



ADVISORY SERVICES DISCLOSURE BROCHURE

This brochure contains client information about Great American Advisors[®], Inc. (GAA) and the various types of services and managed accounts that should be considered before becoming a client of one of these programs. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any State securities authority.

Advisory Services

GAA is a registered investment adviser providing financial consulting services and asset management services to individuals, corporations, trusts, estates, charitable organizations, banks and thrift institutions, state or government entities, and retirement plans including pension and profit sharing plans. GAA receives a compensation for investment advisory services disclosed under the Fees and Expenses section in this brochure.

Personal financial consulting is available through GAA and its comprehensive network of independent Investment Advisor Representatives (IAR). GAA will assist clients in the completion of a thorough financial analysis. Data collected from the client is used to create the client's financial profile. The client's IAR will prepare a written financial report providing recommendations from the data collected. The report is designed to advise the client's investments, retirement planning, risk management, estate planning and cash management.

GAA provides discretionary services on an asset management platform for clients' funds. GAA's asset management platform consists of multiple third-party investment advisors disclosed in SEC Form ADV Part II. GAA's platforms are analyzed using technical, fundamental and selected asset managers with research material acquired from outside vendors, financial newspapers and magazines, annual reports, prospectuses, filings with the SEC and company press releases. GAA's asset management platforms are designed to meet an individual's needs and goals. This is determined through an analysis of the client's liquidity, time frame, income and tax bracket as well as an evaluation of the client's risk tolerance and return objective. The client's IAR will review and update this information at least annually or at the client's request.

GAA asset management platforms may use any of the following investments vehicles to meet a client's needs and goals:

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|----------------------------|-------------------------|-----------------------------|
| Exchange-listed securities | Variable annuities | Equities of foreign issuers |
| Corporate debt securities | Commercial paper | Certificates of deposit |
| Municipal securities | Options | U.S. government securities |
| Mutual fund shares | Variable life insurance | Over-the-counter securities |

Investment strategies recommended are primarily long-term purchases. However, based on the client's needs and goals, in some circumstances, short-term purchases and trading may be suitable as well as margin transactions, option writing, including covered options, uncovered options, or spreading strategies.

Investment Committee & The Review Process

GAA's Investment Committee is responsible for the supervision and selection of the products available to the clients. Members of GAA's investment committee are derived by education and business experience. The following individuals are members of the investment committee.

- James Lee Henderson, President and CEO
- David Andrew Girmann, Chief Marketing Officer
- Timothy Johnson Leonard, Sales Manager

Accounts under supervisory agreements or that are in the planning process are reviewed annually or as requested by the client. These reviews are performed by the IAR of GAA. Such reviews consist of a detailed evaluation of the financial plan and the applicability of the plan based on the client's objectives. New accounts must be approved by a designated Registered Principal of GAA. In some cases, GAA's Home Office staff may assist in preliminary work for the client before the review and may participate in the review with the client. GAA's Chief Compliance Officer, or designee, will periodically review selected accounts to ensure suitability, accuracy and compliance with applicable regulations. In addition to GAA's review, accounts held with third-party investment advisors are reviewed as disclosed in such advisor's Form ADV Part II or approved disclosure brochure.

Asset management clients receive reports on a quarterly basis. Information on such reports varies depending on the asset management program being utilized. Generally, quarterly reports cover all transactions, performance and current status of the client's account unless the client requests a lesser review. In certain programs GAA advises Employers on a selection of mutual funds for use in Qualified and Non-Qualified Retirement Plans. The frequency and nature of the regular reports to these Employers vary based on the desires of the Employer, but usually occur on an annual basis.

GAA requires that those individuals involved in the financial planning process have educational and/or business backgrounds that give them expertise in financial planning. The individuals involved will either have professional degrees, professional designations or securities registrations, and will have experience in counseling clients in financial matters. A college degree or equivalent experience in the financial planning field is required.

Principal Executive Officers

In addition to GAA's Investment Committee, the following individuals serve as Principal Executive Officers of GAA:

- James Lee Henderson, President and CEO
- David Andrew Girmann, Chief Marketing Officer
- Mark Francis Muething, Vice President and Secretary
- Peter James Nerone, Vice President of Operations
- Shawn Michael Mihal, Chief Compliance Officer
- Paul Robert Ohlin, Treasurer

Fees and Expenses

GAA provides financial consulting services using both fundamental and technical approaches for managing client accounts. The financial plans resulting from these consulting services allow GAA's IARs to advise clients in the following areas: investments, retirement planning, risk management, estate planning and cash management.

