged for a bundle of services which may include management fees, custodial fees, trading expenses, reporting and administrative costs. As the

program's sponsor and investment manager, the Adviser receives management fees and a portion of the wrap fee related to administrative services the Adviser performs from the payment of the wrap fee. For a complete description of the wrap program, the wrap fee and what services are included in the wrap fee, refer to the Vineyard Global Advisors Managed Advisory Program.

### **Termination of Agreements**

A Client may terminate any of the aforementioned agreements at any time by notifying the Adviser in writing. Clients shall be charged pro rata for services provided through to the date of termination. If the client made an advance payment, Integrated would refund any unearned portion of the advance payment.

The Adviser may terminate any of the aforementioned agreements at any time by notifying the client in writing. If the client made an advance payment, Integrated would refund any unearned portion of the advance payment.

The Adviser reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in the Adviser's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded.

## **Item 5 - Fees and Compensation**

### **Investment Management**

The Adviser bases its fees on a percentage of assets under management. Although the Advisory Service Agreement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party. Fees are collected in advance therefore at termination any unearned fees as determined on a pro rata basis for the portion of the quarter completed shall be refunded to the client. The investment management fees are negotiable at the sole discretion of the Adviser and fees for comparable services may be available from other sources.

Vineyard Global Advisors client's management fees range from 0.25% - 0.75%. The exact fee is based on the strategy(ies) the client of the IAR selects. At the sole discretion of the Adviser, fees are negotiable for the different program service levels and lower fees may be charged to clients affiliated with the Adviser. In addition, the Adviser may have arrangements in place with other management personnel and affiliates through which profits are split per agreed upon terms.

### **Fees Charged to Third Party Advisers**

VGA receives an annual fee based on the total assets in each third-party adviser's clients' accounts for which VGA provides sub advisory investment management services. VGA is paid the sub-advisory fees on a quarterly basis, either in advance or arrears depending on the arrangement. The annual fee is currently 0.25%.

### **Fee Billing**

Investment management fees are billed quarterly, in advance, meaning that we invoice you before the three-month billing period has begun. Payment in full is expected upon invoice presentation.

Fees are deducted from the client account to facilitate billing as authorized by the investment management agreement.

### **Integrated Fee Disclosure**

The clients of VGA will not pay and will not be affected by the fees of other IARs at Integrated. The following is for disclosure purposes only.

Investment Adviser Representatives of Integrated have fees that may vary from the fees disclosed herein and may be collected in arrears or in advance. These fee schedules are specific to each advisory group of Integrated. See the individual brochure for each advisory group for specific details. VGA's fees may be higher or lower than other advisory groups at Integrated and there is no representation that VGA's fees are the lowest available for similar services.

### **Other Fees**

If the Adviser takes a client that does not participate in the wrap program, the client will likely incur fees from brokerages, custodians, administrators and other service providers. These fees are incurred as a result of managing a client account and are charged by the service provider. The amount and nature of these fees is based on the service provider's fee schedule(s) at the provider's sole discretion. These fees are separate and distinct from any fees charged by the Adviser.

The Adviser's services are charged on a fee only basis and no associated persons shall earn compensation based on a securities transaction (i.e. commission) including asset-based sales charges or service fees from the sale of mutual funds. The Adviser or the sub-advisors selected by the Adviser may include mutual funds, variable annuity products, ETFs, and other managed products or partnerships in clients' portfolios. Clients may be charged for the services by the providers/managers of these products in addition to the management fee paid to the Adviser.

