



the end of your most recently completed fiscal year?

0

G.

Mailing address, if different from your *principal office and place of business* address:

Number and Street 1:

P.O. BOX 2365

City:

LIVERPOOL

Number and Street 2:

State:

New York

Country:

United States

ZIP+4/Postal Code:

13089

If this address is a private residence, check this box:

☐

H.

If you are a sole proprietor, state your full residence address, if different from your *principal office and place of business* address in Item 1.F.:

Number and Street 1:

City:

Number and Street 2:

State:

Country:

ZIP+4/Postal Code:

Yes

No

I.

Do you have one or more websites or accounts on publicly available social media platforms (including, but not limited to, Twitter, Facebook and LinkedIn)?

☒

☐

If "yes," list all firm website addresses and the address for each of the firm's accounts on publicly available social media platforms on [Section 1.I. of Schedule D](#). If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. You may need to list more than one portal address. Do not provide the addresses of websites or accounts on publicly available social media platforms where you do not control the content. Do not provide the individual electronic mail (e-mail) addresses of employees or the addresses of employee accounts on publicly available social media platforms.

J.

Chief Compliance Officer

(1) Provide the name and contact information of your Chief Compliance Officer. If you are an *exempt reporting adviser*, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:

Telephone number:

Number and Street 1:

City:

Other titles, if any:

Facsimile number, if any:

Number and Street 2:

Country:

ZIP+4/Postal Code:

Electronic mail (e-mail) address, if Chief Compliance Officer has one:

(2) If your Chief Compliance Officer is compensated or employed by any *person* other than you, a *related person* or an investment company registered under the Investment Company Act of 1940 that you advise for providing chief compliance officer services to you, provide the *person's* name and IRS Employer Identification Number (if any):

Name:

IRS Employer Identification Number:

K.

Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:

Telephone number:

Number and Street 1:

City:

Titles:

Facsimile number, if any:

Number and Street 2:

Country:

ZIP+4/Postal Code:

Electronic mail (e-mail) address, if contact person has one:

Yes

No

L.

Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*?

☐

☒

If "yes," complete [Section 1.L. of Schedule D](#).

Yes

No

M.

Are you registered with a *foreign financial regulatory authority*?

☐

☒

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete [Section 1.M. of Schedule D](#).

Yes

No

N.

Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934?

☐

☒

Yes

No

O.

Did you have \$1 billion or more in assets on the last day of your most recent fiscal year?

☐

☒

If yes, what is the approximate amount of your assets:

- ☐ \$1 billion to less than \$10 billion
- ☐ \$10 billion to less than \$50 billion
- ☐ \$50 billion or more

For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.

P. Provide your *Legal Entity Identifier* if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. You may not have a *legal entity identifier*.

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1.I. for each website or account on a publicly available social media platform.

Address of Website/Account on Publicly Available Social Media Platform: HTTP://WWW.IBROKERNET.COM

SECTION 1.L. Location of Books and Records

No Information Filed

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Item 2 SEC Registration / Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration. If you are filing an *umbrella registration*, the information in Item 2 should be provided for the *filing adviser* only.

- A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). [Part 1A Instruction 2](#) provides information to help you determine whether you may affirmatively respond to each of these items.
- You (the adviser):
- ☐ (1) are a **large advisory firm** that either:
- (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or

(b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- ☒ (2) are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
- (a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*; or

(b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*;
- Click [HERE](#) for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities

authority.

- ☐ (3) Reserved
- ☐ (4) have your *principal office and place of business* **outside the United States**;
- ☐ (5) are **an investment adviser (or subadviser) to an investment company** registered under the Investment Company Act of 1940;
- ☐ (6) are **an investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- ☐ (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- ☐ (8) are a **related adviser** under rule 203A-2(b) that *controls*, is *controlled* by, or is under common *control* with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;  
*If you check this box, complete [Section 2.A.\(8\) of Schedule D](#).*
- ☐ (9) are an **adviser** relying on rule 203A-2(c) because you **expect to be eligible for SEC registration within 120 days**;  
*If you check this box, complete [Section 2.A.\(9\) of Schedule D](#).*
- ☐ (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);  
*If you check this box, complete [Section 2.A.\(10\) of Schedule D](#).*
- ☐ (11) are an **Internet adviser** relying on rule 203A-2(e);  
*If you check this box, complete [Section 2.A.\(11\) of Schedule D](#).*
- ☐ (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;  
*If you check this box, complete [Section 2.A.\(12\) of Schedule D](#).*
- ☐ (13) are **no longer eligible** to remain registered with the SEC.

**State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers**

C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

|                                        |                                        |                                        |                                        |
|----------------------------------------|----------------------------------------|----------------------------------------|----------------------------------------|
| <input type="checkbox"/> AL            | <input type="checkbox"/> IL            | <input checked="" type="checkbox"/> NE | <input type="checkbox"/> SC            |
| <input type="checkbox"/> AK            | <input type="checkbox"/> IN            | <input type="checkbox"/> NV            | <input type="checkbox"/> SD            |
| <input type="checkbox"/> AZ            | <input type="checkbox"/> IA            | <input type="checkbox"/> NH            | <input checked="" type="checkbox"/> TN |
| <input type="checkbox"/> AR            | <input checked="" type="checkbox"/> KS | <input checked="" type="checkbox"/> NJ | <input checked="" type="checkbox"/> TX |
| <input type="checkbox"/> CA            | <input checked="" type="checkbox"/> KY | <input type="checkbox"/> NM            | <input type="checkbox"/> UT            |
| <input type="checkbox"/> CO            | <input checked="" type="checkbox"/> LA | <input checked="" type="checkbox"/> NY | <input type="checkbox"/> VT            |
| <input checked="" type="checkbox"/> CT | <input type="checkbox"/> ME            | <input type="checkbox"/> NC            | <input type="checkbox"/> VI            |
| <input type="checkbox"/> DE            | <input checked="" type="checkbox"/> MD | <input type="checkbox"/> ND            | <input checked="" type="checkbox"/> VA |
| <input type="checkbox"/> DC            | <input checked="" type="checkbox"/> MA | <input type="checkbox"/> OH            | <input checked="" type="checkbox"/> WA |
| <input checked="" type="checkbox"/> FL | <input type="checkbox"/> MI            | <input type="checkbox"/> OK            | <input type="checkbox"/> WV            |
| <input type="checkbox"/> GA            | <input type="checkbox"/> MN            | <input checked="" type="checkbox"/> OR | <input type="checkbox"/> WI            |
| <input type="checkbox"/> GU            | <input type="checkbox"/> MS            | <input checked="" type="checkbox"/> PA | <input type="checkbox"/> WY            |
| <input type="checkbox"/> HI            | <input type="checkbox"/> MO            | <input type="checkbox"/> PR            |                                        |
| <input checked="" type="checkbox"/> ID | <input type="checkbox"/> MT            | <input checked="" type="checkbox"/> RI |                                        |

*If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).*

**SECTION 2.A.(8) Related Adviser**

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser  
-

SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days

If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- ☐ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- ☐ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- ☐ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.
- ☐ I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- ☐ Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

SECTION 2.A.(11) Internet Adviser

If you are relying on rule 203A-2(e), the Internet adviser exemption from the prohibition on registration, you are required to make a representation about your eligibility for SEC registration. By checking the appropriate box, you will be deemed to have made the required representation.

If you are applying for registration as an investment adviser with the SEC or changing your existing Item 2 response regarding your eligibility for SEC registration, you must make this representation:

- ☐ I will provide investment advice on an ongoing basis to more than one client exclusively through an *operational interactive website*.

