September 17, 2021

Policies and Procedures Manual

SOWELL MANAGEMENT

1 INTRODUCTION

1.1 Purpose

Sowell Management ("Sowell", the "Company" or the "Firm") has adopted the following policies and procedures for compliance (the "Compliance Manual" or the "Manual") as a registered investment adviser under Investment Adviser Act of 1940 ("Advisers Act"). Employees are expected to be familiar with and to follow the Company's policies.

1.2 Guidelines Only

The information and procedures provided within this Manual represent guidelines to be followed by Sowell's personnel and are not inclusive of all laws, rules and regulations that govern the activities of Sowell. Employees and independent contractors should conduct their activities in a manner that not only achieves technical compliance with this Compliance Manual, but also abides by its spirit and principles.

1.3 Designation of Chief Compliance Officer

Sowell Management has designated a Chief Compliance Officer ("CCO") who is responsible for on-going compliance matters of the Company. The CCO will meet on a regular basis with the other qualified representatives of Sowell to review and address compliance and/or supervisory issues of the Company. The CCO will utilize the services of other staff members of the Company on an as needed basis for compliance purposes and to provide assistance to the CCO in the on- going management of the Company's compliance program ("designee"). Ultimate responsibility for ensuring that Sowell and its employees comply with the provisions of this Manual and the federal and state securities laws rests with the CCO.

1.4 Designation of Responsibility

The CCO will be responsible for all compliance functions but may designate certain responsibilities to persons identified in Appendix D ("designee"). The CCO has overseen the preparation and updating of the written policies and procedures contained in this Manual. The CCO shall ensure that these policies and procedures are maintained for a minimum of five years from the date of the most recent change. The CCO or his/her designee will conduct annual audits and assessments of the business being conducted by Sowell, its Investment Advisor Representatives ("IAR" or "Advisor") and supervisory personnel and will update its policies and procedures accordingly.

1.5 Questions

Any questions concerning the policies and procedures contained within this Manual or regarding any regulations or compliance matters should be directed to the CCO or his/her designee.

1.6 Acknowledgement

All Sowell Employees and independent contractors are required to acknowledge that they have read and that they understand and agree to comply with the Company's compliance policies and procedures. Refer to Acknowledgment Page within this Manual.

1.7 Limitations on Use

Sowell is the sole owner of all rights to this Manual, and it must be returned to Sowell immediately upon termination of employment. The information contained herein is confidential and proprietary and may not be disclosed to any third-party or otherwise shared or disseminated

in any way without the prior written approval of Sowell.

2 COMPLIANCE REVIEW

2.1 Objective of the Compliance Program

It is the policy of Sowell to remain compliant with all rules and regulations set forth by the SEC. In addition to any federal requirements, Sowell must also operate in compliance with the applicable rules and regulations of each state in which it conducts business.

Rule 206(4) - 7 of the Investment Advisers Act of 1940 requires the Investment Adviser to:

a) Adopt and implement written policies and procedures reasonably designed to prevent violations of the federal securities laws by the adviser and its supervised persons;
b) Review, no less frequently than annually, the adequacy of the policies and procedures established and the effectiveness of their implementation;
c) And designate a Chief Compliance Officer ("CCO") responsible for administering the policies and procedures.

This Compliance Manual is maintained by Sowell's CCO in cooperation with the senior management of the firm.

2.2 Designation of Responsibility

The CCO has full responsibility and authority to develop and enforce appropriate compliance policies and procedures. The CCO has overseen the preparation and updating of the written policies and procedures contained in this Manual. The CCO has the ability to delegate any responsibility listed in this Manual. Whenever the CCO is referenced in this Manual, note that a delegate can also perform the duty. The CCO or his/her designee will conduct periodic audits and assessments of the business being conducted by the Company and its IARs and supervisory personnel. Nothing in this Manual should be interpreted as to limit the ability of the CCO to use the full staff of Sowell to achieve the compliance with the Act.

2.3 Duties of the CCO

The primary responsibilities of the CCO include assuring that Sowell's compliance and supervisory procedures are designed to promote compliance with applicable laws, regulations and industry practices; and, to advise those members of Sowell's management with responsibility for supervising the investment advisory activities of Sowell and its associates providing investment advisory services. The CCO is also responsible for maintaining sufficient familiarity with governing requirements to assure Sowell's continuing compliance with governing requirements. Sowell's CCO is vested with sufficient authority and access to the investment adviser's records and processes to satisfactorily identify and correct any deficiencies in the adviser's compliance program.

2.4 Who is covered by Sowell's Compliance Program?

All Supervised or Access Persons of Sowell are subject to the firm's supervision and control and are required to follow the rules of this Manual.

Supervised Persons include: directors, officers, and partners of the adviser (or other persons occupying a similar status or performing similar functions); employees of the adviser; any other person who provides advice on behalf of the adviser and is subject to the adviser's supervision and control; temporary workers; consultants; independent contractors; and access persons.

Access persons include any supervised persons who: has access to nonpublic information regarding any client's purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any fund Sowell or its affiliates manage; is involved in making securities recommendations to clients, or has access to such recommendations that are nonpublic; or all Sowell directors, officers, and partners.

The Chief Compliance Officer maintains records of all supervised persons, any titles, and their assigned duties and responsibilities. A copy of this program outline and the policies derived under it will be provided to each supervised person. They will be required to acknowledge receipt and that they have read and understand the policies, procedures and Compliance Manual on, at least, an annual basis.

2.5 Areas of Coverage of the Compliance Program

On an annual basis, the CCO or his/her designee will conduct a review of the business of Sowell, the types of clients it has, the types of investments made on behalf of our clients, and any other activities Sowell may engage in on a regular basis in order to ensure that the provisions of this Compliance program are adequate and provide the necessary supervisory oversight to satisfy all regulatory requirements.

Annual Compliance Reviews. In addition to the Compliance Program as described above, the CCO or his/her designee will conduct an annual review of the Firm's policies and procedures to determine that they are adequate, current and effective in view of the Firm's businesses, practices, advisory services, and current regulatory requirements and its current business model. Our policy includes amending or updating the Firm's policies and procedures to reflect any changes in the Firm's activities, personnel, or regulatory developments, among other things, either as part of the Firm's annual review, or more frequently, as may be appropriate, and to maintain relevant records of the annual reviews. The purpose of this review is to consider any changes in Sowell's activities, any compliance matters that have occurred in the past year and any new regulatory requirements or developments, among other things as well as any changes in Sowell's business model. Appropriate revisions of a Firm's policies or procedures should be made to help ensure that the policies and procedures are adequate and effective.

Procedure. Sowell has adopted procedures to implement the Firm's policy and reviews to monitor and ensure the Firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following.

- On at least an annual basis, the CCO or his/her designee, and such other persons as may be designated, will undertake a complete review of all Sowell's written compliance policies and procedures and will revise and update the compliance policies and procedures as needed for its current business model and operations.

