

GWN Securities Inc. Advisor Brochure Supplement

(Part 2B of Form ADV)

This brochure provides information about the qualifications and business practices of Laurie C Allen. If you have any questions about the contents of this brochure, please contact us at 3109840082 and/or laurie@lawealthmanagement.com. 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.

Laurie C Allen

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Long Beach, CA 90802
Phone: 3109840082
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Additional information about Laurie C Allen also is available on the SEC's website at www.adviserinfo.sec.gov.

7/6/2020

Brochure Supplement (Part 2B of Form ADV)

By typing my name below for this Form ADV Part 2B, I certify that the information and statements made in this Form ADV Part 2B are true, complete, and accurate. I understand:

- That any disclosures made that are inconsistent with information on my Form U-4 requires update to my Form U-4 before the Part 2B will be approved for use;
- That certain new disclosures may require me to complete and submit new forms before I can have the Part 2B approved; and
- That I must deliver during the account opening process the Form Part 2B along with a Form ADV Part 2A or other disclosure document.

Signature: *Laurie Allen*

1 Manage Individuals

Please click "Continue" to navigate through the sections.

1.1 Personal Information

1.1.1 Name: *Laurie C Allen*

1.1.2 Suffix:**not answered**

1.1.3 Rep #: 6627

1.1.4 FINRA CRD #: 5454846

1.1.5 Year of Birth: 1982

1.2 Registered Branch Office Information

1.2.1 Registered Branch Office # (if known):**not answered**

1.2.2 Street:

100 W Broadway Ste 3000

1.2.3 City: *Long Beach*

1.2.4 State:

CA

1.2.5 Zip: 90802

1.2.6 Phone Number: 3109840082

1.2.7 Fax Number 2132894686

1.2.8 Do you have another approved registered branch office?

☐ Yes ☒ No

1.3 Mobile Phone Number and Email and Website

1.3.1 Mobile phone number:**not answered**

1.3.2 Email Address for Investment-related Correspondence (Approved GWN email ONLY):

laurie@lawealthmanagement.com

1.3.3 Investment-related Website Address:**not answered**

1.4 Your Key Contacts

1.4.1 Do you have a registered (or non-registered, but fingerprinted) assistant?

☐ Yes ☒ No

1.4.3 Supervisor Name: *GWN Securities*

1.4.4 Supervisor Phone #: *5614722700*

2 Educational Background and Business Experience

Please click "Continue" to navigate through the sections.

2.1 Active Securities and Insurance Licenses

2.1.1 Do you want to refer to your securities licenses on your ADV 2B?

☒ Yes ☐ No

2.1.2 Please click for each securities license you hold.

☐ 6

☒ 7

☐ 24

☐ 63

☐ 65

☒ 66

2.1.3 Do you want to refer to your insurance licenses on your ADV 2B?

☒ Yes ☐ No

2.1.4 Current active insurance licenses:

☒ Life

☒ Variable Annuity

☒ Health

2.1.5 State(s) where insurance licenese(s) are held:

California

Nevada

2.1.6 Have you been approved to offer financial planning through GWN Securities, Inc.?

☒ Yes ☐ No

2.2 Active Professional Designations

2.2.1 Do you hold any professional designations that you use in your investment-related marketing?

☒ Yes ☐ No

Policy

You must list in the ADV 2B any designations you hold and use in your investment-related marketing. The ADV 2B must list the minimum qualifications required for each designation

to allow *clients* to understand the value of the designation.

2.2.2 Which designations do you currently hold?

- ☐ AAMS - Accredited Asset Management Specialist
- ☐ AEP - Accredited Estate Planner
- ☐ AIF - Accredited Investment Fiduciary
- ☐ AWMA - Accredited Wealth Management Advisor
- ☐ CAS - Certified Annuity Specialist
- ☐ CFA - Chartered Financial Analyst
- ☒ CFP - Certified Financial Planner
- ☐ CFS - Certified Fund Specialist
- ☐ ChFC - Chartered Financial Consultant
- ☐ CIC - Certified Insurance Counselor
- ☐ CLU - Chartered Life Underwriter
- ☐ CLTC - Certified in Long-Term Care
- ☐ CMFC - Chartered Mutual Fund Counselor
- ☐ CPA - Certified Public Accountant
- ☐ CRA - Certified Retirement Administrator
- ☐ CRC - Certified Retirement Counselor
- ☐ CRPC - Chartered Retirement Planning Counselor
- ☐ CRPS - Chartered Retirement Plans Specialist
- ☐ JD - Juris Doctor
- ☐ LUTCF - Life Underwriter Training Council Fellow
- ☐ MBA - Masters of Business Administration
- ☐ MSFS - Master of Science in Financial Services
- ☐ PFS - Personal Financial Specialist
- ☐ QPA - Qualified Pension Administrator
- ☐ REBC - Registered Employee Benefits Consultant
- ☐ RFC - Registered Financial Consultant
- ☐ TGPC - Tax-Exempt & Government Plan Consultant

2.2.3 Designations:

Designation Name: CFP - Certified Financial Planner

Accredited Sponsor: *University of Denver*

Date Earned: **not answered**

In Good Standing: Good Standing

Expire: **not answered**

ID #: **not answered**

2.3 Formal Education

Policy

The ADV 2B requires you to disclose your formal education after high school, and to disclose if you had no high school education or no formal education after high school.

2.3.1 Did you graduate from high school?

☒ Yes ☐ No

Policy

The following information will automatically be populated into the final version of your ADV 2B:

"I have no formal educational background."

2.3.2 Did you pursue formal education after high school?

☒ Yes ☐ No

Policy

The following information will automatically be populated into the final version of your ADV 2B:

"I have no formal educational background."

Below is a table available for you to list as many records as necessary. Click "New Record" to open the table and begin entering the field(s). If you have multiple entries, click "Save and New" to enter a new record. If you only have one entry (or after your last entry), click "Save and Close." At any time, you can click "Back to List" to see what entries you have entered. If you click "Back to List" before saving your entry, the information will not be saved. You can SELECT an entry to "Edit" it, or simply "Delete" any unnecessary entries.

2.3.3 Institution Name:

Institution Name:	Dates Attended:	Degree Obtained:	Major:
<i>University of Nevada Las Vegas</i>	<i>12/01/2007</i>	Bachelor of Science	<i>Business</i>

2.3.4 Do you have any honors or recognitions you received at any of the above mentioned schools that you would like to appear in the ADV 2B?

☐ Yes ☒ No

2.4 Business Background

2.4.1 Do you have any employment history?

☒ Yes ☐ No

Policy

The ADV 2B requires you to disclose your business background (including an identification of the specific positions held) for at least the preceding five years. If any information is different from what is on your Form U4, please update the Form U4.

2.4.2 How many years have you been working in the financial services industry?

9

Policy

You must include business background information for the preceding five (5) years.

Below is a table available for you to list as many records as necessary. Click "New Record" to open the table and begin entering the field(s). If you have multiple entries, click "Save and New" to enter a new record. If you only have one entry (or after your last entry), click "Save and Close." At any time, you can click "Back to List" to see what entries you have entered. If you click "Back to List" before saving your entry, the information will not be saved. You can SELECT an entry to "Edit" it, or simply "Delete" any unnecessary entries.

2.4.3 Employment:

Dates: *present*
Business Name: *GWh Securities*
Investment-Related: Yes
City: *Manhattan Beach*
State: **2.4.3.5** State:
CA
Position Held: *Financial Advisor*

Dates: *01/01/2008 to 08/04/2017*
Business Name: *AXA Advisors*
Investment-Related: Yes
City: *Los Angeles*
State: **2.4.3.5** State:
CA
Position Held: *Financial Advisor*

No

2.4.6 Do you have any advisory clients currently?

☐ Yes ☒ No

3 Disciplinary Information

Policy

The ADV 2B must disclose any legal or disciplinary events you have ever been involved in and the material facts related to these events. These events must be included unless Compliance and Legal determine the events are immaterial to a client's evaluation of your integrity or your financial advice. The SEC indicated that few events will be considered immaterial, particularly if they occurred in the preceding ten years.

3.1 Have you been involved in any legal or disciplinary proceeding?

☐ Yes ☒ No

4 Outside Business Activities (OBAs)

The following questions ask about any outside business activities that are investment-related or provide a substantial source of income or involve a substantial amount of your time.

4.1 Are you involved in any investment-related Outside Business Activities?

☒ Yes ☐ No

4.2 Are you involved in any non-investment-related OBA that provides a substantial source of your income or involves a substantial amount of your time?

☒ Yes ☐ No

Policy

If a non-investment-related OBA represents less than 10 percent of your time and income, you may presume that the OBA is not substantial and that you don't have to disclose it.

4.1 Investment-related OBAs

Policy

You must disclose all investment-related OBAs. There is no requirement for them to take a substantial amount of your time or generate a substantial amount of your income.

4.1.1 Are you a registered representative of GWN Securities, Inc.?

☒ Yes ☐ No

Policy

The following information will automatically be populated into the final version of your ADV 2B:

"I am engaged in the following investment-related business activities in addition to serving acting as an investment adviser representative of GWN Securities, Inc. I recognize that these activities may raise conflicts of interests. I have described how I address them and any compensation I

receive from these activities:

I am a Registered Representative of GWN Securities, Inc., which is a registered broker/dealer and a member of FINRA and SIPC.

My affiliation with GWN Securities, Inc. creates limited potential material conflicts of interest for advisory clients because my commissions are customary and competitive for the marketplace. However, brokerage services may be available elsewhere at a lower cost. At no time is any client obligated to purchase securities through GWN Securities, Inc.

I receive no additional economic benefits that could create a material conflict of interest that I have not included below."

4.1.2 Are you associated with a registered investment adviser other than GWN Securities, Inc. (outside RIA)?

☐ Yes ☒ No

4.1.4 With what securities regulator is the outside RIA registered? (please check all that apply):
not answered

Policy

The following information will automatically be populated into the final version of your ADV 2B:

"I am also affiliated with another registered investment advisory firm, named <<Name of Outside RIA>>, in order to offer financial planning or other advisory services not available through GWN Securities, Inc. <<Name of Outside RIA>> and GWN Securities, Inc. are not affiliated entities. My investment advisory firm is registered with: <<States>>."

Policy

For your outside RIA, your disclosure of cash compensation should match what is on your Form ADV 2A for your outside RIA.

4.1.12 Are you registered, or have an application pending to register, as a broker/dealer, registered representative of a broker/dealer other than GWN Securities, Inc., futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading adviser ("CTA"), or an associated person of an FCM, CPO, or CTA?

☐ Yes ☒ No

Policy

The following information will automatically be populated into the final version of your ADV 2B:

"I am not a registered or have an application pending to register as a broker/dealer and I am not a registered or associated person of a futures commission merchant, commodity pool operator, or commodity trading adviser."

4.1.14 Are you a pension consultant, working at a bank or thrift institution, a real estate broker or dealer, or involved in any other investment-related OBAs not yet disclosed?

☐ Yes ☒ No

4.2 Non-Investment-Related Business Activities (OBAs)

Please describe each non-investment related OBA you engage in. Below is a table available for you to list as many records as necessary. Click "New Record" to open the table and begin entering the field(s). If you have multiple entries, click "Save and New" to enter a new record. If you only have one entry (or after your last entry), click "Save and Close." At any time, you can click "Back to List" to see what entries you have entered. If you click "Back to List" before saving your entry, the information will not be saved. You can SELECT an entry to "Edit" it, or simply "Delete" any unnecessary entries.

4.2.1 Non-Investment OBA:

Description: *I am engaged in fixed insurance and annuity sales; life, health and fixed indexed annuities.*

Conflict of Interest: No
NA

Description: *I am involved with my husband's business Color Clean Soap Company.*

Conflict of Interest: No
NA

5 Additional Compensation and Supervisory System

Additional Compensation:

5.1 Does someone who is not a client provide an economic benefit to you for providing advisory services?

☐ Yes ☒ No

Supervisory System:

Policy

The following information will automatically be populated into the final version of your ADV 2B:

"I supervise the quality of the advice given to my clients. I have access to your custodial account statements and your quarterly performance reports, which I review. I also meet with you semi-annually to confirm your accounts' investments and asset allocation remain appropriate for your investment objectives.

I am supervised by GWN Securities, Inc. at several levels. Annually, I attest that I understand the policies and procedures related to my offering of advisory services and must complete ten hours of training. I also am supervised by a Regional Planning Specialist who is located within my region. To monitor the advice I give, a supervising principal reviews all account opening paperwork before an account is opened, and a surveillance program monitors the investment management of my existing accounts for red flags. Finally, my branch office is subject to a periodic audit which includes a review of client files and that I am servicing clients in accordance with firm policies."

6 Signature

By typing my name below for this Form ADV Part 2B, I certify that the information and statements made in this Form ADV Part 2B are true, complete, and accurate. I understand:

- That any disclosures made that are inconsistent with information on my Form U-4 requires update to my Form U-4 before the Part 2B will be approved for use;
- That certain new disclosures may require me to complete and submit new forms before I can have the Part 2B approved; and
- That I must deliver during the account opening process the Form Part 2B along with a Form ADV Part 2A or other disclosure document.

6.1 Signature: *Laurie Allen*

GWN SECURITIES, INC.

11440 North Jog Road
Palm Beach Gardens, FL 33418
Telephone: (561) 472-2700
www.gwnsecurities.com

BROCHURE

Form ADV, Part 2A

March 30, 2020

This Brochure provides information about the qualifications and business practices of GWN Securities, Inc.. If you have any questions about the contents of this Brochure, please contact us by email at gwn@gwnsecurities.com, or by telephone at (561) 472-2700, or by mail at the address above. 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.

GWN Securities, Inc., is an investment adviser registered with the United States Securities and Exchange Commission. Registration with the SEC does not imply that GWN Securities, Inc., or any person associated with GWN Securities, Inc. has achieved a certain level of skill or training.

Additional information about GWN Securities, Inc., is available on the SEC's website at www.adviserinfo.sec.gov, by searching our firm name or our IARD/CRD number: 128929.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated March 29, 2019, we have no material changes to report.

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Item 4 Advisory Business

A. FIRM BACKGROUND & OWNERSHIP

GWN Securities, Inc. (referred to as "GWN," "Firm," "we," or "us"), is a Florida corporation headquartered in Palm Beach Gardens, Florida. We have been in business since 2004. We are registered with the SEC as an investment adviser and are also registered with the SEC and all 50 states and the District of Columbia as a broker-dealer. We are a member of the Financial Industry Regulatory Authority ("FINRA"). The following individual and entity own, directly or indirectly, 25% or more of GWN:

Direct Owner

World Investment Network

GWN offers the following investment advisory services intended to meet a variety of client needs and objectives:

Managed Account Programs:

- *GWN Managed Account Program*
- *GWN Premier Program*
- *GWN Total Access Program*

Financial Planning Services

Consulting Services

In this Brochure, we describe each of our services, investment strategies, conflicts of interest, program costs, and other important information. If you have any questions about GWN or our services, please contact us at the phone number, email address, or street address shown on the front of this Brochure.

B. MANAGED ACCOUNT PROGRAMS

1. GWN Managed Account Program - Overview

Through the GWN Managed Account Program, GWN offers investment management services designed for clients with assets invested directly with a mutual fund family or insurance company that permits exchanges among the individual funds offered by the mutual fund family or among the subaccounts of a variable annuity or variable life insurance contract (collectively, "variable products"). GWN believes that allocating investments among funds and subaccounts may provide diversification and reduce portfolio volatility.