If you are filing an annual updating amendment to your existing registration and are continuing to rely on the Internet adviser exemption for SEC registration, you must make this representation:

- ☐ I have provided and will continue to provide investment advice on an ongoing basis to more than one client exclusively through an *operational interactive website*.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number:  
803-

Date of *order*:

Item 3 Form of Organization

If you are filing an *umbrella registration*, the information in Item 3 should be provided for the *filing adviser* only.

- A. How are you organized?
- ☒ Corporation

☐ Sole Proprietorship

☐ Limited Liability Partnership (LLP)

☐ Partnership

☐ Limited Liability Company (LLC)

☐ Limited Partnership (LP)

☐ Other (specify):

If you are changing your response to this Item, see [Part 1A Instruction 4](#).

- B.

In what month does your fiscal year end each year?  
DECEMBER
- C.

Under the laws of what state or country are you organized?  
StateCountry  
New YorkUnited States

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see [Part 1A Instruction 4](#).

Item 4 Successions

- YesNo
- A.

Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?  
  
If "yes", complete Item 4.B. and [Section 4 of Schedule D](#).

☐☒
- B.

Date of Succession: (MM/DD/YYYY)  
  
If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See [Part 1A Instruction 4](#).

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. [Part 1A Instruction 5.a.](#) provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

- A.

Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.  
52
- B.

(1)

Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?  
15

(2)

Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?  
52

(3)

Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?  
11

(4)

Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?  
4

(5)

Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?  
40

(6)

Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?  
0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm’s employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?  
0
- (2) Approximately what percentage of your *clients* are non-United States persons?  
0%

D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.  
The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (1)(d) or (3)(d) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

| Type of <i>Client</i>                                                                               | (1) Number of <i>Client(s)</i> | (2) Fewer than 5 <i>Clients</i> | (3) Amount of Regulatory Assets under Management |
|-----------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------|--------------------------------------------------|
| (a) Individuals (other than <i>high net worth individuals</i> )                                     | 457                            | <input type="checkbox"/>        | \$ 56,974,613                                    |
| (b) <i>High net worth individuals</i>                                                               | 40                             | <input type="checkbox"/>        | \$ 17,530,650                                    |
| (c) Banking or thrift institutions                                                                  |                                | <input type="checkbox"/>        | \$                                               |
| (d) Investment companies                                                                            |                                |                                 | \$                                               |
| (e) Business development companies                                                                  |                                |                                 | \$                                               |
| (f) Pooled investment vehicles (other than investment companies and business development companies) |                                |                                 | \$                                               |
| (g) Pension and profit sharing plans (but not the plan participants or government pension plans)    | 10                             | <input type="checkbox"/>        | \$ 6,135,728                                     |
| (h) Charitable organizations                                                                        | 6                              | <input type="checkbox"/>        | \$ 2,629,597                                     |
| (i) State or municipal <i>government entities</i> (including government pension plans)              |                                | <input type="checkbox"/>        | \$                                               |
| (j) Other investment advisers                                                                       |                                | <input type="checkbox"/>        | \$                                               |
| (k) Insurance companies                                                                             |                                | <input type="checkbox"/>        | \$                                               |
| (l) Sovereign wealth funds and foreign official institutions                                        |                                | <input type="checkbox"/>        | \$                                               |
| (m) Corporations or other businesses not listed above                                               | 6                              | <input type="checkbox"/>        | \$ 4,382,662                                     |
| (n) Other:                                                                                          |                                | <input type="checkbox"/>        | \$                                               |

Compensation Arrangements

- E. You are compensated for your investment advisory services by (check all that apply):
- ☒ (1) A percentage of assets under your management
- ☒ (2) Hourly charges
- ☐ (3) Subscription fees (for a newsletter or periodical)
- ☐ (4) Fixed fees (other than subscription fees)
- ☐ (5) Commissions
- ☐ (6) *Performance-based fees*
- ☒ (7) Other (specify): SELECTION AND MONITORING FEES

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

| Regulatory Assets Under Management                                                                        |     |                    | Yes                      | No  |
|-----------------------------------------------------------------------------------------------------------|-----|--------------------|--------------------------|-----|
| F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? |     |                    |                          |     |
| (2) If yes, what is the amount of your regulatory assets under management and total number of accounts?   |     |                    |                          |     |
|                                                                                                           |     | U.S. Dollar Amount | Total Number of Accounts |     |
| Discretionary:                                                                                            | (a) | \$ 87,653,250      | (d)                      | 519 |



|                                                                                                                                                                                                                                                         |  |                                  |                                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------|----------------------------------|
| (2) Do you report <i>client</i> assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under management?                                                                      |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| K. Separately Managed Account <i>Clients</i>                                                                                                                                                                                                            |  |                                  |                                  |
|                                                                                                                                                                                                                                                         |  | Yes                              | No                               |
| (1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separately managed account <i>clients</i> )?                                                                          |  | <input checked="" type="radio"/> | <input type="radio"/>            |
| If yes, complete <i>Section 5.K.(1) of Schedule D</i> .                                                                                                                                                                                                 |  |                                  |                                  |
| (2) Do you engage in borrowing transactions on behalf of any of the separately managed account <i>clients</i> that you advise?                                                                                                                          |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| If yes, complete <i>Section 5.K.(2) of Schedule D</i> .                                                                                                                                                                                                 |  |                                  |                                  |
| (3) Do you engage in derivative transactions on behalf of any of the separately managed account <i>clients</i> that you advise?                                                                                                                         |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| If yes, complete <i>Section 5.K.(2) of Schedule D</i> .                                                                                                                                                                                                 |  |                                  |                                  |
| (4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining amount of regulatory assets under management?                          |  | <input checked="" type="radio"/> | <input type="radio"/>            |
| If yes, complete <i>Section 5.K.(3) of Schedule D</i> for each custodian.                                                                                                                                                                               |  |                                  |                                  |
| L. Marketing Activities                                                                                                                                                                                                                                 |  |                                  |                                  |
|                                                                                                                                                                                                                                                         |  | Yes                              | No                               |
| (1) Do any of your <i>advertisements</i> include:                                                                                                                                                                                                       |  |                                  |                                  |
| (a) Performance results?                                                                                                                                                                                                                                |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-1(a)(5))?                                                                                                                                          |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (c) <i>Testimonials</i> (other than those that satisfy rule 206(4)-1(b)(4)(ii))?                                                                                                                                                                        |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (d) <i>Endorsements</i> (other than those that satisfy rule 206(4)-1(b)(4)(ii))?                                                                                                                                                                        |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (e) <i>Third-party ratings</i> ?                                                                                                                                                                                                                        |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) If you answer "yes" to L(1)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly or indirectly, in connection with the use of <i>testimonials</i> , <i>endorsements</i> , or <i>third-party ratings</i> ? |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (3) Do any of your <i>advertisements</i> include <i>hypothetical performance</i> ?                                                                                                                                                                      |  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (4) Do any of your <i>advertisements</i> include <i>predecessor performance</i> ?                                                                                                                                                                       |  | <input type="radio"/>            | <input checked="" type="radio"/> |

|                                                                                                |
|------------------------------------------------------------------------------------------------|
| SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies |
| No Information Filed                                                                           |

|                                          |
|------------------------------------------|
| SECTION 5.I.(2) <i>Wrap Fee Programs</i> |
| No Information Filed                     |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SECTION 5.K.(1) Separately Managed Accounts                                                                                                                                                                                                                                                                                                                                                                                                                               |
| After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b). |
| Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.                                                                                                                                                                                                                                                                                                                                                            |
| If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.                                                                                                                                                                                                                                                                                                               |
| End of year refers to the date used to calculate your regulatory assets under management for purposes of your <i>annual updating amendment</i> . Mid-year is the                                                                                                                                                                                                                                                                                                          |

date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

(a)

| Asset Type                                                                                                                         | Mid-year | End of year |
|------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| (i) Exchange-Traded Equity Securities                                                                                              | %        | %           |
| (ii) Non Exchange-Traded Equity Securities                                                                                         | %        | %           |
| (iii) U.S. Government/Agency Bonds                                                                                                 | %        | %           |
| (iv) U.S. State and Local Bonds                                                                                                    | %        | %           |
| (v) Sovereign Bonds                                                                                                                | %        | %           |
| (vi) Investment Grade Corporate Bonds                                                                                              | %        | %           |
| (vii) Non-Investment Grade Corporate Bonds                                                                                         | %        | %           |
| (viii) Derivatives                                                                                                                 | %        | %           |
| (ix) Securities Issued by Registered Investment Companies or Business Development Companies                                        | %        | %           |
| (x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies) | %        | %           |
| (xi) Cash and Cash Equivalents                                                                                                     | %        | %           |
| (xii) Other                                                                                                                        | %        | %           |

