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This Brochure provides information about the qualifications and business practices of Orcam Financial Group, LLC. If you have any questions about the contents of this Brochure, please contact us at (858) 220-5383 or via email at [info@orcamgroup.com](mailto:info@orcamgroup.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.

Orcam Financial Group, LLC is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information that you may use to determine whether to hire or retain them. Additional information about Orcam Financial Group, LLC is also available on the SEC's web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 - Material Changes

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Since the last annual filing on March 18, 2021, Orcam Financial Group, LLC (the “Adviser”, “we”, “our”, “us”) has amended this Brochure to reflect the following changes to its business:

- Orcam Financial Group (DBA Discipline Funds) has added or altered the following services: Discipline Portfolio Reviews (DPR), Discipline Portfolio Trainer (DPT) and Discipline Portfolio Models (DPM). DPR and DPT are non-discretionary flat fee services providing planning, portfolio review services and recommendations for DIY investors. DPM is a model portfolio service for financial planners and other financial advisors.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year which is December 31st. We will provide other ongoing disclosure information about material changes, as necessary. We will also provide you with a new Brochure, as necessary, based on changes or new information. Currently, our Brochure may be requested at any time, without charge, by contacting Cullen Roche at (858) 220-5383.

Additional information about Orcam Financial Group, LLC is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by using a unique identifying number, known as a CRD number. The CRD number for Orcam Financial Group, LLC, is 164874. The SEC’s web site also provides information about any persons affiliated with Orcam Financial Group, LLC who are registered, or are required to be registered, as investment adviser representatives of Orcam Financial Group, LLC.

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## Item 4 - Advisory Business

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Orcam Financial Group, LLC is a Registered Investment Adviser (“Adviser”, “we”, “our”, “us”) which offers investment advisory services, asset management, research, and sub-advisory services to high net worth and institutional clients, (“Clients”, “you”, “your”).

We provide our services through investment adviser representatives (“IARs”) associated with us. These IARs are appropriately licensed, qualified, and authorized to provide services on our behalf. In addition, all IARs are required to have commensurate industry and educational experience.

Orcam Financial Group, LLC was founded in 2012 by Cullen Roche who serves as the Managing Member and Chief Compliance Officer and is the sole owner of the Adviser. We primarily provide services to individuals, high net worth individuals, trusts, estates, charitable organizations, foundations, endowments, corporations, trusts, and small businesses. Additionally, as noted above, doing business as The Discipline Funds, we expect to be named Sub-Adviser to The Discipline Fund. We are committed to the precept that by placing Client interests first, we will add value to the consulting and investment management process and earn Client trust and respect.

### Services

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We provide our high-net-worth Clients with various investment advisory services, with an emphasis on investment research, financial consulting, and asset management. Our focus is on providing research and consulting to help develop investment strategies that can assist Clients in reaching their financial objectives. We provide research, indicators, and news that the mainstream media leaves largely unnoticed.

We also provide non-discretionary sub-advisory services to The Discipline Fund.

We do not participate in wrap fee programs.

#### 1. Financial Consulting

We provide financial consulting services. Our fee based financial consulting is a relationship which incorporates investment analyses, strategies, and research into your financial portfolio(s) to help meet your goals and objectives. The financial consulting relationship may consist of face-to-face meetings, videoconferences, and/or phone and electronic correspondence.

In performing financial consulting services, we typically examine and analyze your overall investment allocations as well as investments within your portfolio(s). The services we provide to any given Client will depend upon the scope of our engagement with each such Client.

You must agree to provide the information and documentation we request regarding your investment portfolios and allocations. You also must agree to discuss your investment objectives, needs and goals,

and to keep us informed of any changes. We do not independently verify any information obtained from you, your attorney, accountant, or other professionals.

If you engage us to perform these services, you will receive a written agreement detailing the services, fees, terms, and conditions of the relationship. You will also receive this Brochure and a copy of our Form CRS. We do not offer asset management or brokerage services to you under standalone financial planning arrangements; recommendations cannot be implemented through us. You may implement your investment strategies and portfolios through any financial organization of your choice.

We obtain information from a wide variety of publicly available sources. We do not have any inside private information about any investments that are recommended. All recommendations developed by us are based upon our professional judgment. We cannot guarantee the results of any of our recommendations. You must decide what advice to follow.

## **2. Subscription and Other Services**

Our research and education platform will offer the public an unbiased professional perspective on macroeconomics and the economy. We seek to provide research, indicators, and news that the mainstream media leaves largely unnoticed. This service will be accessible on a subscription basis.

To become a registered subscriber, Clients elect to pay a subscription fee resulting in access to the Orcam Financial Research; subscription-based services are paid via the website and received via electronic mail and website access. These services provide general financial information for Clients to use. Subscription fees are collected at the beginning of the subscription period. If cancelled early, fees paid are prorated by the month and any unused portion of the subscription price is refunded to you.

We can generally provide research and advice concerning any legal and legitimate investment for which public information is readily available. You may also retain us for speaking engagements regarding investment research and other finance related topics.

We do not provide advice regarding legal matters, income taxes, real estate valuation, or recommendations relating to insurance.

## **3. Asset Management**

Asset management is the professional management of securities (stocks, bonds, and other securities) and assets (e.g., real estate) in order to meet your specified investment goals. With an Asset Management Account, you engage us to assist you in developing a personalized asset allocation program and custom-tailored portfolio designed to meet your unique investment objectives. The investments in the portfolio account may include exchange-traded funds (“ETFs”), mutual funds, stocks, bonds, equity options, futures, etc.

We will meet with you to discuss your financial circumstances, investment goals and objectives, and to determine your risk tolerance. We will ask you to provide statements summarizing current investments, income and other earnings, recent tax returns, retirement plan information, other assets and liabilities, wills and trusts, insurance policies, and other pertinent information. Based on the information you share with us; we will analyze your situation and recommend what we believe to be an appropriate asset

allocation or investment strategy. You will be provided with a targeted strategic allocation of assets by class, as well as limited investment advice. Our recommendations and ongoing management are based upon your investment goals and objectives, risk tolerance, and the investment portfolio you have selected. We will monitor the account, trade as necessary, and communicate regularly with you. Your circumstances will be monitored in quarterly and annual account reviews. These reviews will be conducted in person, by telephone conference, videoconference, and/or via a written inquiry/questionnaire. We will work with you on an ongoing basis to evaluate your asset allocation as well as rebalance your portfolio in seeking to align with your goals, as necessary. We will be reasonably available to answer questions about your account. You will also receive our Advisory Agreement which describes what services you will receive and what fees you will be charged.