  The review will include a review of each policy to determine the following:
  - Adequacy;
  - Effectiveness;

- Accuracy;
- Appropriateness for the Firm's current activities;
- Current regulatory requirements;
- Any prior policy issues, violations or sanctions; and
- Any changes or updates that may otherwise be required or appropriate.

- The CCO, or designee(s), will coordinate the review of each policy with an appropriate person, department manager, management person or officer to ensure that each of the Firm's policies and procedures is adequate and appropriate for the business activity covered, e.g., a review of trading policies and procedures with the person responsible for the Firm's trading activities and that it is appropriate for the firm's current business model.
- The CCO, or designee(s), will revise or update any of the Firm's policies and/or procedures as necessary or appropriate and obtain the approval of the person, department manager, management person or officer responsible for a particular activity as part of the review.
- The CCO will obtain the approval of the Firm's compliance policies and procedures from the appropriate senior management person or officer, or chief executive officer.
- The Firm's annual reviews will include a review of any prior violations or issues under any of the Firm's current policies or procedures
- The CCO will maintain hardcopy or electronic records of the Firm's policies and procedures as in effect at any particular time.
- The CCO will also maintain an Annual Compliance Review file for each year, which will include and reflect any revisions, changes, updates and materials supporting such changes and approvals, of any of the Firm's policies and/or procedures.
- The CCO or designee(s), will also conduct more frequent reviews of Sowell's policies or procedures, or any specific policy or procedure, in the event of any change in personnel, business model, business activities, regulatory requirements or developments or other circumstances requiring a revision or update as may be required.
- The CCO or designee will conduct a risk assessment of the Firm's operations and update policies and procedures as warranted based on the findings of the risk assessment. Risk assessments are conducted on an on-going basis but to be concluded no less than annually.
- Relevant records of such additional reviews and changes will also be maintained by the CCO or his/her designee.

3 REGISTRATION AND LICENSING

3.1 State Notice Filing Requirements

Sowell Management or ("Sowell") is an investment adviser registered with the Securities and Exchange Commission pursuant to the provisions of Section 203 of the Advisers Act. As a registered investment adviser, Sowell and its associates are obligated to conduct their investment advisory activities in compliance with all applicable provisions of the Advisers Act.

At this time Sowell has been granted registration as an Investment Adviser with the U.S.

Securities and Exchange Commission ("SEC") and is required to notice file in each state in which it has five or more clients or as may be required by statute. is required to do so under the state statutes. Unless otherwise permitted by regulation, Sowell may not solicit or render investment advice for any client domiciled in a state where Sowell is not properly registered Noticed Filed.

3.2 Registration of Investment Adviser Representatives

Investment Advisory Representatives refer to the individual agents associated with Sowell who render investment advice on behalf of the Company. Most states require either the FINRA brokerage exam Series 7 **and** the investment adviser exam Series 66, or the investment adviser exam Series 65, or a professional designation (CFA, CFP, or ChFC, PFS, etc.).

In general, state registration requirements for investment adviser representatives vary by state and may include: 1) Form U-4 for the investment adviser representative; 2) fingerprints (unless current copy on file with the FINRA); 3) proof of examinations, and 4) filing fees to be submitted directly to the state (via Sowell's IARD Account). Sowell will ensure that each of its investment adviser representatives is adequately registered prior to allowing investment adviser business to be conducted by its investment adviser representatives - on behalf of Sowell– in the relevant jurisdiction. State registration of investment adviser representatives will be made electronically via the IARD system.

No employee may provide investment advice to any client until he or she has received notice from the CCO or his/her designee that he or she has been granted - as necessary - an investment adviser registration license/approval from the relevant state(s).

Registration Amendments - Each investment adviser representative must notify the CCO in writing if any information required by their Form U4 becomes outdated. Depending upon what information has been updated, an amendment to the Form U4 may be required. If such an amendment is required, such filing will be submitted with the appropriate jurisdiction via the IARD.

Following the termination of a person with Sowell, Sowell shall, not later than 30 days after such termination, give notice of the termination to Central Registration Depository (CRD) and concurrently will provide to the person whose association has been terminated a copy of said notice as filed with CRD. Initial filings and amendments of Form U5 shall be submitted electronically.

It will be the responsibility of the CCO to ensure that, within 30 calendar days of termination of any representative, a Form U-5 will be filed with CRD. The Firm will also provide the terminated representative with a copy of such Form U-5 within the same time frame. Any subsequent amendments to Form U-5 will also be filed within 30 days of the Firm's learning of the need for such amendments and provide the amendment to the representative within 30 days of such filing.

3.3 Supervisory Responsibility

It is the responsibility of the CCO to be aware of the particular requirements of the states in which the Company operates and to ensure that the Company and its investment adviser representatives are properly registered, licensed and qualified to conduct business pursuant to all applicable laws of those states.

3.4 Annual Renewal/Annual Updating Amendment

The Company must file an annual renewal prior to year-end through the IARD and *annual updating amendment* via the IARD within ninety (90) days after its fiscal year-end.

3.5 Filing Fees

The state(s) to which Sowell is noticed filed registered and has registered investment adviser representatives may charge fees, which will be deducted from the IARD account established with CRD. The CCO will be responsible for maintaining a positive balance with CRD to facilitate the payment of registration fees for the Company as well as annual renewal fees.

3.6 Association and Training of Investment Advisor Representatives

Sowell will have the responsibility and duty to ascertain by investigation the good character, business repute, qualifications, and experience of any person prior to making such a certification in the application of such person for association with Sowell. Information may be ascertained through a third-party background check vendor. Where an applicant for registration has previously been registered with a broker/dealer or other investment adviser, Sowell will review the FINRA broker check website for a complete list of industry associations and any disciplinary history.

It will be the responsibility of the CCO to ensure that, for each newly associated person, former employers are verified in order to ascertain the good character of the prospective IAR. Copies of related correspondence will be maintained in the representative's file**.**

The CCO will review both forms and make reasonable efforts to confirm the information provided on any applicable Form U-4. On each pending application, the CCO will make note of the sources used in order to obtain information concerning the history of the prospective IAR. Evidence of such reviews will be maintained in the individual's file.

Any confidential information obtained in the course of the Firm's determination to hire a registered person or associated person shall be destroyed when the information is no longer needed or no longer required to be retained.

3.7 Ensure Proper Registration and License

To qualify as an investment adviser representative, it is necessary for the individual to:

- Have passed all applicable state investment adviser representative examinations, unless the examination(s) has/have been waived; and
- Unless exempt, be registered as an investment advisory representative of Sowell in all states where the individual conducts business activities. Passing an examination alone does not equate to licensure.

No investment advisory representative of Sowell shall solicit potential business from a prospective advisory Client nor render any advice unless registered in the Client or prospective Client's state of residence, unless exempt from registration. Questions regarding registration requirements should be directed to the CCO.

