

FORM ADV PART 2B: BROCHURE SUPPLEMENT LICENSING REVIEW SUMMARY	Y/N/NA	NOTES
<p>ITEM 1 – COVER PAGE</p> <p>A. Include the following on the cover page of the supplement:</p> <p>1. The <i>supervised person's</i> name, business address and telephone number (if different from yours).</p>		
<p>2. Your firm's name, business address and telephone number. If your firm <i>brochure</i> uses a business name for your firm, use the same business name for the firm in the supplement.</p>		
<p>3. The date of the supplement.</p>		
<p>B. Display on the cover page statements containing the following or other clear and concise language conveying the same information, and identifying the document as a “brochure supplement:”</p> <p>This brochure supplement provides information about [name of <i>supervised person</i>] that supplements the [name of advisory firm] brochure. You should have received a copy of that brochure. Please contact [service center or name and/or title of your contact <i>person</i>] if you did not receive [name of advisory firm]'s brochure or if you have any questions about the contents of this supplement.</p> <p>Additional information about [name of <i>supervised person</i>] is available on the SEC's website at www.adviserinfo.sec.gov.</p>		
<p>Note: You do not have to include this statement directing <i>clients</i> to the public website unless the <i>supervised person</i> is an <i>investment adviser representative</i> required to register with <i>state securities authorities</i>. The above information must be on the cover page of the supplement but need not be the only information on the cover page of the supplement. If other information is included on the cover page of the supplement, the above information must be on the top of the first page of the supplement.</p>		

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Disclose the *supervised person's* name, age (or year of birth), formal education after high school, and business background (including an identification of the specific positions held) for the preceding five years. If the *supervised person* has no high school education, no formal education after high school, or no business background, disclose this fact. You may list any professional designations held by the *supervised person*, but if you do so, you must provide a sufficient explanation of the minimum qualifications required for each designation to allow *clients* to understand the value of the designation.

ITEM 3 - DISCIPLINARY INFORMATION

If there are legal or disciplinary events material to a *client's* or prospective *client's* evaluation of the *supervised person*, disclose all material facts regarding those events.

Items 3.A, 3.B, 3.C, and 3.D below list specific legal and disciplinary events presumed to be material for this Item. If the *supervised person* has been *involved* in one of these events, you must disclose it under this Item for ten years following the date of the event, unless

- (1) the event was resolved in the *supervised person's* favor, or was reversed, suspended or vacated, or
- (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). 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.

Items 3.A, 3.B, 3.C, and 3.D do not contain an exclusive list of material disciplinary events. If the *supervised person* has been *involved* in a legal or disciplinary event that is not listed in Items 3.A, 3.B, 3.C, or 3.D but is material to a *client's* or prospective *client's* evaluation of the *supervised person's* integrity, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains currently material to a *client's* or prospective *client's* evaluation.

<p>If you deliver a supplement electronically and if a particular disclosure required below for the <i>supervised person</i> is provided through either the Financial Industry Regulatory Authority’s (FINRA) BrokerCheck system or the IAPD, you may satisfy that particular disclosure obligation by including in that supplement (i) a statement that the <i>supervised person</i> has a disciplinary history, the details of which can be found on FINRA’s BrokerCheck system or the IAPD, and (ii) a hyperlink to the relevant system with a brief explanation of how the <i>client</i> can access the disciplinary history. The BrokerCheck link is www.finra.org/brokercheck; the IAPD link is www.adviserinfo.sec.gov.</p>		
<p>A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the <i>supervised person</i></p> <ol style="list-style-type: none"> 1. was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any <i>felony</i>; (b) a <i>misdemeanor</i> that <i>involved</i> investments or an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses; 		
<ol style="list-style-type: none"> 2. is the named subject of a pending criminal <i>proceeding</i> that involves an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses; 		
<ol style="list-style-type: none"> 3. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation; or 		
<ol style="list-style-type: none"> 4. was the subject of any <i>order</i>, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the <i>supervised person</i> from engaging in any <i>investment-related</i> activity, or from violating any <i>investment-related</i> statute, rule, or <i>order</i>. 		
<p>B. An administrative <i>proceeding</i> before the SEC, any other federal regulatory agency, any state regulatory agency, or any <i>foreign financial regulatory authority</i> in which the <i>supervised person</i></p> <ol style="list-style-type: none"> 1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or 		

<p>2. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation and was the subject of an <i>order</i> by the agency or authority</p> <p>(a) denying, suspending, or revoking the authorization of the <i>supervised person</i> to act in an <i>investment-related</i> business;</p> <p>(b) barring or suspending the <i>supervised person's</i> association with an <i>investment-related</i> business;</p> <p>(c) otherwise significantly limiting the <i>supervised person's investment-related</i> activities; or</p> <p>(d) imposing a civil money penalty of more than \$2,500 on the <i>supervised person</i>.</p>		
<p>C. A <i>self-regulatory organization (SRO)</i> proceeding in which the <i>supervised person</i></p> <p>1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or</p>		
<p>2. was <i>found</i> to have been <i>involved</i> in a violation of the <i>SRO's</i> rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from <i>investment-related</i> activities; or (iii) fined more than \$2,500.</p>		