We will:

- Review your present financial situation
- Monitor and track assets under management
- Provide portfolio statements, periodic rate of return reports, asset allocation statement, rebalanced statements as needed
- Advise on asset selection
- Determine market divisions through asset allocation models
- Provide research and information on performance and fund management changes
- Build a risk management profile for you
- Assist you in setting and monitoring goals and objectives
- Provide personal consultations as necessary upon your request or as needed

You are obligated to notify us promptly when your financial situation, goals, objectives, or needs change.

You have the ability to impose reasonable restrictions on the management of your account, including the ability to instruct us not to purchase certain exchange-traded funds, mutual funds, stocks, or other securities. These restrictions may be a specific company security, industry sector, asset class, or any other reasonable restriction you request. We retain discretion to decline to accept a restriction you request if we believe such action is in your best interest.

Under certain conditions, securities from outside accounts may be transferred into your advisory account; however, we may recommend that you sell any security if we believe that it is not suitable for the current recommended investment strategy. You are responsible for any taxable events in these instances. Certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is not indicative of future results.

If you decide to implement our recommendations, we will help you open a custodial account(s). The funds in your account will generally be held in a separate account, in your name, at an independent custodian, and not with us. We recommend using certain custodians that we have a relationship with; however, you

may use any custodian you wish. The identity of your custodian will be communicated to you before the account is opened.

You will enter into a separate custodial agreement with the custodian. This agreement, among other things, authorizes the custodian to take instructions from us regarding all investment decisions for your account. The custodian will effect transactions, deliver securities, make payments, and do what we instruct. You are notified of any purchases or sales through trade confirmations and quarterly statements that are provided by the custodian. These statements list the total value at the start of the quarter, itemize all transaction activity during the quarter, and list the types, amounts, and total value of securities held as of the end of the quarter. You will at all times maintain full and complete ownership rights to all assets held in your account, including the right to withdraw securities or cash, proxy voting and receiving transaction confirmations.

#### **4. Sub-Adviser to an ETF**

As noted above, we are preparing to provide non-discretionary sub-advisory services to The Discipline Fund. Acting as Sub-Adviser, we will not initiate any orders to purchase or sell any securities on behalf of The Discipline Fund. Upon regulatory approval, we will recommend that the adviser to the Fund structure a diversified portfolio comprised of a small number of low-cost ETFs. The Discipline Fund will not be customized to meet the unique needs of any particular Fund shareholder.

### **Assets under Management**

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As of January 1, 2022, Orcam Financial Group has \$115 million in discretionary assets under management.

We are generally available during normal business hours either by telephone, fax, email, videoconference, or in person by appointment to answer your questions.

### **Item 5 - Fees and Compensation**

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#### **1. Financial Consulting Fees**

We provide research and financial consulting services for a fee in accordance with the terms of a written Financial Consulting Agreement. Our fees do not include brokerage commissions, transaction fees, and other related costs and expenses. Clients may also incur certain charges imposed by custodians, third party investment companies and other third parties. These include fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds, money market funds and ETFs also charge internal management fees, which are disclosed in the fund's prospectus. These fees may include, but are not limited to, a management fee, upfront sales charges, and other fund expenses. We do not receive any compensation from these fees. All of these fees are in addition to the consulting fee you pay us. You should review all fees charged to fully understand the total amount of fees



you will pay. Services similar to those offered by us may be available elsewhere for more or less than the amounts we charge and lower fees for comparable services may be available from other sources.

You shall also be entitled to terminate this initial Financial Consulting Agreement within five days of the effective date without penalty. Once a consulting services relationship is established, either party may terminate the relationship with a 30-day written notice.

Our Financial Consulting Agreement outlines the framework for the investment research and analysis we provide to you. We will provide analysis and recommendations for investment allocations and portfolios. Your agreement can encompass a broad spectrum of securities and other investments depending upon the nature and complexity of your situation and your tolerance for risk.

The following fee schedule applies for financial consulting services:

Service	Minimum Fee
Discipline Portfolio Review	\$2,500 one time
Discipline Portfolio Trainer	\$3,500/Year

Fees are based upon the size of your portfolio as well as the scope and complexity of your engagement with us. All fees are negotiable.

Based upon your needs, we may also provide annual consultations based upon the above referenced fee schedule; the schedule reflects fees assessed on an annual basis under such circumstances.

The Financial Consulting Agreement will show the fee you will pay; fees are charged in advance. Fees may be refundable to the extent the Agreement is terminated prior to our completion of the engagement.. In the event that you cancel the Agreement, fees are prorated for services rendered up to the time of cancelation; any remaining portion will be refunded to you. You will be responsible for any unpaid fees due for services rendered. Investment research and consultations will be provided to you in accordance with the Agreement, provided that all information needed to prepare the investment plan has been promptly provided to us. The Financial Consulting Agreement will terminate in accordance with the terms thereunder.

All recommendations developed by us are based upon our professional judgment. We cannot guarantee the results of any of our recommendations. You must decide what advice to follow.

## **2. Asset Management Fees**

In addition to our non-discretionary flat fee services we also provide full service asset management services for an asset management fee. The fee charged is based upon the amount of money you invest. Multiple accounts of immediately related family members, at the same mailing address, may be considered one consolidated account for billing purposes. Our current fee schedule is shown below and applies when a client engages the Discipline Portfolio Trainer service with a full-service offering (planning plus personalized portfolio management). Certain Clients may pay different fees depending on the inception of their relationship with us, and other factors. Payments will be assessed on the balance of the account as of the last day of each quarter, and will be calculated as follows:

Annual Percentage	Portfolio Size (AUM)
<ul style="list-style-type: none"> <li>• 0.35%</li> <li>• 0.25%</li> </ul>	<ul style="list-style-type: none"> <li>• Less Than \$2,000,000</li> <li>• \$2,000,000+</li> </ul>

The fees shown above are annual fees. You will be billed one fourth of this amount on a quarterly basis. We bill fees in advance on a quarterly basis. You will authorize the custodian to directly debit fees from your account held at the custodian and to pay us. Management fees are prorated for each contribution and withdrawal made during the applicable calendar quarter (with the exception of small inconsequential contributions and withdrawals). Upon request you will be provided with a quarterly statement from us reflecting the deduction of advisory fees. Each quarter you will receive a custodial statement that reflects deduction of advisory fees.

We believe our advisory fees are reasonable considering the fees charged by other investment advisers offering similar services/programs.

Our fees will not be based upon a share of capital gains or capital appreciation of the funds or any portion of your funds.

Certain strategies offered by us involve investment in mutual funds. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as “12b-1 fees”. These 12b-1 fees come from fund assets, and thus indirectly from Client assets. We do not receive any compensation from these fees. The 12b-1 fee, deferred sales charges and other fee arrangements will be disclosed upon your request and are typically described in the applicable fund’s prospectus.