GAA receives fees for its services in three basic ways:

1. **A specified percentage of assets under management.** Investment services provided through GAA or certain GAA approved (third-party investment advisor) asset management programs are billed for on the basis of a percentage of assets under management generally ranging from 0.25% to 2.50%.
2. **An hourly rate for services rendered.** Hourly rates are on a negotiable hourly basis, ranging from \$75 to \$250 per hour, depending on the nature and complexity of each client's circumstances. An estimate for total hours will be determined at the start of the advisory relationship. A portion of the estimated fee (as detailed below) may be due upon signing the advisory agreement, with the balance (based on actual hours) due upon presentation of the plan to the client.
3. **A flat (fixed) fee.** Negotiable fixed fees typically range from \$100 to \$5,000, depending on the nature and complexity of each client's circumstances. A portion of this fee may be due upon signing the financial planning agreement, with the balance due upon presentation of the plan to the client.

Asset Management Platform

GAA makes available a wide variety of asset management platforms consisting of both proprietary and nonproprietary programs designed to meet the investment needs of individual investors. Each program is distinguished by having concentration in either mutual funds, exchange trade funds (ETFs), stocks, bonds or other securities. The complete list of GAA's third-party investment management platform is available by request.

Below are some highlights of programs offered by GAA.

1. Managed Account Portfolios (MAP) – MAP is GAA’s proprietary discretionary asset allocation management service. MAP offers clients discretionary investment management services utilizing mutual funds, ETFs, or other similar securities within portfolios created and managed by GAA. Clients selecting a MAP account will work with IARs of GAA to determine and select an Asset Allocation Model. In this program, IARs work with clients to determine the appropriate investment objective for the client utilizing several analytical tools including tolerance for risk, questionnaires and client interviews. The IAR will assist the client in selecting from five (5) Asset Allocation Models managed by GAA. The Asset Allocation Models range from conservative to aggressive portfolios. For certain large institutional clients, GAA may create an allocation model unique to that client. GAA monitors the Asset Allocation Models and adjust the holdings in the individual funds in an effort to meet the model’s investment objectives.

Clients subscribing to the MAP program will pay on an annual basis an individually negotiated advisory and maintenance fee at a rate that will not exceed 1.90% of the average daily account balance for the period for which fees are collected. The fee will be assessed and collected in arrears on a quarterly basis and will be based on the account balance on the last business day of the calendar quarter. A minimum fee will be assessed on a quarterly basis and will be based on the account balance on the last business day of the current calendar quarter. The minimum fee will be the greater of \$50 or the asset based advisory and maintenance fee as applicable to the account. The minimum size for a MAP account is \$20,000. All asset based advisory and maintenance fees are deducted directly from the account by the appointed Custodian.

2. Great American Portfolio Strategies (GAPS) – Through the GAPS program GAA offers clients three portfolio management strategies, Advisor Select, Model Select and Manager Select, as detailed below.

GAPS – Advisor Select

The Advisor Select program offers clients managed accounts utilizing a variety of investment holdings including, but not limited to, mutual funds, ETFs, individual stocks and bonds, unit investment trusts, and covered calls (collectively “securities”). An IAR of GAA will manage the client accounts on a non-discretionary basis with respect to all securities except mutual funds and ETFs. An IAR may provide discretionary investment management services on mutual fund and exchange traded funds transactions only. The IAR will work with the client to design an investment portfolio based on the client’s investment objectives, tolerance for risk and profiling questionnaires. Clients subscribing to the Advisor Select program will pay on an annual basis an individually negotiated advisory fee at a rate which will not exceed 2.50% of the average daily account balance for the period for which fees are collected. The fee will be assessed on a quarterly basis in advance of the calendar quarter and will be based on the account balance on the last business day of prior calendar quarter. The minimum account size is \$25,000 (per household). At the IAR’s discretion, certain trading costs within Advisor Select accounts may be paid by the client or by GAA. All custody costs are paid by GAA. However, standard brokerage account service fees may apply.

GAPS – Model Select

The Model Select program offers clients professional investment management services through a selection of 14 managed portfolios, including tax sensitive models. The portfolio models available in the Model Select program are managed by a third-party investment advisor, FundQuest. FundQuest will manage the portfolios available within the Model Select program on a discretionary basis. Therefore, FundQuest may make changes to the investment holdings within a portfolio model without obtaining consent from the client. An IAR of GAA will work with the client to select a managed portfolio(s) based upon the client’s investment objectives, tolerance for risk and profiling questionnaires.

Clients subscribing to the Model Select program will pay on an annual basis an individually negotiated advisory fee at a rate of which will not exceed 1.50% of the average daily account balance for the period for which fees are collected. The fee will be assessed on a quarterly basis in advance of the calendar quarter and will be based on the account balance on the last business day of prior calendar quarter. The minimum account size is \$50,000 (per account). All transaction and custody costs within the Model Select program are paid by GAA.