<p>D. Any other <i>proceeding</i> in which a professional attainment, designation, or license of the <i>supervised person</i> was revoked or suspended because of a violation of rules relating to professional conduct. If the <i>supervised person</i> resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a <i>proceeding</i> (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.</p>		
<p>Note: You may, under certain circumstances, rebut the presumption that a disciplinary event is material. If an event is immaterial, you are not required to disclose it. When you review a legal or disciplinary event involving the <i>supervised person</i> to determine whether it is appropriate to rebut the presumption of materiality, you should consider all of the following factors: (1) the proximity of the <i>supervised person</i> to the advisory function; (2) the nature of the infraction that led to the disciplinary event; (3) the severity of the disciplinary sanction; and (4) the time elapsed since the date of the disciplinary event. If you conclude that the materiality presumption has been overcome, you must prepare and maintain a file memorandum of your determination in your records. See SEC rule 204-2(a)(14)(iii) and similar state rules.</p>		
<p>ITEM 4 - OTHER BUSINESS ACTIVITIES</p> <p>A. If the <i>supervised person</i> is actively engaged in any <i>investment-related</i> business or occupation, including if the <i>supervised person</i> is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant (“FCM”), commodity pool operator (“CPO”), commodity trading advisor (“CTA”), or an associated <i>person</i> of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.</p>		
<p>1. If a relationship between the advisory business and the <i>supervised person’s</i> other financial industry activities creates a material conflict of interest with <i>clients</i>, describe the nature of the conflict and generally how you address it.</p>		
<p>2. If the <i>supervised person</i> receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service (“trail”) fees from the sale of mutual funds, disclose this fact. If this compensation is not cash, explain what type of compensation the <i>supervised person</i> receives. Explain that this practice gives the <i>supervised person</i> an incentive to recommend investment products based on the compensation received, rather than on the <i>client’s</i> needs.</p>		

<p>B. If the <i>supervised person</i> is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the <i>supervised person's</i> income or involve a substantial amount of the <i>supervised person's</i> time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the <i>supervised person's</i> time and income, you may presume that they are not substantial.</p>		
<p>ITEM 5 - ADDITIONAL COMPENSATION</p> <p>If someone who is not a <i>client</i> provides an economic benefit to the <i>supervised person</i> for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the <i>supervised person's</i> regular salary. Any bonus that is based, at least in part, on the number or amount of sales, <i>client</i> referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.</p>		
<p>ITEM 6 - SUPERVISION</p> <p>Explain how you <i>supervise</i> the <i>supervised person</i>, including how you monitor the advice the <i>supervised person</i> provides to <i>clients</i>. Provide the name, title and telephone number of the <i>person</i> responsible for supervising the <i>supervised person's</i> advisory activities on behalf of your firm.</p>		
<p>ITEM 7 - REQUIREMENTS FOR STATE-REGISTERED ADVISERS</p> <p>A. In addition to the events listed in Item 3 of Part 2B, if the <i>supervised person</i> has been <i>involved</i> in one of the events listed below, disclose all material facts regarding the event.</p> <ol style="list-style-type: none"> 1. An award or otherwise being <i>found</i> liable in an arbitration claim alleging damages in excess of \$2,500, <i>involving</i> any of the following: <ol style="list-style-type: none"> (a) an investment or an <i>investment-related</i> business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices. 		

<p>2. An award or otherwise being <i>found</i> liable in a civil, <i>self-regulatory organization</i>, or administrative <i>proceeding</i> involving any of the following:</p> <ul style="list-style-type: none"> (a) an investment or an <i>investment-related</i> business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices. 		
<p>B. If the <i>supervised person</i> has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.</p> <p>Under SEC and similar state rules you are required to deliver to <i>clients</i> and prospective <i>clients</i> a <i>brochure</i> disclosing information about your firm. You also may be required to deliver a <i>brochure supplement</i> disclosing information about one or more of your <i>supervised persons</i>. Part 2 of Form ADV sets out the minimum required disclosure that your <i>brochure</i> (Part 2A for a firm <i>brochure</i>, or Appendix 1 for a <i>wrap fee program brochure</i>) and <i>brochure supplements</i> (Part 2B) must contain. Read all the instructions, including General Instructions for Form ADV, General Instructions for Part 2 of Form ADV, Instructions for Part 2A of Form ADV, Instructions for Part 2B of Form ADV, and (if you are preparing or updating a <i>wrap fee program brochure</i>) Instructions for Part 2A Appendix 1 of Form ADV, before preparing or updating your <i>brochure</i> or <i>brochure supplements</i>.</p>		