Generally describe any assets included in "Other"

(b)

| Asset Type                                                                                                                         | End of year |
|------------------------------------------------------------------------------------------------------------------------------------|-------------|
| (i) Exchange-Traded Equity Securities                                                                                              | 100 %       |
| (ii) Non Exchange-Traded Equity Securities                                                                                         | 0 %         |
| (iii) U.S. Government/Agency Bonds                                                                                                 | 0 %         |
| (iv) U.S. State and Local Bonds                                                                                                    | 0 %         |
| (v) Sovereign Bonds                                                                                                                | 0 %         |
| (vi) Investment Grade Corporate Bonds                                                                                              | 0 %         |
| (vii) Non-Investment Grade Corporate Bonds                                                                                         | 0 %         |
| (viii) Derivatives                                                                                                                 | 0 %         |
| (ix) Securities Issued by Registered Investment Companies or Business Development Companies                                        | 0 %         |
| (x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies) | 0 %         |
| (xi) Cash and Cash Equivalents                                                                                                     | 0 %         |
| (xii) Other                                                                                                                        | 0 %         |

Generally describe any assets included in "Other"

SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowingsand Derivatives

☒ No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

| Gross Notional Exposure | (1) Regulatory Assets Under Management | (2) Borrowings | (3) Derivative Exposures     |                                 |                       |                       |                          |                      |
|-------------------------|----------------------------------------|----------------|------------------------------|---------------------------------|-----------------------|-----------------------|--------------------------|----------------------|
|                         |                                        |                | (a) Interest Rate Derivative | (b) Foreign Exchange Derivative | (c) Credit Derivative | (d) Equity Derivative | (e) Commodity Derivative | (f) Other Derivative |
| Less than 10 %          | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |
| 10-149 %                | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |
| 150 % or more           | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

| Gross Notional Exposure | (1) Regulatory Assets Under Management | (2) Borrowings | (3) Derivative Exposures     |                                 |                       |                       |                          |                      |
|-------------------------|----------------------------------------|----------------|------------------------------|---------------------------------|-----------------------|-----------------------|--------------------------|----------------------|
|                         |                                        |                | (a) Interest Rate Derivative | (b) Foreign Exchange Derivative | (c) Credit Derivative | (d) Equity Derivative | (e) Commodity Derivative | (f) Other Derivative |
| Less than 10 %          | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |
| 10-149 %                | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |
| 150 % or more           | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

| Gross Notional Exposure | (1) Regulatory Assets Under Management | (2) Borrowings |
|-------------------------|----------------------------------------|----------------|
| Less than 10 %          | \$                                     | \$             |
| 10-149 %                | \$                                     | \$             |
| 150 % or more           | \$                                     | \$             |

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

Complete a separate Schedule D Section 5.K.(3) for each custodian that holds ten percent or more of your aggregate separately managed account regulatory assets under management.

(a)

Legal name of custodian:  
TD AMERITRADE

(b)

Primary business name of custodian:  
TD AMERITRADE

(c)

The location(s) of the custodian's office(s) responsible for *custody* of the assets :

City:OMAHA

State:Nebraska

Country:United States

Yes

No

(d)

Is the custodian a *related person* of your firm?

(e)

If the custodian is a broker-dealer, provide its SEC registration number (if any)  
8 - 7870

(f)

If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any)

(g)

What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?  
\$ 0

(a)

Legal name of custodian:  
AXOS CLEARING LLC

(b)

Primary business name of custodian:  
AXOS CLEARING LLC

(c)

The location(s) of the custodian's office(s) responsible for *custody* of the assets :

City:OMAHA

State:Nebraska

Country:United States

Yes

No

(d)

Is the custodian a *related person* of your firm?

(e)

If the custodian is a broker-dealer, provide its SEC registration number (if any)  
8 - 53595

(f)

If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any)

(g)

What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?  
\$ 40,931,395

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A.

You are actively engaged in business as a (check all that apply):

☒

(1)

broker-dealer (registered or unregistered)

☐

(2)

registered representative of a broker-dealer

☐

(3)

commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

☐

(4)

futures commission merchant

☐

(5)

real estate broker, dealer, or agent

☒

(6)

insurance broker or agent

☐

(7)

bank (including a separately identifiable department or division of a bank)

☐

(8)

trust company

☐

(9)

registered municipal advisor

☐

(10)

registered security-based swap dealer

☐

(11)

major security-based swap participant

☐

(12)

accountant or accounting firm

☐

(13)

lawyer or law firm

☐

(14)

other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete [Section 6.A. of Schedule D](#).

Yes

No

B.

(1)

Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

(2)

If yes, is this other business your primary business?

If "yes," describe this other business on [Section 6.B.\(2\) of Schedule D](#), and if you engage in this business under a different name, provide that name.

|                                                                                                                                                                         | Yes                              | No                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|-----------------------|
| (3) Do you sell products or provide services other than investment advice to your advisory <i>clients</i> ?                                                             | <input checked="" type="radio"/> | <input type="radio"/> |
| If "yes," describe this other business on <a href="#">Section 6.B.(3) of Schedule D</a> , and if you engage in this business under a different name, provide that name. |                                  |                       |

SECTION 6.A. Names of Your Other Businesses

If you are actively engaged in other business using a different name, provide that name and the other line(s) of business.

Other Business Name: IBN FINANCIAL SERVICES, INC.

Other line(s) of business in which you engage using this name (check all that apply):

- ☒ (1) broker-dealer (registered or unregistered)
- ☐ (2) registered representative of a broker-dealer
- ☐ (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- ☐ (4) futures commission merchant
- ☐ (5) real estate broker, dealer, or agent
- ☒ (6) insurance broker or agent
- ☐ (7) bank (including a separately identifiable department or division of a bank)
- ☐ (8) trust company
- ☐ (9) registered municipal advisor
- ☐ (10) registered security-based swap dealer
- ☐ (11) major security-based swap participant
- ☐ (12) accountant or accounting firm
- ☐ (13) lawyer or law firm
- ☐ (14) other financial product salesperson (specify):

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.  
INSURANCE PRODUCTS SUCH AS LIFE DISABILITY LONG TERM CARE AND HEALTH INSURANCE

If you engage in that business under a different name, provide that name:  
IBN FINANCIAL SERVICES, INC.

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

You have a *related person* that is a (check all that apply):

- ☐ (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- ☒ (2) other investment adviser (including financial planners)
- ☐ (3) registered municipal advisor
- ☐ (4) registered security-based swap dealer
- ☐ (5) major security-based swap participant
- ☐ (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- ☐ (7) futures commission merchant
- ☐ (8) banking or thrift institution
- ☐ (9) trust company
- ☐ (10) accountant or accounting firm
- ☐ (11) lawyer or law firm
- ☐ (12) insurance company or agency
- ☐ (13) pension consultant
- ☐ (14) real estate broker or dealer
- ☐ (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- ☐ (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Note that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a

broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete [Section 7.A. of Schedule D](#).

