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**Form ADV Part 2A: Firm Brochure**  
**Item 1: Cover Page**  
**July 2015**

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**14724 Ventura Blvd., Suite 1205**  
**Sherman Oaks, CA 91403**

**Firm Contact:**  
**Matt Stadelman**  
**Chief Compliance Officer**

**Firm Website Address:**  
**[www.1080financial.com](http://www.1080financial.com)**

This brochure provides information about the qualifications and business practices of 1080 Financial Group. If you have any questions about the contents of this brochure, please contact us by telephone at (855) 360-1080. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority.

Additional information about 1080 Financial Group also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching CRD# 226710.

Please note that the use of the term "registered investment adviser" and description of 1080 Financial Group and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

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## **Item 2: Material Changes**

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1080 Financial Group is required to advise you of any material changes to the Firm Brochure ("Brochure") from our last annual update. Since we are a new firm, we have no material changes to disclose at this time.

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## Item 4: Advisory Business

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1080 Financial Group is equally owned by Stephen Rischall and Matt Stadelman who have over 25 years of combined personal investment, business management, insurance, and financial services industry experience. The firm is incorporated as a general stock corporation in the State of California and has been in business as an independent registered investment adviser since 2015.

### Description of the Types of Advisory Services We Offer

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#### Asset Management:

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio, consisting of individual stocks or bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments. The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the client's individual needs, stated goals and objectives.

#### Financial Planning & Consulting:

We provide a variety of financial planning and consulting services regarding the management of financial resources. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial situation, goals and objectives. This planning or consulting may encompass one or more of the following areas: Cash Flow Analysis, Education Planning, Personal Financial Planning, Charitable Planning, Estate Planning, Personal Tax Planning, Corporate Structure, Insurance Analysis, Real Estate Analysis, Corporate Tax Planning, Investment Analysis, Retirement Planning, Cost Segregation Study, Lines of Credit Analysis, Mortgage/Debt Analysis, Business Financial Planning, Business Transition Consulting, and Business Plan Constructing.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that we refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services. For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations.

For financial consulting engagements, we usually do not provide our clients with a written summary of our observations and recommendations as the process is less formal than our planning service. Plans or consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of the recommendations will be at the discretion of the client.

We may suggest that clients implement recommendations set forth in their personal financial plans through 1080 Financial Group. Accordingly, the California Code of Regulations ("CCR") Section 260.235.2 requires that we disclose to our financial planning clients that a conflict of interest exists between our firm and our clients. The client is under no obligation to act upon the investment adviser's recommendation. If the client elects to act on our recommendations, the client is under no obligation to effect the transaction through our firm.

### **Employer Sponsored ERISA Plan Consulting:**

We provide consulting services to employer plan sponsors. Generally, such plan consulting services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure and participant education. All plan consulting services shall be in compliance with the applicable state law(s) regulating pension consulting services. This applies to client accounts that are pension or other employee benefit plans ("Plan") governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). If the client accounts are part of a Plan, and we accept appointments to provide our services to such accounts, we acknowledge that we are a fiduciary within the meaning of Section 3(21) of ERISA (but only with respect to the provision of services described in section 1 of the Employer Sponsored ERISA Plan Consulting Agreement).

### **Tailoring of Advisory Services**

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We offer individualized investment advice to all of our clients. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account.

### **Participation in Wrap Fee Programs**

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We offer our Comprehensive Portfolio Management service on a wrap fee basis as further described in Form ADV Part 2A – Appendix (the "Wrap Fee Program Brochure"). Our wrap fee and non-wrap fee accounts are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, and account value. We intend to apply different investment strategies for both the wrap fee and non-wrap fee programs. Particularly, the non-wrap fee program will focus on investments with lower to no-cost transaction charges to free up funds and reduce overall costs to the client. The wrap fee program will not have the same focus and may also include nontraditional assets. As further described in our Wrap Fee Program Brochure, we receive a portion of the wrap fee for our services.

## Regulatory Assets Under Management

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We are a newly registered adviser and as such do not have initial assets to report.