To serve the investment needs of these clients, the portfolio managers of the GWN Managed Account subprograms have constructed their respective portfolios from mutual funds and subaccounts of variable products of various investment styles, assets classes, and objectives, including income, growth and income, growth, international growth, and international income. The subprograms offer differing investment strategies to manage their respective portfolios. The portfolio manager for each subprogram determines the specific asset allocation and weightings of the portfolios he manages. GWN's Investment Committee periodically reviews the allocations and weightings for consistency with portfolio objectives.

Clients are not required or expected to purchase a variable product to participate in the Program; however, certain investments may only be available as subaccounts of a variable product. Additionally, the Program's portfolios are limited to certain mutual fund families and variable products, which will likely change from time to time. The Representative will explain the fund families and variable products that are currently eligible for the GWN Managed Account Program, and each of the portfolios.

Clients should consider that the portfolio managers will invest in mutual funds that will carry up-front or contingent deferred sales charges, which will be an additional cost charged to the client's account. Although many clients in the Program will already own mutual funds or a variable product that provides "exchange" privileges within the fund family or variable product subaccounts without charge, the portfolio manager will have the authority, when consistent with seeking the portfolio's objectives, to exchange the client's investments for shares to which the client's exchange privileges may not apply, or to redeem the client's investment in a fund and reinvest in a different fund family that will charge an up-front or contingent deferred sales charge.

Similarly, if the client wishes to add additional assets to be managed through the Program, the client will be required to pay the up-front sales charges (or contingent deferred sales charges) to purchase shares of the funds that comprise the account's particular portfolio. Similarly, if the client wishes to participate in a program through subaccounts of a variable product but does not already own a variable annuity or variable life insurance contract, the client will be required to purchase a variable annuity or variable life contract and will incur sales charges and other transaction expenses.

Please refer to Item 5.E for further information about compensation the Representative will receive if you purchase securities or insurance products.

Prior to client entering into the "Advisory Agreement" for the GWN Managed Account Program, GWN's investment adviser representative assigned to the Account (the "Representative") will discuss with the client the risks and potential benefits of the Program, the Program's investment strategy, and the Program investments. Clients may complete an Investor Profile Worksheet, which assists the Representative in determining which model is best suited for the client. Based upon the information provided by the client, the Representative will assist the client to designate one or more of the portfolios available in the Program, and identify the eligible mutual fund families or variable annuities through which the client's Program account will be invested.

Although the Representative will assist the client to understand the available options and portfolios available through the GWN Managed Account Program, the Representative is not responsible for providing on-going investment advice for the account or for managing the assets of the account. Accounts are managed by a designated portfolio manager.

Client will grant the Program portfolio manager full authority and investment discretion to manage the client's account according to the terms of the Program, the particular portfolio the client selects, and the mutual fund families or subaccounts of a variable product the client has designated for the account to be managed through the Program. The portfolio manager will have the authority and investment discretion to buy, sell, exchange, redeem, or otherwise effect transactions with respect to the client's account and the assets of the account, to accept or reject any signals, in whole or in part, and to allocate and reallocate the account, as the portfolio manager deems appropriate, in its sole discretion, without prior notice or consent of client.

With the approval of the Investment Committee, the portfolio manager may also change investment strategy of a portfolio, change the allocations or weightings of a portfolio, or close and liquidate a portfolio, and may change the mutual fund families or variable products approved for the portfolio,

without prior notice or consent of client. GWN will notify client of material changes made to a strategy or portfolio, or the investment options approved for a portfolio, and will manage the account as explained in the notice unless client objects within the time period specified in the notice.

As more fully explained below, the following subprograms are currently available through the GWN Managed Account Program:

- ***DRM Program***
- ***CyAM Direct Program***
- ***SAM Direct Program***
- ***MOM Direct Program***
- ***StAR 1.0 Direct Program***
- ***HDSAM Direct Program***

DRM Program

The objectives of the DRM Program are: (a) to preserve capital and (b) attain capital appreciation through a strategy of "market timing." A market timing strategy seeks to minimize unfavorable performance in a falling market and to provide appreciation possibilities in a rising market by investing and reinvesting the portfolio based on investment "signals" the portfolio manager identifies using computerized modeling and analysis of technical, economic, fiscal, and monetary factors.

A market timing strategy involves trading in and out of positions based on the signals and is not a "buy and hold" or long-term investment strategy (although there may be periods of months or longer that positions are held). Although the portfolio manager will generally follow the signals to manage accounts, the portfolio manager may, in its discretion, reject, delay implementation, or modify, in whole or in part, actions suggested by a signal and may engage in other transactions for client accounts, as the portfolio manager deems appropriate to achieve each portfolio's objective. There is no set minimum or maximum number of positions which will be held in a portfolio or specific frequency according to which portfolio positions will be traded.

The signals will determine the investment posture of each portfolio as either defensive or aggressive. The DRM "A" (Aggressive) portfolio and DRM "M" (Moderate) portfolio (collectively, the "DRM Portfolios") may utilize similar investments; however, DRM "A" will trend toward a more aggressive goal whereas DRM "M" will utilize a more moderate approach. GWN's intent is to have program accounts investing in funds emphasizing capital appreciation when the signals indicate a rising market, and exchanging portfolio holdings for cash or money market funds during declining markets.

CyAM Direct, SAM Direct, MOM Direct, HDSAM Direct & StAR 1.0 Direct Programs

The CyAM, and SAM Programs follow an asset allocation investment strategy, with the objectives of preserving capital, attaining capital appreciation, and providing current income. The portfolios in these programs are allocated among mutual funds and variable product subaccounts, in weightings dictated by the portfolio manager and monitored by GWN's investment advisory committee (the "Investment Committee"). The portfolio manager will continuously monitor the investments and adjust holdings in an effort to meet the portfolio's investment objectives.

The portfolio manager may use mutual funds or variable product subaccounts that invest in domestic or foreign equity or fixed income securities, in various combinations and weightings to achieve the objectives. The portfolio manager intends to make adjustments in the portfolio not less than four times a year, generally around the end of each calendar quarter. However, changes may occur more or less frequently depending on prevailing economic and market conditions.

CyAM Direct Program

CyAM "A" and CyAM "M" portfolios will determine investment allocation percentages based on momentum trends. CyAM "A" (Aggressive) accounts will remain invested until modeling programs trigger a move by the underlying portfolio. For CyAM "M" (Moderate) accounts, investment changes will occur based on modeling programs and will trigger a complete movement of investments.

The portfolio manager's determination of "Asset Momentum" will determine investment allocation percentages based on momentum trends. Asset Momentum investments will remain invested until modeling programs trigger a change in the underlying portfolios. CyAM "A" and CyAM "M" may utilize equity, fixed income, or money market funds or subaccount positions or a combination of these positions, as determined by its modeling program.

SAM Program

SAM "A" and SAM "M" will determine allocation investment percentages based on asset classes. SAM "A" (Aggressive) and SAM "M" (Moderate) may utilize similar asset classes for the underlying investments; however, SAM "A" will trend towards a more fully invested program. SAM "M" may utilize more fixed income or money market positions to minimize volatility.

StAR 1.0 Program

The StAR 1.0 Program primarily uses a momentum analysis, with a secondary filter applied that measures velocity, to evaluate the securities to be included (or excluded) in the model portfolios. The Program will then rank the available investment options based on the results of such analysis to help determine the investments selected for the model portfolios. Momentum Analysis is an indicator used in technical analysis that determines overbought and oversold conditions of a particular asset. This indicator is very similar to the relative strength index (RSI). The main difference between the two is that the RSI uses a fixed number of time periods (usually 14), while the dynamic momentum analysis uses different time periods as volatility changes.

MOM Program

The MOM Program primarily uses a momentum analysis. Momentum Analysis is an indicator used in technical analysis that determines overbought and oversold conditions of a particular asset. Individual investments will remain invested until modeling programs trigger a move by the underlying portfolio.

HDSAM Program

The HDSAM Program uses multiple strategies and methods of analysis in seeking its objectives of growth, with a secondary objective of future income. The portfolio recommendations are derived from a series of macro and micro economic calculations that consider Modern Portfolio Theory, beta analysis, alpha comparisons, standard deviation analysis, and Rate of Return comparison.

Please refer to Item 8 for additional information regarding the methods of analysis and strategies used in managing the HDSAM Program.

An encrypted web-based portfolio optimization platform is used to get the macro portfolio recommendations and a fund comparison application is used to screen individual mutual funds. Morningstar Advisor Workstation is used to make final fund choices.

Portfolio optimization and fund screening take place monthly, with the average re-allocation of the portfolio occurring approximately two to three times per year. The portfolio will automatically rebalance to the original target portfolio if no reallocation occurs within a 12-month period.

The benchmark for this portfolio is the S&P 500 and the goal is to meet or exceed performance while maintaining a 70-75% risk exposure.

Limitation on Changes to CyAM Direct, SAM Direct, MOM Direct, StAR 1.0 Direct, HDSAM and DRM Models. These Programs allow the client to choose more than one model portfolio for the client's account, and permits the client to specify the percentage of the account to be allocated to each model. However, the client cannot change or impose restrictions on the underlying allocations within each model portfolios the client selects.

GWN Managed Account Program Subadvisers

Each of the subprograms in the GWN Managed Account Program is managed by a subadviser engaged by GWN, as follows. Where indicated, the Subadviser is controlled by a GWN Representative:

Subprograms	Subadviser	GWN Representative Controlling Subadviser
SAM Program	GWN Securities, Inc.	David Homard
StAR 1.0 Direct Program	DJ Puff Advisors	Donald Puff
HDSAM Direct Program	Millennium Advisory Group	Gary Hutto

The Sub-Advisors for the GWN Managed Account Programs are responsible for determining the specific model portfolios, the selection of the mutual funds or other securities in which the account will invest to reflect the model, and for the periodic adjustment of the models to achieve each portfolio's objective and risk profile. GWN is responsible for the periodic rebalancing of each account in a portfolio to reflect the current portfolio allocation and mutual funds designated by the Subadviser for each portfolio. The Subadvisers are compensated from a share of the Program Fees that are paid by the client for participating in the GWN Managed Account Program, and are also compensated from the purchase or sale of any securities occurring to reflect the model portfolio, including from the initial allocation of the account and subsequent rebalancing of the account to reflect to the model portfolio or any adjustments to the model.

2. GWN Premier Program - Overview

The GWN Premier Program is also a managed program comprised of the ***GWN Premier Select*** and ***GWN Premier Choice Programs***, and the ***Money by Design Platinum Advisory Program ("Platinum Program")***.

Prior to client entering into the "Advisory Agreement", GWN's Representative will discuss with the client the risks and potential benefits of the Program, the Program's investment strategy, and the Program investments. Clients may complete an Investor Profile Worksheet, which assists the Representative in determining which of the available programs is best suited for the client.

Based upon the information provided by the client, the Representative will assist the client to select a suitable Program and then work with the client to designate one or more of the portfolios offered through the third-party portfolio managers available through the Program.

Client will grant the Program portfolio manager full authority and investment discretion to manage the client's account according to the terms of the GWN Premier Program, the particular portfolio the client selects, and the mutual fund families, ETF funds or subaccounts of a variable product the client has designated for the account to be managed through the Program. The portfolio manager will have the authority and discretion to buy, sell, exchange, redeem, or otherwise effect transactions with respect to the client's account and the assets of the account, to accept or reject any signals, in whole or in part, and to allocate and reallocate the account, as the portfolio manager deems appropriate, in its sole discretion, without prior notice or consent of client.

With the approval of the Investment Committee, the portfolio manager may also change investment strategy of a portfolio, change the allocations or weightings of a portfolio, or close and liquidate a portfolio, and may change the mutual fund families, ETF funds or variable products approved for the portfolio, without prior notice or consent of client. GWN will notify client of material changes made to a strategy or portfolio, or the investment options approved for a portfolio, and will manage the account as explained in the notice unless client objects within the time period specified in the notice.

GWN Premier Select Program

GWN Select is an allocation program offering model comprised of either ETF's or no-load and load-waived mutual funds developed by the following institutional investment managers:

GWN Select Portfolios	Portfolio Strategies, Inc. (PSI)
GWN Select ETF Portfolios	Advanced Asset Management Advisors (AAMA)
BlackRock, Inc. ETF Portfolios	CGAA
CLS Investments	Dynamic Asset Management
ICON Advisers, Inc.	DJ Puff Advisors
Russell Investment Management	Millennium Advisory Group
Ocean Park Asset Management	Absolute Capital
Frontier Asset Management	W E Donoghue
Morningstar	Toews Corp.
CS Planning	Verity Asset Management
American Funds Direct Advisory	Vanguard ETF Portfolios

Each model will have a recommended allocation as well as a list of suitable alternative investments by category, allowing the client and the Representative to customize the model to the specific needs and objectives of the client.

Clients interested in the GWN Premier Select Program will be allowed to choose among a series of computer based, asset allocation models based on risk tolerance. GWN Select Models are categorized as Ultra Conservative, Conservative, Balanced, Moderate, Growth Appreciation and Maximum Appreciation. GWN Select Portfolios are based on the Modern Portfolio Theory.

Please refer to Item 8 for further explanation of Modern Portfolio Theory.

All funds are purchased at net asset value (NAV). Certain GWN Premier Select Program Portfolios are available for non-qualified and qualified assets. Qualified assets may be separately established in an IRA, 403(b)(7) or qualified plan. The schedule would apply to each separate plan established. The program's advantages are as follows:

- Modern Portfolio Theory of investing based on specific investor's needs.
- Select from a list of no-load and load waived funds.
- Automatic re-balancing and re-allocation based on model changes.
- Receive a consolidated quarterly statement of all assets within the account.

Once the client has selected a suitable program and portfolio through the GWN Premier Select Program, management of the account and Program portfolios will be the responsibility of the portfolio manager. The Representative will be responsible for periodic contact with the client to determine any changes in the client's investment objectives or other suitability information, and to answer client questions about the Program. However, the Representative will not provide ongoing investment advice or recommendations regarding the account or for managing its assets.

GWN Premier Choice Program

The GWN Premier Choice Program permits an individual and a Representative of GWN Securities, Inc. to design and implement a managed diversified mutual fund and ETF fund portfolio tailored to the individuals' needs. All mutual funds and ETF funds are purchased at net asset value (NAV). Premier Choice is available for non-qualified and qualified assets. Qualified assets may be separately established in an IRA, 403(b)(7), or a qualified plan. The schedule would apply to each separate plan established. The program's advantages are as follows:

- Select from a list of no-load, ETF funds and load-waived funds.
- Exchange within a fund family or transfer across fund families at any time.
- Select your own fund(s) or rely on a recommendation from a Registered GWN Adviser.
- Receive a consolidated quarterly statement of all assets within the account.

The Premier Choice Program is not offered by solicitors. The Premier Choice Program can only be offered by registered investment adviser representatives of GWN. Clients receive advice and guidance regarding investment decisions from your Investment Adviser Representative while maintaining complete discretion over investment decisions in your account. GWN Securities, Inc. receives a portion of the total fee paid by the client for provide advisory services. Clients participating in the Premier Select and Choice programs may be required to establish custodial accounts with a third-party broker-dealer, such as Fidelity Institutional Wealth Services (or another affiliate of Fidelity, Inc., "Fidelity") or other custodian that may be required and approved by GWN.