GAPS – Manager Select

The Manager Select program offers clients professional investment management services through Separately Managed Accounts (SMAs). SMAs are accounts managed by professional third-party Portfolio Managers. Each SMA is managed based upon stated investment objectives, asset class and tolerance for risk. The SMA Portfolio Manager will manage the SMA on a discretionary basis. Therefore, the Portfolio Manager may make changes to the investment holdings within an SMA without obtaining consent from the client. An IAR of GAA will work with the client to determine the client’s investment objectives and tolerance for risk. The IAR will then recommend one or more SMA Portfolio Managers to the client.

Clients subscribing to the Manager Select program will pay on an annual basis an individually negotiated advisory fee at a rate which will not exceed 2.50% of the average daily account balance for the period for which fees are collected. The fee will be assessed on a quarterly basis in advance of the calendar quarter and will be based on the account balance on the last business day of prior calendar quarter. The minimum account size is \$250,000 (per account). All transaction and custody costs within Manager Select accounts are paid by GAA.

3. Great American Fund Connection (GAFC) – Through the GAFC program GAA offers employer-sponsored group retirement plans two Great American Fund Connection program options, Premier Plan and Custom Plan. The Great American Fund Connection program is specifically designed and available to Employers for use in qualified and non-qualified retirement plans such as 401(k), 457, and 403(b) plans as detailed herein.

GAFC – Premier Plan

The Premier Plan program offers to Employers and its employees (“Participants”) investment fund advice and recommendations from GAA’s recommended core list of mutual funds (“Core Funds”) as maintained by Advisor’s Investment Selection Committee and a mutual fund platform designed for use with group retirement plans. GAA will monitor the Core Funds and periodically make investment menu changes within the program when such changes are deemed advisable. GAA will notify the Employer of any recommended changes and the reason therefore prior to implementation.

The Core Funds selected by GAA within the program will cover all major equity and fixed-income asset classes. GAA intends to offer investments for Participants using a customized choice of Core Funds in various allocations (“Allocation Models”) within the Program, the purpose of which is to assist Participants in making strategic asset allocation decisions. GAA will monitor the Allocation Models and adjust holdings and weightings on a discretionary basis in the Core Funds comprising the Allocation Models in an effort to meet the stated investment objective.

Participants may elect to direct retirement contributions to either the Core Funds or to an Allocation Model. Participants may not elect to direct retirement contributions to both the Core Funds and to an Allocation Model concurrently. Participants may change their future contributions to or from the Core Funds or Allocation Models at any time.

GAA will also make available licensed investment professionals to provide enrollment assistance and education to Participants. These professionals will also be made available to provide individual program account service to Participants.

Fees may be deducted as an asset based fee and/or on a per-Participant basis. Employers and Participants subscribing to the Premier Plan program will pay on an annual basis an individually negotiated advisory and recordkeeping fee at a rate which will not exceed 1.50% of the average daily Participant account balance for the period for which fees are collected. This fee represents a bundled service that includes advice to plan sponsor, participant level recordkeeping, custodial services, and clearing and execution of mutual funds. Asset based fees will be assessed and deducted on a quarterly basis in arrears and will be based on the Participant’s account balance on the last business day of the calendar quarter.

GAFC – Custom Plan

The Custom Plan program offers to Employers and its employees (“Participants”) investment fund advice and recommendations from a custom list of mutual funds (“Custom Funds”), as maintained by an IAR of GAA, and a mutual fund platform designed for use with group retirement plans. An IAR of GAA will monitor the Custom Funds and periodically make investment menu changes within the program when such changes are deemed advisable. The Custom Funds selected by the IAR will be specific to the Employer’s group retirement plan and will represent diverse asset classes and management styles as directed by the Employer.

GAA will also make available licensed investment professionals to provide enrollment assistance and education to Participants. These professionals will also be made available to provide individual program account service to Participants.

Fees may be deducted as an asset based fee and/or on a per-Participant basis. Employers and Participants subscribing to the Custom Plan program will pay on an annual basis individually negotiated advisory and recordkeeping fee at a rate which will not exceed 1.50% of the average daily Participant account balance for the period for which fees are collected. This fee represents a bundled service that includes advice to plan sponsor, participant level recordkeeping,

custodial services, and clearing and execution of mutual funds. Asset based fees will be assessed and deducted on a quarterly basis in arrears and will be based on the Participant's account balance on the last business day of the calendar quarter.