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## Item 5: Fees & Compensation

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### How We Are Compensated for Our Advisory Services

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#### Asset Management:

Assets Under Management	Annual Percentage of Assets Charge
< \$100,000	1.00%
\$100,001 to \$250,000	0.90%
\$250,001 to \$500,000	0.80%
\$500,001 to \$1,000,000	0.70%
\$1,000,001 to \$2,500,000	0.60%
\$2,500,001 to 5,000,000	0.50%
\$5,000,001 to \$10,000,000	0.40%
Amounts over \$10,000,000	0.25%

Our firm's annualized fees are billed on a pro-rata basis monthly in advance, based on the average daily balance in your account during the previous month. Your initial advisory fee will include a pro-rated amount for services rendered from the account settlement date with the qualified custodian. Fees are generally not negotiable and will be deducted from your account. In rare cases, we will agree to bill you directly. As part of the fee deduction process, you are made aware of the following:

- a) The qualified custodian sends statements at least quarterly to you showing the market values for each security included in the account and all disbursements from your account including the amount of the advisory and custodial fees paid;
- b) You provide authorization permitting us to be directly paid by these terms;
- c) We will send you a quarterly billing summary which will include a legend that urges you to compare information provided in your billing summary with the information provided in the account statement from the custodian.

For fee billing purposes, we group together all assets under management by household, therefore the fee schedule is not applied per account, but rather applied to the total amount of family assets. Accordingly, the investment advisory contract allows for multiple signatories.

While we believe the fees we charge are reasonable in comparison to other Advisers, pursuant to CCR § 260.236j, we must note lower fees for comparable services may be available from other sources.

### **Financial Planning & Consulting:**

We charge on an hourly or flat fee basis for financial planning and consulting services. Fees are generally not negotiable. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Our minimum hourly fee for personal financial planning services, consulting and analysis is \$175. Flat fees generally range from \$1,200 to \$10,000.

We require a retainer of fifty-percent (50%) of the ultimate financial planning or consulting fee with the remainder of the fee directly billed to you and due to us within thirty (30) days of your financial plan being delivered or consultation rendered to you. In all cases, we will not require a retainer exceeding \$500 when services cannot be rendered within 6 (six) months.

### **Employer Sponsored ERISA Plan Consulting:**

We charge on an hourly or flat fee basis for consulting services. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Our minimum hourly fee for retirement plan consulting and analysis is \$300. Our flat fees are charged as a percentage of assets within the plan not to exceed 0.60% as disclosed in the fee schedule below:

<b>Assets Under Management</b>	<b>Annual Percentage of Assets Charge</b>
> \$1,000,000	0.60%
\$1,000,001 to \$3,000,000	0.45%
\$3,000,001 to \$5,000,000	0.35%
\$5,000,001 to \$10,000,000	0.25%
\$10,000,001 to \$20,000,000	0.15%
Amounts over \$20,000,000	Negotiable

The fee-paying arrangements for the consulting service will be determined on a case-by-case basis and will be detailed in the signed Employer-Sponsored ERISA Plan Consulting Agreement. The initial advisory fee will include a pro-rated amount for services rendered from the account settlement date with the qualified custodian. Hourly clients will be invoiced directly for the fees.

Flat fees are charged annually for ongoing consulting services. The ongoing fee shall be due and payable on a pro-rata basis quarterly in advance based upon the value of the Plan's Account(s) average daily balance that quarter. Should the Plan have more than one Account, the Fee shall be payable in proportion to the respective Account value(s). The Adviser's fees will be debited directly from the Plan's Account(s) and Client authorizes the custodian for the Plan assets, which may be upon instruction from the Plan's administrator, to deduct Adviser's fees directly from the Plan's Account(s). Client shall have the responsibility to verify the accuracy of the fee calculation, and Client acknowledges that the custodian shall have no responsibility to determine whether the fee is properly calculated. Adviser shall not be compensated on the basis of a share of capital gains or capital appreciation of the Plan's Account(s).

## **Other Types of Fees & Expenses**

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Non-Wrap fee Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our fees and will be disclosed by the firm that the trades are executed through. Also, clients will pay the following separately incurred expenses, which we do not receive any part of: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses).

Wrap fee clients will receive our Form ADV, Part 2A, Appendix 1 (the "Wrap Fee Program Brochure"). Wrap fee clients will not incur transaction costs for trades. More information about this is disclosed in our separate Wrap Fee Program Brochure.