Certain strategies offered by us involve investment in ETFs, which are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Clients will pay the operating expenses of the ETFs held in your portfolio. Underlying ETF fees and expenses will be disclosed upon your request and are typically described in the applicable ETF’s prospectus.

The fees we charge can be deducted directly from your account at the custodian. We will instruct the custodian to deduct the fees from your account at the end of the quarter. This fee will show up as a deduction on your following month's account statement from the custodian.

Our asset management fee is negotiable in all cases and the use of the Discipline Fund ETF in any portfolio gives us the flexibility to customize a fee structure using the Discipline Fund in combination with a more suitable fee structure (whether it be flat fee, no management fee or some combination of flat fee and AUM fee).

Either party may terminate the relationship with a thirty (30) day written notice. Upon termination of any account, any prepaid fees that are in excess of the management services performed will be promptly refunded to you. Any fees that are due, but have not been paid, will be billed to you and are due immediately.

### **3. Subscription and Other Services Fees**

Subscription fees are collected at the beginning of the subscription period. If cancelled early, fees paid are prorated by the month and any unused portion of the subscription price is refunded to you. The cost is \$499 per year with payments due at the beginning of the subscription period, although we reserve the right to discount or waive the subscription price. Research will be provided via electronic mail and may be cancelled by giving 30 days written notice. Any fees collected, but unearned, will be refunded at the time of cancellation.

We can also provide research and advice concerning any legal and legitimate investment for which public information is readily available. We will charge a fixed fee, which will vary from \$500 to \$10,000 depending upon the scope of the research and the complexity and nature of your situation; our fee will be stipulated in your agreement with us.

You may retain us for speaking engagements regarding investment research and other finance related topics. We will charge a fixed fee, which will vary depending upon the scope, complexity, and nature of the engagement. Our speaking engagement fees range from \$500 to \$10,000; our fee will be stipulated in your agreement with us.

### **4. ETF Sub-Advisory Fees and Related Financial Benefits**

Upon SEC approval of The Discipline Fund and our designation as Sub-Adviser, we will provide non-discretionary advice to the Fund. The fees payable to us, a non-discretionary sub-adviser ("Sub-Advisory Fee"), will be payable from the unitary fee proposed within the Fund and borne by the adviser to the Fund. As a non-discretionary Sub-Adviser, we will not receive any portion of commissions, transaction fees, or other brokerage costs generated by the Fund. The Sub-Advisory Fee will generally be calculated daily and levied on a monthly basis, in arrears, based upon the average net asset value of the Fund's assets per month. The Sub-Advisory Fee is specified in the prospectus.

We anticipate also being a sponsor of The Discipline Fund. In this capacity, we have entered into a separate agreement with an ETF platform adviser (Alpha Architect, LLC) to bear the costs and fees of launching The Discipline Fund on our behalf. In return for bearing the fees and expenses of The Discipline Fund, we, as the sponsor, are entitled to the profits of The Discipline Fund after all underlying expenses of the Fund are paid. As stated above, we will be named the non-discretionary Sub-Adviser to The Discipline Fund upon appropriate registration with the SEC and approval of the Fund's registration statement. Board approval will also be required.

When structuring a separate account on behalf of a Client, we may include The Discipline Fund as a holding in the separate account. As noted above, we receive a Sub-Advisory Fee from The Discipline Fund based on the value of The Discipline Fund's assets. As sponsor of the Fund, we are also entitled to the profits of The Discipline Fund, which represents a conflict of interest. To mitigate this conflict, we will generally exclude the value of The Discipline Fund shares held in a Client account when computing the separate account advisory fee. Furthermore, we will only consider purchasing The Discipline Fund within a Client's separate account if we believe doing so is consistent with Client objectives and is in the best interest of the Client notwithstanding any financial benefit accruing to us when making such an allocation.

## **Item 6 - Performance Based Fee and Side by Side Management**

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We do not charge any performance-based fees or perform side-by-side management.

## **Item 7 - Types of Client(s)**

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We provide investment research, reports and newsletters, asset management, and financial consulting services to individuals, high net worth individuals, trusts, estates, charitable organizations, foundations, endowments, corporations, trusts, and small businesses.

As a non-discretionary Sub-Adviser to The Discipline Fund, we will serve the investment adviser to the Fund. The Fund's adviser is required to be an SEC registered investment adviser and authorized by the board of trustees of the Fund to delegate certain portfolio management duties to us.

For our separate account Clients, we have no minimum account opening balance although we do maintain the right to reject accounts below \$500,000 depending on account specifics. There is no investment minimum for The Discipline Fund.

## **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

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All research used at Orcam Financial Group is based on a top-down macro investment approach. The research and market methodology are based on cognitive science and the theory of chaos. Through the understanding of market psychology you can derive that markets are non-linear dynamical systems which are susceptible to inefficiencies. Markets are inefficient in short time periods due to their chaotic nature (a symptom of human psychological irrationality). This creates opportunity.

Based on this methodology we employ risk management structures that account for the possibility of short-term inefficiencies and random occurrences within large and liquid systems. Although there are short-term opportunities in markets, risk management is the overriding factor in achieving high absolute returns. Black swans cannot be predicted, but we believe they can be avoided by employing proper risk management. This analytical, quantitative, and systematic approach facilitates our pursuit of high absolute returns, although there is no guarantee that we will be successful in this endeavor.

### **1. Fundamental Analysis**

We also use Fundamental Analysis as part of our overall investment analyses and research regimen. Fundamental analysis is a technique that attempts to determine a security's value by focusing on the underlying factors that affect a company's actual business and its future prospects. Fundamental analysis is about using real data to evaluate a security's value. It refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

Fundamental analysis serves to answer questions, such as:

- Is the company's revenue growing?
- Is it actually making a profit?
- Is it in a strong-enough position to beat out its competitors in the future?
- Is it able to repay its debts?

One of the primary assumptions of fundamental analysis is that the price of the stock as traded in the market does not fully reflect a stock's "real" value. We use a combination of qualitative and quantitative factors to try and find stocks that are undervalued. We look at both macroeconomic factors such as the overall economy and industry conditions and company-specific factors such as financial condition and management. When we are examining a stock, we might look at the stock's annual dividend payout, earnings per share, Price to Earnings ratio and many other quantitative factors. However, no analysis is complete without taking into account brand recognition and other qualitative factors.

The end goal of performing fundamental analysis is to produce a value that we can compare with the security's current price, with the aim of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short).