Money by Design Platinum Advisory Program

The Money by Design Platinum Advisory Program("Platinum Program") is also part of the GWN Premier Program. The investment objective is to seek capital appreciation and provide current income. This Program utilizes computerized modeling and employs technical, economic, fiscal, and monetary considerations to determine whether individual market trends are considered to be advancing or declining. The basic concept underlying these services is commonly known as asset allocation. The advisor intends to allocate investments between and among the funds available in weightings dictated by the investment advisory committee. The advisor will continuously monitor the investments and adjust holdings in the individual funds in an effort to meet its investment objectives.

Platinum is an asset allocation program utilizing a wide selection of mutual funds and ETF funds which provides an individual the opportunity to choose among a series of computer-based asset allocation models based on risk tolerance. There are three Tiers of portfolio managers, and one or more separate portfolio managers for each Tier who are engaged as subadvisers to the Program and are responsible for day-to-day management of the portfolios assigned to them. Those subadvisers are:

Tier I	GWN Castellum Select Portfolios GWN Castellum Select ETF Portfolios BlackRock, Inc. ETF Portfolios Platinum Vanguard ETF Portfolios Platinum Advisory Select American Funds Direct Advisory
Tier II	ICON Advisers, Inc. CLS Investments Portfolio Strategies, Inc. (PSI) Russell Investment Management Absolute Capital Advanced Asset Management Advisors, Inc. (AAMA) Toews Corp. W E Donoghue Frontier Asset Management Clark Capital Management

3. **GWN TOTAL ACCESS PROGRAM**

The GWN Total Access Program permits an individual and a Representative to allocate the client's portfolio into general securities, no-load and load-waived funds at net asset value and other investments. Pershing, LLC provides administrative, brokerage, and custodial services for the account and maintains the account's assets.

A client participating in the GWN Total Access Program will pay an annualized fee in addition to transaction charges in accordance with the fee schedule. The fee will be payable quarterly in advance. The first payment is due upon execution of the Total Access Program Advisory Agreement and will be assessed pro rata in the event the Advisory Agreement is executed at any time other than the first day of the calendar quarter.

4. **FINANCIAL PLANNING & CONSULTING SERVICES**

Financial Planning Services. We provide Financial Planning Services designed to assist clients in developing solutions for a wide variety of financial issues and priorities. At the outset of the process, we ask clients to provide us with information about the client's current financial status, future goals, and attitudes towards risk. Related documents supplied by the client are carefully reviewed, including a questionnaire completed by the client, and a written report is prepared. Typically, the process involves a series of discussions during which a number of issues may be covered, such as any one or more of the following (or other):

GWN may provide investment advisory services in the form of a comprehensive financial plan. Clients receiving this service will receive a written report providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. In general, the comprehensive financial plan may address a number of areas, including existing financial position, protection of assets, investment planning, income tax planning, retirement planning, and estate planning.

At the beginning of our relationship with a new client, we will ask about their personal and family circumstances, career plans, financial situation, investment goals and objectives, and tolerance for investment risk. Based on this information, we will work with the client to identify specific planning services where we will focus our efforts during the initial year of our relationship. Over the course of your relationship with us, we will periodically review with you relevant aspects of the financial process. Generally, we consider the following issues as part of the Financial Planning Services:

Cash Flow & Budgeting: Analysis of the client's current income, expenses, taxes, savings, and investment history, and the potential effects of various investment choices, tax strategies, or other planning techniques towards improving the client's current and future cash flows, assets, and tax liabilities.

Portfolio Review: Analysis of the client's current investment portfolio and allocation and weighting among investments of different asset classes or market sectors, with the goal of improving diversification, reducing volatility, minimizing taxes, or enhancing performance.

Education Funding: Based on information provided by the client regarding client's plans for children's (or grandchildren's) education, we will discuss with the client estimates of the amounts necessary to fund the planned education.

Insurance Planning: Review of the client's current life and disability insurance limits and coverage to identify circumstances where the client may benefit from purchasing additional insurance or annuity products.

Retirement Planning: Preparation of projections regarding the client's estimated financial needs at certain ages in the future and amounts which should be added to the portfolio in order to meet future obligations and attain the client's investment objectives.

Survivor Income Analysis: We will review the amounts and sources of income that may be available to client or client's spouse upon the death of each other, or to surviving heirs.

Disability Income Analysis: We will discuss with the client estimates of client's disability income needs, as well as a description of existing disability coverage and recommendations regarding such coverage.

Caution Regarding Projections. When we develop projections for you, whether of estimated future income, expenses, inflation, tax liabilities, or other matters, we will rely on the information you provide and on certain assumptions about key economic, financial, and tax matters. While we believe the assumptions will be reasonable at the time made, there is no assurance that these assumptions will prove correct in the future; our assumptions may turn out to be wrong. To the extent the information you provide is inaccurate or incomplete, or our assumptions prove incorrect, our projections will likely not reflect your actual experience.

Based on the information provided by the client, we will develop financial planning strategies and recommend solutions. Typically, the financial plan will be presented within 90 days of the contract date, provided that all information needed to prepare the financial plan has been promptly provided by the client.

When appropriate, our financial planning recommendations we will recommend one of our investment management programs to clients seeking professional management of their portfolios. If we recommend the purchase or sale of securities or investment products, we hope the client will implement the recommendations through us and our Representative; however, advisory clients do not have any obligation to implement advisory recommendations through GWN or our Representative, and may choose to purchase such products from other broker-dealers, insurance companies, or agents not affiliated with us.

The recommendations made in a financial plan and the advice we provide as part of the Financial Planning services apply only to a client's financial situation at the time of purchase. A periodic review of the client's situation is strongly recommended to ensure that the plan continues to address the client's needs and objectives. It is the client's responsibility to request a periodic update or review of the financial plan.

Consulting Services. Clients may also receive investment advice on a more limited basis. This may include advice on only a specific area such as estate planning, retirement planning, reviewing the client's existing portfolio, or other specific topics. In these situations, only the requested topic is addressed, and the impact of our advice on the client's other financial areas is not considered. GWN may also provide advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, or annuity advice.

5. CHANGES IN THE CLIENT'S CIRCUMSTANCES

Clients are advised that changes in the client's or an account's financial situation, investment objectives, tolerance for risk, or investment time horizon may cause the program or strategy selected by the client to be no longer suitable. In the event of any such change, the client should contact the Representative or GWN promptly in order to identify another program or strategy that meets the client's needs.

6. NEGOTIABILITY OF PROGRAM FEES, ACCOUNT MINIMUMS, & OTHER TERMS

For all services, we have the discretion to negotiate our fees, minimum account size, minimum annual fees, and other terms of each client's relationship with us, and to negotiate alternative fees, minimums, or other terms on a client-by-client basis.

When considering and negotiating these matters, we usually consider, among other factors, the dollar amount of assets to be placed under management by the client and related accounts, anticipated future revenues and anticipated future additional assets or accounts from the client or related persons, and other existing or anticipated relationships. We may elect, in our discretion, to aggregate related client accounts for the purpose of achieving the minimum account size requirements and determining annualized fees. Waivers, discounts or more favorable terms not generally available to other clients may be offered to family members and friends of our current and former employees and affiliates. The specific terms of each client's advisory relationship will be agreed upon in writing by GWN and the client.

7. SECURITIES FOR WHICH WE PROVIDE ADVICE

GWN and its Representatives offer advice regarding a wide variety of investment products, including:

- exchange-listed or over-the-counter debt or equity securities
- money market funds, open-end investment companies (mutual funds), exchange-traded fund

- (ETFs); closed-end funds, and unit investment trusts
- variable life insurance, variable annuities, and their investment subaccounts
- certificates of deposit; municipal securities
- securities issued by the US Treasury, agencies, or government sponsored enterprises

The securities for which we offer advice are more extensive than the investments we generally recommend to our clients.

Please refer to the descriptions in Item 4 and in Item 8 regarding the types of investments and strategies we recommend.

8. Third Party-Managed Model and Custom Portfolios

GWN, acting as Co-Advisor, Sub-Advisor, or Solicitor, may introduce you to third party money managers in order to provide you with certain unique investment advisory services. Neither GWN nor your advisor performs the ongoing discretionary asset management in your portfolio; this is done by the third party money manager. GWN and your advisor will charge an additional fee over and above the money manager's fee to work with both you and the money manager to ensure that their program continues to meet your needs and goals. As Co-Advisor or Sub-Advisor, GWN typically is responsible to work with you to collect all necessary information and documentation to assist the money manager in managing your assets, and to answer any questions you may have about the money manager or the managed portfolio. Certain third party managers allow you and your advisor to create a custom portfolio. You are responsible to notify your advisor of any changes in your financial situation or investment objectives and to let us know of any investment restrictions for you.

When GWN or your Advisor acts as a Solicitor, we introduce you to a third party money manager that we have determined could best manage all or a portion of your assets. Should you choose to do business with the third party money manager, the Advisor will be paid an ongoing percentage of the fee you pay the manager for the introduction. The fee arrangement will be disclosed to you at the time that you are referred to the money manager. Neither GWN nor your Advisor performs any other role with respect to the management of the assets placed with the money manager.

The following table is a list of third party independent investment advisors for which GWN or your Advisor may act as Co-Advisor, Sub-Advisor, or Solicitor.

FTJ FUND CHOICE	LOCKWOOD
LORING WARD	SEI FINANCIAL
BELLATORE	ENVESTNET
VERITY	ARGENTIS
HOWARD CAPITAL	ASPIRE
HORTER	AAMA
ABSOLUTE CAPITAL	BRINKER CAPITAL
BTS ASSET MANAGEMENT	CLS INVESTMENTS
FLEXIBLE PLANS	FRONTIER
ITS ASSET MANAGEMENT	MATSON
MEEDER	OCEAN PARK
PORT STRATEGIES	ROCHDALE INVESTMENTS

FOLIO DYNAMICS	FORMULAFOLIOS
PAGE ONE	FAIRLANE
HANLON	ICON FUNDS
SARATOGA ADVANTAGE	EQUIS CAPITAL
ASSETMARK	PENTEGRA
SYMMETRY	

C. TAILORED ADVISORY SERVICES & CLIENT-IMPOSED RESTRICTIONS

We tailor our advice to the specific needs and objectives of the client. The Representative will help the client to understand and complete an account profile or questionnaire so that it accurately reflects the account's financial situation, investment objectives, tolerance for risk, and investment time horizon, among other considerations, and will also answer client questions about the programs and our services. Based on the client's investment profile, the Representative will recommend one of our investment management programs, or financial planning or consulting services suited to the needs of the client. Alternatively, for clients not interested in our advisory programs, the Representative (acting in his or her capacity as a registered representative of our broker-dealer and as a licensed insurance agent) will recommend the client purchase securities or insurance products.

For clients seeking investment management services, the Representative will assist the client in selecting a suitable program, asset allocation or model portfolio, and where applicable, separate account manager. We permit clients to impose reasonable restrictions on the types of securities we recommend for their account, and permit clients to change the restrictions by written instruction to us. However, clients should be aware that the terms of any agreements with a third-party investment manager or subadviser may restrict the client's ability to impose restrictions on account investments. Once the client has approved the specific investment management program, asset allocation or model portfolio, and where applicable, third-party portfolio manager, the account will be managed to reflect the allocation or model, and achieve the objectives of the program and portfolio which the client has selected, subject to reasonable restrictions imposed by the client. Due to client restrictions and other differences regarding each account, performance of a client's account may be different from the performance of other accounts in the same program or portfolio.

D. INFORMATION ABOUT WRAP FEE PROGRAMS

Item 4.D requires disclosure of certain information about wrap fee programs for which we provide portfolio management services.

GWN does not provide portfolio management services for any wrap fee programs, and has no disclosures for this item.

E. MANAGED ASSETS

As of December 31, 2019, we managed client assets of \$2,286,554,088 on a discretionary basis. We did not manage any assets on a non-discretionary basis.

Item 5 Fees and Compensation

A. PROGRAM FEES

1. GWN MANAGED ACCOUNT PROGRAM FEES

The standard Program Fees for the GWN Managed Account Program are set forth below and are expressed in terms of an annual percentage of quarter-ending values:

FEE SCHEDULE SAM, HDSAM, MOM, DRM, StAR, and CyAM Programs	
Account Value	Annual Fee Rate
First \$250,000	1.50% per annum
Next \$250,000	1.25% per annum
Next \$500,000	1.00% per annum
Amounts over \$1,000,000	0.50% per annum

The minimum account value for a qualified account is \$2,000, with a \$10,000 minimum for open accounts with the exception of Toews models which have a \$25,000 minimum. The SBG Platform has a minimum \$100.00 per month or \$10,000 account value. **In addition to the advisory fee, a 0.50% custodial fee will be charged.** Program Fees will be billed quarterly, in arrears.

Note: Clients will pay commissions and other sales-related compensation and transaction costs in connection with investments purchased, exchanged, or redeemed in the SAM, HDSAM, MOM, DRM, StAR, and CyAM Programs. Additionally, accounts will be charged custodial fees by the custodian of their accounts.

In its capacity as the client's broker-dealer, GWN Securities will earn commissions and other sales-related compensation from the sales of securities or insurance products to accounts participating in the SAM, HDSAM, MOM, DRM, StAR, and CyAM Programs., and we will share this compensation with the Representative.

Please refer to Item 5.E for further information about the compensation we may earn and the conflicts of interest such compensation creates.

2. GWN PREMIER PROGRAM FEES

Recordkeeping, advisory fee, and service charges for accounts participating in the **GWN Premier Select Program** and **GWN Premier Fund Choice Program** are negotiated on a client-by-client basis, but shall not exceed 2% per annum. Recordkeeping and advisory fees are billed quarterly, in arrears. The American Funds Direct program has an annual fee of .75% with no breakpoints.

In addition to recordkeeping fees and advisory fees, service fees may apply to your account. Depending on the trading platform in which the account resides, transaction costs and/or short term redemption fees, either platform or fund specific may be incurred by the account. These fees are assessed to the account at the time they are being incurred.

Minimum account balance for a qualified account is \$2,000, with a \$10,000 minimum for an open account. Advisor shall receive a quarterly fee billed in arrears equal to a percentage of the market value of all assets held within the Participant's account on the last business day of the quarter or upon

withdrawal from such account prior to the quarter's end. GWN has the right but not the obligation to accept a minimum below \$2,000. GWN reserves the right to charge and collect the asset-based fee on a monthly basis, rather than on a quarterly basis.

3. GWN Total Access Program Fees

An account participating in the GWN Total Access Program will pay an annualized Program Fee in addition to transaction charges in accordance with the fee schedule. The fee will be payable quarterly in advance. The first payment is due upon execution of the Total Access Advisory Agreement and will be assessed pro rata in the event the Agreement is executed at any time other than the first day of the calendar quarter.

As full compensation for services under the Total Access Advisory Agreement, participating accounts will pay GWN a Program Fee according to the following schedule, which reflects a quarterly fee rate. This schedule is subject to change with thirty (30) days written notice to the client. Minimum account balance is \$10,000.