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete [Section 7.A. of Schedule D](#) for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each *related person* listed in Item 7.A.

1. Legal Name of *Related Person*:  
IBN ADVISORY SERVICES, INC.

2. Primary Business Name of *Related Person*:  
IBN ADVISORY SERVICES, INC.

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  
801 - 113320  
or  
Other

4. *Related Person's*  
(a) *CRD* Number (if any):  
293288  
(b) CIK Number(s) (if any):  

No Information Filed

5. *Related Person* is: (check all that apply)  
(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer  
(b) ☒ other investment adviser (including financial planners)  
(c) ☐ registered municipal advisor  
(d) ☐ registered security-based swap dealer  
(e) ☐ major security-based swap participant  
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  
(g) ☐ futures commission merchant  
(h) ☐ banking or thrift institution  
(i) ☐ trust company  
(j) ☐ accountant or accounting firm  
(k) ☐ lawyer or law firm  
(l) ☐ insurance company or agency  
(m) ☐ pension consultant  
(n) ☐ real estate broker or dealer  
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles  
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes

No

6. Do you control or are you controlled by the *related person*?

Yes

No

7. Are you and the *related person* under common control?

Yes

No

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for custody of your *clients'* assets:  
Number and Street 1: Number and Street 2:  
City: State: Country: ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

|                                                                                                                                                                           | Yes                              | No                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| 9. (a) If the <i>related person</i> is an investment adviser, is it exempt from registration?                                                                             | <input type="radio"/>            | <input checked="" type="radio"/> |
| (b) If the answer is yes, under what exemption?                                                                                                                           |                                  |                                  |
| 10. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?                                                                    | <input type="radio"/>            | <input checked="" type="radio"/> |
| (b) If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registered. |                                  |                                  |
| No Information Filed                                                                                                                                                      |                                  |                                  |
| 11. Do you and the <i>related person</i> share any <i>supervised persons</i> ?                                                                                            | <input checked="" type="radio"/> | <input type="radio"/>            |
| 12. Do you and the <i>related person</i> share the same physical location?                                                                                                | <input checked="" type="radio"/> | <input type="radio"/>            |

Item 7 *Private Fund* Reporting

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Yes                   | No                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------------------|
| B. Are you an adviser to any <i>private fund</i> ?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <input type="radio"/> | <input checked="" type="radio"/> |
| <p>If "yes," then for each <i>private fund</i> that you advise, you must complete a <a href="#">Section 7.B.(1) of Schedule D</a>, except in certain circumstances described in the next sentence and in Instruction 6 of the <a href="#">Instructions to Part 1A</a>. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such <i>private fund</i> in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that <i>private fund</i>. You must, instead, complete <a href="#">Section 7.B.(2) of Schedule D</a>.</p> <p>In either case, if you seek to preserve the anonymity of a <i>private fund client</i> by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the <i>private fund</i> in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.</p> |                       |                                  |

SECTION 7.B.(1) *Private Fund* Reporting

|                      |
|----------------------|
| No Information Filed |
|----------------------|

SECTION 7.B.(2) *Private Fund* Reporting

|                      |
|----------------------|
| No Information Filed |
|----------------------|

Item 8 Participation or Interest in *Client* Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

| Proprietary Interest in <i>Client</i> Transactions                                                                                                                                                                                                         |                                  |                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| A. Do you or any <i>related person</i> :                                                                                                                                                                                                                   | Yes                              | No                               |
| (1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)?                                                                                                             | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?                                                                                                                           | <input checked="" type="radio"/> | <input type="radio"/>            |
| (3) recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?                         | <input type="radio"/>            | <input checked="" type="radio"/> |
| Sales Interest in <i>Client</i> Transactions                                                                                                                                                                                                               |                                  |                                  |
| B. Do you or any <i>related person</i> :                                                                                                                                                                                                                   | Yes                              | No                               |
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?        | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of securities for which you or any <i>related person</i> serves as underwriter or general or managing partner?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input type="radio"/>            | <input checked="" type="radio"/> |
| Investment or Brokerage Discretion                                                                                                                                                                                                                         |                                  |                                  |
| C. Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the:                                                                                                                                                               | Yes                              | No                               |
| (1) securities to be bought or sold for a <i>client's</i> account?                                                                                                                                                                                         | <input checked="" type="radio"/> | <input type="radio"/>            |





If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

*If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.*

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

|                                                                                                                                                                                                                                                                                                                                                                                             |                                  |                                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
|                                                                                                                                                                                                                                                                                                                                                                                             | Yes                              | No                               |
| Do any of the events below involve you or any of your <i>supervised persons</i> ?                                                                                                                                                                                                                                                                                                           | <input type="radio"/>            | <input type="radio"/>            |
| <u>For "yes" answers to the following questions, complete a Criminal Action DRP:</u>                                                                                                                                                                                                                                                                                                        |                                  |                                  |
| A. In the past ten years, have you or any <i>advisory affiliate</i> :                                                                                                                                                                                                                                                                                                                       | Yes                              | No                               |
| (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ?                                                                                                                                                                                                                                                     | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with any <i>felony</i> ?                                                                                                                                                                                                                                                                                                                                            | <input type="radio"/>            | <input checked="" type="radio"/> |
| <i>If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.</i>                                                                                                                                                                                       |                                  |                                  |
| B. In the past ten years, have you or any <i>advisory affiliate</i> :                                                                                                                                                                                                                                                                                                                       |                                  |                                  |
| (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?                                                                                                                                                                                                                                                                                                                  | <input type="radio"/>            | <input checked="" type="radio"/> |
| <i>If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.</i>                                                                                                                                                                                       |                                  |                                  |
| <u>For "yes" answers to the following questions, complete a Regulatory Action DRP:</u>                                                                                                                                                                                                                                                                                                      |                                  |                                  |
| C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:                                                                                                                                                                                                                                                                                                                     | Yes                              | No                               |
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?                                                                                                                                                                                                                                                                                           | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes?                                                                                                                                                                                                                                                   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?                                                                                                                                                                                      | <input type="radio"/>            | <input checked="" type="radio"/> |
| (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?                                                                                                                                                                                                                                                             | <input type="radio"/>            | <input checked="" type="radio"/> |
| (5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity?                                                                                                                                                                                                                   | <input type="radio"/>            | <input checked="" type="radio"/> |
| D. Has any other federal regulatory agency, any state regulatory agency, or any <i>foreign financial regulatory authority</i> :                                                                                                                                                                                                                                                             |                                  |                                  |
| (1) ever <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission, or been dishonest, unfair, or unethical?                                                                                                                                                                                                                                             | <input checked="" type="radio"/> | <input type="radio"/>            |
| (2) ever <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?                                                                                                                                                                                                                                | <input checked="" type="radio"/> | <input type="radio"/>            |
| (3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?                                                                                                                                                                                 | <input type="radio"/>            | <input checked="" type="radio"/> |
| (4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?                                                                                                                                                                                                                                   | <input checked="" type="radio"/> | <input type="radio"/>            |
| (5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity?                                                                         | <input type="radio"/>            | <input checked="" type="radio"/> |
| E. Has any <i>self-regulatory organization</i> or commodities exchange ever:                                                                                                                                                                                                                                                                                                                |                                  |                                  |
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?                                                                                                                                                                                                                                                                                           | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the SEC)?                                                                                                                                                                   | <input checked="" type="radio"/> | <input type="radio"/>            |
| (3) <i>found</i> you or any <i>advisory affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?                                                                                                                                                                                    | <input type="radio"/>            | <input checked="" type="radio"/> |
| (4) disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate</i> from association with other members, or otherwise restricting your or the <i>advisory affiliate's</i> activities?                                                                          | <input checked="" type="radio"/> | <input type="radio"/>            |
| F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any <i>advisory affiliate</i> ever been revoked or suspended?                                                                                                                                                                                                                            | <input type="radio"/>            | <input checked="" type="radio"/> |
| G. Are you or any <i>advisory affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?                                                                                                                                                                                                             | <input type="radio"/>            | <input checked="" type="radio"/> |