3.8 Representative Disqualification

Sowell shall not permit a disqualified person to become associated with Sowell. Sowell will conduct a background investigation to determine if a person is subject to statutory

disqualification.

3.9 Records for all "Supervised Persons"

Sowell's CCO or his/her designee shall maintain background and due diligence questionnaires for all registered persons of Sowell.
In general, a person is deemed a "registered person" if they conduct any of the following activities:

- Make any recommendations or otherwise give investment advice regarding securities;
- Manage accounts or portfolios of clients;
- Determine which recommendation or advice regarding securities should be given;
- Provide investment advice or hold yourself out as providing investment advice; or

Sowell will maintain the employment questionnaire by requiring all "registered persons" as defined above to complete a Form U4 and promptly update it, as applicable. The CCO or his/her designee or a principal that he/she has designated shall maintain the associated/registered person files and make sure that a complete and signed Form U4 is in each respective associated/registered person file.

3.10 Disciplinary Matters

To ensure that the Company follows its disclosure obligations, you must notify the Chief Compliance Officer or his/her designee immediately in the event of any "reportable event." A reportable event occurs when you:

- violate any provision of any securities law or regulation or any agreement with or rule or standard of any government agency, self-regulatory organization or business or professional organization, or have engaged in conduct which may be material to a Client's or prospective Client's evaluation of the Company's advisory business or the integrity of the Company's management;
- violate any provision of this Manual or any other agreement with a client;
- are the subject of any complaint involving allegations of theft or misappropriation of funds or securities or forgery;
- are named as a defendant or respondent in any proceeding brought by a regulatory or self-regulatory body;
- are denied registration, expelled, enjoined, directed to cease, and desist, suspended, or otherwise disciplined by any securities, insurance, or commodities industry regulatory or self-regulatory organization;
- are denied membership or continued membership in any self-regulatory organization, or are barred from becoming associated with any member or member organization of any self-regulatory organization;
- are arrested, arraigned, indicted or convicted of or plead guilty to or plead no contest to any criminal offense (other than minor traffic violations);
- are a director, controlling stockholder, partner, officer, sole proprietor or an associated Person of a broker, dealer or insurance company which was suspended, expelled, or had its registration denied or revoked by any agency, jurisdiction or organization or are associated in such a capacity with a bank, trust company or other financial institution which was convicted of or pleaded no contest to any felony or misdemeanor;
- are a defendant or respondent in any securities or commodities-related civil litigation or arbitration which has been disposed of by judgment, award or settlement for an amount exceeding $15,000;

- are the subject of any claim for damages by a customer, broker or dealer which is settled for an amount exceeding $15,000.

Each year, Supervised Persons are required to complete an Annual Attestation Form that will include disclosure by the individual of any financial or disciplinary event since the last annual certification. Supervised Persons are required to answer detailed questions related to such information candidly and on a timely basis.

The Chief Compliance Officer or his / her designee will determine when any required disclosure should be made, to whom any required disclosure should be made and the method by which it will be made.

Disciplinary action, up to and including termination, may result if you do not properly notify the Chief Compliance Officer or his/her designee immediately following the occurrence of a reportable event. The Company will be responsible for making the determination of notifying clients and the appropriate authorities of the occurrence of any such events. In addition, the Company may conduct a thorough background check on all new Supervised Persons to determine whether there are any such events required to be disclosed.

3.11 Heightened Supervision

Sowell will institute heightened supervision for IARs or other employees when appropriate. The following sections describe Sowell's procedures for identifying those subjected to heightened supervision and the types of supervision that may be implemented. Reference to "employees" also includes independent contractors affiliated with the Firm.

Sowell's Compliance Department will determine, based upon individual facts and circumstances, if any individual will be subject to Heightened Supervision.

A written document will be prepared which will outline the special supervisory arrangements, identifying the person responsible for this special supervision, and specifying the frequency, duration and scope of the review. This document will be signed by the supervisor and the IAR subject to the special supervision.

3.12 Identifying Employees for Heightened Supervision

It is the responsibility of the Compliance Department to identify employees for potential heightened supervision. Employees will be identified at the time of hire or when an employee becomes subject to regulatory action and/or a pattern of customer complaints.

3.13 Criteria for Identifying Candidates for Heightened Supervision

In determining which employees should be placed under heightened supervision, the Firm evaluates registered representatives according to criteria including, but not limited to, the following:

i. The nature of the rule violations (e.g., did the violations result from a breach of regulatory, SRO, or firm rules?);
ii. The extent to which the violations relate to trading and sales practices;
iii. State or SRO required activity reporting;
iv. The type of business being conducted by the investment advisor representative;
v. Three or more customer complaints alleging sales practice abuse within the past two years (complaints include written complaints, arbitrations, other civil actions);
vi. Complaint filed by a regulator;
vii. Injunction in connection with an investment-related activity;
viii. Termination for cause or permitted to resign from a former employer where the termination appears to involve a significant sales practice or regulatory violation; and
ix. Any activity reviewed by the firm that may require heightened supervision.

3.14 Heightened Supervision Agreement

When a candidate is identified for possible heightened supervision, the Compliance Department, in consultation with the IAR's supervisor, will consider whether heightened supervision will be established. After a determination has been made for heightened supervision, the Compliance Department will prepare a written document which will outline the special supervisory arrangements, including an assessment of the type of supervision needed, identifying the person responsible for this special supervision, and specifying the frequency, duration and scope of the review. This document will be signed by the supervisor and the IAR subject to the special supervision.

3.15 Scope of Potential Heightened Supervision

Heightened supervision will be established after considering the specifics that apply to the IAR. Heightened supervision may take many forms and may include some of the following, to be determined by the Compliance Department. This list does not limit or prescribe how heightened supervision should be structured for any one IAR, since each case must be established individually.

i. Limits on type of business (option, futures, etc.);
ii. Limits on types of accounts (certain age groups or other demographics, etc.);
iii. Verification with customers of new account information when accounts are opened;
iv. Pre-approval of some or all trades entered;
v. Pre-approval of certain types of accounts;
vi. Contact with customers by the IAR's Designated Supervisor;
vii. Pre-approval of all written public communications originated by the IAR; and
viii. Extra training or continuing education in areas subject to heightened supervision

3.16 Certification by IAR's Supervisor

During the term of heightened supervision, according to the terms of the plan, the IAR's supervisor or other identified person will certify periodically to the Compliance Department, in writing, that the heightened supervision has been conducted. The form and frequency of certification will be determined by the Compliance Department and will be explained in the Heightened Supervision Agreement provided to the supervisor. The CCO or his/her designee may directly act as the supervisor in special supervision agreements.

4 DISCLOSURE REQUIREMENTS

4.1 Responsibility/Format

The SEC requires Sowell to disclose information regarding its business practices to both regulators and prospective and existing clients. Part 2A and Part 2B discloses, among other information, Sowell's services and fee structure, background information on the individuals providing advisory services and potential conflicts of interests. Sowell will continue to amend its brochure when the information therein becomes materially inaccurate, deliver it to prospective clients, and annually offer it to current clients. Additionally, Sowell is currently required to file amendments to Part 2A with the IARD. Any changes will be uploaded to the IARD system. Sowell will also maintain a current copy of the brochure in its office and provide it to SEC staff or state examiners upon request.