Assets Under Management	Quarterly Fee
First \$250,000	0.5000% per quarter
Next \$750,000	0.3250% per quarter
Next \$2,000,000	0.2500% per quarter
Next \$2,000,000	0.2250% per quarter
Next \$5,000,000	0.1875% per quarter
Amounts over \$10,000,000	0.1500% per quarter

PERSHING TRANSACTION COSTS GWN Total Access Program	
Clearance Services	Charge Per Transaction*
Listed Market Order (0-2099 shares)	\$19.00*
Listed Market Order (greater than 2099)	\$19.00* plus .02 cents per share
Listed Limit Order	\$19.00* plus .02 cents per share
OTC Equities	\$19.00*
Corporate Bonds	\$25.00* (plus \$1.00 per bond)
Municipal Bonds	\$25.00*
Treasury Bonds	\$25.00*
Government Agency Bonds	\$30.00*
Money Market Instruments (BA's, CD's, CP)	\$30.00*
Precious Metals	\$30.00*
Mortgage Backed When Issued	\$10.00*
Mutual Funds:	
Loaded Funds Purchased at NAV	\$16.00*
Fund Vest ®	No Charge**
Load Mutual Funds:	\$16.00*

Redemptions	\$14.00*
Unit Investment Trusts	\$25.00*
Dollar Cost Averaging or Systematic	
Withdrawals using SRS	\$6.00
Mutual and SRS Exchanges	\$10.00

*A \$4.50 bookkeeping fee will be added to all of the transaction costs shown above.

**For redemptions to be eligible for no transaction fee, the shares must be held for a minimum of six months. If you roll or exchange prior to six months there is a \$50.00 redemption fee.

GWN is registered as an introducing broker-dealer. However, GWN will not participate in any brokerage transactions for the GWN Total Access Program accounts. GWN's compensation for this program is received solely for its advisory services.

4. MONEY BY DESIGN PLATINUM PROGRAM FEES

Minimum account balance is \$25,000. Advisor shall receive a quarterly fee billed in arrears equal to a percentage of the market value of all assets held within the Participant's account on the last business day of the quarter or upon withdrawal from such account prior to the quarter's end. The Advisor has the right but not the obligation to accept a minimum below \$25,000. Participants electing the asset-based fee are not subject to the Custodial transaction fees. GWN reserves the right to charge and collect the asset-based fee on a monthly basis, rather than a quarterly basis.

FEE SCHEDULE Money by Design Platinum Advisory Program Annual Asset-Based Program Fee			
ACCOUNT VALUE	Below \$249,999.99	\$250,000 to \$749,999.99	Over \$750,000
TIER I Manager	1.30%	1.05%	0.80%
TIER II Manager	1.40%	1.20%	0.95%

Effective July 1, 2017 the Tier III program fees have been eliminated.

All Platinum Program accounts existing as of September 17, 2008 will be grandfathered in to the Flat Program Fee Structure of \$600 annually billed quarterly in arrears, until they cancel the option. In addition to the advisory fee, any custodial fees may apply. An annual recordkeeping fee up to \$25 (\$6.25 per quarter) will be applied to your Platinum account. This fee is waived when the ITD contributions reach \$50,000.

5. FINANCIAL PLANNING & CONSULTING SERVICE FEES

Clients will be charged an hourly fee for Financial Planning and Consulting Services. These fees will not exceed \$350 per hour, and will vary among GWN's Representatives. Representatives may at their discretion in lieu of an hourly fee charge a fixed fee not to exceed \$750. GWN may require a retainer of up to 50% of the client's fee (based on estimated hours) at the start of the advisory relationship, with

the balance (based on actual hours) due upon completion of the work. It is anticipated that all such fees will be earned within six months of entering into the advisory agreement, provided that the client has promptly furnished all requested information.

GWN's fees for Financial Planning and Consulting Services are separate and distinct from any commission or other compensation that GWN may earn in implementing any investment or insurance recommendations made by GWN for a client's financial plan. A client is under no obligation to implement any financial plan recommendations by purchasing or selling securities or insurance products or services through GWN or its Representatives. The Representative may, in his or her sole discretion, agree to offset or reduce the amount of advisor fee by the amount of any such sales-related compensation received; however, any such reduction or offset will be disclosed to the client in advance of the transaction. Generally, the Representatives will not reduce or offset the advisory fees by the amount of any sales-related compensation.

A Financial Planning Agreement or Consulting Agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

6. NEGOTIATION OF FEES; COSTS COMPARED TO OTHER PROGRAMS

The various Program Fees, Financial Planning Fees, Consulting Fees, commissions, and other forms of compensation for GWN's services are generally negotiable by GWN or the Representative, in their sole discretion, on a case-by-case basis, depending on a variety of factors, including the nature and complexity of the particular service, the compensation requirements of the particular Representative, the client's relationship with GWN and the Representative, the size of the account, and the potential for other business or clients, among other factors. Program Fees may be different at each branch office and with each Representative, depending on location and the extent and nature of service. Separate account assets may be householded for fee calculation purposes, in our discretion.

GWN or the Representative may offer significantly lower commissions or more favorable Program Fee or other terms or arrangements for personal friends, relatives, or others with whom GWN or the Representative have established or seek personal or family relationships. Consequently, some accounts pay lower Program Fees, Financial Planning Fees, Consulting Fees, commissions or other fees or expenses than other accounts.

7. AVAILABILITY OF SIMILAR SERVICES FROM OTHER FIRMS

Clients can generally purchase mutual funds or other investment products or services through other firms that are not affiliated with us. However, clients who obtain investment products or services through other firms will not receive the benefit of the services we provide in determining which investment products or services may be appropriate in view of the client's financial situation, investment objectives, risk tolerance, and liquidity needs.

Our Program Fees, Financial Planning Fees, Consulting Fees, and sales-related charges may be higher (or lower) than fees charged by other advisers, broker-dealers, or other institutions for similar products or services. Clients should consider carefully all of the direct and indirect fees and expenses of our services and the investment products we recommend to fully understand the total costs and assess the value of our services.

B. DEDUCTION OF FEES BY THE CUSTODIAN

In the Advisory Agreement for each of our managed account programs, the client will authorize and direct the custodian to deduct the Program Fee directly from the account upon receipt of instructions from GWN (or on our behalf). Clients are required to authorize the custodian to deduct the Program Fees from the account and may not choose to have Program Fees billed to the client for payment in lieu of billing the custodian. The amount of the Program Fee will be reflected on a statement provided to the client at least quarterly by the custodian.

C. ADDITIONAL FEES & EXPENSES

The Program Fees, Financial Planning Fees, and Consulting Fees are separate from the additional mutual fund, ETF, Cash Management, other fees and expenses described in this section.

- **Brokerage and Investment Expenses:** Clients who purchase or sell securities will incur brokerage and may incur other transaction costs, which may include the following:

- commissions, sales charges, or other transaction costs charged by brokers who execute the purchase or sale of securities on an agency basis;
- mark-ups, mark-downs, or other dealer or market maker spreads for securities bought or sold on a principal basis, and underwriting fees, dealer concessions, or related compensation in connection with securities acquired in underwritten offerings;
- odd lot differentials, transfer or other taxes, floor brokerage fees, exchange fees, service and handling fees, electronic fund or wire transfer fees, costs of exchanging currencies, margin interest, and other expenses incurred with respect to any investments made or assets held for the client's account; and
- initial and deferred sales charges and short-term redemption fees in connection with the purchase or redemption of mutual funds (or variable annuity contracts or variable life insurance contracts, if any).

- **Mutual Fund & ETF Expenses.** Clients whose accounts invest in mutual funds or ETFs will indirectly bear the internal management, operating, and investment fees and expenses charged by mutual funds or ETFs to their shareholders, including servicing and distribution fees paid pursuant to Rule 12b-1 ("12b-1 Fees"), recordkeeping fees, transfer and sub-transfer agent fees. The risks, potential benefits, fees, and expenses of mutual funds and ETFs are described in product's prospectus or summary disclosure. Clients should become familiar with such information prior to investing. A client could invest in mutual funds or ETFs directly, without the services of GWN or the Representative. In that case, the client would not receive the services provided by GWN and the Representative, which are designed, among other things, to identify mutual funds or ETFs which are appropriate in light of the client's objectives, needs, and circumstances. Accordingly, clients should review the fees charged by the funds and ETFs in which their accounts are invested in evaluating the costs of the services being provided. If mutual fund or ETF shares are liquidated, there is a risk you will be charged an early redemption or other fees intended to discourage short-term trading of mutual fund shares. There is also a risk that the value of the securities may have declined at the time of such liquidation, thereby causing you to realize a loss and forego opportunity for future appreciation of the securities.
- **Custodial Expenses:** Clients will pay the cost of services provided by the custodians of their accounts for: (1) arranging for the receipt and delivery of account securities purchased, sold, borrowed or loaned; (2) making and receiving payments for account securities; (3) custody of account securities; and (4) custody of all cash, dividends, exchanges, distributions, and rights accruing to the account, and delivery of cash to client bank accounts. The custodian may be compensated through commissions or other transaction-based fees for securities transactions

executed through the custodian (or its affiliates) or by asset-based fees settled into the custodian's accounts, or both. The specific fees and terms of each custodian's services will be described in the custodian's separate account agreement with the client.

- **Cash Management Fees and Expenses.** Cash in accounts awaiting investment or reinvestment may be invested in cash balances or money market funds with the custodian (or its affiliate), pursuant to an automatic cash "sweep" program. The adviser to these funds may be the custodian (or its affiliate). GWN's agreement with Pershing provides that Pershing will compensate GWN based on the balances of client accounts in such sweep accounts. Consequently, the possibility of this compensation creates an incentive for GWN to make decisions for the account which would have the effect of increasing this compensation. GWN and Pershing (or its affiliate) may also receive distribution payments pursuant to Rule 12b-1 from the money market accounts in which account cash is invested. Such compensation or payments are not credited against, and will not reduce, the Program Fees or other amounts a client owes to us.
- **Risks from Liquidation of Assets to Pay Fees:** The custodian will be authorized to deduct the Program Fees directly from the account to us according to our instructions, without notice to you or your consent. Clients are required to provide any additional documents requested for the deduction and payment of the Fees. If sufficient cash is not available in the Account to pay the Program Fees when due, the custodian will liquidate securities selected by the custodian without prior notice to you or further consent by you. Clients should consider carefully all of the direct and indirect fees and expenses of our services and the investment products we recommend to understand fully the total costs the client will bear and evaluate the value of the services we provide.

Please refer to the "Brokerage Practices" section (Item 12) of this Brochure for additional information regarding brokerage, transaction, and other fees and expenses clients will incur.

D. PREPAYMENT OF FEES, TERMINATION & REFUNDS

In some programs, the Program Fees are payable in advance and in other programs the Program Fee is paid in arrears. Clients are referred to the discussion in Item 4 for information regarding the terms of each program.

The Advisory Agreements may be terminated by the client or us at any time upon written notice to the other. Upon termination, any earned but unpaid Program Fees owed to us will be immediately due and payable; and any unearned Fees we have received will be refunded to the client within 30 days, prorated based on the number of days that the Advisory Agreement was in effect during such quarter. We will not ask or require prepayment of Program Fees of more than \$1,200 per client six months or more in advance.

After an Advisory Agreement has been terminated: transactions involving client's assets will be executed at the prevailing rates for, and client will incur commissions and other costs for transactions, clearance, settlement, and custodial charges imposed by the Custodian and any broker-dealers (including without limitation, GWN); client will be responsible for monitoring the assets; and neither GWN nor the Representative will have any further obligation with respect to client or those assets.

E. COMPENSATION FROM THE SALE OF SECURITIES & INSURANCE PRODUCTS

GWN is registered as both an investment adviser and broker dealer. Our affiliate, GWN Marketing, Inc., is licensed as an insurance general agency in a number of states. Clients who wish to purchase securities or insurance products will work through our Representative for these products, acting in their separate capacity as our broker-dealer representatives or as licensed insurance agents. GWN hopes that Financial Planning and Consulting clients will implement advisory recommendations through GWN; however, advisory clients do not have any obligation to implement any advisory recommendations through GWN or our Representatives, and may choose to purchase such products from other broker-dealers, insurance companies, or agents not affiliated with us.

When Representatives sell securities or insurance products they will earn commissions and other compensation, including servicing and distribution fees paid pursuant to Rule 12b-1, and in some cases, recordkeeping fees, and transfer and sub-transfer agent fees, and do not reduce Program Fees, Financial Planning Fees, or Consulting Fees owed to GWN for advisory services.

Any adjustment or reduction of the Program Fees, Financial Planning Fees, or Consulting Fee as a result of commissions or other sales-related compensation our Representative or the Firm receives is at the discretion of the Representative and the Firm, and will be disclosed to clients prior to implementing transactions. Our Representatives and management may also be eligible to receive incentive awards (such as sales awards or other prizes such as trips or bonuses) for recommending certain types of insurance policies or investment products.

Commissions and other compensation from sales of securities and insurance products represent more than half of our firm's annual revenue and are our primary forms of compensation. The potential for sales compensation provides an incentive for the Firm and our Representatives to place their interest ahead of a client's interests. While we endeavor to put the client's interest first, the receipt of sales compensation may affect our judgment when making recommendations. Clients, however, are not under any obligation to purchase any securities or insurance products recommended by the Firm or our Representatives, and may choose to purchase such products from firms not affiliated with GWN or a Representative.

In addition, GWN receives compensation over and above published commission schedules, advisory fees and concessions as described in a prospectus from certain Product Sponsors. This compensation may be paid for services we provide to the Product Sponsor or they may be paid to GWN in order to provide sales and marketing support. This "Additional Compensation" may be received as a flat dollar amount or an amount based on sales or total dollar amount of investors' assets. Product Sponsors who pay GWN Additional Compensation are considered GWN's "Compensating Sponsors."

Most Additional Compensation payments are paid to GWN out of the revenues of the sponsoring investment company or insurance company and are NOT paid out of fund assets. Certain insurance companies or entities through which GWN places insurance business pay compensation that is based in part on factors such as total deposits, assets or premium volume and persistency or profitability of the business sold by GWN's Financial Representatives. The cost of this compensation may be directly or indirectly reflected in the premium or fee for the product.

Because Additional Compensation received by GWN may benefit GWN or its Financial Representatives financially, it may be deemed a potential financial conflict of interest when working with our investors.

Item 6 Performance-Based Fees and Side-By-Side Management

We are required to disclose in Item 6 certain information about any "performance-based" fee arrangements with clients, and any situations where we manage both accounts with performance-based fee arrangements and accounts without such arrangements.

Because we do not have any performance-based fee arrangements with our clients, we do not have further disclosures for Item 6.

Item 7 Types of Clients

We provide investment advisory services to the following types of clients:

- Individuals, including high net worth individuals;
- Pension and profit sharing plans;
- Trusts, estates, and charitable organizations;
- Corporations and other businesses not listed above.

Please refer to Item 4 for specific information regarding the minimum account size required for each of our programs.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

We use the following methods of analysis in formulating advice and managing the client accounts for which we are the portfolio manager:

A. METHODS OF ANALYSIS

Fundamental Analysis

We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the asset class of the security and the management of the company) to determine if the security should be included in the portfolio.

Fundamental analysis does not attempt to anticipate market movements. As such, this method of analysis carries a risk that it may not recognize when the price of a security is moving up or down as a result of overall market movement regardless of the economic and financial factors considered in a fundamental analysis of the security.

Technical Analysis

Through a number of different statistical measures and data regarding the direction and velocity of movements in certain market averages and indices, prices for securities or other investment products, and economic indicators, we seek to identify short, intermediate, and longer term market trends or cycles, and recurring patterns of market movements, to assist us in determining when to enter or leave a market.