We apply a flat, annual technology fee of \$100.00 to each client. The annual technology fee is due at the beginning of the engagement and assessed at the beginning of each calendar year thereafter. Certain aspects of our firm's business model have been automated; thus, we use several different technological platforms to conduct our business. Specifically, the technology fee covers the cost of setting up and administering client accounts through Orion Advisor, our portfolio management, performance reporting and accounting software, Redtail Technology, our client relationship management (CRM) database, and eMoney Advisor, our financial planning, data aggregation and client portal software. All of these platforms are software that is integral to our investment process and utilized to provide ongoing investment advice and management.

## **Termination & Refunds**

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We charge our advisory fees in advance. In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. You need to contact us in writing and state that you wish to terminate our services. Upon receipt of your letter of termination, we will proceed to close out your account and process a pro-rata refund of unearned advisory fees. For Financial Planning and Consulting clients, if the client decides to terminate the contract, all work performed by us up to the point of termination shall be calculated at the hourly fee currently in effect. You will receive a pro-rata refund of unearned fees based on the time and effort expended by our firm and Planner.

## **Commissionable Securities Sales**

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We do not sell securities for a commission in our advisory accounts.

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## **Item 6: Performance-Based Fees & Side-By-Side Management**

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We do not accept performance-based fees.



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## Item 7: Types of Clients & Account Requirements

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We have the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plans;
- Corporations, Limited Liability Companies and/or Other Business Types.

Our requirements for opening and maintaining accounts or otherwise engaging us:

- We do not require any minimum account balance for the Asset Management, ERISA Plan Consulting or Wrap Comprehensive Portfolio Management services.
- We generally charge a minimum fee of \$1,200 for written financial plans.

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## Item 8: Methods of Analysis, Investment Strategies & Risk of Loss

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### Methods of Analysis

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We use the following methods of analysis in formulating our investment advice and/or managing client assets:

- **Technical Analysis:** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company or market.
- **Fundamental Analysis:** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements.

The aforementioned methods of analysis present potential risks, and the investments selected may not perform as expected. Be aware that investing in the financial markets and securities involves a certain amount of risk. Although efforts are taken to minimize such risk, there are no guarantees that the selected investments will meet their expected returns, or that these investments will not lose money. Other factors that play a role in security selection include diversification, overall cost associated with the investment, correlation to other investments owned, tax efficiency, and, in the case of mutual funds, manager tenure.

## Investment Strategies We Use

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We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- **Long-Term Purchases** (Securities Held At Least a Year): When utilizing this strategy, we may purchase securities with the expectation of holding them for a relatively long time (typically held for at least a year). A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell. Typically we employ this sub-strategy when we believe the securities to be well valued; and/or we want exposure to a particular asset class over time, regardless of the current projection for this class.
- **Short-Term Purchases:** When utilizing this strategy, we may purchase securities with the expectation of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase. The risk in this strategy is that the funds invested may decline sharply in value before we make a decision to sell.
- **Margin Transactions:** We may purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings. The risk in utilizing borrowed money is that clients may be subject to a margin call, where the addition of cash will be required to liquidate the position.
- **Option Writing:** We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts. A call gives us the right to buy an asset at a certain price within a specific period of time. We may buy a call if we have determined that the stock will increase substantially before the option expires. A put gives us the holder the right to sell an asset at a certain price within a specific period of time.

We may buy a put if we have determined that the price of the stock will fall before the option expires. We may use options to "hedge" a purchase of the underlying security; in other words, we may use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio. We may use "covered calls", in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We may use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors. Inherent risks associated with this strategy include time sensitivity and that options are less tangible than other investments. An options contract is for a short period - generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur before the option expires. Options are book entry only investments and do not come with paper certificates of ownership.

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**Risk of Loss**

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Investing in securities involves risk of loss that clients should be prepared to bear. While the financial markets and value of the securities your portfolio is invested in may increase and your account(s) could enjoy a gain, it is also possible that the financial markets and the value of the securities your portfolio is invested in may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the financial markets, that the risks are appropriately diversified in your investments, and that you ask us any questions you may have.