The Adviser, from time to time, may select or recommend to separately managed clients the purchase of proprietary investment products. To the extent the client's separately managed portfolio includes such proprietary products the Adviser will adjust the client's fee associated with the client's separately managed account. The fees and expenses charged by the product providers are separate and distinct from the management fee charged by the Adviser. These fees and expenses are described in each mutual fund's or underlying annuity fund's prospectus or in the offering memorandums of a partnership. These fees will generally include a management fee, other fund expenses and a possible distribution fee. No-load or load waived mutual funds may be used in client portfolios so there would be no initial or deferred sales charges; however, if a fund that imposes sales charges is selected, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund or variable annuity or investment partnership directly, without the services of the Adviser. Accordingly, the client should review both the fees charged by the funds and the applicable program fee charged by the Advisor to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

If it is determined that a client portfolio shall contain corporate debt or other types of over the counter securities, the client may pay a mark-up or mark-down or a "spread" to the broker or dealer on the other side of the transaction that is built into the purchase price of the security.

The Adviser is a fee-only investment management and financial planning firm. The firm does not sell securities on a commission basis. However, there may be some associated persons who are in other fields where they receive commissions as compensation. The investment management services are provided through separately managed accounts for each client. The Adviser does not

act as a custodian of client assets, and the client always maintains asset control. The Adviser has discretion of client accounts and places trades for clients under a limited power of attorney.

### **Conflict of Interest Between Different Fee Structures**

The Adviser offers several different services detailed in this brochure that compensate the Adviser differently depending on the service selected. There is a conflict of interest for the Adviser and its associated personnel to recommend the services that offer a higher level of compensation to the Firm through either higher management fees or reduced administrative expenses. The Adviser mitigates this conflict through its procedures to review client accounts relative to the client or investors personal financial situation to ensure the investment management service provided is appropriate. Further, the Adviser is committed to its obligation to ensure associated persons adhere to the Firm's Code of Ethics and to ensure that the Firm and its associated persons fulfill their fiduciary duty to clients or investors.

## **Item 6 - Performance Fees**

Fees are not based on a share of the capital gains or capital appreciation of managed securities. However, the Adviser may employ certain types of investments that do charge a performance fee in which the Adviser does not participate. For these investments, refer to their offering or private placement memorandum for an explanation and amounts of the performance fees. There are advisory groups at Integrated that do charge performance fees. These fees are discussed in the ADV Part 2A and in the investment management agreement for those advisory groups that do charge performance fees.

## **Item 7 - Types of Clients**

### **Description**

The Adviser generally provides investment advice to investment advisory firms or individual Investment Adviser Representatives (that may be other IARs at Integrated Adviser Network, LLC). The Adviser may occasionally provide services to individuals, high net worth individuals, pension and profit-sharing plans, trusts, estates, or charitable organizations, and corporations or business entities. Client relationships vary in scope and length of service. Other advisory groups of Integrated Advisors provide services to other types of clients than is disclosed herein.

### **Account Minimums**

To open and maintain a portfolio management account, the Adviser generally requires that the client represents and warrants that the value of their account initially is at least \$50,000. At the Adviser's discretion, we may accept clients with smaller accounts. Other advisory groups of Integrated have minimums that are higher or lower or may not have any minimum size account.

## **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis**

Security analysis methods may include charting, fundamental analysis, technical analysis and cyclical analysis. The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services,

timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

### **Investment Strategies**

Strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies). Strategies may include long-term purchases, short-term purchases, short sales and margin transactions.

### **Market, Security and Regulatory Risks**

Any investment with the Adviser involves significant risk, including a complete loss of capital and conflicts of interest. All investment programs have certain risks that are borne by the investor which are described below:

#### **Market Risks:**

Competition. The securities industry and the varied strategies and techniques to be engaged in by the Adviser are extremely competitive and each involves a degree of risk. The Adviser will compete with firms, including many of the larger securities and investment banking firms, which have substantially greater financial resources and research staffs.

Market Volatility. The profitability of the Adviser substantially depends upon it correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. The Adviser cannot guarantee that it will be successful in accurately predicting price and interest rate movements.

Vineyard Global Advisors' Investment Activities. The Adviser's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by the Adviser. Such factors include a wide range of economic, political, competitive, technological, and other conditions (including acts of terrorism and war) that may affect investments in general or specific industries or companies. The securities markets may be volatile, which may adversely affect the ability of the Adviser to realize profits.