Technical analysis provides indications of market direction and potential turning points, but is an imprecise tool that can result in inaccurate buy or sell signals that do not coincide with actual market turns. Technical analysis does not consider the underlying financial condition of a company. As such,

technical analysis carries the risk of generating a buy signal based on market trends for stock in a company that is poorly managed or financially unsound and that may underperform regardless of overall market movement.

Definition of Terms Used in Some Methods of Analysis or Strategies

Below are the definitions of key terms that are used in the explanations of the methods of analysis or investment strategies followed by some of the portfolio managers or subadvisers of portfolios in the Programs:

- **Beta** - Measures the risk level of the manager. Beta measures the systematic risk, or the return that is attributable to market movements. In contrast, alpha measures the nonsystematic return of the portfolio, and standard deviation measures the volatility of a portfolio's returns compared to the average return of the portfolio. A beta equal to one indicates a risk level equivalent to the market. Higher betas are associated with higher risk levels, while lower betas are associated with lower risk levels.
- **Alpha** - Measures nonsystematic return, or the return that cannot be attributed to the market. Thus, it can be thought of as how the manager performed if the market has had no gain or loss. In contrast, beta measures the return that is attributable to the market and is a measure of the portfolio's overall volatility. If the market's return as measured by an index equal to the risk-free rate, the manager's expected excess return would be alpha. A positive alpha implies that the manager has added value to the return of the portfolio over that of the market. Returns with negative alpha do not reflect any positive contribution by the manager over the performance of the market. An alpha of zero implies that a manager has provided a return that is equivalent to the market return for the manager's specific risk class.
- **Standard Deviation** - A gauge of risk that measures the spread of the difference of returns from their average. The more a portfolio's returns vary from its average, the higher the standard deviation. It is important to note that higher than average returns affect the standard deviation just as lower than average returns. Thus, it is not a measure of downside risk. Since it measures total variation of return, standard deviation is a measure of total risk, unlike beta, which measures market risk. In statistical terms, standard deviation is the square root of the variance, which is a measure of dispersion.
- **Rate of Return** - Rate of return (ROR), also known as return on investment (ROI), rate of profit, or sometimes just return, is the ratio of money gained or lost (whether realized or unrealized) on an investment relative to the amount of money invested. The amount of money gained or lost may be referred to as interest, profit/loss, gain/loss, or net income/loss. The money invested may be referred to as the asset, capital, principal, or the cost basis of the investment. ROI is usually expressed as a percentage.

MODERN PORTFOLIO THEORY AND ASSET ALLOCATION

GWN utilizes modern portfolio theory (MPT) to develop asset allocation recommendations for clients. MPT is a quantitative asset allocation methodology used in balancing expected risk and return in a portfolio. Asset allocation focusing primarily on identifying an appropriate ratio of investments in equity securities (e.g., stocks), fixed income securities (e.g., corporate bonds), cash, and other types of investments consistent with the client's investment goals and risk tolerance.

MPT emphasizes portfolio diversity with a long-term investment perspective, and is firmly rooted in the belief that markets are fairly efficient and that investors' gross returns are determined largely by asset allocation decisions for deriving an optimal set of risk-return combinations among individual portfolio assets.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to market movements and, if not corrected, the portfolio will no longer be appropriate for the client's goals.

Also, MPT requires assessment of three critical "inputs" of portfolio assets: (i) expected returns; (i) expected risk; and (iii) an expected correlation matrix for each position. There can be no assurance that GWN will be successful in accurately forecasting the required inputs or that an optimal risk-return asset allocation combination will be achieved. Similarly, there is no assurance that MPT (or any other investment methodology) will be profitable over any specific time period.

While we generally subscribe to the MPT investment philosophy, occasionally we may find unexpected investment opportunities. In these circumstances, we may recommend the investment even though it deviates from our general strategy.

MUTUAL FUND AND THIRD-PARTY MANAGER ANALYSES

Depending on the specific program, account assets will generally be invested in portfolios of mutual funds, and in some programs, exchange-traded funds ("ETFs"). ETFs are a type of investment company that aims to achieve the same return as a particular market index. They can be either open-end companies or unit investment trusts. ETFs are not considered to be, and are not permitted to call themselves, mutual funds. ETFs differ from mutual funds and unit investment trusts because shares issued by ETFs are bought and sold by investors on a secondary market. Unlike mutual funds, retail investors generally cannot tender their shares directly to the ETF for redemption because shares of ETFs are redeemable from the fund only in very large blocks (blocks of 50,000 shares, for example).

ETFs offer the ease of stock trading. ETFs can be purchased on margin, sold short, or held for the long term. GWN may use ETFs to achieve market exposure consistent with the index on which the ETF is based, through one security. Investment returns and principal value will fluctuate so that an account's ETF shares, when sold, may be worth more or less than the original cost. In analyzing mutual fund investments, we look at the underlying investments in the funds to determine appropriateness for the overall portfolio.

We look at the experience and track record of the mutual fund and ETF managers to determine if they have demonstrated the ability to invest successfully over periods of time and in different economic conditions. We also consider whether or not there is a significant overlap with the underlying investments held in other funds or ETFs. We monitor the funds and ETFs in an attempt to determine if they are continuing to follow their stated investment strategies. We analyze very similar factors when reviewing third-party managers.

A risk of our method of analysis is that past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, we do not control and do not have complete information about the underlying securities owned by the mutual funds, ETFs, or third-party managers. Further, there is a risk we may not be aware that the portfolio managers of two or more of the mutual funds or ETFs may have invested in the same security, which would increase the risk to the client if that security were to fall in value. Additionally, there is a risk that a manager may deviate from the stated investment mandate or strategy of a fund or ETF, which could cause the fund or ETF to become less suitable for a client. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

PORTFOLIO ADJUSTMENTS

Clients should inform us promptly of significant changes in their individual or family circumstances or financial situation, or in their investment goals or objectives, investment time horizon, tolerance for risk, or liquidity needs so that appropriate changes can be made in the portfolio and asset allocation for their account. Accounts will be "rebalanced" to their target allocations only to the extent specifically provided in the Advisory Agreement for the particular program.

CAUTION REGARDING ESTIMATES

When we develop estimates or projections for a client, whether of estimated future income, expenses, inflation, tax liabilities, or other matters, we will rely on the information the client provides and on assumptions about certain key economic, financial, and tax matters. While we believe the assumptions will be reasonable at the time made, there is no assurance the assumptions will prove correct in the future. Our assumptions about governmental policies or tax rates, economic or market conditions, or other key matters may not be accurate within the time frames projected. Any errors in the information we receive or in the assumptions we use may result in significant differences between our projections and your actual experience.

RISKS OF INACCURATE OR BIASED INFORMATION

Our methods of analysis assume the accuracy of the information we analyze, such as ratings, financials, and research. While we are alert to indications that the data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

B. INVESTMENT STRATEGIES & RISKS

We use the following strategies, as appropriate, depending on the particular needs and objectives of the accounts for which we serve as portfolio manager:

LONG-TERM INVESTMENTS

This strategy involves buying and holding a security for a year or longer, which may occur when we believe a security is currently undervalued or we seek exposure to a particular asset class over time, regardless of the current values. A long-term investment strategy carries the risk that the investments will not achieve the price targets our analysis suggests. The risks of this strategy will be influenced by the types of securities and issuers in which we invest. We may invest in securities of issuers with any size market capitalization.

A risk of a long-term purchase strategy is that by holding the security for the anticipated length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, the security may decline in value before we make the decision to sell.

SHORT-TERM PURCHASES

This strategy involves purchasing securities with the idea of selling them within a relatively short time to take advantage of conditions we believe will soon result in a favorable price swing. There is no assurance the securities will perform as expected. A short-term purchase strategy poses risks that the anticipated price swing may not materialize, leaving a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. This strategy involves more frequent trading than a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term gains.

TRADING

Trading involves purchasing securities with the idea of selling them relatively quickly. We may use this strategy to take advantage of our predictions of brief price swings. A trading strategy creates the potential for sudden losses if the anticipated price swing does not materialize, and could result in having a long-term investment in a security that was designed to be a short-term purchase, or the potential of a loss.

We do not anticipate using a frequent trading strategy. However, in the event we recommend this strategy for a particular client, they should understand that higher rates of portfolio turnover would likely result in an increase in the account's brokerage costs. High portfolio turnover may also result in the realization of net capital gains, and any distributions derived from such gains may be ordinary income for federal tax purposes.

MARKET TIMING

A market timing strategy attempts to minimize unfavorable performance in a falling market and to provide appreciation possibilities in a rising market by purchasing, selling, exchanging, redeeming, or otherwise investing and reinvesting a client's account based upon investment "signals" the portfolio manager determines from proprietary research, and in some cases, from signals provided by a third-party service.

This strategy involves trading in and out of positions based on the signals, and is not a "buy and hold" or long-term investment strategy (although there may be periods of months or longer that positions are held). The portfolio manager will generally follow the signals to trade the client's account, but may, in its discretion, reject, delay implementation, or modify, in whole or in part, actions suggested by a signal and may engage in other transactions for the account, as the portfolio manager deems appropriate in an effort to achieve the account's objective. There is no set minimum or maximum number of positions which will be held in an account or specific frequency according to which account positions will be traded through this strategy.

RISK OF MUTUAL FUND POLICIES REGARDING EXCESSIVE TRADING

Mutual fund companies and insurance companies that issue variable products often maintain policies prohibiting excessive market timing or short-term trading in mutual funds or variable product subaccounts, and prohibit excessive transactions for the purpose of market timing. Excessive trading into and out of a fund or subaccount can disrupt portfolio management strategies, harm fund or subaccount performance by forcing the fund or subaccount to hold excess cash or to liquidate certain portfolio securities prematurely and increase expenses for all investors, including long-term investors who do not generate these costs. Funds or subaccounts that invest in high-yield securities or invest in securities that are valued using fair value pricing methods may be particularly susceptible to the risks of market timing or short-term trading strategies.

To limit the negative effects of excessive trading, many fund companies and insurance companies have adopted restrictions on account transactions. For example, policies may provide that if an account redeems (including exchanges) \$5,000 or more of a fund or subaccount, that account will be prevented (or "blocked") from purchasing (including exchanges) shares or units for 30 calendar days after the redemption. These policies may also provide that restrictions do not apply to transactions made through asset allocation or other programs.

The portfolio manager does not intend to engage in excessive trading contrary to the policies stated in the prospectus of any fund or variable product. However, the portfolio manager may engage in short-term trading of fund or subaccount positions that will subject client accounts to a fund's or variable product's temporary "blocking" of purchases or exchanges. If during any period when an account is blocked the portfolio manager receives a signal to engage in transactions that are blocked by the fund company or insurance company, such signal will not be followed. As a result, the Account may not reflect the portfolio or the holdings of accounts that were not blocked, and performance may be adversely affected. Accounts that are blocked will be rebalanced to reflect the selected portfolio when the portfolio manager is reasonably able after the end of the blocking period.

If a fund company or insurance company believes that any of GWN's accounts has engaged in excessive trading, the fund company or insurance company may reject orders for all GWN accounts, and refuse to process purchase orders for any account we manage. A fund company or insurance company may also require liquidation of accounts that it believes engage in excessive trading or that are managed by an adviser or broker-dealer that engages in excessive trading in other accounts. Although GWN believes that blocking will not occur frequently, if at all, there can be no assurance that an account will not be blocked or required to liquidate. There is a risk of economic losses if an account is blocked or required to liquidate.

Market timing may also involve purchases and exchanges of fund or subaccount positions that will cause accounts to be charged exchange fees by the mutual fund or variable product issuer, and by our clearing firm or account custodian. In addition, mutual funds and variable product issuers may charge early redemption fees for sales occurring within periods of 30 to 90 days following a purchase. Early redemption fees can occur due to the timing of signals, withdrawals by the client, or from the portfolio manager redeeming shares or units to pay our Program Fees.

In selecting or recommending mutual funds or variable products, Advisors takes into consideration possible restrictions on exchanges, exchange fees, and early redemption fees, but assumes no responsibility for any potential or actual losses resulting from any restrictions or for any such fees. Clients will be solely responsible for all ex-change fees and early redemption fees that occur from management of the Account.

SHORT SALES

We do not expect to recommend frequent short sales of securities. However, clients should understand the nature of these transactions, in the event we see a potential opportunity to take advantage of a future drop in the price of a security. In a short sale, your account will sell a security that it does not own. It can do this by "borrowing" the stock from the account's broker with your promise to replace the security on a future date. If the security's price falls before you have to return the security to the broker, your account would repurchase it at the lower price, thereby making a profit. higher than the amount received from the original short sale

These transactions may be speculative and involve special risk considerations. For example, you will lose money if the value of the security increases and you have to buy it at a higher price in order to return it to your broker. Because there is theoretically no limit to how high the price of the security can go, your potential losses can be infinite. Also, you must pay interest to the broker during the time you have borrowed the security, and you must also pay the broker's commissions or other transaction costs to engage in the initial short sale and the repurchase of the security.

MARGIN TRANSACTIONS

Occasionally, we may use a margin account offered by the custodian to borrow sufficient funds to purchase a security for your account. This typically happens if sufficient cash is not available in the account to purchase the security and it is not advantageous to sell other investments. The use of margin carries risks that you should understand. We do not expect to use significant amounts of margin or other leverage in our strategies. However, certain types of transactions may or must be executed through a "margin account" (e.g., short sales).

In volatile markets, security prices can fall very quickly. If the net value of your account (less the amount you owe the broker) falls below a certain level, the broker will issue a "margin call" and you will be required to sell the security (and other positions) or add more cash to the account. You could lose more money than you originally invested. Additionally, you must pay interest on the margin balance you owe to the broker until it is repaid in full. The amount of margin interest will diminish your profits and in some cases could cause net losses in your account.

OPTION TRANSACTIONS

There are several types of option transactions that we may recommend in particular circumstances. However, we do not expect frequent option transactions. We may recommend certain clients sell "covered call" options to earn extra income. In these transactions, a third party pays you a "premium" for your promise to sell a specific security to the third party at a fixed "exercise" price no later than a certain "expiration date." If the market price of the security on the expiration date is less than the exercise price, the third party will not exercise the option and it will expire. In that case, you would realize a profit equal to the premium you received, less transaction costs. However, if the security price is above the exercise price, you will be required to sell the security at the agreed price, even though the market price may be far higher.

INSOLVENCY OF BROKERS AND OTHERS

Clients will be subject to the risk of failure of the brokerage firms that execute their trades, the clearing firms that such brokers use, or the clearinghouses of which such clearing firms are members. Although we believe the institutions we recommend have sufficient capital, there is no assurance this will continue to be the case.

TRADE ERRORS

On infrequent occasions, an error may be made in a client account. For example, a security may be erroneously purchased for a client account instead of sold. In these situations, if GWN was responsible for such error, GWN's policy is to restore or return the account to the position it would have been in had the trading error not occurred. Depending on the circumstances, various corrective steps may be taken, including but not limited to, canceling the trade, adjusting an allocation, or reimbursing the account.

RISK OF LOSS

Investing in securities involves risk of loss that clients should be prepared to bear. Securities are not guaranteed and you may lose money on your investments. We ask that you work with us to be sure we understand your willingness and financial ability to bear the risks of your current investments and the investments we recommend for your account.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our Firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

A. FINANCIAL INDUSTRY REGISTRATIONS & ARRANGEMENTS

We are required to disclose in Item 10 if GWN is registered as a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor, or if our managers are registered as representatives of such a firm.