|                                                                                            |     |    |
|--------------------------------------------------------------------------------------------|-----|----|
| <u>For "yes" answers to the following questions, complete a Civil Judicial Action DRP:</u> |     |    |
| H. (1) Has any domestic or foreign court:                                                  | Yes | No |

|     |                                                                                                                                                                                                                  |                       |                                  |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------------------|
| (a) | in the past ten years, <i>enjoined</i> you or any <i>advisory affiliate</i> in connection with any <i>investment-related</i> activity?                                                                           | <input type="radio"/> | <input checked="" type="radio"/> |
| (b) | ever <i>found</i> that you or any <i>advisory affiliate</i> were <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?                                                            | <input type="radio"/> | <input checked="" type="radio"/> |
| (c) | ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) | Are you or any <i>advisory affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of Item 11.H.(1)?                                                        | <input type="radio"/> | <input checked="" type="radio"/> |

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control* means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

|                                                                                                                                                                                                                                                                     |                       |                       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
|                                                                                                                                                                                                                                                                     | Yes                   | No                    |
| A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?                                                                                                                                                                | <input type="radio"/> | <input type="radio"/> |
| If "yes," you do not need to answer Items 12.B. and 12.C.                                                                                                                                                                                                           |                       |                       |
| B. Do you:                                                                                                                                                                                                                                                          |                       |                       |
| (1) <i>control</i> another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?                                           | <input type="radio"/> | <input type="radio"/> |
| (2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?                                                                                                 | <input type="radio"/> | <input type="radio"/> |
| C. Are you:                                                                                                                                                                                                                                                         |                       |                       |
| (1) <i>controlled</i> by or under common <i>control</i> with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input type="radio"/> |
| (2) <i>controlled</i> by or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?                                                       | <input type="radio"/> | <input type="radio"/> |

Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.

2. Direct Owners and Executive Officers. List below the names of:

(a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;

(b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);  
Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

(c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;

(d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and

(e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.

3. Do you have any indirect owners to be reported on Schedule B? ☐ Yes ☒ No

4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.

5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes are:    NA - less than 5%                      B - 10% but less than 25%            D - 50% but less than 75%  
                                    A - 5% but less than 10%            C - 25% but less than 50%            E - 75% or more

7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does

| not have <i>control</i> . Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are <i>control persons</i> . |         |                                                  |                                         |                |                |    |                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|--------------------------------------------------|-----------------------------------------|----------------|----------------|----|-----------------------------------------------------------------------------|
| (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.                                                          |         |                                                  |                                         |                |                |    |                                                                             |
| (c) Complete each column.                                                                                                                                                            |         |                                                  |                                         |                |                |    |                                                                             |
| FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)                                                                                                                    | DE/FE/I | Title or Status                                  | Date Title or Status Acquired MM / YYYY | Ownership Code | Control Person | PR | CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No. |
| CARLESCO, RICHARD JAMES JR                                                                                                                                                           | I       | CHIEF EXECUTIVE OFFICER, CHEIF FINANCIAL OFFICER | 09/2002                                 | D              | Y              | N  | 2135988                                                                     |
| AVERY, CHRISTOPHER RYAN                                                                                                                                                              | I       | CHIEF OPERATIONS OFFICER                         | 10/2017                                 | C              | N              | N  | 4706653                                                                     |
| EVANS, TIMOTHY EDWARD                                                                                                                                                                | I       | EQUITY PARTNER                                   | 04/2015                                 | A              | N              | N  | 6259284                                                                     |
| COLES, MONICA ANN                                                                                                                                                                    | I       | CHIEF COMPLIANCE OFFICER                         | 07/2026                                 | NA             | N              | N  | 5445069                                                                     |
| COKER, KAREN LE'ELLEN                                                                                                                                                                | I       | DIRECTOR                                         | 07/2026                                 | NA             | N              | N  | 2731928                                                                     |

Schedule B

- Indirect Owners**
- Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
  - Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
    - in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

    - in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
    - in the case of an owner that is a trust, the trust and each trustee; and
    - in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
  - Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
  - In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
  - Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
  - Ownership codes are:    C - 25% but less than 50%    E - 75% or more  
                                  D - 50% but less than 75%    F - Other (general partner, trustee, or elected manager)
  - In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
    - In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
    - Complete each column.

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

Schedule R

No Information Filed

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- ☐ 11.C(1)
- ☐ 11.C(2)
- ☐ 11.C(3)
- ☐ 11.C(4)
- ☐ 11.C(5)
- ☐ 11.D(1)
- ☒ 11.D(2)
- ☐ 11.D(3)
- ☐ 11.D(4)
- ☐ 11.D(5)
- ☐ 11.E(1)
- ☐ 11.E(2)
- ☐ 11.E(3)
- ☐ 11.E(4)
- ☐ 11.F.
- ☐ 11.G.

Use a separate **DRP** for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one **DRP**. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one **DRP** to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate **DRP**.

PART I

A. The *person(s)* or entity(ies) for whom this **DRP** is being filed is (are):

- ☒ You (the advisory firm)
- ☐ You and one or more of your *advisory affiliates*
- ☐ One or more of your *advisory affiliates*

If this **DRP** is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV **DRP** - ADVISORY AFFILIATE

No Information Filed

- ☐ This **DRP** should be removed from the **ADV** record because the *advisory affiliate(s)* is no longer associated with the adviser.
- ☐ This **DRP** should be removed from the **ADV** record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a **DRP** for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a **DRP** for any event listed in Item 11 that occurred more than ten years ago.

- ☐ This **DRP** should be removed from the **ADV** record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the *IARD* system or *CRD* system, has the *advisory affiliate* submitted a **DRP** (with Form **ADV**, **BD** or **U-4**) to the *IARD* or *CRD* for the event? If the answer is "Yes," no other information on this **DRP** must be provided.

- ☒ Yes
- ☐ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its *IARD* or *CRD* records.

PART II

1. Regulatory Action initiated by:

- ☐ SEC
- ☐ Other Federal
- ☐ State
- ☐ SRO
- ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

- ☐ Exact
- ☐ Explanation

If not exact, provide explanation:

4. Docket/Case Number:
5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:

Other Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
8. Current Status? ☐ Pending ☐ On Appeal ☐ Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:
11. Resolution Date (MM/DD/YYYY):

☐ Exact ☐ Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

☐ Monetary/Fine Amount: \$

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ Suspension

B. Other Sanctions *Ordered*:

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:
13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

| Regulatory Action                 |                                             |                                  |                                  |                                  |
|-----------------------------------|---------------------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Check item(s) being responded to: |                                             |                                  |                                  |                                  |
| <input type="checkbox"/> 11.C(1)  | <input type="checkbox"/> 11.C(2)            | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1)  | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1)  | <input type="checkbox"/> 11.E(2)            | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) |                                  |
| <input type="checkbox"/> 11.F.    | <input type="checkbox"/> 11.G.              |                                  |                                  |                                  |

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

☒ You (the advisory firm)

- ☐ You and one or more of your *advisory affiliates*
- ☐ One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- ☐ This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- ☐ This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- ☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.
- ☐ Yes ☐ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☒ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

STATE OF VERMONT
2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:
3. Date Initiated (MM/DD/YYYY):

06/01/2019 ☒ Exact ☐ Explanation

If not exact, provide explanation:
4. Docket/Case Number:

19-021-S
5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:

Other

Other Product Types:

STATE REGISTRATION ISSUES.
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

RESPONDENT VIOLATION REGULATION S-2016-01, 3-1(3) FOR FAILING TO HAVE AT LEAST ONE AGENT REGISTERED IN THE STATE OF VERMONT.
8. Current Status?