4.2 Form ADV

1. **Initial Delivery.** Sowell IAR's will provide a copy of its Part 2A (Brochure), appropriate Part 2B's, Part 3 (Customer Relationship Summary) before or at the time the Firm enters into an investment advisory contract with the client. Proof of delivery of Sowell's ADV is evidenced by the client initialing and signing the advisory agreement. Evidence of such delivery will be the found in the executed advisory agreement.

2. **Annual Delivery.** Annually within 120 days after the end of the Firm's calendar year and without charge the Sowell's Advisors will deliver to the client any material changes in the brochure since the last annual updating amendments (i) a current brochure, or (ii) the summary of material changes to the brochure as required by Item 2 of the Form ADV, Part 2A that offers to provide your current brochure without charge, accompanied by the Web site address and an email address and telephone number by which a client may obtain the current brochure from the Firm, and the web site address of obtaining information about the Firm through the IARD system.
3. **Supplements Delivery**. Sowell's Advisors shall deliver to each client or prospective client a current brochure supplement for a supervised person before or at the time that supervised person begins to provide advisory services to the client; provided however, that if investment advice for a client is provided by a team comprised of more than five supervised persons, a current brochure supplement need only be delivered to that client for the Firm supervised persons with the most significant responsibility of the day-to-day advice provided to that client. Evidence of such delivery will be the found in the executed advisory agreement.

4. **Customer Relationship Summary**
   Sowell's Advisors shall deliver to each client or prospective client a current Customer Relationship Summary (Form ADV Part 3). Evidence of such delivery will be the found in the executed advisory agreement.

5. **Disciplinary**. The CCO or his/her designee shall deliver to the client promptly after the Firm creates an amendment brochure or brochure supplement if the amendment adds disclosure of an event, or materially revises information already disclosed about an event in response to Item 9 of Part 2A of Form ADV or Item 3 of Part 2B of Form ADV (i) the amended brochure or brochure supplement along with a statement describing the material facts relating to the change in disciplinary information, or (ii) a statement describing the material facts relating to the change in disciplinary information.

4.3 Amendments to Form ADV

It is the responsibility of the CCO to review the Company's Form ADV on an ongoing basis to ensure that all information is current and accurate. Sowell's Form ADV should be amended to correct inaccuracies **promptly** (within 30 days) if the information in Items 1, 2, 3, 4, 5, 8, 11, 13A, 13B, 14A and 14B of Part 1 of Form ADV becomes inaccurate for any reason.

4.4 Disciplinary Disclosure

All material facts relating to legal or disciplinary events concerning the Firm must be disclosed promptly to clients and to prospective clients not less than 48 hours before entering into a subscription agreement or promptly after the disciplinary event occurs. The client has the right to terminate the agreement within five (5) business days after entering into the agreement. If any material facts arise subsequent to any client entering into an agreement with Sowell which are required to be disclosed to client, Sowell will provide such client with written notification of any such facts.

4.5 Financial Disclosure

Sowell must disclose any facts or circumstances which might reasonably impact Sowell's or its affiliates' ability to meet their contractual commitments to clients. Examples of information that must be disclosed include:

- the likelihood of bankruptcy or insolvency;
- an event that would occupy Sowell's time so that its ability to manage client assets would be impaired; or
- an event that is material to an evaluation of Sowell's or its affiliates' integrity or their ability to meet contractual commitments to clients.

4.6 Solicitor Fees

Sowell compensates third parties for client referrals and may receive compensation for referring clients.

The Firm (pursuant to the requirements of Advisers Act Rule 206(4)-3) may not make referral payments to a Solicitor unless the fees are paid pursuant to a written agreement. As discussed below, the CCO will be responsible for confirming the Firm's compliance with Advisers Act Rule 206(4)-3. Notwithstanding this fact, all employees should confirm that the CCO or his/her designee is notified of any proposed relationship with a Solicitor.

To the extent the Firm engages any Solicitors; the Firm is required to maintain copies of: (i) written agreements with Solicitors; (ii) Clients' acknowledgments; and (iii) the written disclosure statements furnished by Solicitor to the Firm's Clients. As stated above, the CCO or his/her designee must approve all proposed referral fee arrangements.

4.7 Privacy Notice Disclosures

At the inception of the client relationship, Sowell IARs will deliver a copy of its privacy notice, as addressed in the Privacy Policy section of this Manual. If Sowell does not share nonpublic personal information with nonaffiliated third parties and has not changed its privacy policies and practices from the policies and practices that were disclosed in the most recent privacy notice sent to individuals, there is no requirement to provide the Privacy Policy on an annual basis. If changes occur to the Privacy Policy, an updated Policy would be delivered to clients notifying them of the change. Evidence of such delivery will be the found in the executed advisory agreement.

4.8 Proxy Voting Disclosures

At the inception of the client relationship, Sowell IARs will provide the client with information disclosing that it does not vote proxies. This information is located in Sowell's Form ADV Part 2A. Proxy Voting disclosures are found in the client agreement. Executing the client agreement will evidence delivery of Sowell's Proxy Voting Disclosures.

4.9 Customer Relationship Summary

On June 5, 2019, the Securities and Exchange Commission (SEC) adopted Form CRS (Customer Relationship Summary) as well as new rules, and amendments under both the Investment Advisers Act of 1940 and the Securities Exchange Act of 1934. Form CRS and its related rules required Advisers to deliver to retail investors a brief client relationship summary that provides information about the firm.

5 BOOKS AND RECORDS

5.1 Responsibility

As a registered investment adviser, Sowell is subject to extensive and detailed requirements under the Advisers Act to create and preserve records relating to its activities, to transactions for client accounts, to personal securities transactions of its personnel, and to a variety of other matters.

It is not only important that the Company's records be accurate and complete, it is also essential that they be kept current at all times and that they be kept well-organized. Sowell is at all times subject to surprise examinations of its books and records by the SEC and other governmental authorities. It is the responsibility of the CCO or his/her designee to review record retention and destroy obsolete records. A record becomes obsolete when they are older than the required retention requirements.

It is a violation of law to forge, falsify, tamper with, obliterate or prematurely destroy these records. Doing so could subject the personnel involved to criminal penalties, regulatory sanctions and/or termination of employment.

Any questions about these matters should be directed to the Compliance Department, CCO or his/her designee.

5.2 Record Retention Requirements

Generally, records that are required to be kept pursuant to Rule 204-2 of the Advisers Act must be retained for a period of not less than five (5) years from the end of the fiscal year during which the last entry was made on such record, the first two (2) years in an appropriate office of the Firm. Such records must be retained for a period of not less than five (5) years from the end of the fiscal year during which the Firm last published or otherwise disseminated, directly or indirectly, the notice, circular, advertisement, newspaper article, investment letter, bulletin, or other communication. In addition, the Firm's organizational structure documents (e.g. articles of incorporation, by-laws, stock certificate books, etc.) must be maintained in the Firm's principal office and preserved until at least three (3) years after termination of the Firm's business as an investment adviser.