We are registered with the SEC and in all 50 states and the District of Columbia as a broker-dealer, and we are a member of FINRA. GWN's primary business activity is the sale of securities and other brokerage products and services. The executive officers and Representatives of GWN are separately licensed as registered principals or representatives of GWN. GWN's principal executive officers and associated persons, in their separate capacities, may effect securities transactions for any client for separate and typical sales compensation.

Please refer to Item 5.E for further information about the brokerage services GWN and our Representatives provide to clients and the additional compensation that clients pay to purchase securities or insurance products.

GWN has entered into a fully disclosed clearing agreement with Pershing under which Pershing provides clearing, custody and recordkeeping services for GWN brokerage client accounts. GWN acts as the introducing broker-dealer for all brokerage transactions originated by the Firm or our Representative when acting as the portfolio manager for the investment management services described in this Brochure, except with respect to accounts participating in the GWN Total Access Program. We do not act as introducing broker-dealer for accounts in the Total Access Program.

GWN has a conflict of interest in recommending itself and Pershing as the introducing and clearing broker-dealers for client accounts. Transactions in client accounts help GWN to meet minimum clearing requirements with Pershing. This is an economic benefit to GWN, even if no additional commissions are charged to the client. In addition, GWN receives other economic benefits from Pershing, such as rebates on money market or margin account balances, which are based on the number and size of the accounts and balances carried with Pershing.

It is expected that GWN and its executive officers will spend more than fifty percent of their time on broker-dealer business and less than fifty percent of their time on matters related to investment advisory services.

Clients should be aware that the receipt of any additional compensation by the Firm and its management persons or employees creates a conflict of interest that may impair the objectivity of the Firm and these individuals when making recommendations. We endeavor at all times to put the interest of our clients first as part of our fiduciary duty as a registered investment adviser and take the following steps to address this conflict:

- We disclose the existence of all material conflicts of interest, including the potential for our firm and its employees to earn sales compensation from advisory clients in addition to our advisory

fees;

- We disclose to clients that they are not obligated to purchase any recommended securities or insurance products or services from the Firm or our Representatives;
- We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- Our management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable for the client's needs and circumstances;
- We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

B. FINANCIAL INDUSTRY AFFILIATES

We are required to disclose if we have any affiliates in the financial services industry, or who provide services to the financial services industry, such as attorneys or accountants, and if so, to disclose any conflicts of interest arising from arrangements with such affiliates.

GWN is a subsidiary of World Investment Network, which also owns another SEC-registered investment adviser and broker-dealer, Money Concepts Capital Corp. Although the two entities are affiliated, there are no arrangements between the two firms.

GWN's officers and Representatives are licensed insurance agents for GWN Marketing, an insurance general agency and appointed with various national insurance companies. GWN Marketing is licensed as an insurance agency in each of the states in which it offers insurance and insurance-related products and services. As licensed agents, our officers and Representatives are able to recommend and sell life, accident, health, and variable annuity and variable life insurance products. These products may be recommended and sold to GWN's advisory clients. If a client purchases an insurance product, GWN (or GWN Marketing) and our Representative will receive separate, but typical compensation.

C. OTHER COMPENSATION ARRANGEMENTS WITH INDUSTRY PARTICIPANTS

Below, we disclose various compensation arrangements GWN has with product sponsors and other organizations that provide securities or insurance products or services which we sell to our clients:

At GWN, we strive to provide to you objective investment advice to assist you in retiring well. They are inherent in any recommendations, however, the potential for conflicts of interest will exist. This conflict can come from the compensation our Representatives may receive on specific investments or advisory services, or it may come from the compensation that GWN may receive from third party providers as a result of your purchase of products, advisory or retirement plan services. It is important for you to understand these conflicts of interest so that you may make an informed decision to permit GWN to serve your investment needs. We will describe for you here some of the compensation factors that may affect your Representative's recommendations or GWN's decision as to the products and services that we offer. Should you have any questions about this information, please contact your Representative.

PRODUCT AND PRICING CHOICE

GWN's Product Sponsors have been chosen based on their ability to offer products that meet the financial needs of our investors. With the ever expanding array of products and services available to investors, and the complexity associated with many of today's product choices, it is important for investors to work with a Financial Representative. GWN Representatives are dedicated to assisting

you in finding the right investment product. GWN offers a broad selection of more than 1,000 mutual fund and variable annuity choices. GWN does not maintain a "preferred" list of companies based on participation in revenue sharing that it promotes (exclusively on its Website or through its registered representatives) but offers a selection of many companies.

PRODUCTS AND SERVICES COMPENSATION

As a registered broker-dealer, GWN receives compensation in the form of commissions or concessions as described in a prospectus for the sale of securities, such as mutual funds, variable annuities, stocks, and bonds. As a registered investment adviser, GWN retains a portion of the advisory fees paid by the advisory client for GWN's advisory services and may also share in the advisory fee (a solicitor fee) paid by the advisory client to outside advisory services. As a general insurance agency, GWN receives compensation for the sale of insurance products, such as, life, health, disability, long-term care, and fixed annuity products. Overall, compensation to GWN as a result of your investments with GWN may be in the form of commissions, concessions, advisory fees, distribution fees (also referred to as servicing or 12b-1 fees), and persistency fees.

COMPENSATING SPONSORS

GWN receives compensation over and above published commission schedules, advisory fees, and concessions as described in a prospectus from certain Product Sponsors. This compensation may be paid for services we provide to the Product Sponsor or they may be paid to GWN in order to provide sales and marketing support. This "Additional Compensation" may be received as a flat dollar amount or an amount based on sales or total dollar amount of investors' assets. Product Sponsors who pay GWN Additional Compensation are considered GWN's "Compensating Sponsors."

SOURCE OF COMPENSATION

Most Additional Compensation payments are paid to GWN out of the revenues of the sponsoring investment company or insurance company and are NOT paid out of fund assets. Certain insurance companies or entities through which GWN places insurance business pay compensation that is based in part on factors such as total deposits, assets or premium volume and persistency or profitability of the business sold by GWN's Financial Representatives. The cost of this compensation may be directly or indirectly reflected in the premium or fee for the product. Because Additional Compensation received by GWN may benefit GWN or its Financial Representatives financially, it may be deemed a potential financial conflict of interest when working with our investors.

TYPES OF ADDITIONAL COMPENSATION

The types and amounts of Additional Compensation can vary by Compensating Sponsor and other companies with which we have agreements. The types of compensation are described below:

- Administrative fees for services such as record-keeping or networking arrangements, which are paid by Product Sponsors on the value of assets or number of accounts;
- Sponsorship Fees paid by Product Sponsors and Investment Advisors for GWN sponsored sales events, paid in the form of cash or expense reimbursement, for sales meetings, seminars and conferences to which the Compensating Sponsor is invited;
- Additional Marketing and Sales Support Compensation received either in the form of a flat dollar amount, total sales transacted, or total assets held on behalf of GWN investors;
- Reimbursement of approved expenses incurred by Financial Representatives or GWN employees for attendance at educational meetings held by the Compensating Sponsor at pre-approved locations or reimbursement of general mailings, client or prospective client

appreciation meetings or seminars where the Compensating Sponsor has agreed to contribute toward the expense;

- Persistency bonuses received from Product Sponsors for maintaining in force business.

D. OTHER POTENTIAL CONFLICTS OF INTEREST

DIFFERENTIAL COMPENSATION

Commissions received by GWN on transactions vary, generally ranging from 1.0 % to 6.0% % of amount invested, and advisory fees generally range from .60 - 2.0% of the assets under management. With respect to commissions and advisory fees received, GWN pays each Financial Representative an assigned payout rate that has been determined based upon the branch office that the Financial Representative is assigned to; his/her total level of production, and the type of product being sold. GWN does not offer differential commission payouts based upon the specific product or the Sponsor of the Product.

RETIREMENT PLAN CUSTODIAL SERVICES

GWN also receives compensation as administrative agent for the custodian of GWN sponsored custodial retirement programs (403(b) plans, 457 plans, and IRA and, therefore, may have an incentive to encourage GWN's Financial Representatives to utilize its retirement plan custodial service.

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

A. CODE OF ETHICS

GWN has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. GWN's Code of Ethics describes the firm's fiduciary duties and responsibilities to its clients, and sets forth GWN's practice of supervising the personal securities transactions of supervised persons with access to information regarding client recommendations or transactions.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy of our Code of Ethics by email sent to gwn@gwnsecurities.com or by calling us at (561) 472-2700.

We owe a duty of loyalty, fairness, and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but also to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the Firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our Code also provides for oversight, enforcement, and recordkeeping provisions.

Our Chief Compliance Officer may grant exceptions to certain provisions contained in the Code where the interests of our clients will not be adversely affected or compromised. Doubts arising in connection with personal securities trading should be resolved in favor of the client even at the personal expense of our employees.

Our Code of Ethics further includes the Firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

GWN or any of its principals, officers, affiliates, employees and Representatives may act as investment adviser for others, may manage funds or capital for others, may have, make and maintain investments in its or their own names, or may serve as an officer, director, consultant, partner or stockholder of one or more investment partnership's or other businesses, subject to compliance with GWN's Code of Ethics and other written procedures. In doing so, GWN or such persons may give advice, take action, and refrain from taking action, any of which may differ from advice given, action taken or not, or the timing of any action, for any particular client.

Nothing in this Disclosure Document or otherwise shall impose upon GWN or any Representative any obligation to purchase or sell, or to recommend for purchase or sale, for any accounts any security which GWN or any principal, officer, employee or Representative purchases or sells for his own account or for the accounts of other clients, unless not to engage in such activity would violate GWN's fiduciary duty.

Please refer to Items 10.C and 10.D for information regarding conflicts related to compensation we receive from product Sponsors and others.

Additionally, please refer to Item 4.A for information about our Representatives whose controlled corporations serve as subadvisers for certain portfolios in the GWN Managed Account Program.

CONFIDENTIALITY OF CLIENT INFORMATION

Protecting the confidentiality of its customers' nonpublic information is paramount for GWN. As such, the Firm has instituted policies and procedures to ensure that nonpublic customer information is kept confidential. GWN does not disclose any nonpublic personal information about its customers or former customers to any non-affiliated third parties except as provided in this Brochure, in its Notice of Privacy Policies, or as required by or permitted by law. In the course of servicing a client's account, GWN may share some information with its service providers, transfer agents, custodians, broker-dealers, accountants, and attorneys. GWN restricts internal access to nonpublic personal information about the client to those employees who need access to such information in order to provide products or services to that client. GWN also maintains physical, electronic, and procedural safeguards to protect its clients' information.

GWN and our Representatives may share among themselves information regarding clients, accounts, and account activity, and each has agreed to keep such information confidential, to be used only to provide services for the account or to meet regulatory or supervisory requirements. Under certain circumstances, former Representatives may be permitted to retain copies of nonpublic customer information after they cease to be associated with GWN.

A copy of the Firm's Notice of Privacy Policies will be provided to each client at the beginning of our relationship. Thereafter, GWN will deliver annually to its clients the Firm's current notice of privacy policies.

B. RECOMMENDATIONS INVOLVING OUR FINANCIAL INTERESTS

We are required to disclose in Item 11 if we recommend that clients invest in securities in which GWN or our employees have a material financial interest.

GWN may effect principal transactions with clients in the over-the-counter market on a "net" basis where the price to the customer includes a mark-up/mark-down to the Firm, and without any commission charges. However, service charges (e.g., ticket charges) may be charged to cover costs associated with clearance, settlement, and confirmation services. We will comply with Section 206(3) of the Investment Advisers Act of 1940 and provide appropriate disclosures and obtain client consent when effecting principal transactions with advisory clients.

When we sell securities or insurance products to advisory client (such as, mutual funds and variable annuities), and when we serve as a broker in typical brokerage transactions on exchanges or over-the-counter for advisory clients, we will receive sales charges, commissions, and other forms of compensation, such as service and distribution fees payable by mutual fund companies pursuant to SEC Rule 12b-1, recordkeeping fees, and transfer and sub-transfer agent fees. Our compensation will vary according to the size and nature of the transactions and the account for which they are effected. Generally, the commission rates are negotiable on brokerage transactions and fixed commission rates as per the dealer agreement for investment company transactions, and, therefore, different rates may apply.

C. INVESTMENTS IN SECURITIES WE RECOMMEND TO CLIENTS

Individuals associated with GWN may buy or sell securities for their personal accounts identical to or different from those recommended to clients. It is the policy of GWN that no person employed by GWN shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of clients.

D. INVESTMENTS AROUND SAME TIME AS CLIENT TRANSACTIONS

GWN and its associated persons may not purchase or sell a security immediately prior to transactions in the same security for client accounts, or participate in block trades with clients, without pre-clearance from the Chief Compliance Officer or qualified designee. In granting pre-clearance, the Chief Compliance Officer or designee may consider whether the security trades in sufficiently broad markets to permit transactions by an associated person to be completed without an appreciable impact on the market for the security. Trades involving government securities or shares of open-end mutual funds do not require pre-clearance.

We have adopted the following procedures to address the potential conflicts of interest from our policies described in Items 11.C and 11.D:

- GWN emphasizes the unrestricted right of the client to specify investment objectives, guidelines, and/or conditions on the overall management of their account.
- Associated persons or their immediate family members shall not buy or sell securities for their personal portfolio(s) where their decision is derived in whole or in part, by reason of the associated person's employment, unless the information is also available to the investing public on reasonable inquiry.
- No associated person of GWN shall prefer his or her own interest to that of an advisory client in any transaction.
- GWN and its access persons may not participate in private placements or initial public offerings (IPOs) without pre-clearance from GWN's Compliance Officer.
- GWN requires that all individuals act in accordance with applicable federal and state regulations governing registered investment advisory practices.
- Records will be maintained of all securities bought or sold by GWN and its access persons. A qualified representative of GWN will review these records on a regular basis.
- Any individual not in observance of the above may be subject to termination.

Item 12 Brokerage Practices

A. FACTORS WE CONSIDER WHEN RECOMMENDING BROKER-DEALERS

In this Item 12, we describe the factors we consider in recommending broker-dealers for advisory clients and in determining the reasonableness of their compensation. We also describe various conflicts of interest that may influence our recommendations.

Financial Planning and Consulting Planning Clients

Financial Planning clients who request the Representative to assist with the implementation of recommendations for the purchase or sale of securities will have GWN and Pershing, as its clearing broker-dealer, recommended to them; provided, for purchases directly from a mutual fund company or an insurance company issuing a variable product, GWN may act as broker without the use of a clearing firm. Client is under no obligation to buy any security or insurance product recommended in any financial plan or consulting service, and if the client elects to implement any such recommendation, the client is under no obligation to purchase the product through GWN or Representative, and may purchase such product through any licensed financial services firm they choose.

When selling securities or insurance products to clients, GWN and the Representative will be acting as GWN's broker-dealer representative, and GWN and the Representative will receive commissions and other compensation (including 12b-1 fees, as described in Item 5.E) as a result of those investments. The possibility of such compensation creates an economic incentive (and conflict of interest) for the Representative to recommend products that may not necessarily be in the client's best interests.

We have evaluated (and continue to evaluate) the nature and quality of our services, experience, commissions and other transaction costs, and professionalism when acting as broker-dealer to sell securities and insurance products to clients, and reasonably believe the recommendation of our services is consistent with our fiduciary obligation to advisory clients.

Managed Account Clients

We also evaluate on a continuing basis our recommendation of our services and the services of Pershing, acting as our clearing broker-dealer, to clients of the managed account programs we offer. We have determined that our recommendations of our services as introducing broker-dealer and Pershing's services as clearing broker-dealer are reasonable and consistent with our fiduciary responsibilities to our advisory clients.