Material Non-Public Information. By reason of their responsibilities in connection with other activities of the Adviser and/or its affiliates, certain principals or employees of the Adviser and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Adviser will not be free to act upon any such information. Due to these restrictions, the Adviser may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Accuracy of Public Information. The Adviser selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the Adviser by the issuers or through sources other than the issuers. Although the Adviser evaluates all such information and data and sometimes seeks independent corroboration when it's considered appropriate and reasonably available, the Adviser is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

Investments in Undervalued Securities. The Adviser intends to invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While

investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Adviser's investments may not adequately compensate for the business and financial risks assumed.

Small Companies. The Adviser may invest a portion of its assets in small and/or unseasoned companies with small market capitalization. While smaller companies generally have potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification and competitive strength of larger companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. As a result, the securities of smaller companies may be subject to wider price fluctuations.

Leverage. When deemed appropriate by the Adviser and subject to applicable regulations, the Adviser may incur leverage in its investment program, whether directly through the use of borrowed funds, or indirectly through investment in certain types of financial instruments with inherent leverage, such as puts, calls and warrants, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss.

Options and Other Derivative Instruments. The Adviser may invest, from time to time, in options and other derivative instruments, including, but not limited to, the buying and selling of puts and calls on some of the securities held by the Adviser. The prices of many derivative instruments, including many options and swaps, are highly volatile. The values of options and swap agreements depend primarily upon the price of the securities, indexes, commodities, currencies or other instruments underlying them. Price movements of options contracts and payments pursuant to swap agreements are also influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Options on highly volatile securities, currencies or other assets may be more expensive than options on other investments.

Hedging Transactions. Investments in financial instruments such as forward contracts, options, commodities and interest rate swaps, caps and floors, other derivatives, and other investment techniques are commonly utilized by investment funds to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates, interest rates and/or the equity markets or sectors thereof. Any hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio positions should increase. The Adviser is not obligated to establish hedges for portfolio positions and may not do so.

Market or Interest Rate Risk. The price of most fixed income securities move in the opposite direction of the change in interest rates. For example, as interest rates rise, the price of fixed income securities falls. If the Adviser holds a fixed income security to maturity, the change in its price before maturity may have little impact on the Adviser's performance; however, if the Adviser has to sell the fixed income security before the maturity date, an increase in interest rates could result in a loss to the Adviser.

Fixed Income Call Option Risk. Many bonds, including agency, corporate and municipal bonds, and all mortgage-backed securities, contain a provision that allows the issuer to “call” all or part of the issue before the bond’s maturity date. The issuer usually retains this right to refinance the bond in the future if market interest rates decline below the coupon rate. There are three disadvantages to the call provision. First, the cash flow pattern of a callable bond is not known with certainty. Second, because the issuer will call the bonds when interest rates have dropped, the Adviser is exposed to reinvestment rate risk – the Adviser will have to reinvest the proceeds received when the bond is called at lower interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

Inflation Risk. Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if the Adviser purchases a 5-year bond in which it can realize a coupon rate of 5%, but the rate of inflation is 6%, then the purchasing power of the cash flow has declined. For all but inflation-linked bonds, adjustable bonds or floating rate bonds, the Adviser is exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security.