5.3 Specific Record Keeping Requirements

Sowell's Chief Financial Officer and CCO or his/her designee shall maintain the books and records, to the extent they apply, as itemized below:

- A journal or journals, including cash receipts and disbursements records, and any other records of original entry forming the basis of entries in any ledger.
- General and auxiliary ledgers (or other comparable records) reflecting assets, liabilities, reserve, capital, income and expense accounts;
- A memorandum of each order given by the Company for the purchase or sale of a security. The memorandum may be an order ticket, or its electronic equivalent, that is date-stamped or otherwise marked to comply with the requirements below or a transaction blotter that contains such information. Such memoranda shall:
  - show the terms and conditions of the order (buy or sell);
  - show any instruction, modification or cancellation;
  - identify the person who placed the order;
  - show the account for which the transaction was entered;
  - show the date of entry;
  - identify the bank, broker or dealer by or through whom such order was executed; and,
  - identify orders entered into pursuant to the exercise of the Company's discretionary authority.

- Check books, bank statements, canceled checks, balance sheets, cash reconciliations;
- All bills or statements (paid and unpaid) relating to the business of Sowell as an investment adviser;
- Trial balances, financial statements and internal audit working papers;
- Written communications received from clients (maintained electronically);
- Written communications sent to clients (copies);
- A list of advisory clients and accounts over which Sowell has discretion;
- Discretionary power authorization forms (executed);
- Advertisements, including copies of Sowell's website;
- A record of every transaction in a security in which Sowell holds a direct or indirect ownership interest (holdings/posting page);
- Disclosure Document (Form ADV Part 2A, 2B, Part 3 every amendment);
- Copy of Annual Offer of Disclosure Document (include a list of clients/Fund investors who were sent the offer of the Disclosure document, and a list of those who requested copies of the Disclosure document);
- Written agreements entered into by Sowell (maintained for a period of not less than five (5) years after termination of relationship);
- Customer complaint file (maintain even if empty);
- Copies of Sowell's policies and procedures and any amendments thereto;
- All accounts, books, records and documents necessary to form the basis for calculation of performance or rate of return of managed accounts or securities recommendations in any Company communications distributed to ten (10) or more persons; for example, if a Firm distributes performance numbers from the years 1996-2012, the Firm must maintain documents, i.e. brokerage statements from each client account included in the composite necessary to show the calculation for each return back to 1996. Thus, the five-year retention rule does not apply to performance advertising.
- Copies of Sowell's code of ethics currently in effect or that was in effect any time within the last five (5) years, including (a) records of any violations of the code of ethics and any actions taken as a result of the violations; (b) records of all written acknowledgements of receipt of the code of ethics for each person who is currently or has been within the last five (5) years a supervised person of Sowell; c) annual records of all written acknowledgements of compliance with the code of ethics for each person who is currently or has been within the last five (5) years a supervised person of Sowell; and (d) a list of all "Access Persons" together with records of all "Access Persons" during the last five (5) years.
- Records of all Personal Securities Transactions for Code Persons as defined on our Code of Ethics.

5.4 Corporate Records

Sowell has a duty to maintain accurate and current "Organizational Documents". As a matter of policy Sowell's CEO and Legal Department maintains all organization documents, and related records at its principal office. All organization documents are maintained in a well-organized and current manner and reflect current directors, officers, members or partners, as appropriate. Our Organizational Documents will be maintained for the life of the Firm in a secure manner and location and for an additional three years after termination of the Firm. Any change in the location of such records will be communicated to the proper regulatory authority promptly.

Organizational Documents may include the following, among others:

- Agreements and/or Articles of Organization
- Charters
- Minute books
- Stock certificate books/ledgers

- Organization resolutions
- Any changes or amendment of the Organizational Documents

The CCO has the responsibility for the implementation and monitoring of our Organizational documents policy, practices and recordkeeping. The CCO or designee will periodically review the document to monitor and ensure the Firm's policy is observed, implemented properly and amended or updated, as appropriate, with include the following:

Sowell's Chief Financial Officer and CCO and or his/her designee will maintain the Organization Documents in Sowell's principal office in a secure location for a period of not less than three (3) years after termination of Sowell's existence. Such records shall be maintained at a location with reasonable access, the address of such location shall be communicated to the proper regulatory authority upon the required filing of Form ADV-W.

5.5 E-Mail Retention

Sowell should maintain a record of all e-mails that pertain to advice being offered, recommendations being made, transactions executed, and orders received. When storing e-mail communication, the Company will arrange and index such communication like any other electronically stored record. This will be done in such a manner that permits easy location, access, and retrieval. The Company will separately store a copy of these records as part of its Disaster Recovery Program and establish procedures to reasonably safeguard the e-mails from loss, alteration, or destruction and limit access to these records to properly authorized individuals.

The CCO will provide promptly any of the following, if requested by any regulatory authority:
- A legible, true, and complete copy of an e-mail in the medium and format in which it is stored;
- A legible, true, and complete copy of the e-mail; and
- Means to access, view, and print the e-mail.

All such correspondence will be kept for a period of not less than five years. The CCO or his/her designee will review e-mail correspondence periodically, but no less than quarterly. Where a designee conducts the review, information on such reviews will be provided to the CCO, as required. The CCO or his/her designee will audit this process at least annually pursuant to SEC rule requirements.

5.6 The Use of Electronic Media to Maintain and Preserve Records

1. **Permitted Use**. Sowell is permitted to maintain all records electronically. Under current revisions, this requirement was expanded to include all records that are required to be maintained and preserved by any rule under the Advisers Act. In addition to or as a substitute for storing documents in paper format, records required to be maintained and preserved may be immediately produced or reproduced on film, magnetic disk, tape, optical storage disk or other electronic storage medium.

2. **Requirements.** When using an electronic storage format, Sowell must:
   - Maintain a duplicate backup copy of electronically stored books and records at an off-site location;
   - Arrange and index the records to permit immediate location of a particular record;
   - At all times, be ready to promptly provide a copy to an examiner;
   - Verify the quality and accuracy of the storage media recording process;
   - Maintain the capacity to readily download indexes and records preserved on the media;
   - Maintain available facilities for the immediate and easily readable projection or production of the records;

- Have in place an audit system providing for accountability regarding record inputting.

4. **Access and Regulatory requests.** The Company should be prepared upon request by any regulatory authority to promptly provide (i) legible, true, and complete copies of these records in the medium and format in which they are stored and (ii) a means to access, view, and print the records.