In order to perform this analysis, we use many resources, such as:

- Morningstar
- Financial newspapers and magazines (e.g. Wall Street Journal, Forbes, etc.)
- Annual reports, prospectuses, filings with the SEC
- Research materials prepared by others
- Company press releases
- Corporate rating services
- Timing Services
- Company websites
- Inspections of corporate activities

The investment strategies we use to implement any investment advice given to you include, but are not limited to:

- Long term purchases - securities held at least a year
- Short term purchases - securities sold within a year
- Trading - securities sold within 30 days
- Short sales
- Margin Transactions

- Option writing, including covered options, uncovered options or spreading strategies

Once we discover undervalued investments, we look at the company offering these investments to determine stability and volatility of the investments.

## 2. Risks

### General Risks

We cannot guarantee our analysis methods will yield a return. In fact, a loss of principal is always a risk. Investing in securities involves a risk of loss that you should be prepared to handle. You need to understand that investment decisions based upon our research and analysis are subject to various market, currency, economic, political, and business risks. The investment decisions we make will not always be profitable nor can we guarantee any level of performance. For a more comprehensive description of all the risks associated with our strategies, methodology, and products please refer to the glossary found at the end of this Brochure under Risks.

### Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which will, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder could have no way to dispose of such shares.

### Other Risk Considerations

While we strive to construct portfolios that are diversified, there is no guarantee that market forces will not overwhelm diversification efforts, subjecting Clients to correlation risk. Recognizing that assuming some type of risk is unavoidable, we take a risk-based approach to minimize the probability and magnitude of losses. Such risk management steps include proper asset allocation, portfolio rebalancing, in-depth and independent research, financial planning, client education, and regular portfolio monitoring and client reviews.

Finally, regular communication with Clients plays a critical role in maintaining a prudent and successful long-term investment program.

#### Risk of Investing in The Discipline Fund

In addition to the risks of ETF investing described above, The Discipline Fund investors should read the prospectus for a complete description of risks inherent in an investment.

## **Item 9 - Disciplinary Information**

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Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We have no information to disclose here about the firm or any of our investment advisors. We adhere to high ethical standards for all our employees. We strive to do what's in our Clients' best interests.

## **Item 10 - Other Financial Industry Activities and Affiliations**

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Cullen Roche does not participate in other business activities or have any outside affiliations at this time.

Neither Orcam nor its representatives are registered as a futures commission merchant, commodity pool operator, or commodity trading advisor.

Orcam does not utilize nor select other advisors or third-party managers. We cannot and do not recommend financial advisors, brokerage firms or the talent or professionalism of these persons or institutions. Use of Orcam's advice as it pertains to the relationship with a Client's current financial advisor is strictly between such Client and his/her financial advisor and is beyond the scope of Orcam's business practice.

As noted above, we anticipate being a sponsor of The Discipline Fund. In this capacity, we have entered into a separate agreement with an ETF platform adviser (Alpha Architect, LLC ) to bear the costs and fees of launching The Discipline Fund on our behalf. In return for bearing the fees and expenses of The Discipline Fund, we, as the sponsor, are entitled to the profits of The Discipline Fund after all underlying expenses of the Fund are paid. As stated above, we will be named the non-discretionary Sub-Adviser to The Discipline Fund upon appropriate registration with the SEC and approval of the Fund's registration statement. Board approval will also be required.

## **Item 11 - Code of Ethics, Participation or Interest in Client Accounts and Personal Trading**

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We have adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct, and fiduciary duty to you, our Client. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended. You may request a copy of our Code of Ethics by contacting Cullen Roche at (858) 220-5383.

### **1. Responsibility**

It is the responsibility of all supervisory personnel to ensure that we conduct business with the highest level of ethical standards and in keeping with our fiduciary duties to you. We must put your interests first and refrain from having outside interests that conflict with your interests.

### **2. Privacy Statement**

We are committed to safeguarding your confidential information and hold all personal information provided to it in the strictest confidence. These records include all personal information that we collect from you or receive from other firms in connection with any of the financial services they provide. We also require other firms with whom we deal with to restrict the use of your information. Our Privacy Policy is available upon request.

### **3. Prohibited Acts**

The following acts are prohibited:

- Employing any device, scheme, or artifice to defraud
- Making any untrue statement of a material fact
- Omitting to state a material fact necessary in order to make a statement, in light of the circumstances under which it is made, not misleading
- Engaging in any fraudulent or deceitful act, practice, or course of business
- Engaging in any manipulative practices
- Participating in Client accounts

### **4. Conflicts of Interest**

Employees are permitted to buy and sell in their personal accounts the securities bought and sold on behalf of Clients. Employees will also be permitted to buy shares of The Discipline Fund, although minimum holding and blackout periods apply. Our Code of Ethics imposes these, and other guidelines and restrictions specific to personal accounts to ensure that Client interests come first and foremost.

As Sub-Adviser to The Discipline Fund, we have a material financial interest in Clients' purchase and sale of such Fund. This arrangement is described at length in Item 4.



We have a duty to disclose potential and actual conflicts of interest. We have a duty to report potential and actual conflicts of interest to management. Gifts (other than de minimis gifts, which are usually defined as having a value under \$300.00) should not be accepted from persons or entities doing business with us.

We act in a fiduciary capacity. If a conflict of interest arises between us and you, we shall make every effort to resolve the conflict in your favor.

We shall not attempt to limit liability for willful misconduct or gross negligence through the use of disclaimers.

## **Item 12 - Brokerage Practices**

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### **1. Broker Selection and Recommendations**

We act only as a non-discretionary Sub-Adviser for The Discipline Fund, and therefore do not select, nor recommend broker-dealers for effecting trades in the Fund.

In the event that a separate account Client requests that we recommend a custodian for execution and/or custodial services, we generally recommend that investment management accounts be maintained at Charles Schwab & Co., Inc., an independent custodian. Prior to engaging us to provide investment management services, the Client will be required to enter into a formal Investment Advisory Agreement with us setting forth the terms and conditions under which we will manage Client assets, and a separate custodial/clearing agreement with the designated custodian.

Factors that we consider in recommending Charles Schwab & Co., Inc. include historical relationship with us, financial strength, reputation, execution capabilities, pricing, research, and service. The custodian generally pays for SIPC insurance and other insurances they carry. Although the commissions and/or transaction fees paid by our Clients shall comply with our duty to seek best execution, a Client may pay a commission or transaction fee that is higher than another qualified custodian might charge to effect the same transaction where we determine, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a custodian's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, we may not necessarily obtain the lowest possible commission rates for every Client account transaction. The brokerage commissions or transaction fees charged by the custodian are exclusive of, and in addition to, our investment management fee. Our best execution responsibility is qualified if securities that we purchase for Client accounts are mutual funds that trade at net asset value as determined at the daily market close.