Investments in Non-U.S. Investments. From time to time, the Adviser may invest and trade a portion of its assets in non-U.S. securities and other assets (through ADRs and otherwise), which will give rise to risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject. Such risks may include:

- Political or social instability, the seizure by foreign governments of company assets, acts of war or terrorism, withholding taxes on dividends and interest, high or confiscatory tax levels, and limitations on the use or transfer of portfolio assets.
- Enforcing legal rights in some foreign countries is difficult, costly and slow, and there are sometimes special problems enforcing claims against foreign governments.
- Foreign securities and other assets often trade in currencies other than the U.S. dollar, and the Adviser may directly hold foreign currencies and purchase and sell foreign currencies through forward exchange contracts. Changes in currency exchange rates will affect the Adviser’s net asset value, the value of dividends and interest earned, and gains and losses realized on the sale of investments. An increase in the strength of the U.S. dollar relative to these other currencies may cause the value of the Adviser’s investments to decline. Some foreign currencies are particularly volatile. Foreign governments may intervene in the currency markets, causing a decline in value or liquidity of the Adviser’s foreign currency holdings. If the Adviser enters into forward foreign currency exchange contracts for hedging purposes, it may lose the benefits of advantageous changes in exchange rates. On the other hand, if the Adviser enters forward contracts for the purpose of increasing return, it may sustain losses.
- Non-U.S. securities, commodities and other markets may be less liquid, more volatile and less closely supervised by the government than in the United States. Foreign countries often lack uniform accounting, auditing and financial reporting standards, and there may be less public information about the operations of issuers in such markets.

### **Regulatory Risks:**

Strategy Restrictions. Certain institutions may be restricted from directly utilizing investment strategies of the type in which the Adviser may engage. Such institutions, including entities subject

to ERISA, should consult their own advisors, counsel, and accountants to determine what restrictions may apply and whether an investment in the Adviser is appropriate.

Trading Limitations. For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Adviser to loss. Also, such a suspension could render it impossible for the Adviser to liquidate positions and thereby expose the Adviser to potential losses.

Conflicts of Interest: In the administration of client accounts, portfolios and financial reporting, the Adviser faces inherent conflicts of interest which are described in this brochure. Generally, the Adviser mitigates these conflicts through its Code of Ethics which provides that the client's interest is always held above that of the Firm and its associated persons.

Supervision of Trading Operations. The Adviser, with assistance from its brokerage and clearing firms, intends to supervise and monitor trading activity in the portfolio accounts to ensure compliance with firm and client objectives. Despite the Adviser's efforts, however, there is a risk that unauthorized or otherwise inappropriate trading activity may occur in portfolio accounts. Depending on the nature of the investment management service selected by a client and the securities used to implement the investment strategy, clients will be exposed to risks that are specific to the securities in their particular investment portfolio.

### **Security Specific Risks:**

Liquidity: Liquidity is the ability to readily convert an investment into cash. Securities where there is a ready market that is traded through an exchange are generally more liquid. Securities traded over the counter or that do not have a ready market or are thinly traded are less liquid and may face material discounts in price level in a liquidation situation.

Currency: 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.

Lack of Registration: Funds or Limited Partnership ("LP") interests have neither been registered under the Securities Act nor under the securities or "blue sky" laws of any state and, therefore, are subject to transfer restrictions.

Withdrawal of Capital: The ability to withdraw funds from the funds or LP interests is usually restricted in accordance with the withdrawal provisions contained in an Offering Memorandum. In addition, substantial withdrawals by investors within a short period of time could require a fund to liquidate securities positions and other investments more rapidly than would otherwise be desirable, possibly reducing the value of the fund's assets and/or disrupting the fund's investment strategy.

Additional risks may be disclosed for different advisory groups at Integrated. For a detailed list of risks for an advisory group, refer to that group's ADV Part 2A.

## **Item 9 – Disciplinary Information**

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients. Other IARs of Integrated have been involved in disciplinary events related to past investment clients previous to their association with Integrated.



## **Item 10 - Other Financial Industry Activities and Affiliations**

### **Brokerage Affiliations**

There is not affiliations or activities to disclose specifically to Vineyard Global Advisors, but associated persons of Integrated Advisors Network are registered representatives of a broker dealer. They may offer securities and receive normal and customary commissions as a result of securities transactions. A conflict of interest may arise as these commissionable securities sales may create an incentive to recommend products based on the compensation they may earn and may not necessarily be in the best interests of the client. However, clients of Integrated Advisors Network are not required to use the brokerage services offered by the registered representatives associated with Integrated Advisors Network. Integrated Advisors Network does not make any representation that the brokerage services are at the lowest cost available and clients may be able to obtain those services and/or products at a more favorable rate from other brokerages. The brokerage activities provided by these individuals are entirely separate and distinct from the advisory services provided by Integrated Advisors Network.