5. **Security.** The CCO or his/her designee will inform all personnel with access to customer records not to leave their computers unattended unless they are turned off or secured in some appropriate manner. Also, the CCO or his/her designee will take the necessary steps to assure that whenever an employee leaves Sowell any password or code used to gain access to that employee's computer system or e-mail is extinguished or changed.

6 CUSTODY

There are rules that set forth extensive requirements regarding possession or custody of client funds or securities. In addition to the provisions of these rules, many states impose special restrictions or requirements regarding custody of client assets.

6.1 Responsibility

Sowell does not maintain possession or custody of client funds or securities. The Chief Compliance Officer or his/her designee is responsible for making sure that client assets will be maintained with a qualified custodian in a separate account for each client under that client's name. The Firm requires that custodial accounts be authorized and opened by clients and will only assist clients in preparing paperwork for a new custodian.

6.2 Deduction of Advisory Fees from Client Accounts

The Company's advisory fees are debited directly from the client accounts, where payment of the fees will be made by the qualified custodian, as that term is defined below, holding the client's funds and securities. In all such cases, the client must provide written authorization permitting the fees to be paid directly from their account. The Company will not have access to client funds for payment of fees without client consent in writing. Further, the qualified custodian must agree to deliver a quarterly account statement directly to the client, and never through the Company. The Company will have access to copy of the statement that was delivered to the client in order to form a reasonable belief that such statements are delivered to the client. The Chief Compliance Officer or his or her designee is responsible for making sure that the Firm obtains prior written authorization from clients before deducting fees from client accounts.

6.3 Inadvertent Receipt of Funds or Securities

It shall be Sowell's policy to return the client's funds or securities to the sender without assuming custody. If Sowell inadvertently receives client funds or securities, Sowell's IARs or CCO or his/her designee will take the following steps to correct this action:

- Sowell will make a record of the receipt of client funds and/or securities in a Funds/Security Received – Forwarded Log. A notation of the receipt of the funds/securities received including the name of person who received the funds or securities, client name, date received, amount of the funds or name of the security, number of shares or face value of such security, coupon and maturity date (if applicable) as well as the date the funds/securities were returned to the sender and how they were returned will be made in a Funds/Security Received – Forwarded Log.
- When Sowell inadvertently receives funds/securities, a photocopy of the check or securities received will be made and placed in the client's file.
- Sowell will return the funds/securities to the sender with a letter of instruction on how and where the sender should forward funds/securities in the future. Sowell will return such funds or securities by US Mail, registered, return receipt requested or by courier service within three business days of receipt.
- Sowell will keep a copy of the cover letter and the return receipt/courier notice in the client file.

6.4 Receipt of Third-Party Funds

If Sowell receives a check from a client payable to a third party, Sowell the IAR, or the CCO or his/her designee will make a photocopy of the check, and then forward the check directly to the third party. A copy of the check is kept in the client file.

6.5 Definition of Qualified Custodians

Qualified custodians include the types of financial institutions that clients and advisers customarily turn to for custodian services. These also include banks and savings institutions, registered broker-dealers, and registered futures commission merchants among others.

6.6 Notice of Qualified Custodian

If Sowell opens an account with a qualified custodian on behalf of Company clients, Sowell will notify the clients in writing of the qualified custodian's name, address and manner in which the client funds or securities are maintained promptly when the account is opened and following any changes to this information. The CCO or his / her designee is responsible for making sure that the Firm notifies the Client promptly upon opening a custodial account on their behalf and when there are changes to the information required in that notification. This notification is delivered by completing custodial documents and the client executing such documents.

6.7 Account Statements

Sowell will arrange for the client's qualified custodian to send quarterly account statements containing at least the information required by the applicable SEC and State rules directly to the client (and not through an adviser). Sowell may instruct the client to request that a copy of the quarterly account statements be made available to Sowell's CCO or his/her designee.

7 ANTI-MONEY LAUNDERING

This Manual details the framework applicable to investment advisors under the Bank Secrecy Act (BSA) under current law. Because of the potential misunderstandings on the requirements imposed on investment advisors, we cite the governing requirements to further certainty and conclusiveness. Also, as these requirements may change, these citations allow future reference to governing requirements to amend our policies and procedures as necessary.

7.1 Current Law Applicable to Investment Advisors

Under current law as an investment advisor, we are not required to adopt anti-money laundering (AML) programs. The BSA excludes "investment advisor" from the enumerated entities defined as a financial institution to which its requirements apply.

1. **Proposed Regulations**

The Financial Crimes Enforcement Network ("FinCen") of the Department of the Treasury proposed regulations to extend AML requirements to investment advisors registered or required to be registered with the Commission. Because of the uncertainty regarding the actual content and applicability of any final regulations, the Company will keep abreast of the status of these regulations, and when adopted, will timely comply with them. It is anticipated that the Company will have six months after any regulations become effective to comply.

2. **Criminal Liability**

Criminal liability exists for any person to participate "knowingly" in the transfer of funds that are the proceeds of various types of specified unlawful activities, and "knowingly" may be based on being willfully blind or consciously avoiding the truth about financial transactions involving criminal funds. As contained in this Manual, we follow procedures to know our clients and their activities, such that we do not unwittingly become involved in illegal activities.

7.2 Customer Identification Program

The Company relies on the account review done through the qualified custodian and their "know your customer" polices to provide compliance with AML provisions. In taking these actions, the Company does not intend to fall within any of the provisions of the Customer Identification Program Rule. Before accepting a client, the Company will collect information sufficient for the custodian to meet the requirements of their CIP obligations.

If a potential or existing client either refuses to provide information we request, or appears to have intentionally provided misleading information, we will decline to act for the client and not enter into an agreement with the client. Sowell's CCO or his/her designee will determine if the information provided is intentionally misleading and will make the determination on whether or not to enter into an agreement with the client.

7.3 Suspicious Activity and Money Laundering

Although the Company is not currently required to report suspicious activity that might indicate money laundering or illegal activity, we must not ignore signs or indications of activity by our clients that might indicate suspicious activity and money laundering. If activity in any of our clients' accounts seems not to reflect normal and customary business transactions, the Company will consult with the custodian holding the client's assets as to potential concerns.

8 PROXY VOTING/CLASS ACTION LAWSUITS

8.1 Proxy Voting

Proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised. Investment advisers registered with the SEC, and which exercise voting authority with respect to client securities, are required by Rule 206(4)-6 of the Advisers Act to (a) adopt and implement written policies and procedures that are reasonably designed to ensure that client securities are voted in the best interests of clients, which must include how an adviser addresses material conflicts that may arise between an adviser's interests and those of its clients; (b) to disclose to clients how they may obtain information from the adviser with respect to the voting of proxies for their securities; (c) to describe to clients a summary of its proxy voting policies and procedures and, upon request, furnish a copy to its clients; and (d) maintain certain records relating to the adviser's proxy voting activities when the adviser does have proxy voting authority.

8.2 Class Action Lawsuits

Sowell does not take any action or render any advice as to materials relating to any class action lawsuit involving a security held in a client's account.