☐ Pending ☐ On Appeal ☒ Final
9. If on appeal, regulatory action appealed to (SEC, *SRO*, Federal or State Court) and Date Appeal Filed:
- If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
10. How was matter resolved:

Consent

11. Resolution Date (MM/DD/YYYY):

08/29/2019 ☒ Exact ☐ Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

☒ Monetary/Fine Amount: \$ 2,000.00

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ Suspension

B. Other Sanctions *Ordered*:

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:

THE FIRM AS FINED \$2,000 BY THE STATE OF VERMONT.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

THE FIRM PAID THE FINE ASSOCIATED WITH THE NON-SALES PRACTICE ISSUES.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

☐ 11.C(1)

☐ 11.C(2)

☐ 11.C(3)

☐ 11.C(4)

☐ 11.C(5)

☒ 11.D(1)

☒ 11.D(2)

☐ 11.D(3)

☒ 11.D(4)

☐ 11.D(5)

☐ 11.E(1)

☐ 11.E(2)

☐ 11.E(3)

☐ 11.E(4)

☐ 11.F.

☐ 11.G.

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

☒ You (the advisory firm)

☐ You and one or more of your *advisory affiliates*

☐ One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

☐ This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.

☐ This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the

- circumstances:
- B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.
- ☐ Yes ☐ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:  
☐ SEC ☐ Other Federal ☒ State ☐ SRO ☐ Foreign  
(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)  
ATTORNEY GENERAL OF THE STATE OF NEW YORK. INVESTOR PROTECTION BUREAU.
2. Principal Sanction:  
Civil and Administrative Penalt(ies) /Fine(s)  
Other Sanctions:  
APPLICANT IS BARRED FOR A PERIOD OF FIVE YEARS FROM SELLING, MARKETING, BROKERING, OR SOLICITING, WITHIN NEW YORK STATE OR TO NEW YORK STATE RESIDENTS, ANY SECONDARY MARKET PENSION OR SIMILAR INVESTMENTS.
3. Date Initiated (MM/DD/YYYY):  
03/01/2014 ☐ Exact ☒ Explanation  
If not exact, provide explanation:  
NY ATTORNEY GENERAL BEGAN ITS GENERAL INVESTIGATION OF THE PRODUCTS, NOT LIMITED TO APPLICANT AT THAT TIME.
4. Docket/Case Number:  
ASSURANCE NO. 16-111
5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:  
Other  
Other Product Types:  
SECONDARY MARKET PENSION
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):  
MISREPRESENTATION. FAILURE TO DISCLOSE THAT SELLER CONTINUED TO OWN THE PENSIONS AND COULD STOP THE BENEFIT PAYMENTS BEING MADE TO THE INVESTOR.
8. Current Status? ☐ Pending ☐ On Appeal ☒ Final
9. If on appeal, regulatory action appealed to (SEC, *SRO*, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:  
Acceptance, Waiver & Consent(AWC)
11. Resolution Date (MM/DD/YYYY):  
06/03/2016 ☒ Exact ☐ Explanation  
If not exact, provide explanation:
12. Resolution Detail:
- A. Were any of the following Sanctions *Ordered* (check all appropriate items)?
- |                                                                        |                                                              |
|------------------------------------------------------------------------|--------------------------------------------------------------|
| <input checked="" type="checkbox"/> Monetary/Fine Amount: \$ 10,000.00 | <input checked="" type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial                   | <input type="checkbox"/> Cease and Desist/Injunction         |
| <input type="checkbox"/> Censure                                       | <input type="checkbox"/> Suspension                          |
| <input checked="" type="checkbox"/> Bar                                |                                                              |
- B. Other Sanctions *Ordered*:
- Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to

requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:  
DISGORGEMENT OF \$13035.29 IN COMMISSIONS EARNED. BARRED FOR A PERIOD OF FIVE YEARS FROM SELLING, MARKETING, BROKERING, OR SOLICITING, WITHIN NEW YORK STATE OR TO NEW YORK STATE RESIDENTS, ANY SECONDARY MARKET PENSION OR SIMILAR INVESTMENTS.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
- APPLICANT IS TO PAY NY AG IN EQUAL MONTHLY INSTALLMENTS FOR A PERIOD OF 6 MONTHS FOR BOTH THE FINE AND DISGORGEMENT FEES.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- ☐ 11.C(1)
- ☐ 11.C(2)
- ☐ 11.C(3)
- ☐ 11.C(4)
- ☐ 11.C(5)
- ☐ 11.D(1)
- ☐ 11.D(2)
- ☐ 11.D(3)
- ☒ 11.D(4)
- ☐ 11.D(5)
- ☐ 11.E(1)
- ☐ 11.E(2)
- ☐ 11.E(3)
- ☐ 11.E(4)
- ☐ 11.F.
- ☐ 11.G.

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):
- ☒ You (the advisory firm)
- ☐ You and one or more of your *advisory affiliates*
- ☐ One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- ☐ This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- ☐ This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- ☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.
- ☐ Yes ☐ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:
- ☐ SEC ☐ Other Federal ☒ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES BUREAU OF SECURITIES LICENSING COMPLIANCE AND ENFORCEMENT

2. Principal Sanction:  
Civil and Administrative Penalt(ies) /Fine(s)  
Other Sanctions:

3. Date Initiated (MM/DD/YYYY):  
07/01/2014 ☒ Exact ☐ Explanation  
If not exact, provide explanation:

4. Docket/Case Number:  
2014-03-04 (#140024)

5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):  
IBN FINANCIAL SERVICES, INC.

6. Principal Product Type:  
No Product  
Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):  
THE DEPARTMENT ALLEGED THAT THE FIRM FAILED TO REASONABLY SUPERVISE IT'S AGENT WHOSE CONTINUED REGISTRATION IN PENNSYLVANIA WAS SUBJECT TO A PLAN OF HEIGHTENED SUPERVISION.

8. Current Status? ☐ Pending ☐ On Appeal ☒ Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:  
Settled

11. Resolution Date (MM/DD/YYYY):  
07/01/2014 ☒ Exact ☐ Explanation  
If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

☒ Monetary/Fine Amount: \$ 10,000.00

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ Suspension

B. Other Sanctions *Ordered*:

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:  
ADMINISTRATIVE ASSESSMENT OF \$10000.00 PAID 07/01/2014 INVESTIGATIVE AND LEGAL COSTS OF \$5000.00 PAID 07/01/2014

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).  
IBN ENTERED INTO THE SUBJECT CONSENT ORDER IN LIEU OF LITIGATION, WITHOUT ADMITTING OR DENYING THE ALLEGATIONS.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

☐ 11.C(1)☐ 11.C(2)☐ 11.C(3)☐ 11.C(4)☐ 11.C(5)

☐ 11.D(1)

☐ 11.D(2)

☐ 11.D(3)

☐ 11.D(4)

☐ 11.D(5)

☐ 11.E(1)

☒ 11.E(2)

☐ 11.E(3)

☐ 11.E(4)

☐ 11.F.

☐ 11.G.