Integrated offers services through their network of IARs. IARs may have their own legal business entities whose trade names and logos are used for marketing purposes and may appear on marketing materials or client statements. The client should understand that the business are legal entities of the IAR and not of Integrated. The IARs are under the supervision of Integrated, and the advisory services of the IAR are provided through Integrated. Integrated has the arrangement described above with the IARs of VGA.

Integrated Advisors Network mitigates these conflicts through its procedures to review client accounts relative to the client or investors personal financial situation to ensure the investment management service provided is appropriate. Further, Integrated Advisors Network is committed to its obligation to ensure associated persons adhere to the firm's Code of Ethics and to ensure that the firm and its associated persons fulfill their fiduciary duty to clients or investors.

## **Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **Code of Ethics**

The Adviser has adopted a Code of Ethics which establishes standards of conduct for its supervised persons. The Code of Ethics includes general requirements that such supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to report their personal securities transactions and holdings quarterly to the Adviser's Compliance Officer, and requires the Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the Adviser's Compliance Officer. Each supervised person of the Adviser receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during that year. Clients and prospective clients may obtain a copy of the Adviser's Code of Ethics by contacting the Compliance Officer of the Adviser.

### **Participation or Interest in Client Transactions**

Under the Adviser's Code of Ethics, the Adviser and its managers, members, officers and employees may invest personally in securities of the same classes as are purchased for clients and may own securities of the issuers whose securities are subsequently purchased for clients. If an issue is purchased or sold for clients and any of the Adviser, managers, members, officers and employees on the same day purchase or sell the same security, either the clients and the Adviser, managers, members, officers or employees shall receive or pay the same price or the clients shall receive a more favorable price. The Adviser and its managers, members, officers and employee may also buy or sell specific securities for their own accounts based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients.

### **Personal Trading**

The Chief Compliance Officer of the Advisor or his/her designee shall review all employee trades each quarter (except for his/her own trading activity that is reviewed by another principal or officer of the Firm). The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the Firm receive preferential treatment.

## **Item 12 - Brokerage Practices**

### **Brokerage Selection and Soft Dollars**

The Adviser has the authority over the selection of the broker to be used and the commission rates to be paid without obtaining specific client consent. The Adviser may recommend brokerage firms as qualified custodians and for trade execution. The Adviser does not receive fees or commissions from any of these arrangements.

In selecting brokers or dealers to execute transactions, Advisor will seek to achieve the best execution possible but this does not require it to solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Advisor is not required to negotiate "execution only" commission rates, thus the client may be deemed to be paying for research and related services (i.e., "soft dollars") provided by the broker which are included in the commission rate. Research and related services furnished by brokers may include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; statistical and pricing services, as well as discussions with research personnel, along with hardware, software, data bases and other technical and telecommunication services and equipment utilized in the investment management process. It is the policy and practice of the Adviser to strive for the best price and execution for costs and discounts which are competitive in relation to the value of the transaction and which comply with Section 28(e) of the Securities Exchange Act of 1934, as amended. Nevertheless, it is understood that the Adviser may pay compensation on a transaction in excess of the amount of compensation that another broker or dealer may charge so long as it is in compliance with Section 28(e), and the Adviser makes no warranty or representation regarding compensation paid on transactions. In negotiating mark-ups or mark-downs, the Adviser will take into account the financial stability and reputation of brokerage firms and the brokerage and research services provided by such brokers, although the client may not, in any particular instance, be the sole direct or indirect beneficiary of the research services provided. The Adviser has no obligation to deal with any broker or group of brokers in executing transactions in portfolio securities.