## **2. Directed Brokerage**

If you elect to select your own custodian and direct us to use them, you may pay a higher or lower fee than what is available through our relationships. Generally, we will not negotiate lower rates below the rates established by the executing custodian for this type of directed brokerage account, unless we believe that such rate is unfair or unreasonable for the size and type of transactions.

## **3. Soft Dollars and Other Economic Benefits**

Soft dollar benefits are defined as arrangements under which products or services other than execution of securities transactions are obtained by an adviser from or through a broker-dealer in exchange for the direction by the adviser of client brokerage transactions to the broker-dealer. We do not receive any soft dollars from broker-dealers, custodians or third-party money managers however we may receive certain economic benefits from your custodian. As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to us in the performance of our investment decision making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular custodian or broker-dealer for a particular transaction or set of transactions may be greater than the amounts another custodian or broker-dealer who did not provide research services or products might charge.

## **4. Brokerage for Client Referrals**

We do not receive any compensation or incentive for referring you to broker-dealers or other custodians.

## **5. Fair Treatment of all Clients**

There will be occasions where we recommend similar or identical portfolio holdings for The Discipline Fund that we also buy and sell at our discretion for our direct separate account Clients. Separate account Clients may pay a higher management fee to us than we receive for providing sub-advisory services to The Discipline Fund, which presents a conflict of interest to favor one account over another or to use access to information about the size, timing, and possible market impact of The Discipline Fund's trades to the advantage of other accounts and to the disadvantage of The Discipline Fund (or vice versa). We have established policies and procedures to ensure that the purchase, sales, and/or recommendation of securities among all Clients accounts, including The Discipline Fund, are fairly and equitably allocated.

## Item 13 - Review of Accounts

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### 1. Duty to Supervise

We are responsible for ensuring adequate supervision over the activities of all persons who act on our behalf. Specific duties include:

- Establish procedures that could be reasonably expected to prevent and detect violations of law by our employees
- Analyze operations and create a system of controls to ensure compliance with applicable securities laws
- Ensure that all employees fully understand our compliance policies and procedures
- Establish a review system designed to provide reasonable assurance that our policies and procedures are effective and being followed

### 2. Reviews

We monitor the underlying ETFs which comprise a Client's separate account, however, we do not regularly review investment advisory or asset management accounts or provide reports regarding your accounts. We may offer you the option to perform an annual review of your portfolio at an additional cost; any reviews will be conducted by Cullen Roche, Chief Compliance Officer and Managing Member.

### 3. The Discipline Fund

The Discipline Fund investors should consult the prospectus for information related to available statements and/or reports associated with an investment.

## Item 14 - Client Referrals and Other Compensation

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We are both a Sub-Adviser and sponsor of The Discipline Fund. This creates a potential conflict of interest because we have an incentive to increase The Discipline Fund's assets under management. One way we may do so is to cause Client assets to invest in The Discipline Fund directly. However, to mitigate that conflict of interest, we will not invest separate account Client assets in The Discipline Fund unless such action is in the best interest of the Client when considering fees, expenses, and tax consequences. In no circumstance will we layer Client fees by charging an asset management fee to Clients invested in The Discipline Fund within a separate account structure.

We do not receive any compensation for referring clients to advisors nor do we pay any compensation from advisors for them referring Clients to us.

## **Item 15 - Custody**

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Custody occurs when an adviser or related person directly or indirectly holds client funds or securities or has the ability to gain possession of them. We do not have physical custody of any accounts or assets. However, we may be deemed to have custody of your account(s) if we have the ability to deduct your quarterly fees from the custodian. You should receive at least quarterly statements from the custodian that holds and maintains your investment assets. We urge you to carefully review such statements and compare this official custodial record to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. If you notice any discrepancies, please contact Cullen Roche.

We have adopted policies and procedures to safeguard Client assets, including assets maintained in Client accounts where we have the authority to deduct advisory fees. Clients are responsible to select qualified custodians to hold funds and securities within investment accounts managed on their behalf. With regard to direct fee deduction arrangements, we perform a periodic due inquiry to ascertain that the custodian sends an account statement, at least quarterly, to each Client for which the custodian maintains funds or securities. Mechanically, we do not debit the client fees directly from your advisory account. We send information to your custodian to debit your fees and to pay them to us. You authorize the custodian to pay us directly at the onset of the relationship. Please keep in mind that the custodian does not verify the accuracy of our advisory fee calculation.

As non-discretionary Sub-Adviser to The Discipline Fund, we do not have custody of Fund assets.

## **Item 16- Investment Discretion**

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We provide non-discretionary investment advice to The Discipline Fund. Our agreement with Alpha Architect, LLC, adviser to The Discipline Fund, gives us the authority to recommend portfolio positions and the timing of those positions to be traded (subject to restrictions set forth in the applicable sub-advisory agreement and The Discipline Fund's prospectus and statement of additional information). The trading and execution of those recommendations are conducted by Alpha Architect, LLC, adviser to the Fund.

For the purpose of consulting services we do not receive discretionary authority from you to select the type of securities and amount of securities to be bought or sold. We usually only have the ability to rebalance and reallocate your accounts on a quarterly basis, with your permission. The Financial Consulting Agreement details this in full.

In the case of asset management services we do have discretion to choose the types of securities and quantities purchased/sold. This could involve frequent changes, but given our tax and fee focus it will more likely occur on an annual basis and often less frequently. The terms of service and fees are detailed in the Investment Advisory Agreement.

## **Item 17- Voting Client Securities**

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We will not provide proxy voting guidance to the adviser of The Discipline Fund. As a matter of policy and practice, we do not have any authority to and do not vote proxies on behalf of our Clients. You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios.

## **Item 18 - Financial Information**

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We are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that would impair our ability to meet any contractual and fiduciary commitments to you, our client. We have not been the subject of any bankruptcy proceedings.

As indicated in Item 5, Item 15, and Item 16, we do not charge advisory fees that are both in excess of five hundred dollars and more than six months in advance of advisory services rendered, do not have physical custody of any accounts or assets, nor do we exercise investment discretion for consulting or sub-advisory relationships.

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

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As we are transitioning from state to federal registration, Item 19 is no longer applicable to the Adviser. See below for a copy of Form ADV Part 2B which details biographical information for Cullen Roche.

## **Item 1 – Cover Page**

# Cullen Roche

**Orcam Financial Group, LLC**  
**Encinitas, CA 92024**  
**(858) 220-5383**

This brochure supplement provides information about Cullen Roche and supplements the Orcam Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact him if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Cullen Roche is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 -Educational Background and Business Experience**

### **Education**

Bachelor of Science/Arts in Finance, 2003  
Georgetown University, Washington D.C.