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**Description of Material, Significant or Unusual Risks**

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We generally invest clients' cash balances in FDIC insured bank deposit programs or money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Some cash will be maintained so that our firm may debit advisory fees for our services. Ultimately, we try to achieve the highest return on our clients' cash balances through relatively low-risk conservative investments.

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**Item 9: Disciplinary Information**

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There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

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**Item 10: Other Financial Industry Activities & Affiliations**

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Stephen Rischall and Matt Stadelman are licensed insurance agents and may offer their clients the following types of insurance products: accident & health insurance and life insurance on an as-needed basis. They may receive normal and customary fees as a result of insurance sales. Therefore, we are required to let you know that a conflict of interest exists as these insurance sales may create an incentive to recommend products based on the compensation they may earn. Stephen and Matt are bound by our firm's Code of Ethics and take steps to address this potential conflict of interest, acting at all times in the best interests of clients. Please refer to Item 11 below for additional information.

We have no other active or pending financial industry activities or affiliations to disclose. Furthermore, we neither recommend nor select other investment advisers for our clients for compensation.

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

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An investment adviser is considered a fiduciary and our firm has a fiduciary duty to all of our clients. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes policies and procedures to avoid Insider Trading, as well as Personal Securities Transactions Policies and Procedures. Upon employment or affiliation, and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics.

Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. If a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided upon request.

Neither our firm nor a related person recommends to clients, or buys or sells for client accounts, securities in which our firm or a related person has a material financial interest. Related persons of our firm may buy or sell securities and other investments that are also owned by our clients. In order to minimize this potential conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics. Further, our related persons will refrain from buying or selling the same securities prior to buying or selling for our clients in the same day. If related persons' accounts are included in a block trade, our related persons' accounts will be traded in the same manner every time.

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### **Item 12: Brokerage Practices**

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Clients are free to select the broker dealer of their choice, and in fact, our firm works with multiple broker-dealers as a result of client choice, all within applicable state regulations and limited power of attorney (LPOA) agreements of the various brokers.

When asked by clients, we seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, the following:

- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Research services provided
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Financial condition
- Quality of services
- Cybersecurity and technology practices

With this in consideration, our firm participates in the institutional advisor program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. While our firm may recommend that clients establish their accounts through the TD Ameritrade Institutional program, clients are advised that they are under no obligation to implement our recommendations and may choose a broker-dealer at their discretion. Clients may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services.

TD Ameritrade may make certain research and brokerage services available at no additional cost to our firm all of which qualify for the safe harbor exemption defined in Section 28(e) of the Securities Exchange Act of 1934. These services may be directly from independent research companies, as selected by our firm (within specific parameters). Research products and services provided by TD Ameritrade may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by TD Ameritrade to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

As a result of receiving these services, we may have an incentive to continue to use or expand the use of TD Ameritrade services. Our firm examined this potential conflict of interest when we chose to enter into the relationship with TD Ameritrade and we have determined that the relationship is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

TD Ameritrade charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions).

TD Ameritrade enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. TD Ameritrade commission rates are generally discounted from customary retail commission rates. The commission and transaction fees charged by TD Ameritrade may be higher or lower than those charged by other custodians and broker-dealers.

Our non-wrap fee program clients may pay a commission to TD Ameritrade that is higher than another qualified broker dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

### **Soft Dollars**

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Although the investment research products and services that may be obtained by our firm will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. Our firm does not accept products or services that do not qualify for Safe Harbor outlined in Section 28(e) of the Securities Exchange Act of 1934, such as those services that do not aid in investment decision-making or trade execution.

### **Client Brokerage Commissions**

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We do not use client brokerage commissions to obtain research or other products or services. The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

### **Brokerage for Client Referrals**

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Our firm does not receive brokerage for client referrals.

### **Directed Brokerage**

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As a result of receiving the research and brokerage services described above, we may have an incentive to continue to use or expand the use of TD Ameritrade services. Our firm examined this potential conflict of interest when we chose to enter into the relationship with TD Ameritrade and we have determined that the relationship is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

TD Ameritrade charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). TD Ameritrade enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. TD Ameritrade commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by TD Ameritrade may be higher or lower than those charged by other custodians and broker-dealers.