## Research and Other Benefits

Neither Integrated nor the Advisor maintain custody of client assets that managed and/or advised on (see Item 15—Custody, below). Assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. Integrated works with multiple custodians. A few of these custodians include, but are not limited to, Charles Schwab & Co., Inc. ("Schwab"), TD Ameritrade ("TDA"), and Fidelity Investments, Inc. ("Fidelity") (aka "the custodian", "custodians") registered broker-dealers, members SIPC. Integrated is independently owned and operated and is not affiliated with the custodians utilized. The custodian chosen will hold client assets in a brokerage account and buy and sell securities when instructed to. While we a certain custodian may be recommended, the client will decide whether to do so and will open your account with said custodian by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client referrals and other compensation). You should consider these conflicts of interest when selecting your custodian.

When considering whether the terms that custodians provide are, overall, most advantageous to you when compared with other available providers and their services, we take into account a wide range of factors, including: combination of transaction execution services and asset custody services (generally without a separate fee for custody), capability to execute, clear, and settle trades (buy and sell securities for your account), capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.), breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.), quality of services, reputation, financial strength, security and stability, prior service to us and our clients, availability of other products and services that benefit us.

## Brokerage and Custody Costs

For Integrated and the Advisor's clients' accounts that certain custodians maintain, the custodian generally does not charge the client separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into the client account.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through the custodian selected, we have determined that having the custodian execute most trades is consistent with Integrated and the Advisor's duty to seek "best execution" of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above. By using another broker or dealer you may pay lower transaction costs.

## Products and Services Available

TD Ameritrade, Fidelity and Schwab 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 retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab without going through us. The custodians also make available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. The support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Some of these support services are as follows:

**Services that benefit the client:** Institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by clients. The services described in this paragraph generally benefit you and your account.

**Services that do not directly benefit the client:** Other products and services that benefit us but do not directly benefit you or your account are also available. These products and services assist us in managing

and administering our clients' accounts and operating our firm. They include investment research, both the custodian's own and that of third parties. Integrated uses this research to service all or a substantial number of our clients' accounts. In addition to investment research, also available is software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

**Services that generally benefit only Integrated and/or the Advisor:** The custodians also offer other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology and business needs
- Consulting on legal and compliance related needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

The custodian provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to Integrated. Custodians also discount or waives its fees for some of these services or pays all or a part of a third party's fees. The custodian also provides Integrated with other benefits, such as occasional business entertainment of our personnel. If you did not maintain your account with the custodian chosen, Integrated would be required to pay for those services from our own resources.

The benefits received by Integrated or its personnel do not depend on the amount of brokerage transactions directed to the specific custodian. As a part of the fiduciary duties to clients, the Advisor and Integrated endeavors at all times to put the interest of clients first.

The availability of these services benefits Integrated and the Advisor because we do not have to produce or purchase them. Certain custodians have also agreed to pay for certain technology, research, marketing, and compliance consulting products and services on Integrated's behalf once the value of our clients' assets in accounts at the specific custodian reaches certain thresholds. [These services are not contingent upon us committing any specific amount of business to the custodian in trading commissions or assets in custody.] The fact that we receive these benefits from a specific custodian is an incentive for us to recommend the use of said custodian rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. Integrated believes, however, that taken in the aggregate our recommendations of a specific business as custodian and broker is in the best interests of clients.

## **Order Aggregation**

The Adviser may purchase and/or sell the same security for many accounts, even though each Client account is individually managed. When possible, the Adviser may also aggregate the same transaction in the same securities for many Clients for whom the Adviser has discretion to direct brokerage. Clients in aggregated transactions each receive the same price per unit, although they may pay differing brokerage commissions depending upon the nature of their directed brokerage arrangement, if any.