Clients should understand that in some programs (e.g., the GWN Premier Program and the GWN Total Access Program), we are acting solely in our capacity as the client's investment adviser in managing the client's account, and are not acting as a broker-dealer. In these programs, the client has directed us to use a specific broker-dealer through which to place orders for the client's program account (e.g., Fidelity, for the GWN Premier Program; and Pershing, for the GWN Total Access Program).

Please refer to the discussion below in this Item 12 for information about the consequences of a client directing the use of a particular broker.

GWN is not granted discretionary authority in any of our managed account programs to select the broker-dealer(s) to effect transactions for the client's managed account. In each program, the client must direct us to use a specific broker-dealer for their program account, and we recommend our services as introducing broker-dealer and Pershing's services as clearing broker-dealer and custodian (although other custodians acceptable to us may be designated by the client).

Clients should understand when we recommend our services and the services of Pershing to GWN Managed Account Program clients, our recommendation is affected by our financial interests in seeking to increase our brokerage business and in seeking to increase the number of transactions Pershing processes as our clearing firm, and in seeking to increase the value of client assets Pershing holds in its accounts.

Generally, pursuant to our clearing agreement with Pershing, GWN must place a minimum number of trades with Pershing each month to meet its minimum clearing requirements. Trades placed for our advisory accounts help us to meet our minimum monthly requirement. This provides a benefit to GWN. In addition, GWN receives other payments or credits from Pershing based on a percentage of the interest paid by clients on margin account balances, a percentage of interest earned on customer "free credit balances," a percentage of the interest earned on sweep account balances maintained by Pershing or its affiliates, and a percentage of IRA account fees. These payments or credits to us from Pershing will increase as we increase the amount of assets maintained in our clients' Pershing accounts.

Additionally, Pershing provides us with a range of electronic systems and operational support services that are important to our advisory business not typically available to retail customers. For example, Pershing provides access to institutional trading and operations services; trade confirmations and account statements; systems that facilitate trade execution and allocation of aggregated trade orders for multiple accounts; a real-time order matching system; ability to 'block' trades; electronic download of trades, balances and positions; and a dedicated service group and an account services manager dedicated to GWN's accounts. The services also include access to mutual funds or other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment.

We rely on Pershing's systems that provide access to client account information and records, including duplicate and batched client statements, confirmations and year-end summaries; provide research, pricing information and other market data; facilitate deduction of Program Fees from client accounts; and assist with recordkeeping and client reporting. Many of these services may be used to service all of our accounts, including accounts not maintained with Pershing.

The existence of these products and services from Pershing influences our recommendation of Pershing to clients, and is an important conflict of interest that clients should consider when evaluating whether to accept our recommendation of our or Pershing's services. We offer no assurance that the costs clients will incur by using GWN as investment adviser or broker-dealer, or using Pershing as broker-dealer or custodian will be as low as the costs charged by other firms for similar services; it is likely that lower costs are available for similar services from other brokers or custodians.

We do not attempt to put a specific dollar value on the services received by each account or to allocate the relative costs or benefits of the services we receive from Pershing among client accounts, believing that the services and research we receive will help our firm to fulfill its overall duty to its clients. We may not use any particular product or service to service all clients. As a result, a client may pay brokerage commissions which are used, in part, to pay for products or services that are not used to benefit that specific client.

Clients should understand that GWN receives significant economic benefits and costs savings as a result of the services and other benefits we receive from Pershing, particularly, because we do not have to pay or produce those items at our own expense. To address the conflict of interest that exists in recommending Pershing because of GWN's economic interests rather than the interests of our clients' in receiving most favorable execution and lower transaction costs, we have adopted the following policies and procedures to monitor and mitigate this conflict:

- We consider the transaction costs (including commissions or spreads, market impact costs, and opportunity costs), as well as the full range and quality of the brokerage and related services Pershing provides to help us in providing advisory services. We consider the speed, certainty, consistency and accuracy of execution, responsiveness to our inquiries and requests, willingness and speed in resolving errors or other discrepancies, access to financial products and markets, and research, analyses, and various electronic products and services provided by the broker or dealer.
- We periodically evaluate the usefulness of the services Pershing provides in relation to our estimate of the compensation paid to Pershing for those services.
- We perform regular internal qualitative reviews of Pershing's services.

GWN will continue to periodically review its determination that the costs and quality of Pershing's services are reasonable in relation to the value of the services provided by Pershing, viewed in terms of the overall relationship.

B. BROKERAGE FOR CLIENT REFERRALS

We refer our clients to Pershing; however, we do not receive client referrals from Pershing and do not have procedures to direct client transactions to Pershing in return for client referrals. If GWN receives future client referrals from a broker-dealer, we will not commit to compensate the referring broker-dealer. Nonetheless, if referrals are offered or made to us, a potential conflict of interest may arise between our interest in continuing to receive referrals and our clients' interests in obtaining best price and most favorable execution.

C. DIRECTED BROKERAGE

Clients are required to direct us to use the services of Pershing as clearing broker-dealer and custodian for their accounts, and our services as introducing broker-dealer, for all transactions for their managed accounts. Not all investment advisers require their clients to direct the use of a particular broker-dealer. GWN receives no additional compensation for serving in this capacity. Pershing's fees for its clearing and custodial services are included in the wrap fee.

Because the client directs us to use Pershing as the clearing broker-dealer and GWN as the introducing broker-dealer, we will not seek lower costs, volume discounts, or price improvement opportunities and best execution may not be achieved. Even in a wrap fee arrangement, the implicit costs for client transactions may be higher for accounts that direct the use of a broker than for accounts that do not direct brokerage, and a disparity may exist between the overall costs for these accounts. While GWN has a reasonable belief that Pershing is able to provide best execution and competitive prices, GWN will not independently negotiate or seek lower commissions, volume discounts, or price improvements through other broker-dealers.

D. AGGREGATION OF SECURITY TRANSACTIONS

For those accounts for which we serve as portfolio manager, we have the authority, but not the obligation, to combine or aggregate orders for multiple accounts into combined "block" trades we place with the accounts' broker-dealer. Block trading offers the potential for better prices, reduced transaction costs, and timelier execution of orders for the accounts included in the block. Block orders would typically be executed through an "average price account" or similar account such that transactions for all accounts participating in the order will be averaged as to price and transaction costs, and the securities purchased or net proceeds received will be allocated pro rata among the accounts in proportion to their respective orders placed that trading day.

Clients should be aware that due to the types of investments in our client accounts (particularly, mutual funds priced daily at NAV), and differences in account objectives, cash positions, account types, and the systems we have available for placing orders, among other factors, block orders may be uncommon for some or all accounts. Accounts whose orders are not aggregated with other orders of other accounts will not receive the benefits of potentially lower transaction costs (if any), or timelier or better execution that might be obtained by accounts whose orders are aggregated.

In certain situations, aggregation of orders may operate to the disadvantage of some accounts, such as where an account may have been able to have its order executed at a more favorable time on a particular trading day. Adviser will ensure that no account it manages as portfolio manager is unreasonably or systematically disadvantaged through the use of block trading. Proprietary accounts of GWN and its supervised persons will not participate in block orders with clients, except as specifically provided under our Code of Ethics.

Item 13 Review of Accounts

A. PERIODIC & OTHER ACCOUNT REVIEWS

1. MANAGED ACCOUNTS

Accounts that participate in the GWN Managed Account Program or other programs for which we serve as discretionary portfolio manager are subject to continuous review by the Representative and the GWN Investment Committee. These accounts are reviewed at least quarterly by the Representative and periodically by the Investment Committee to evaluate consistency of the portfolio with current account investment objectives, and target asset allocation and weighting. More frequent reviews can be triggered by significant market or economic factors, or changes in the client's financial situation, large withdrawals or significant deposits, or changes in account objectives, liquidity needs, or risk tolerance.

For accounts for which GWN does not serve as discretionary portfolio manager, the Representative will review the account on a quarterly basis to determine whether the portfolio is consistent with account objectives and tar (or other available account documentation, as the case may be).

For managed accounts for which we do not serve as the portfolio manager, the Representative reviews the account at least quarterly, and on at least an annual basis evaluates whether investment objectives are being met.

We notify the client periodically to contact the Representative of changes in the account's financial situation or investment objectives, or any reasonable account restrictions the client wishes to impose or modify. At least annually, the Representative will contact the client to determine if there have been any changes in the account's financial situation or investment objectives, or if the client wishes to impose or modify any reasonable account restrictions.

2. FINANCIAL PLANNING & CONSULTING SERVICES

For Financial Planning and Consulting clients, the Representative and the client will engage in meetings, telephone conversations, and other communications to discuss and review the various topics to be addressed while the financial plan is being developed or the consulting project is being performed, and upon delivery of the written financial plan or our verbal consulting advice. We will not provide any subsequent monitoring, advice, or updates unless specifically agreed in a written Financial Planning or Consulting Agreement.

B. CLIENT REPORTS

In addition to the brokerage and custodial statements that Pershing provides to clients (typically on a monthly basis), GWN provides clients with quarterly reports of account information.

Financial Planning clients will receive a completed financial plan. Additional reports will not be provided unless otherwise agreed in the Financial Planning Agreement. Consulting Services clients will not receive any written reports unless specifically provided in their Consulting Agreement.

Item 14 Client Referrals and Other Compensation

A. ARRANGEMENTS WITH THIRD PARTIES FOR ECONOMIC BENEFITS TO THE FIRM

As described in Item 12, GWN participates in Pershing's institutional advisory programs. While there is no direct linkage between the investment advice given and our participation in the Pershing programs, economic benefits are received by us that would not be received if we did not recommend Pershing's services to our clients. These economic benefits create a conflict of interest because we do not have to arrange or pay for such services from our separate resources. As such, these benefits may affect our judgment in recommending Pershing to clients. While we monitor our accounts, evaluate the costs and services provided by Pershing, and take measures to detect if our judgment has been influenced by these economic benefits, there is no assurance our efforts will be successful.

Please refer to Item 12 for further information about the products, services, and economic benefits we receive from Pershing.

Please refer to Items 10.C and 10.D for information regarding conflicts related to compensation we receive from product Sponsors and others.

B. ARRANGEMENTS TO COMPENSATE THIRD PARTIES FOR CLIENT REFERRALS

Representatives of GWN and individuals not associated with GWN may solicit clients for GWN's advisory services. Individuals referring clients to GWN have a financial interest in making referrals because they may receive up to one hundred percent (100%) of the Program Fees or other advisory fees paid by a client. If the solicitor is a registered representative with GWN, he or she will also receive compensation if the person referred purchases insurance or securities products or services through GWN.

As required under SEC Rule 206(4)-3, we require solicitors to disclose this arrangement in writing to the client, provide the client with a copy of this Brochure at the time of the referral, and obtain the client's written acknowledgement of receipt, which we shall retain.

Item 15 Custody

Clients will receive account statements directly from Pershing on at least a quarterly basis showing all transactions in the account during the reporting period. Please review Pershing's account statements carefully.

Pershing's statements are separate from the quarterly reports GWN provides, as described in Item 13; our reports are not account statements. To the extent our report refers to assets held by Pershing, we recommend that the client compare our report with the custodian's statement. Any discrepancies should be reported promptly to our Chief Compliance Officer, Laura Bornheimer, by email at gwn@gwnsecurities.com or by telephone at (561) 472-2700.

Item 16 Investment Discretion

The client is required to grant the portfolio manager full authority to manage the client's account on a discretionary basis to buy, sell, retain and exchange investments, and exercise such other powers as the portfolio manager deems appropriate consistent with the program selected by the client. The portfolio manager will have full discretion to adjust or change the model or weighting of any model portfolio, may invest the account's assets in cash or cash equivalents and effect temporary "sweep" transactions of all uninvested cash balances to a money market mutual fund or other cash management account, which may be managed by the custodian or an affiliate of the custodian.

All grants of discretionary authority must be in writing. If a client wishes to impose reasonable limitations on the portfolio manager's discretionary authority, such limitations must be included in the client agreement or otherwise submitted to us in writing. The client may change or amend these limitations, as desired, by written instruction to the attention of our Chief Compliance Officer, Laura Bornheimer, by email at gwn@gwnsecurities.com, by telephone at (561) 472-2700, or by mail to the address shown on the cover page of this Brochure. Clients should be aware that under the terms of each program and any separate agreement between the client and a third-party portfolio manager, the third-party manager may not accept limitations on its authority.

Item 17 Voting Client Securities

We require the client to retain responsibility for voting all account securities. We will not vote, exercise rights, make elections, or take other such actions with respect to securities held for accounts we manage. If desired, a client may instruct us in writing to forward to the client or a third party materials we receive pertaining to proxy solicitations or similar matters. Upon receipt of such written instructions, we will use reasonable efforts to forward such materials in a timely manner. In the absence of a written request, we will discard account proxy and related materials.

Clients may obtain proxy materials directly by written request to the account's custodian. For information about how to obtain proxy materials from a custodian, clients may contact us by email to Laura Bornheimer at gwn@gwnsecurities.com, or by mail to the address on the front of this Brochure. However, we do not provide advice about the issues raised by proxy solicitations or other requests for corporate action.

Similarly, we do not advise or exercise rights, make elections, or take other actions with respect to legal proceedings involving companies whose securities are or were held in a client's account, such as asserting claims or voting in bankruptcy or reorganization proceedings, or filing "proofs of claim" in class action litigation. If desired, a client may instruct us in writing to forward to the client or a third party any materials we receive pertaining to such matters. Upon our receipt of such written instructions, we will use reasonable efforts to forward such materials in a timely manner. In the absence of a written request, we will discard such materials. Written instructions should be sent to Laura Bornheimer by email at gwn@gwnsecurities.com, or by telephone at (561) 472-2700, or by mail to the address shown on the cover page of this Brochure.

Item 18 Financial Information

A. PREPAYMENT OF MORE THAN \$1,200 IN FEES SIX MONTHS OR MORE IN ADVANCE

SEC-registered investment advisers who require or solicit fees of more than \$1,200 per client, six months or more in advance are required to provide an audited balance sheet.

Because we do not require or solicit prepayment of fees exceeding \$1,200 per client, six months or more in advance, we have not provided a balance sheet.

B. DISCLOSURE OF CERTAIN FINANCIAL CONDITIONS

SEC-registered advisers with custody or discretion over client funds or securities, or who require prepayment of fees exceeding \$1,200, six months or more in advance must disclose any financial condition reasonably likely to impair their ability to meet contractual commitments to clients.

There is no financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

C. BANKRUPTCY WITHIN PAST TEN YEARS

GWN's who have been the subject of a bankruptcy petition at any time during the past ten years must disclose certain information about the matter.

GWN has never been the subject of a bankruptcy petition.



GWN SECURITIES, INC. CUSTOMER PRIVACY NOTICE

At GWN Securities, Inc. ("GWN") we understand that the privacy and security of the personal and account information that you have entrusted to us and to our independent associates with whom you have chosen to do business is of utmost importance. We value the opportunity to serve you, and we are obligated to honor that relationship with care. For that reason, GWN and its affiliate company, GWN Marketing, Inc., adhere to confidentiality standards that are designed to protect your personal information. We believe that your privacy should not be compromised. At the same time we want our independent associates to offer you the array of financial products and services you need to accomplish your financial goals. We believe we can do both through the policy outlined below.