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- ☒ You (the advisory firm)
- ☐ You and one or more of your *advisory affiliates*
- ☐ One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- ☐ This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- ☐ This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- ☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

- ☐ Yes
- ☐ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:

- ☐ SEC
- ☐ Other Federal
- ☐ State
- ☒ SRO
- ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)  
FINRA

2. Principal Sanction:

Censure

Other Sanctions:

FINE

3. Date Initiated (MM/DD/YYYY):

11/17/2016 ☐ Exact ☒ Explanation

If not exact, provide explanation:

TO THE BEST OF THE FIRM'S KNOWLEDGE

4. Docket/Case Number:

2016049862001

5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

No Product

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):  
ON SEVERAL OCCASIONS FROM DECEMBER 2015 THROUGH SEPTEMBER 2016 THE FIRM CONDUCTED SECURITIES BUSINESS WHILE FAILING TO MAINTAIN ITS REQUIRED MINIMUM NET CAPITAL

8. Current Status? ☐ Pending ☐ On Appeal ☒ Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:  
Acceptance, Waiver & Consent(AWC)

11. Resolution Date (MM/DD/YYYY):  
05/10/2017 ☒ Exact ☐ Explanation  
If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

☒ Monetary/Fine Amount: \$ 15,000.00  
☐ Revocation/Expulsion/Denial  
☒ Censure  
☐ Bar

☐ Disgorgement/Restitution  
☐ Cease and Desist/Injunction  
☐ Suspension

B. Other Sanctions *Ordered*:

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:  
FINE OF \$15,000.00. FIRM HAS REQUESTED AN INSTALLMENT PAYMENT PLAN.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).  
WE DID NOT KNOW WE HAD TO ACCRUE SOME OF THE FIRMS EXPENSES. THESE EXPENSES WERE PAID PERSONALLY BY THE OWNER OF THE FIRM. UPON REVIEW WE REALIZED THAT THESE HAD TO BE PAID BY THE FIRM. AT NO TIME WAS ANY CLIENT OR EMPLOYEE IN JEOPARDY.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- ☐ 11.C(1)  
☐ 11.D(1)  
☐ 11.E(1)  
☐ 11.F.

☐ 11.C(2)  
☐ 11.D(2)  
☒ 11.E(2)  
☐ 11.G.

☐ 11.C(3)  
☐ 11.D(3)  
☐ 11.E(3)

☐ 11.C(4)  
☐ 11.D(4)  
☐ 11.E(4)

☐ 11.C(5)  
☐ 11.D(5)

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):  
☒ You (the advisory firm)  
☐ You and one or more of your *advisory affiliates*

☐ One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - *ADVISORY AFFILIATE*

No Information Filed

- ☐ This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- ☐ This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- ☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

☐ Yes ☐ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☐ State ☒ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

FINRA
2. Principal Sanction:

Other

Other Sanctions:
3. Date Initiated (MM/DD/YYYY):

09/20/2022 ☒ Exact ☐ Explanation

If not exact, provide explanation:
4. Docket/Case Number:

2022075812301
5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:

Other

Other Product Types:

INVESTMENT FUNDS
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE FIRM FAILED TO ESTABLISH, MAINTAIN, AND ENFORCE A SUPERVISORY SYSTEM, INCLUDING WSPS, REASONABLY DESIGNED TO ENSURE IT EVALUATED WHETHER ITS REGISTERED PERSONS PROPOSED OBAS CONSTITUTED OUTSIDE SECURITIES ACTIVITIES. THAT TWO OF ITS REGISTERED REPRESENTATIVES WERE ENGAGED IN OBAS THAT INVOLVED INVESTMENT FUNDS AND PRIVATE PLACEMENT OFFERINGS, BUT DID NOT EVALUATE WHETHER THE ACTIVITY CONSTITUTED AN OUTSIDE SECURITIES ACTIVITY. NONE OF THE INVESTORS WERE FIRM CUSTOMERS
8. Current Status?

☐ Pending ☐ On Appeal ☒ Final
9. If on appeal, regulatory action appealed to (SEC, *SRO*, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Acceptance, Waiver & Consent(AWC)

11. Resolution Date (MM/DD/YYYY):

09/20/2022 ☒ Exact ☐ Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

- ☒ Monetary/Fine Amount: \$ 30,000.00
- ☐ Revocation/Expulsion/Denial
- ☒ Censure
- ☐ Bar
- ☐ Disgorgement/Restitution
- ☐ Cease and Desist/Injunction
- ☐ Suspension

B. Other Sanctions *Ordered*:

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:

FIRM WAS CENSURED AND FINED #30,000.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

THE FIRM IS PAYING ACCORDING TO APPROVED PLAN AND HAS TERMINATED ASSOCIATION WITH THE SUBJECT INDIVIDUALS.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- ☐ 11.C(1)
- ☐ 11.C(2)
- ☐ 11.C(3)
- ☐ 11.C(4)
- ☐ 11.C(5)
- ☐ 11.D(1)
- ☐ 11.D(2)
- ☐ 11.D(3)
- ☐ 11.D(4)
- ☐ 11.D(5)
- ☐ 11.E(1)
- ☒ 11.E(2)
- ☐ 11.E(3)
- ☐ 11.E(4)
- ☐ 11.F.
- ☐ 11.G.

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- ☒ You (the advisory firm)
- ☐ You and one or more of your *advisory affiliates*
- ☐ One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- ☐ This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- ☐ This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

☐ Yes ☐ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:  

☐ SEC ☐ Other Federal ☐ State ☒ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

FINRA

2. Principal Sanction:  
Censure  
Other Sanctions:  
FINE,PARTIAL RESTITUTION

3. Date Initiated (MM/DD/YYYY):  
04/14/2022 ☒ Exact ☐ Explanation  
If not exact, provide explanation:

4. Docket/Case Number:  
2019061214401

5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:  
Direct Investment(s) - DPP & LP Interest(s)  
Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):  
BETWEEN JUNE 8, 2018, AND JUNE 29, 2018, IBN NEGLIGENTLY OMITTED TO TELL EIGHT INVESTORS IN TWO OFFERINGS RELATED TO GPB CAPITAL HOLDINGS, LLC (GPB CAPITAL) THAT THE ISSUER FAILED TO TIMELY MAKE REQUIRED FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION,INCLUDING FILING AUDITED FINANCIAL STATEMENTS. THIS CONSITUTES A VIOLATION OF FINRA RULE 2010.

8. Current Status? ☐ Pending ☐ On Appeal ☒ Final

9. If on appeal, regulatory action appealed to (SEC, *SRO*, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:  
Acceptance, Waiver & Consent(AWC)

11. Resolution Date (MM/DD/YYYY):  
04/14/2022 ☒ Exact ☐ Explanation  
If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

☒ Monetary/Fine Amount: \$ 45,000.00  
☐ Revocation/Expulsion/Denial  
☒ Censure  
☐ Bar

☒ Disgorgement/Restitution  
☐ Cease and Desist/Injunction  
☐ Suspension

B. Other Sanctions *Ordered*:  
PARTIAL RESTITUTION (DISGORGEMENT) \$32,385.00  
Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution,

disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:  
FINE \$45,000.00 PARTIAL RESTITUTION (DISGORGEMENT) \$32,385.00 TO PAID ACCORDING TO ACCEPTED INSTALLMENT PAYMENT PLAN

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
- THE FIRM'S DESIGNATED PRINCIPAL INADVERTENTLY FAILED TO TIMELY OPEN AND REVIEW AN E-MAIL FROM THE INVESTMENT PRODUCT SPONSOR THAT CONTAINED INFORMATION ABOUT A DELAY IN THE ISSUER'S MAKING OF REQUIRED FILINGS WITH THE SEC. AS SUCH, THE FIRM AND ITS REPRESENTATIVES DID NOT HAVE ACTUAL KNOWLEDGE OF THE DELAY IN THE REQUIRED FILINGS AT THE TIME OF THE EIGHT SALES TO CLIENTS REFERENCED IN THE AWC.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- |                                  |                                             |                                  |                                             |                                  |
|----------------------------------|---------------------------------------------|----------------------------------|---------------------------------------------|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2)            | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4)            | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input type="checkbox"/> 11.D(2)            | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4)            | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input checked="" type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input checked="" type="checkbox"/> 11.E(4) |                                  |
| <input type="checkbox"/> 11.F.   | <input type="checkbox"/> 11.G.              |                                  |                                             |                                  |