### **Business Experience**

June 2012 – Present	Managing Member and CCO at Orcam Financial Group, LLC
June 2012	Representative at Alethea Capital Management, LLC
January 2012 – May 2012	Adviser at Odyssea Group, LLC
September 2005 – December 2011	Representative at Orsus Investments LLC
May 2004 – August 2005	Representative at Merrill Lynch
December 2003 – April 2004	Representative at Mass Mutual
September 2003 – November 2003	Broker at John Hancock Financial Services
August 1999 – May 2003	Student at Georgetown University

## **Item 3 - Disciplinary History**

Neither Orcam Financial Group, LLC nor Cullen Roche has any disciplinary history to disclose.

## **Item 4 - Outside Business Activities**

Please see Item 10 “Other Financial Industry Activities and Affiliations” above for information related to Cullen Roche’s role as portfolio manager for The Discipline Fund.

## **Item 5 – Additional Compensation**

Please see Item 10 “Other Financial Industry Activities and Affiliations” above for information related to Cullen Roche’s financial arrangement with the adviser to The Discipline Fund.

## **Item 6 – Supervision**

As the Managing Member of the Adviser, Cullen Roche is not subject to the direct supervision of any other individual. However, he is subject to the Adviser’s compliance policies, procedures, and Code of Ethics.

## Glossary of Key Terms

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**Adviser** – Orcam Financial Group, LLC

**Advisor** – Your individual representative at Orcam Financial Group, LLC

**Asset Allocation** – The process of dividing investments among different kinds of assets, such as stocks, bonds, real estate, and cash, to optimize the risk/reward tradeoff based on an individual's or institutions specific situation and goals; a key concept in financial planning and money management.

**Asset-class investment portfolios** – An asset class is a grouping of similar investments whose prices tend to move together. Asset classes can be defined on a very general level, such as stocks or on a more specific level, such as American silver producing companies. The concept of asset classes is important because one of the goals when building an investment portfolio is to use different asset classes which are not correlated with each other.

**Diversification** – a portfolio strategy designed to reduce exposure to risk by combining a variety of investments, such as stocks, bonds, and real estate, which are unlikely to all move in the same direction. The goal of diversification is to reduce the risk in a portfolio. Volatility is limited by the fact that not all asset classes or industries or individual companies move up and down in value at the same time or at the same rate. Diversification reduces both the upside and downside potential and allows for more consistent performance under a wide range of economic conditions.

**Exchange-Traded Funds (ETFs)** – A type of an investment company (either an open-end company or UIT) whose objective is to achieve the same return as a particular market index. ETFs differ from traditional open-end companies and UITs, because, pursuant to SEC exemptive orders, shares issued by ETFs trade on a secondary market and are only redeemable from the fund itself in very large blocks (blocks of 50,000 shares for example).

**Expense Ratio** – the fund's total annual operating expenses (including management fees, distribution (12b-1) fees, and other expenses) expressed as a percentage of average net assets.

**Fees** – a list of all fees associated with different products we offer are listed below:

1. **12b-1 Fees** – Fees paid by the fund out of fund assets to cover the costs of marketing and selling fund shares and sometimes to cover the costs of providing shareholder services. "Distribution fees" include fees to compensate brokers and others who sell fund shares and to pay for advertising, the printing and mailing of prospectuses to new investors, and the printing and mailing of sales literature. "Shareholder Service Fees" are fees paid to persons to respond to investor inquiries and provide investors with information about their investments.
2. **Account Fee**— A fee that some funds separately impose on investors for the maintenance of their accounts. For example, accounts below a specified dollar amount may have to pay an account fee.
3. **Distribution Fees** – Fees paid out of fund assets to cover expenses for marketing and selling fund shares, including advertising costs, compensation for brokers and others who sell fund shares,



and payments for printing and mailing prospectuses to new investors and sales literature prospective investors. Sometimes referred to as "12b-1 fees."

4. **Management Fee** — fee paid out of fund assets to the fund's investment adviser or its affiliates for managing the fund's portfolio, any other management fee payable to the fund's investment adviser or its affiliates, and any administrative fee payable to the investment adviser that are not included in the "Other Expenses" category. A fund's management fee appears as a category under "Annual Fund Operating Expenses" in the Fee Table.
5. **Operating Expenses** — the costs a fund incurs in connection with running the fund, including management fees, distribution (12b-1) fees, and other expenses.
6. **Purchase Fee** — a shareholder fee that some funds charge when investors purchase mutual fund shares. Not the same as (and may be in addition to) a front-end load.
7. **Redemption Fee** — a shareholder fee that some funds charge when investors redeem (or sell) mutual fund shares. Redemption fees (which must be paid to the fund) are not the same as (and may be in addition to) a back-end load (which is typically paid to a broker). The SEC generally limits redemption fees to 2%.
8. **Sales Charge (or "Load")** — the amount that investors pay when they purchase (front-end load) or redeem (back-end load) shares in a mutual fund, similar to a commission. The SEC's rules do not limit the size of sales load a fund may charge, but FINRA rules state that mutual fund sales loads cannot exceed 8.5% and must be even lower depending on other fees and charges assessed.
9. **Shareholder Service Fees** — fees paid to persons to respond to investor inquiries and provide investors with information about their investments. See also "12b-1 fees."

**Index Fund** — describes a type of mutual fund or Unit Investment Trust (UIT) whose investment objective typically is to achieve the same return as a particular market index, such as the S&P 500 Composite Stock Price Index, the Russell 2000 Index, or the Wilshire 5000 Total Market Index.

**Investment Adviser** — generally, a person or entity who receives compensation for giving individually tailored advice to a specific person on investing in stocks, bonds, or mutual funds. Some investment advisers also manage portfolios of securities, including mutual funds.

**Investment Company** — a company (corporation, business trust, partnership, or limited liability company) that issues securities and is primarily engaged in the business of investing in securities. The three basic types of investment companies are mutual funds, closed-end funds, and unit investment trusts (UITs).

**Investment Goals** — objective or target, usually driven by specific future financial needs. Some common goals for an individual are saving for a comfortable retirement, saving to send children to college, managing finances to enable a home purchase, minimizing taxes, and maximizing return on investments given a certain risk tolerance, and estate or trust planning.

**Investment Objectives** — The financial goal or goals of an investor. An investor may wish to maximize current income, maximize capital gains, or set a middle course of current income with some appreciation of capital. Defining investment objectives helps to determine the investments an individual should select.

**Mutual Fund** — the common name for an open-end investment company. Like other types of investment companies, mutual funds pool money from many investors and invest the money in stocks, bonds, short-term money-market instruments, or other securities. Mutual funds issue redeemable shares that investors purchase directly from the fund (or through a broker for the fund) instead of purchasing from investors on a secondary market.