PROTECTING YOUR INFORMATION

When you establish a relationship with an independent GWN advisor and purchase financial and investment products and services through GWN, you are asked to share personal and financial information used to help in the assessment and attainment of your financial goals. In that relationship, independent GWN advisors will use the information to assist you in identifying the services and products you may want or need, to meet changing needs, and to identify constantly developing new products and services that may be of interest to you. GWN may also want to contact you to review your current information and status in order to assure that both we and our independent associates can serve you better. The information you share with us is important to you, and you can expect that we will protect the privacy and use of your private personal and financial information. At GWN we are committed to protecting the privacy of the information we collect, use, and share about you.

GWN has taken the appropriate methods that require the disposal of consumer report information so that the information cannot practically be read or reconstructed.

OUR DISCLOSURE OF YOUR INFORMATION

So that you may be better served, GWN and its independent associates may share information about you with nonaffiliated financial institutions, such as banks, clearing firms or custodians, who perform services on our behalf or when necessary for the performance of our services. These non-affiliated financial institutions are bound by obligations of confidentiality not to disclose any information provided by GWN or any independent GWN advisor about you and may not use such information for any purposes other than the performance of the particular service involved. We also may disclose information about you to non-affiliated third parties as permitted by law, for example to process a financial product or service that you have authorized. We also may share your information with regulators and law enforcement organizations, or in response to a subpoena or discovery request, as permitted or required by law.

In this way we can also make available new products and services. Our employees have access to your information only when it is necessary for them to assist you or your independent GWN advisor in the completion of transactions or in the offer and sale of additional products and services. All of our employees are strictly held to this privacy policy, and each of our independent associates confirms his or her undertaking to be strictly bound by it. We employ physical and electronic safeguards to protect your non-public personal information. We do not sell, share, or disclose your nonpublic personal information to unaffiliated third-party marketing companies.

If the GWN advisor servicing your account(s) leaves GWN to join another broker/dealer, the GWN advisor may retain copies of your

personal information so that he or she can continue to serve you at the new firm. In doing so, your representative may share your information with the new firm, but is otherwise required to keep confidential the personal information obtained from you while the associate was affiliated with GWN, and he or she may only use it to service your account(s). Should your GWN advisor decide to leave GWN for another broker/dealer, we will notify you at that time in writing so that you may determine whether to opt out or opt in* to allow your advisor to take your information to the new firm.

*If you reside in the state of Alaska, California, Illinois, Maine, Massachusetts, Missouri, New Hampshire, North Dakota or Vermont, we are required to obtain your written approval to allow your advisor to take your information to a new firm.

Internet Privacy Protection Policy

Effective Date: August 1, 2004

We are committed to protecting your privacy. Our website is a great way to find out more about our services, access informative articles and financial information. We will not collect any personal, identifiable information without your knowledge.

Identifiable information can be broken up into two categories, personal and non-personal information.

Non-personal information

Our site may create a temporary data file commonly known as a cookie. It may also track the areas of our website that you visit. We may collect information regarding the internet provider from which you are connecting to our site, such as AOL or MSN. We may also track the website from which you linked to our site. This information is used statistically and not to identify individuals.

Personal Information

You can visit the site and remain anonymous by not providing any personal information. However, you may choose to share this information by completing applications, online forms or requesting that we contact you. Personal information includes, but is not limited to name, address, phone number and email address.

When using secure areas of this website to provide or access your personal information, the information is encrypted, making it indecipherable to third parties. Your browser will indicate that you are in a secure area by displaying a locked padlock in the bottom of the screen. Internet connections cannot be guaranteed to be 100% secure. We have taken all reasonable measures to protect the information entered and accessed on the website. However, we cannot be liable for unintentional disclosure of information.

KEEPING INFORMATION CURRENT

GWN and its independent associates are committed to keeping your non-public personal and financial information secure, accurate and current. You should provide your independent GWN advisor with any updates and changes to your personal information.

CHANGES AND UPDATES TO PRIVACY POLICY

By effecting transactions through GWN you consent to the collection and use of personal information as described in this Privacy Policy. This policy reflects GWN's current business practices, and is subject to change and update. In the event of a change, a revised policy will be sent to you or otherwise made available through your independent GWN advisor.

CUSTOMER IDENTIFICATION PROGRAM NOTICE

IMPORTANT INFORMATION YOU NEED TO KNOW ABOUT OPENING A NEW ACCOUNT

To help the government fight the funding of terrorism and money laundering activities, federal law requires financial institutions to obtain, verify, and record information that identifies each person who opens an account. This Notice answers some questions about your GWN's Customer Identification Program.

What types of information will I need to provide?

When you open an account, GWN is required to collect information such as the following from you:

- Your name
- Date of birth
- Address
- Identification number:
 - U.S. Citizen: taxpayer identification number (social security number or employer identification number)
 - Non-U.S. Citizen: taxpayer identification number, passport number, and country of issuance, alien identification card number, or government-issued identification showing nationality, residence, and a photograph of you.

You will also need to show your driver's license or other identifying documents.

A corporation, partnership, trust or other legal entity may need to provide other information, such as its principal place of business, local office, employer identification number, certified articles of incorporation, government-issued business license, a partnership agreement, or a trust agreement. U.S. Department of the Treasury, Securities and Exchange Commission, NASD, and New York Stock Exchange rules already require you to provide most of this information. These rules also may require you to provide additional information, such as your net worth, annual income, occupation, employment information, investment experience and objectives, and risk tolerance.

What happens if I don't provide the information requested or my identity can't be verified?

GWN may not be able to open an account or carry out transactions for you. If GWN has already opened an account for you, they may have to close it.

We thank you for your patience and hope that you will support the financial industry's efforts to deny terrorists and money launderers access to America's financial system.

BUSINESS CONTINUATION PLAN SUMMARY

GWN Securities has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.

CONTACTING US – If after a significant business disruption you cannot contact us at 561-472-2700, please visit our website at www.gwnsecurities.com or call toll free 866-650-0132 for any updates. You should contact your GWN Representative or the investment companies directly if you need immediate access to your accounts. If you currently have a brokerage account through Pershing, LLC (our clearing firm) please refer to the instructions below.

PERSHING CUSTOMER SUPPORT – In the event that GWN Securities, Inc. experiences a significant business interruption, clients with a Pershing brokerage account may contact Pershing directly to process limited trade-related transactions, cash disbursements, and security transfers. Instructions to Pershing must be in writing and transmitted via facsimile or postal service as follows:

Pershing LLC
P.O. Box 2065
Jersey City, New Jersey 07303-2065
Fax: (201) 413-5368

Please note that the fax number above is for business interruption-related issues only, and should not be used for any other purposes, such as change of address notices, account transfers, and credit verification. Information received on this fax that is unrelated to business interruption issues will not be acted upon.

For additional information about how to request funds and securities when GWN Securities, Inc. cannot be contacted due to a significant business interruption please refer to additional information located at www.pershing.com or call (201) 413-3635 for recorded instructions. If you cannot access the instructions from the previously noted telephone number, Pershing may be contacted at (213) 624-6100 extension 500 as an alternate telephone number for recorded instructions.

OUR BUSINESS CONTINUITY PLAN – We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.

Our business continuity plan addresses: data back up and recovery; all mission critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical supplier, contractor, bank and counter-party impact; regulatory reporting; and

assuring our customers prompt access to their funds and securities if we are unable to continue our business.

Our clearing firm, Pershing, backs up our important records in a geographically separate area. While every emergency situation poses unique problems based on external factors, such as time of day and the severity of the disruption, we have been advised by our clearing firm that its objective is to restore its own operations and be able to complete existing transactions and accept new transactions and payments within 4 hours. Your orders and requests for funds and securities could be delayed during this period.

VARYING DISRUPTIONS – Significant business disruptions can vary in their scope, such as only our firm, a single building housing our firm, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or a building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business within 24 hours. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area, and recover and resume business within 48-72 hours. In either situation, we plan to continue in business, transfer operations to our clearing firm if necessary, and notify you through our web site, www.gwnsecurities.com or our customer emergency number, 866-650-0132, on how to contact us. ***It is important to remember that all your accounts are either held directly at the investment company or at our clearing firm, Pershing.*** You can always contact them directly for immediate assistance. If the significant business disruption is so severe that it prevents us from remaining in business, we will assure our customer's prompt access to their funds and securities.

IMPORTANT DISCLAIMERS – GWN Securities, Inc. will adhere to the procedures described in its business continuity plan and described above to the extent commercially reasonable and practicable under prevailing circumstances. There are, however, an incalculable number of events or circumstances that could result in a significant business disruption and their impact may vary greatly in size, scope, severity, duration, and geographic location. Further, significant business disruptions may result in varying degrees of harm to human life and regional or national infrastructure (power, transportation, communications, etc.) that could affect the firm's recovery in significant and different ways.

In light of this, GWN Securities, Inc., in its sole discretion, reserves the right to flexibly respond to any disruption in a situation-specific and prudent manner. ***Nothing in this disclosure document is intended to provide a guarantee or warranty regarding the actions or performance of the firm, its computer systems, or its personnel in the event of a significant business disruption.***

FOR MORE INFORMATION – If you have questions about our business continuity planning, you can contact us in writing at GWN Securities, Inc., 11440 N. Jog Road, Palm Beach Gardens, FL 33418 or call us at 561-472-2700 or gwn@gwnsecurities.com.

“Effective May 1, 2005”

AGREEMENT TO ARBITRATE

The undersigned and GWN Securities, Inc. each agree that ALL CLAIMS OR CONTROVERSIES, and any related issues which may arise at any time between us (including GWN Securities’ representatives, directors, officers, employees and agents) concerning any transaction or order; the conduct of GWN Securities or its registered representatives, directors, officers, employees, and agents; the construction, performance or breach of this or any other agreement between us, whether entered into prior to, on, or subsequent to the date hereof; the breach of any common law or statutory duty; or the violation of any federal or state securities law, or any other federal or state law of any nature SHALL BE SUBMITTED AND RESOLVED BY ARBITRATION rather than by lawsuit in a court of law or equity.

Any arbitration pursuant to this agreement shall be in accordance with and governed by, a mutually acceptable arbitral forum but in the absence of such agreement, then the Code of Arbitration Procedure of the National Association of Securities Dealers, Inc., as then in effect. The award of the arbitrators, or of the majority of them, shall be final and binding, and judgment upon the award rendered may be entered in any federal or state court having jurisdiction.

No person shall bring a putative or certified class action to arbitration, nor seek to enforce any pre-dispute arbitration agreement against any person who has initiated in court a putative class action; or who is a member of a putative class who has not opted out of the class with respect to any claims encompassed by the putative class action until: (1) the class certification is denied; or (2) the class is decertified; or (3) the customer is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this agreement except to the extent stated herein.

JURISDICTION OF ARBITRATION

It is agreed and fully understood that:

- 1. GWN Securities is a Broker Dealer and a member of the National Association of Security Dealers (NASD) and the Security Investment Protection Corporation (SIPC).**
- 2. GWN Securities operates on a fully disclosed basis and as such does not hold customer accounts or securities. Therefore, no investor’s checks should be made payable to GWN Securities, or any registered representative of said company, or any related entity of registered representative.**
- 3. GWN Securities is not owned, controlled, or has shares in its own account in any investment company or insurance company.**
- 4. The sole responsibility of the investment management decisions of the Investment Company will reside with the Investment Company utilized. GWN Securities does not use any influence directly or indirectly on the investment management of those funds. Therefore, the management decisions of Investment Company(s) or Direct Participation Program(s) are the sole responsibility of the said company.**
- 5. It is agreed that any dispute arising from any Securities or Financial Planning activities between you and GWN Securities or its Representatives shall be subject to binding arbitration. It should be understood:**

THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE. BY SIGNING AN ARBITRATION AGREEMENT THE PARTIES AGREE AS FOLLOWS:

- (I) ALL PARTIES TO THIS AGREEMENT ARE GIVING UP THE RIGHT TO SUE EACH OTHER IN COURT, INCLUDING THE RIGHT TO A TRIAL BY JURY, EXCEPT AS PROVIDED BY THE RULES OF THE ARBITRATION FORUM IN WHICH A CLAIM IS FILED.
- (II) ARBITRATION AWARDS ARE GENERALLY FINAL AND BINDING; A PARTY’S ABILITY TO HAVE A COURT REVERSE OR MODIFY AN ARBITRATION AWARD IS VERY LIMITED.
- (III) THE ABILITY OF THE PARTIES TO OBTAIN DOCUMENTS, WITNESS STATEMENTS, AND OTHER DISCOVERY IS GENERALLY MORE LIMITED IN ARBITRATION THAN IN COURT PROCEEDINGS.
- (IV) THE ABRITRATORS DO NOT HAVE TO EXPLAIN THE REASON(S) FOR THEIR AWARD.
- (V) THE PANEL OF ARBITRATORS WILL TYPICALLY INCLUDE A MINORITY OF ARBITRATORS WHO WERE OR ARE AFFILIATED WITH THE SECURITIES INDUSTRY.
- (VI) THE RULES OF SOME ARBITRATION FORUMS MAY IMPOSE TIME LIMITS FOR BRINGING A CLAIM IN ARBITRATION. IN SOME CASES, A CLAIM THAT IS INELIGIBLE FOR ARBITRATION MAY BE BROUGHT IN COURT.
- (VII) THE RULES OF THE ARBITRATION FORUM IN WHICH THE CLAIM IS FILED, AND ANY AMENDMENTS THERETO, SHALL BE INCORPORATED INTO THIS AGREEMENT.
- (VIII) NO PERSON SHALL BRING A PUTATIVE OR CERTIFIED CLASS ACTION TO ARBITRATION, NOR SEEK TO ENFORCE ANY PRE-DISPUTE ARBITRATION AGREEMENT AGAINST ANY PERSON WHO HAS INITIATED IN COURT A PUTATIVE CLASS ACTION; OR WHO IS A MEMBER OF A PUTATIVE CLASS WHO HAS NOT OPTED OUT OF THE CLASS WITH RESPECT TO ANY CLAIMS ENCOMPASSED BY THE PUTATIVE CLASS ACTION UNTIL: (I) THE CLASS CERTIFICATION IS DENIED; OR (II) THE CLASS IS DECERTIFIED; OR (III) THE CUSTOMER IS EXCLUDED FROM THE CLASS BY THE COURT. SUCH FORBEARANCE TO ENFORCE AN AGREEMENT TO ARBITRATE SHALL NOT CONSTITUTE A WAIVER OF ANY RIGHTS UNDER THIS AGREEMENT EXCEPT TO THE EXTENT STATED HEREIN.

PURPOSE OF CERTIFICATION

You must furnish your taxpayer identification number (“TIN”) to the payer of interest, dividends, and certain other payment (including broker and barter exchange transactions) so that you will not be subject to the 31% backup withholding that first went into effect on January 1, 1984. The current rates of backup withholding are as follows: January 1, 2002 through December 31, 2003 – the backup-withholding rate will be reduced to 30%. January 1, 2004 through December 31, 2005 – the backup-withholding rate will be reduced to 29%. January 1, 2006 through December 31, 2010 – the backup-withholding rate will be reduced to 28%. You may use the payers form (a substitute for form W-9) to report and certify your TIN to the payer, to certify that you are not subject to backup withholding because of under-reporting of interest and dividends on your tax return, or to claim exemption from backup withholding if you are an exempt payee. If you do not properly do so, the payer may be required to withhold (at the applicable rate) from payments made to you.