4. Privately Managed Accounts (PMA) – For certain high net worth clients, IARs may offer services provided through third-party institutional investment management firms. The IAR and institutional management firm work with the client to determine which management style and asset allocation is best suited to achieve the client's objectives. The management firm then provides the day to day security selection, executes all trades, generally on a discretionary basis, and provides custodial services. Client's will be provided with the appropriate institutional investment management firm's Form ADV Part II or approved disclosure brochure. Such documents fully disclose the total fees paid by the client for investment management services. GAA will generally receive a portion of the total fee from the institutional investment management firm. Such fees generally range from 0.20% to 1.20%. The minimum account size is \$250,000 for privately managed accounts.
5. Solicitor Arrangements and Other Third-Party Advisory Programs – GAA may enter into contractual relationships with other qualified third-party investment advisors. GAA requires all third-party investment advisors to be registered and in good standing with all appropriate regulatory agencies and jurisdictions in which the third-party investment advisors conduct business. GAA completes a thorough due diligence review of all third-party investment advisors prior to executing a contractual agreement, often referred to a Solicitors Agreement. GAA acts exclusively as a solicitor and fully discloses such relationship to clients. Programs offered through such solicitor arrangements may include asset allocation services, market timing services, investment management and sector rotation.

In these programs IARs work with clients to determine the appropriate investment objective for the client utilizing several analytical tools including tolerance for risk, questionnaires, asset allocation models and/or client interviews. Client's assets are invested according to these strategies. The ongoing management of the program selected is performed by a third-party investment advisor or the IAR utilizing research and analytical models provided by such third-party advisor.

Other Disclosures

Clients participating in GAA's MAP, GAPS, GAFC and/or PMA programs will provide information to GAA related to his or her financial circumstances, investment objectives and tolerance for risk. Such information is generally obtained through applications and questionnaires. Each client must provide accurate and complete information to GAA. Clients must promptly inform GAA if their reported information becomes materially inaccurate.

For clients with mutual fund investments, the fees paid for investment advisory services are separate and distinct from the fees charged by mutual funds to their shareholders. These fees and expenses are described in the Prospectus for each fund. Clients investing directly with a fund would not receive the services of GAA that are designed to assist the client in determining which mutual fund or funds are most appropriate to help meet the client's financial goals and objectives.

GAA will be paid by the third-party investment advisors for whom it solicits, based on a percentage of the client's managed assets (typically ranging from 0.25% to 2.00%), which is included in the third-party investment advisor's annual management fee, depending on the size of the account. The management fee is disclosed in the independent investment advisor's disclosure document (Part II of Form ADV or similar disclosure document in lieu of Part II). The compensation paid to GAA by third-party investment advisors is for GAA's solicitation services and for referring clients to the third-party investment advisors and covers any expenses for these efforts. The compensation for these services is paid by the third-party investment advisors from the investment advisory fees earned. Therefore, clients may be charged a higher asset based fee when engaging in third-party investment advisory (solicitors) services through GAA compared to engaging in the services directly with the third-party investment advisor.

Fees for the types of investment supervisory services listed will be billed as due on a monthly or quarterly basis. In some cases, a minimum fee or asset block may be required. Supervisory service fees are negotiable.

Financial Plan fees may vary based on the type of plan needed, complexity of the client's situation and geographic location. Fees for other services are based on the type of plan and total amount of time required to complete the plan and are not negotiable. Fees schedules from each IAR's office are available upon request. Typically the financial plan or consulting work will be presented to the client within 90 days of the financial planning agreement date, provided all information needed to prepare the financial plan has been promptly provided by the client. A portion of the fees from Financial Planning

services are due and payable at the time the financial planning agreement is signed. Generally, the portion of the fee due in advance ranges from one-quarter to one-half and, in some cases, is a fixed amount. The balance of the fee is due upon delivery of the plan. GAA does not require prepayment of more than \$500 in fees per client and six (6) months or more in advance.

The client agreement may be terminated without penalty by the client by written notification within 10 business days of the client signing the agreement. In the case of an asset management agreement, the client may terminate the agreement at any time and, depending upon the program selected, may receive a pro-rated refund of unearned fees. In cases of prepaid Financial Planning services fees, GAA will refund to the client the balance of any fees paid exceeding the costs of the advisory services actually rendered.

In most cases, a minimum fee for Asset Management/Supervisory services is required by certain third-party investment advisors in which the Applicant maintains a contractual solicitors agreement. Such fees are disclosed in the applicable investment advisors Form ADV Part II and/or similar disclosure brochure.

The applicant does not mandate a minimum charge for financial planning services. However, such services are typically assessed a fixed fee ranging from \$100 to \$5,000.