If more than one price is paid for securities in an aggregated transaction, each client in the aggregated transaction will receive the average price paid for the block of securities in the same

aggregated transaction for the day. If the Adviser is unable to fill an aggregated transaction completely, but receives a partial fill of the aggregated transaction, the Adviser will allocate the filled portion of the transaction to clients based on an equitable rotational system as follows:

- The Adviser must ensure that adequate and full disclosure of its allocation and bunching practices has been made prior to the transaction.
- All clients/investors, accounts or funds participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rata basis.
- Aggregate transactions must not be executed unless the intended and resultant aggregation is consistent with its duty to seek best execution and any terms found in the Adviser's written agreements.
- Aggregated orders filled in their entirety shall be allocated among clients/investors, accounts or funds in accordance with an allocation statement created prior to the execution of the transaction(s); partially filled orders shall be allocated pro-rata based on the allocation statement and the variance from the modeled allocation of a security. Where this method prescribes an odd lot that is less than 100 shares for an account, the allocation will be rounded up to a whole lot. Client/investor funds held collectively for the purpose of completing the transaction may not be held in this commingled manner for any longer than is practical to settle the transaction.
- Each client/investor, account or fund that participates in an aggregated order will participate at the average share price for all the Adviser's transactions in that security on a given business day, with transaction costs shared pro-rata based on each client/investor's, account's or fund's participation in the transaction.
- Investments resulting from any aggregated order must be consistent with the specific investment objective(s) of each client/investor, account or fund as detailed in any written agreements. No additional compensation shall result from the proposed allocation. No Client/investor, account or fund will be favored over any other Client/investor, account or fund as a result of the allocation.
- Pre-allocation statement(s) specifying the participating Client/investor accounts and the proposed method to allocate the order among the clients/investors, accounts or funds are required prior to any allocated order. Basis for establishing pre-allocations may include pro-rata of account assets to assets for the specific strategy, executing broker and variance from modeled position holding as factors. Should the actual allocation differ from the allocation statement, such trade may only be settled with the approval of the CCO or another appropriately qualified and authorized principal of the Adviser.

In cases where the Client has negotiated the commission-rate directly with the broker, the Adviser will not be able to obtain more favorable commission rates based on an aggregated trade. In such cases, the Client will be precluded from receiving the benefit of any, possible commission discounts that might otherwise be available as a result of the aggregated trade.

### **Directing Brokerage for Client Referrals**

The Adviser and its associated persons do not receive client referrals from broker dealers or third parties as consideration for selecting or recommending brokers for client accounts.

### **Directed Brokerage**

The Adviser allows clients to direct brokerage but the Adviser does not require clients to direct brokerage. In the event that a client directs the Adviser to use a particular broker or dealer, the Adviser may not be authorized under those circumstances to negotiate commissions and may not

be able to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct the Adviser to use a particular broker or dealer and other clients who do not direct Advisor to use a particular broker or dealer which may result in higher trading expenses to the client who directs brokerage. The Adviser may place orders for transactions in certain securities initially only for those accounts which are held in custody at banks or at brokerage firms that permit the Adviser to place trades for accounts held in custody at that firm with other brokerage firms. Therefore, accounts held in custody at firms which do not permit the Adviser to place transactions with other brokerage firms may not be able to participate in the initial transaction and may not be able to participate in the same gains or losses as other Clients whose accounts are not so restricted. In cases where trading or investment restrictions are placed on a Client's account, the Adviser may be precluded from aggregating that Client's transaction with other accounts which may result in less favorable security prices and/or higher transaction costs.

## **Item 13 - Review of Accounts**

### **Periodic Reviews**

Account reviewers are members of the Firm, CCO, and the associated IARs. Collectively, they review accounts not less than once a year. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client. Client accounts reviewed by the Investment Adviser Representative responsible for the account and the CCO also performs random reviews.

### **Review Triggers**

Accounts are reviewed quarterly or more frequently when market conditions dictate. Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's financial or personal situation.