9 ADVERTISING

9.1 Regulation

Sowell advertising practices are regulated by strict rules and regulations, which generally prohibits Sowell from engaging in fraudulent, deceptive, or manipulative activities. These rules also prohibit the making of any material omission, untrue statement of a material fact, or any statement that is otherwise false or misleading. In appraising advertisements by investment advisers, the SEC and state examiners will not only look to the effect that an advertisement might have on careful and analytical persons but will also look at the advertisements possible impact on those unskilled and unsophisticated in investment matters.

9.2 Definition of Advertising

Advertising is defined to include: any written communication addressed to more than one person, or any notice or announcement in any publication or by radio, television, or electronic media which offers securities analysis or reports or offers any investment advisory services regarding securities. This broad definition includes standardized forms, form letters, Sowell's brochures, or any other materials designed to maintain existing clients or to solicit new clients.

9.3 Review and Approval

The CCO or his/her designee will review all advertising and marketing documents prior to those documents being utilized. The signing and dating of the advertising piece by Sowell shall indicate approval. Documentation of all such marketing pieces and the approvals will be maintained in the Company's compliance files at the home office and in the branch office where the advertising piece originated.

9.4 Prohibited References

1. **Use of the Term "Investment Counsel."** The term "investment counsel" may not be used unless:
   - the person's principal business is acting as an investment adviser; and,
   - a substantial portion of their business consists of providing continuous advice as to the investment of funds on the basis of the individual needs of each client.
2. **Use of the Designation "RIA."** Neither Sowell nor any person associated with Sowell may use the designation of "RIA" after their name.
3. **Other Prohibitions.** It is unlawful for Sowell to represent that it has been sponsored, recommended or approved, or that its abilities or qualifications have been passed upon by any federal or state governmental agency.

9.5 Testimonials

The Firm will not use testimonials in any marketing materials. A testimonial includes a statement by a present or former client that endorses Sowell and/or refers to the client's favorable investment experience with Sowell.

9.6 Third-Party Reports

Sowell may use bona fide, unbiased third-party reports, even if Sowell has paid the third party to verify its performance.

9.7 Use of Hedge Clauses

1. **Permitted Use.** Advertisements, correspondence, and other literature generated by Sowell may contain hedge clauses or legends that pertain to the reliability and accuracy of the information furnished.

2. **Disclosure.** A disclosure such as the following shall be provided must when using hedge clauses: "The information contained herein has been obtained from sources believed to be reliable but the accuracy of the information cannot be guaranteed."

3. **Restrictions.** Under no circumstances shall any legend, condition, stipulation or provision be written so as to create, in the mind of the investor, a belief that the person has given up some or all of their legally entitled rights or protections. Additionally, Sowell shall not use any hedge clause that would seek to relieve Sowell from compliance with any securities or advisory laws, rules or regulations. In the opinion of the SEC and various states, the use of such hedge clauses may violate Sowell's fiduciary duties to its clients.

9.8 Performance Presentations in Sowell Advertisements

This following items in this section relate only to the use of actual performance information. The use of model performance numbers would require compliance with other rules.

1. General Legal Framework

Investment adviser advertising is subject to relatively few specific requirements in comparison to investment company advertising. The Advisers Act contains the basic antifraud provisions that govern advisers and certain specific prohibitions and restrictions on certain advertising practices (e.g., the use of testimonials; publication of guidelines concerning presentation of past specific recommendations; use of graphs, charts and formulas).

2. Fees and Expenses

Based on the presumption that most presentations of performance that are "gross of fees" and expenses are misleading, with certain limited exceptions, therefore, advertisements showing performance results must reflect actual advisory fees and brokerage commissions. There is an exception, however, which allows the use of performance information gross of fees to sophisticated clients in "one on one" presentations.

(i) *Types of Clients.* Clients who receive gross performance data include wealthy individuals and institutions, in a private, confidential setting, who have sufficient assets to justify the cost and effort of one-on-one presentations and the ability and opportunity to ask questions and possibly negotiate fees. Gross performance information may also be provided to consultants if they are instructed that it may only be used subject to the same conditions as the adviser's use.

(ii) *Scope of Presentation.* What constitutes a "one-on-one" presentation is open to some interpretation. Generally, a private presentation to one client is considered to be "one on one." (The adviser may also provide gross performance numbers to consultants, so long as they are instructed to use such information according to the required conditions.) The "one client" rule does not mean that the adviser can present to only one individual. However, it is critical that in a presentation using gross numbers to a group that constitutes a single client, there is ample opportunity for questions and discussion. A presentation to a large seminar clearly would not qualify for the exception.

(iii) *Required Disclosures to Be Used with Gross Performance*. Any use of gross performance information must include the following disclosures:

a) Results do not include advisory fees;
b) A client's return would be reduced by fees and other expenses;
c) Fees are described in Part 2A of the adviser's Form ADV;
d) An example showing the compounding effect of fees over a period of years. This may take the form of a table, chart, graph, or narrative.

3. Required Disclosures for Adviser Performance Advertising Generally

An adviser must include along with performance information adequate information about the following:

(a) Effect of material market or economic conditions on results
(b) Effect of reinvestment of dividends and gains
(c) Probability of loss if potential for profit is suggested
(d) A description of any index used and of all relevant differences and similarities in cases of index comparisons
(e) Material investment objectives and strategies
(f) If using actual performance, a prominent disclosure that results only represent certain clients, the basis for selecting the limited group, and the effect of such selection.

4. Recordkeeping Requirements

a) *Copies of Advertisements.* A copy of each advertisement sent to twenty-five or more people must be kept for five years in an easily accessible place. For the first two years they must be kept in the appropriate office of the adviser and the branch office where the advertising originated.

b) *Back-up for Performance Information*. A copy of the comprehensive account statements for all accounts included in advertisements and the worksheets used for all related performance calculations must be kept for the same time period and in the same manner as the advertisements themselves.

9.9 Procedures

Approved Marketing Materials

All marketing materials must be reviewed and approved in advance of first use by the CCO or his/her designee. Any proposed deviation from the previously approved marketing materials must be reviewed and approved by the CCO or his/her designee prior to the distribution thereof.

Presentation – Clients

The Firm's clients are a wide range of investors. Client meetings are normally face-to-face, with adequate opportunity for questions and answers during and after the presentation. It is the primary duty of the IAR to oversee the preparation of the written material to be presented in client meetings.

Performance

Care should be taken when providing performance in client presentations. Actual performance of the client account should be used. If applicable, a notation should be made that performance is gross of fees. If composite performance is also provided, this should be clearly noted with

appropriate disclosure describing the composite and related information. All advertising and client presentation materials must be approved by the CCO or his/her designee prior to first use.

Requests for Proposal
All "requests for proposal" must be reviewed by the CCO or his/her designee prior to being sent out.