**NAV (Net Asset Value)** — the value of the fund's assets minus its liabilities. SEC rules require funds to calculate the NAV at least once daily. To calculate the NAV per share, simply subtract the fund's liabilities from its assets and then divide the result by the number of shares outstanding.

**No-load Fund** — a fund that does not charge any type of sales load. Not every type of shareholder fee is a "sales load," and a no-load fund may charge fees that are not sales loads. No-load funds also charge operating expenses.

**Open-End Company** — the legal name for a mutual fund. An open-end company is a type of Investment Company that continuously offers new shares for sale.

**Option Contracts**—Options are a type of derivative; derivatives are securities whose prices are derived from the price of an underlying asset or group of assets. The most common underlying assets are equities, debt, commodities, and currencies; option contracts also exist for indices and interest rates. Options consist of a type (call or put), a strike price (the price at which the underlying asset is delivered), a premium (the price a buyer pays the seller for the option contract) and an expiration date. Options come in two types:

- **Calls:** Calls provide buyers, also known as holders, the right (but not the obligation) to purchase a specified amount of the underlying asset from the Seller. Calls obligate sellers, also known as writers, to sell a specified amount of the underlying asset to the buyer at the strike price.
- **Puts:** Puts provide buyers, also known as holders, the right (but not the obligation) to sell a specified amount of the underlying asset to Seller. Puts obligate sellers, also known as writers, to buy a specified amount of the underlying asset from the buyer at the strike price.

For each type of option, the buyer may exercise his or her right prior to or at expiration. For stock options, the amount covered by the option is usually 100 shares. If the stock option contract is exercised, the writer is responsible for fulfilling the terms of the contract by delivering the shares to the holder. In the case of a security that cannot be delivered such as an index, the contract is settled in cash. For the holder, the potential loss is limited to the price paid to acquire the option. When an option is not exercised, it expires. No shares change hands and the money spent to purchase the option is lost. For the buyer, the upside is unlimited. Option contracts, like stocks, are therefore said to have an asymmetrical payoff pattern. For the writer, the potential loss is unlimited for uncovered calls and limited to the strike price less the premium received for uncovered puts. For the option writer, gains are limited to the payment received for the options. Option writers can also write covered options, meaning that the writer already owns or has sold the security underlying the option. Option contracts are most frequently utilized to increase leverage or provide downside protection on an underlying asset. As leverage, options allow the holder to control equity in a limited capacity for a fraction of what the shares would cost. The difference can be invested elsewhere until the option is exercised. As protection, options can guard against price

fluctuations in the near term because they provide the right to acquire the underlying stock at a fixed price for a limited time. Risk is limited to the option premium (except when writing options for a security that is not already owned). However, the costs of trading options (including both commissions and the bid/ask spread) are higher on a percentage basis than trading the underlying stock. Options are also a wasting asset, meaning that their value eventually declines to zero if not exercised. In addition, options are very complex and require a great deal of observation and maintenance. Some types of option strategies involving multiple option contracts have unknown risks because the price movements between the different option contracts are not well understood.

**Portfolio** — an individual's or entity's combined holdings of stocks, bonds, or other securities and assets.

**Profile** — summarizes key information about a mutual fund's costs, investment objectives, risks, and performance. Although every mutual fund has a prospectus, not every mutual fund has a profile.

**Prospectus** — describes the mutual fund to prospective investors. Every mutual fund has a prospectus. The prospectus contains information about the mutual fund's costs, investment objectives, risks, and performance. You can get a prospectus from the mutual fund company (through its website or by phone or mail). Your financial professional or broker can also provide you with a copy.

**Risks** — a list of all risks associated with the strategies, products, and methodology we offer are listed below:

#### 1. Alternative Investment Risk

Investing in alternative investments is speculative, not suitable for all clients, and intended for experienced and sophisticated investors who are willing to bear the high economic risks of the investment, which can include:

- Loss of all or a substantial portion of the investment due to leveraging, short-selling or other speculative investment practices
- Lack of liquidity in that there may be no secondary market for the fund, and none expected to develop
- Volatility of returns
- Restrictions on transferring interests in the fund
- Absence of information regarding valuations and pricing
- Delays in tax reporting
- Less regulation and higher fees than mutual funds

#### 2. Bond Fund Risk

Bond funds generally have higher risks than money market funds, largely because they typically pursue strategies aimed at producing higher yields of the risks associated with bond funds include:

- Call Risk - The possibility that falling interest rates will cause a bond issuer to redeem—or call—its high-yielding bond before the bond's maturity date.

- Credit Risk — the possibility that companies or other issuers whose bonds are owned by the fund may fail to pay their debts (including the debt owed to holders of their bonds). Credit risk is less of a factor for bond funds that invest in insured bonds or U.S. Treasury bonds. By contrast, those that invest in the bonds of companies with poor credit ratings generally will be subject to higher risk.
- Interest Rate Risk — the risk that the market value of the bonds will go down when interest rates go up. Because of this, you can lose money in any bond fund, including those that invest only in insured bonds or Treasury bonds.
- Prepayment Risk — the chance that a bond will be paid off early. For example, if interest rates fall, a bond issuer may decide to pay off (or "retire") its debt and issue new bonds that pay a lower rate. When this happens, the fund may not be able to reinvest the proceeds in an investment with as high a return or yield.

### 3. Fundamental Analysis Risk

Fundamental analysis, when used in isolation, has a number of risks:

- There are an infinite number of factors that can affect the earnings of a company, and its stock price, over time. These can include economic, political, and social factors, in addition to the various company statistics.
- When using this method with mutual funds, the funds are composed of many companies and not all of them will be undervalued
- The data used may be at least six months out of date.
- It is difficult to give appropriate weightings to the factors.
- In the early 1970s and 1980s price/earnings multiples of 80 or 90 were considered acceptable by some for 'blue chip' stocks in the United States.
- In the 1980s in the United States some biotechnology stocks sold at '50 times sales'. The companies had no earnings and paid no dividend. The new yardstick to value these became 'products in the pipeline'. By the late 1980s most had lost three-quarters of their stock price.
- It assumes that the analyst is competent.
- A fundamental analyst assumes that other fundamental analysts will form the same view about the company and buy the stock, thus restoring its value and returning the trader or investor a capital gain. In practice, an undervalued company's stock price can stay at approximately the same level (or decline) for years.
- It ignores the influence of random events such as oil spills, product defects being exposed, and acts of God and so on.
- It assumes that there is no monopolistic power over markets.
- Even when fundamental analysis reveals an undervalued company, or a stock with high growth prospects, it does not tell us anything about the timing of the purchase of the stock. In other words, we may have discovered a grossly undervalued stock whose price has been falling for some time and may well continue falling.