In certain instances, clients may seek to limit or restrict our discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. Clients may seek to limit our authority in this area by directing that transactions (or some specified percentage of transactions) be executed through specified brokers in return for portfolio evaluation or other services deemed by the client to be of value. Any such client direction must be in writing (often through our advisory agreement), and may contain a representation from the client that the arrangement is permissible under its governing laws and documents, if this is relevant.

We provide appropriate disclosure in writing to clients who direct trades to particular brokers, that with respect to their directed trades, will be treated as if they have retained the investment discretion that we otherwise would have in selecting brokers to effect transactions and in negotiating commissions and that such direction may adversely affect our ability to obtain best price and execution. In addition, we will inform you in writing that your trade orders may not be aggregated with other clients' orders and that direction of brokerage may hinder best execution.

### **Special Considerations for ERISA Clients**

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A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, we will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

### **Aggregation of Purchase or Sale**

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We perform investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only

when we believe that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

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### **Item 13: Review of Accounts or Financial Plans**

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We review accounts on at least a quarterly basis. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions and investment policies, if applicable. We do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we contact clients. Only Stephen Rischall and Matt Stadelman will conduct reviews.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

Financial Planning clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to financial planning clients, but are willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Financial Planning clients do not receive written or verbal updated reports regarding their financial plans unless they separately contract with us for a post-financial plan meeting or update to their initial written financial plan.

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### **Item 14: Client Referrals & Other Compensation**

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#### **Client Referrals:**

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We do not pay referral fees to independent solicitors (non-registered representatives), nor to anyone else, for the referral of their clients to our firm in accordance with relevant state statutes and rules.

#### **Other Compensation:**

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We receive an economic benefit from TD Ameritrade in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at TD Ameritrade. These products and services, how they benefit us, and the related conflicts of interest are described above (*see Item 12 – Brokerage Practices*).



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## **Item 15: Custody**

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We do not have custody of client funds or securities. State Securities Bureaus, or their equivalents, generally take the position that any arrangement under which a registered investment adviser is authorized or permitted to withdraw client funds or securities maintained with a custodian upon the adviser's instruction to the custodian is deemed to have custody of client funds and securities. As such, we have adopted the following safeguarding procedures:

1. Our clients must provide us with written authorization permitting direct payment to us of our advisory fees from their account(s) maintained by a custodian who is independent of our firm;
2. We must send a statement to our clients showing the amount of our fee, the value of your assets upon which our fee was based, and the specific manner in which our fee was calculated;
3. We must disclose to you that it is your responsibility to verify the accuracy of our fee calculation, and that the custodian will not determine whether the fee is properly calculated; and
4. Your account custodian must agree to send you a statement, at least quarterly, showing all disbursements from your account, including advisory fees.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account.

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## **Item 16: Investment Discretion**

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Clients typically provide our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, we are authorized to execute securities transactions, which securities are bought and sold, and the total amount to be bought and sold. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement.

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## **Item 17: Voting Client Securities**

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We do not accept proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

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## **Item 18: Financial Information**

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We are not required to provide financial information in this Brochure because:

- We do not require the prepayment of more than \$500 in fees and six or more months in advance.
- We do not take custody of client funds or securities.
- We do not have a financial condition or commitment that impairs our ability to meet contractual and fiduciary obligations to clients.
- We have never been the subject of a bankruptcy proceeding.

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## **Item 19: Requirements for State-Registered Advisers**

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### **Principal Executive Officers & Management Persons**

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Stephen Rischall and Matt Stadelman are our firm's principal executive officers and management persons. Please see Form ADV Part 2B for information regarding each of their professional and educational backgrounds.

### **Outside Business Activity, Performance-Based Fees, Disciplinary Information, and Arrangements with Issuers of Securities**

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Pursuant to CCR Section 260.238(k), we must state that we have disclosed all material conflicts of interest relating to our firm, our representatives, and our employees that could be reasonably expected to impair the rendering of unbiased or objective advice. Please see Item 10 of this Firm Brochure for any other business in which we are actively engaged. Please note we do not have any arrangements with any issuers of securities. As referenced in Item 6 above, we do not charge performance-based fees. Our firm and management persons have not been involved in any arbitration awards, nor found liable by any civil or self-regulatory organization or in any administrative proceedings.