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

PART I

- A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):
- ☐ You (the advisory firm)
  - ☒ You and one or more of your *advisory affiliates*
  - ☐ One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

|             |                                                                 |                                                                                                               |
|-------------|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| CRD Number: | 6259284                                                         | This <i>advisory affiliate</i> is <input type="radio"/> a Firm <input checked="" type="radio"/> an Individual |
| Registered: | <input checked="" type="radio"/> Yes <input type="radio"/> No   |                                                                                                               |
| Name:       | EVANS, TIMOTHY EDWARD<br>(For individuals, Last, First, Middle) |                                                                                                               |

- ☐ This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- ☐ This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- ☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.
- ☒ Yes ☐ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:  

☐ SEC ☐ Other Federal ☐ State ☒ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

FINRA
2. Principal Sanction:  
Other  
Other Sanctions:  
N/A
3. Date Initiated (MM/DD/YYYY):  
01/29/2025 ☒ Exact ☐ Explanation  
If not exact, provide explanation:
4. Docket/Case Number:  
2022076855801
5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:  
Other  
Other Product Types:  
ALTERNATIVE INVESTMENTS, INCLUDING A NON-TRADED REAL ESTATE INVESTMENT TRUST (REIT)
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):  
WITHOUT ADMITTING OR DENYING THE FINDINGS, THE FIRM CONSENTED TO THE SANCTIONS AND THE THE ENTRY OF FINDINGS THAT IT WILLFULLY VIOLATED RULE 15L-1(A)(1) OF THE SECURITIES EXCHANGE ACT OF 1934 (REG BI) BY FAILING TO REASONABLY SUPERVISE, AND FAILING TO ENFORCE WRITTEN POLICIES AND PROCEDURES REASONABLY DESIGNED TO ACHIEVE COMPLIANCE WITH REG BI WITH RESPECT TO A REGISTERED REPRESENTATIVE'S RECOMMENDATIONS OF ALTERNATIVE INVESTMENTS, INCLUDING A NON-TRADED REAL ESTATE INVESTMENT TRUST (REIT) TO TWO RETAIL CUSTOMERS. THE FINDINGS STATED THAT THE FIRM AND THE REPRESENTATIVE'S DIRECT BUSINESS LINE SUPERVISOR FAILED TO REASONABLY SUPERVISE THE REGISTERED REPRESENTATIVE'S RECOMMENDATIONS OF SPECULATIVE ALTERNATIVE INVESTMENTS TO THE RETAIL CUSTOMERS WHERE THE SALES WERE NOT SUITABLE OR IN THE BEST INTERESTS OF THE CUSTOMERS GIVEN THE CUSTOMERS' INVESTMENT PROFILES. THE SUPERVISOR WAS RESPONSIBLE FOR REVIEWING FOR SUPERVISORY APPROVAL APPLICATIONS TO PURCHASE ALTERNATIVE INVESTMENTS SUBMITTED BY THE REPRESENTATIVE. IN JANUARY 2019, THE REPRESENTATIVE RECOMMENDED FIVE ILLIQUID, NON-TRADED ALTERNATIVE INVESTMENTS TOTALING \$400,000 TO THE FIRST CUSTOMER. THE AND THE SUPERVISOR APPROVED THE SALES NOTWITHSTANDING THE PRESENCE OF RED FLAGS SUGGESTING THAT THE SALES WERE UNSUITABLE. SPECIFICALLY, THE FIRM AND THE SUPERVISOR WERE AWARE FROM THE APPLICATION DOCUMENTS THAT THE CUSTOMER WAS 71 YEARS OLD, RETIRED, HAD A MODERATE RISK TOLERANCE, AND HAD A NET WORTH, NOT INCLUDING PRIMARY RESIDENCE OF \$851,889. THE FIRM AND THE SUPERVISOR NEVERTHELESS APPROVED THE FIVE SALES, WHICH RESULTED IN THE CUSTOMER HAVING A 47% CONCENTRATION IN SPECULATIVE ALTERNATIVE INVESTMENTS. SUBSEQUENTLY, THE REPRESENTATIVE RECOMMENDED 11 SALES OF ILLIQUID, NON-TRADED ALTERNATIVE INVESTMENTS TOTALING \$457,000 TO A SECOND CUSTOMER. THIS INCLUDED \$90,000 OF THE NON-TRADED REIT. AGAIN, THE FIRM AND THE SUPERVISOR APPROVED THE SALES NOTWITHSTANDING THE PRESENCE OF RED FLAGS SUGGESTING THAT THE SALES WERE NOT IN THE CUSTOMER'S BEST INTEREST. SPECIFICALLY, IBN AND THE SUPERVISOR WERE AWARE FROM THE APPLICATION DOCUMENTS THAT THE CUSTOMER HAD AN ANNUAL INCOME OF NO MORE THAN \$25,000, HAD A MODERATE RISK TOLERANCE, AND HAD A NET WORTH, NOT INCLUDING PRIMARY RESIDENCE, OF \$587,438. THE FIRM AND THE SUPERVISOR NEVERTHELESS APPROVED THE SALES, WHICH RESULTED IN THE CUSTOMER HAVING A 77% CONCENTRATION IN SPECULATIVE ALTERNATIVE INVESTMENTS, INCLUDING 15% IN THE REIT. DESPITE RED FLAGS THAT THE RECOMMENDATIONS WERE UNSUITABLE FOR, AND NOT IN THE BEST INTEREST OF, RESPECTIVELY, THE TWO CUSTOMERS, THE FIRM AND THE SUPERVISOR DID NOT CONDUCT ANY FURTHER REVIEW OR TAKE ANY FURTHER STEPS BEFORE APPROVING THE TRANSACTIONS, SUCH AS EVALUATING WHETHER THE REPRESENTATIVE HAD GOOD CAUSE FOR THE RECOMMENDATIONS GIVEN THE CONCENTRATION LEVELS AT ISSUE AS REQUIRED BY THE FIRM'S WSPS. NOR DID THE FIRM MAINTAIN WRITTEN POLICIES AND PROCEDURES THAT WERE REASONABLY DESIGNED TO ACHIEVE COMPLIANCE WITH REG BI WITH RESPECT TO THE REGISTERED REPRESENTATIVE'S RECOMMENDATIONS.
8. Current Status? ☐ Pending ☐ On Appeal ☒ Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:  
Acceptance, Waiver & Consent(AWC)
11. Resolution Date (MM/DD/YYYY):  
01/29/2025 ☒ Exact ☐ Explanation  
If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

☒ Monetary/Fine Amount: \$ 50,000.00

☐ Revocation/Expulsion/Denial

☒ Censure

☐ Bar

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ Suspension

B. Other Sanctions *Ordered*:  
UNDERTAKING  
Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:  
THE FIRM WAS CENSURED, FINED \$50,000, AND REQUIRED TO CERTIFY IN WRITING THAT IT HAS REMEDIATED THE ISSUES IDENTIFIED IN THE AWC AND IMPLEMENTED A REASONABLY DESIGNED SUPERVISORY SYSTEM, INCLUDING WSPS. FINE PAID IN FULL ON FEBRUARY 14, 2025.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Part 2

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Are you exempt from delivering a brochure to all of your clients under these rules?

YesNo

☐☒

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Part 3

| CRS                      | Type(s) | Affiliate Info | Retire |
|--------------------------|---------|----------------|--------|
| <input type="checkbox"/> | Dual    |                |        |

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other

information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:  
MONICA A COLES

Date: MM/DD/YYYY  
07/13/2026

Printed Name:  
MONICA A COLES

Title:  
CCO

Adviser *CRD* Number:  
42360

**NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE**

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser *CRD* Number:

42360