#### 4. Insurance Product Risk

The rate of return on variable insurance products is not stable, but varies with the stock, bond, and money market subaccounts that you choose as investment options. There is no guarantee that you will earn any return on your investment and there is a risk that you will lose money. Before you consider purchasing a variable product, make sure you fully understand all of its terms. Carefully read the prospectus. Some of the major risks include:

- **Liquidity and Early Withdrawal Risk** – There may be a surrender charges for withdrawals within a specified period, which can be as long as six to eight years. Any withdrawals before a client reaches the age of 59 ½ are generally subject to a 10 percent income tax penalty in addition to any gain being taxed as ordinary income.
- **Sales and Surrender Charges** – Asset-based sales charges or surrender charges. These charges normally decline and eventually are eliminated the longer you hold your shares. For example, a surrender charge could start at 7 percent in the first year and decline by 1 percent per year until it reaches zero.
- **Fees and Expenses** – There are a variety of fees and expenses which can reach 2% and more such as:
  - Mortality and expense risk charges
  - Administrative fees
  - Underlying fund expenses
  - Charges for any special features or riders
- **Bonus Credits** – Some products offer bonus credits that can add a specified percentage to the amount invested ranging from 1 percent to 5 percent for each premium payment. Bonus credits, however, are usually not free. In order to fund them, insurance companies typically impose high mortality and expense charges and lengthy surrender charge periods.
- **Guarantees** – Insurance companies provide a number of specific guarantees. For example, they may guarantee a death benefit or an annuity payout option that can provide income for life. These guarantees are only as good as the insurance company that gives them.
- **Market Risk** – The possibility that stock fund or bond fund prices overall will decline over short or even extended periods. Stock and bond markets tend to move in cycles, with periods when prices rise and other periods when prices fall.
- **Principal Risk** – The possibility that an investment will go down in value, or "lose money," from the original or invested amount.

#### 5. Mutual Funds Risk

Mutual funds can offer the advantages of diversification and professional management. But, as with other investment choices, investing in mutual funds involves risk and fees and taxes will diminish a fund's returns.

But mutual funds also have features that some clients might view as disadvantages, such as:

- Costs despite Negative Returns — Clients must pay sales charges, annual fees, and other expenses) regardless of how the fund performs. And, depending on the timing of their investment, clients may also have to pay taxes on any capital gains distribution they receive — even if the fund went on to perform poorly after they bought shares.
- Lack of Control — Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.
- Price Uncertainty — with an individual stock, you can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling your advisor. You can also monitor how a stock's price changes from hour to hour. But with a mutual fund, the price you purchase or redeem shares for will typically depend on the fund's NAV, which the fund might not calculate until many hours after you've placed your order. In general, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

The following is a list of some general risks associated with investing in mutual funds.

- Country Risk - The possibility that political events (a war, national elections), financial problems (rising inflation, government default), or natural disasters (an earthquake, a poor harvest) will weaken a country's economy and cause investments in that country to decline.
- Currency Risk -The possibility that returns could be reduced for Americans investing in foreign securities because of a rise in the value of the U.S. dollar against foreign currencies. Also called exchange-rate risk.
- Income Risk - The possibility that a fixed-income fund's dividends will decline as a result of falling overall interest rates.
- Industry Risk - The possibility that a group of stocks in a single industry will decline in price due to developments in that industry.
- Inflation Risk - The possibility that increases in the cost of living will reduce or eliminate a fund's real inflation-adjusted returns.
- Manager Risk -The possibility that an actively managed mutual fund's investment adviser will fail to execute the fund's investment strategy effectively resulting in the failure of stated objectives.
- Market Risk -The possibility that stock fund or bond fund prices overall will decline over short or even extended periods. Stock and bond markets tend to move in cycles, with periods when prices rise and other periods when prices fall.
- Principal Risk -The possibility that an investment will go down in value, or "lose money," from the original or invested amount.

## 6. Overall Fund Risk

- Clients need to remember that past performance is no guarantee of future results. All funds carry some level of risk. You may lose some or all of the money you invest, including your

principal, because the securities held by a fund goes up and down in value. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change.

- Before you invest, be sure to read a fund's prospectus and shareholder reports to learn about its investment strategy and the potential risks. Funds with higher rates of return may take risks that are beyond your comfort level and are inconsistent with your financial goals.

While past performance does not necessarily predict future returns, it can tell you how volatile (or stable) a fund has been over a period of time. Generally, the more volatile a fund, the higher the investment risk. If you'll need your money to meet a financial goal in the near-term, you probably can't afford the risk of investing in a fund with a volatile history because you will not have enough time to ride out any declines in the stock market.

## 7. Stock Fund Risk

Although a stock fund's value can rise and fall quickly over the short term, historically stocks have performed better over the long term than other types of investments — including corporate bonds, government bonds, and treasury securities.

Overall "market risk" poses the greatest potential danger for investors in stocks funds. Stock prices can fluctuate for a broad range of reasons, such as the overall strength of the economy or demand for particular products or services.

Not all stock funds are the same. For example:

- Growth funds focus on stocks that may not pay a regular dividend but have the potential for large capital gains.
- Income funds invest in stocks that pay regular dividends.
- Index funds aim to achieve the same return as a particular market index, such as the S&P 500 Composite Index, by investing in all — or perhaps a representative sample — of the companies included in an index.
- Sector funds may specialize in a particular industry segment, such as technology or consumer products stocks.

## 8. Technical Analysis risk

- Technical analysis is derived from the study of market participant behavior and its efficacy is a matter of controversy.
- Methods vary greatly and can be highly subjective; different technical analysts can sometimes make contradictory predictions from the same data.
- Models and rules can incur sufficiently high transaction costs.

**Risk Tolerance** – the extent to which an investor is willing to accept more risk in exchange for the possibility of a higher return. An investor with a high risk tolerance is likely to invest in securities, such as stocks in startup companies, and is willing to accept the possibility that the value of his/her portfolio will decline,

at least in the short-term. An investor with a low risk tolerance, on the other hand, tends to invest predominantly in stable stocks and/or highly graded bonds. One's risk tolerance is subjective and may vary according to age, needs, goals, and even personal dispositions

**Third Party Money Manager**— the professional management of various securities (shares, bonds, and other securities) and assets (e.g., real estate), to meet specified investment goals for the benefit of the investors. The managers are not the actual advisers working with the investor. Investors may be institutions (insurance companies, pension funds, corporations, individuals etc.

**Total Annual Fund Operating Expense** — the total of a fund's annual fund operating expenses, expressed as a percentage of the fund's average net assets. You'll find the total in the fund's fee table in the prospectus.

**You** – the Client