GAA will act as a solicitor for various registered investment advisors, and for doing so will receive an ongoing solicitation fee typically ranging from 0.25% to 2.00% of referred assets under management. GAA is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisors Act of 1940. As such, appropriate disclosure shall be made and all applicable Federal and State laws will be observed.

Neither GAA, nor any related person, is a partner in any partnership in which clients are solicited to invest.

Conflicts of Interest

GAA's principal business is a registered broker/dealer marketing a full line of investment products through affiliated Registered Representatives. GAA offers mutual funds, variable insurance, stocks, bonds, unit investment trusts and other related products and services. Pertaining exclusively to broker/dealer clients, GAA utilizes Pershing as clearing broker/dealer for executing transactions on national stock exchanges. GAA and its executive officers spend the majority of their time with the above business activities. GAA may suggest or refer clients to brokers that are registered with the GAA's broker/dealer. With regard to GAA's referral of brokers that are registered with the GAA's broker/dealer, clients may pay commission higher than those obtainable from other brokers in return for such products and services. In addition, GAA may limit research used to service accounts to those accounts that are paying for such research.

All IARs are Registered Representatives of GAA and are frequently licensed as agents of GAA's affiliated insurance companies (Insurance Affiliates). As such, a conflict of interest may exist between the interests of GAA and/or GAA's IARs and the interests of the client. In many cases, IARs of GAA will recommend investment products to advisory clients through GAA or its Insurance Affiliates, on which they may in addition receive commissions if such products meet client's suitability. All of this information is fully disclosed in writing to the advisory client at the time of entering into an advisory contract. The client is under no obligation to act on GAA's and/or GAA's IARs recommendation(s). In the event that the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through GAA or the Associated Person of GAA when such person is acting as a Registered Representative of GAA's broker/dealer or as an Agent of an Insurance Affiliate.

As Registered Representatives of GAA and licensed insurance agents of various companies, IARs of GAA may occasionally receive additional compensation including but not limited to 12b-1 trailing fees, research and commissions on brokerage products and insurance. Clients should be aware that this compensation is in addition to, and does not offset, the investments advisory fees listed.

GAA and its Insurance Affiliates have suitability requirements for their investment representatives as well as regulation and compliance standards which must be followed. In addition, compliance officers and other principal executive officers of the affiliates have the right to and periodically do conduct supervisory audits and reviews.

GAA is a dually registered broker/dealer and investment advisor. While GAA does not require advisory clients to utilize its brokerage services, certain advisory programs available through GAA may only be offered in conjunction with broker/dealers or custodians which GAA maintains agreements for these services. Clients wishing to subscribe to advisory

programs offered by GAA may then be required to utilize custodial or brokerage services applicable to that program. Separate applications and forms applicable to establishing a custodial or brokerage account must be completed by the client. Custodial or brokerage account fees and/or transaction charges, if any, are disclosed at the time the account is established. Clients are not charged commissions in addition to advisory fees with respect to the advisory programs offered through GAA.

Code of Ethics

The GAA Code of Ethics is based on the principal that GAA owes a fiduciary duty to our clients for whom it serves as an advisor. This code is to protect the interests of both clients and advisors by demanding that advisory personnel perform their duties with complete propriety and do not take advantage of their position. Accordingly, GAA personnel must avoid activities, interests and relationships that might interfere or appear to interfere with making decisions in the best interest of our advisory clients. GAA expects its IARs to act with integrity and honesty, promoting the highest standards of client service.

The following Code of Ethics are standard business practice when representing GAA and while servicing its clients:

- Obtain proper licenses and appointments before engaging in any form of solicitation on behalf of GAA.
- Present accurately and fully the conditions and terms of any advisory product or service you are offering.
- Be thoroughly familiar with the approved investment products, any applicable regulations, and continue to maintain a high level of professional competence through ongoing training and education.
- Recommend products that are appropriate and suitable to the client's needs, not basing a decision on any self interest or gain.
- Communicate all relevant information and accurately complete all applications to ensure full disclosure and a fair evaluation to the proposed client. Maintain client satisfaction by responding promptly to any service request.

A complete copy of GAA's Code of Ethics is available upon request by any client or potential client.

Privacy

GAA has a high regard with respect to our clients right to privacy. GAA is committed to treating private client information in a responsible manner. Accordingly, GAA maintains a current Privacy Policy as disclosed in its Notice of Privacy and Information Practices that is presented to clients upon the establishment of an advisory relation between a client and GAA. GAA also provides clients with a copy of its Notice of Privacy and Information Practices annually. Copies of GAA's Notice of Privacy and Information Practices are available upon request.