### **Regular Reports**

Clients receive periodic reports on at least a quarterly basis. The written reports may include account valuation, performance stated in dollars and as a percent, net worth statement, portfolio statement, and a summary of objectives and progress towards meeting those objectives. Clients receive statements of account positions no less than quarterly from the account custodian. Account reviewers are members of the Firm, CCO, and the associated IARs. Collectively, they review accounts not less than once a year.

## **Item 14 - Client Referrals and Other Compensation**

### **Incoming Client Referrals**

The Adviser receives client referrals which may come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

### **Solicitor Referrals**

The Adviser has entered into agreements where it solicits clients and refers them to third party investment advisers. The Firm will only refer clients to investment advisers that are registered with the Securities and Exchange Commission (SEC) or with the applicable state(s). The Adviser is

required to present a disclosure to all prospects and clients which details the compensation to the Adviser and other general terms of the relationship between the third party and the Adviser. The Adviser has clients and prospects sign this disclosure and return it to the third-party adviser. The agreement between the Adviser and the third-party adviser(s) may be terminated by either party's written notice.

### **Referrals to Third Parties**

The Adviser does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

## **Item 15 - Custody**

### **Custody Policy**

The Adviser does not accept or permit the Firm or its associated persons from obtaining custody of client assets including cash, securities, acting as trustee, provide bill paying service, have password access to control account activity or any other form of controlling client assets. All checks or wire transfer to fund client accounts are required to be made out to/sent to the account custodian.

The Advisor is generally considered to have custody of clients' funds or securities when clients have standing authorizations with their custodian to move money from a client's account to a third-party ("SLOA") in which the Advisor may have some discretion in transferring the funds on behalf of the client. These SLOAs have been put in place upon the client's written request and signature. For instance, the amount or timing of the transfers may not be on the SLOA submitted to the custodian; however, at a future date, a client will contact the Advisor requesting that the adviser submit instructions to the custodian to remit a specific dollar amount from the account to the designated third-party (both of which are identified in the SLOA that is on file). The Advisor meets the seven conditions the SEC has set forth that are intended to protect client assets in such situations.

### **Account Statements**

All assets are held at qualified custodians and the custodians provide account statements not less than quarterly to clients at their address of record. Clients should carefully review such statements for any discrepancies or inaccuracies.

### **Performance Reports**

Pursuant to recent amendments to Rule 206(4) under the Investment Advisers Act of 1940, the Securities and Exchange Commission now requires advisers to urge clients to compare the information set forth in their statement from the Adviser with the statements received directly from the custodian to ensure accuracy of all account transactions.

## **Item 16 - Investment Discretion**

The Adviser contracts for limited discretionary authority to transact portfolio securities accounts on behalf of clients. Discretionary authority is granted either by the Adviser's investment management agreement and/or by a separate limited power of attorney where such document is required. The Adviser has the authority to determine, without obtaining specific client consent, the

securities to be bought or sold, and the amount of the securities to be bought or sold. The firm's discretionary authority regarding investments may however be subject to certain limitations. These limitations are recognized as the restrictions and prohibitions placed by the Client on transactions in certain types of business or industries. All such restrictions are to be agreed upon in writing at the account's inception.

The Adviser will consult with the client where discretion is not obtained prior to each trade in order to obtain client approval for the transaction(s). The client authorizes the discretion to select the custodian to be used and the commission rates paid to the Adviser. The Adviser does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

### **Item 17 - Voting Client Securities**

The Adviser will not vote nor advise clients how to vote proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. The Adviser does not give any advice or take any action with respect to the voting of these proxies. For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. The Adviser promptly passes along any proxy voting information to the clients or their representatives.

### **Item 18 - Financial Information**

The Adviser does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. The Adviser meets all net capital requirements that it is subject to and the Adviser has not been the subject of a bankruptcy petition in the last 10 years.

The Adviser is not required to provide a balance sheet as it does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.