9.10 Model, Hypothetical or Backtested Performance

Sowell may advertise or use model, hypothetical or backtested performance only with the final approval from of the CCO prior to the preparation or distribution of any such materials. Where marketing materials present model or hypothetical results, the following disclosures, if applicable, shall accompany such presentation:

- The limitations inherent in model results (disclosed in a prominent manner);
- That model results are not based on an actual portfolio;
- That model results do not reflect how Sowell actually might have reacted when managing Client investments to economic or market events;
- The fact that the model results were materially different than Sowell's actual results over the same time period (if true);
- Material changes in the conditions, strategies and objectives of the model portfolio during the performance period and any effects of the changes; and
- Some of the strategies or securities in the model do not relate or only partially relate to strategies currently employed by Sowell (if true).

References to hypothetical performance or model returns can be particularly problematic and should always be subject to the following restrictions: (i) hypothetical results should never be modeled in the same illustration with actual results; (ii) sufficient records must be kept to support all calculations; and (iii) the model must disclose (a) the precise extent to which the model relates to the services offered by the advisor, (b) that the advisor's clients, if applicable, had results that differed from the model, and (c) any material changes in the objectives, conditions or investment strategies of the model.

9.11 Media

No communications with the press or other news media should occur without the prior approval of the Chief Compliance Officer or his/her designee. This prohibition includes, but is not limited to, interviews with print or electronic media, appearances on national network, local or cable television or radio broadcasts, publication of written investment related articles, or publication of materials over the Internet. All media requests for information relating to the Company or its Clients must be referred to the Chief Compliance Officer. At all times, the following guidelines must be followed for contact with the press:

- Any overture by the press to a Supervised Person of the Company should be immediately brought to the attention of the Chief Compliance Officer or his/her designee.

- Upon Chief Compliance Officer or his/her designee approval, commentary should be kept general in nature.

- Statements predicting investment results are prohibited.

- No third party is authorized to speak to the press on behalf of the Company without the express written authorization of the Chief Compliance Officer or his/her designee.

- In no event, should any confidential information about the Company or a Client be disclosed in response to any press inquiry.

- All interactions with the press should be documented in compliance records.

9.12 Article Reprints

All article reprints must be approved by the Chief Compliance Officer or his/her designee prior to use or distribution.

The SEC staff has taken the position that bona-fide unbiased third-party reports generally are not covered by Rule 206(4)-1(a)(1) under the Advisers Act, which prohibits the use of testimonials by an investment adviser. Similarly, the SEC staff has taken the position that the subsequent distribution of a bona-fide news article written by an unbiased third-party is not subject to the requirements of Rule 206(4)-1(a)(2) under the Advisers Act when past specific recommendations happen to be referred to within the article. Use of reprints, however, remains subject to Rule 206(4)-1(a)(5) under the Advisers Act, which makes it a violation for an investment adviser to publish an advertisement that contains any untrue statement of a material fact or is otherwise false or misleading.

The Company must always receive permission from publishers of the original article to reprint or change it. The original date of the article must appear on the article reprint. Before the Company may distribute an article reprint, it must determine if the information in the reprint is accurate at the time of distribution. If necessary, disclosure must be added to the reprint that clarifies or amends the misleading language of the original article. Excerpts of articles may be distributed, if the excerpted language is not misleading when removed from the context of the entire article. If necessary, disclosure must be added to the excerpt that clarifies or amends the misleading language.

Article reprints containing the Company performance results must be used very carefully, as it is unlikely that the performance results contained in the article would remain accurate at the time of distribution. Thus, when the Company seeks to reprint an article, such reprints must include disclosure updating the performance identified in the article reprint to the most recent calendar quarter end.

The Chief Compliance Officer or his/her designee is responsible for maintaining copies of all article reprints (or excerpts of article reprints), with the disclosures that were distributed with the article reprints, in the Company's compliance records for five years from the end of the fiscal year in which the article was last distributed.

9.13 Websites

The term "advertisement" includes, without limitation, information posted on any website of the Company. It is the Company's policy to adhere to all SEC regulations governing the use of websites by registered investment advisers. The Chief Compliance Officer or his/her designee must approve all website content prior to posting. The Company's website will be reviewed periodically by the Chief Compliance Officer or his/her designee, with the assistance from outside advisors as necessary. Records of the content of the website at any date shall be maintained as required by applicable law.

10 ELECTRONIC COMMUNICATIONS

10.1 Supervisory Responsibility

The CCO or his/her designee shall be responsible for ensuring that Sowell's electronic communications systems are being utilized solely for authorized business purposes in conformance with applicable laws, rules and regulations. As used in this policy, the term "electronic communications" includes, but is not necessarily limited to business communications made through any of the following media:

- Telephone (including Internet telephony devices and related protocols);
- Electronic mail (e-mail);
- Facsimile, including e-fax services;
- The Internet, including the Web, file transfer protocols ("FTP"), Remote Host Access, etc.;
- Video teleconferencing; and,
- Internet Relay Chat ("IRC"), bulletin boards and similar news or discussion groups.

10.2 Policies

The following summarizes the key points of Sowell's electronic communications policy:

- Sowell's electronic communications systems are to be used for business purposes only.
- Without the prior consent of the CCO or his/her designee, electronic communications with clients, regulators or the public concerning Company business are permitted only on Company communications systems.
- Electronic communications are not private and may be monitored, reviewed and recorded by Sowell.
- No employee, other than specifically authorized personnel, is permitted to post anything on Sowell's Web site.
- Without the pre-approval of the CCO or his/her designee, no employee may post any information concerning Sowell, its business, or clients to the Internet (or similar third-party system), containing references to Sowell, communications involving investment advice, references to investment-related issues or information or links to any of the aforementioned.

10.3 Electronic Delivery of Information

Employees may send information to clients and other parties (such as, brokers, custodians and banks) electronically, being mindful of the requirements of keeping client information private as outlined within the Company's Privacy Policy. The employee should take steps to reasonably ensure the electronic form of the information is substantially comparable to the paper form of the same information.

10.4 Review

The CCO or a designee shall review the Company's use of electronic communications at regular and frequent intervals to ensure the following:

1. **Notice.** That electronic notifications to customers are sent in a timely manner and are adequate to properly convey the message;
2. **Access.** That customers who are provided with information electronically are also given access to the same information as would be available to them in paper form; and
3. **Security.** That reasonable precaution is taken to ensure the integrity, confidentiality and security of information sent through electronic means and that such precautions have been tailored to the medium used.

10.5 Advertising and Sales Literature

Where an electronic medium is used to disseminate advertisements for Sowell's services or other information that is not subject to a delivery requirement, it will be subject to the same requirements that apply to such communications made in paper form, and as established in Sowell's policy on Advertising.

10.6 Standards for Internet and E-mail Communications

Electronic Communications are not private or reliable. Electronic communications may be widely disseminated. Electronic communications may not be suitable and should not be used for communications that must remain confidential or private.

Contents of external messaging should be limited to information that is already in the public domain. There should be no expectation of privacy in electronic communications. Due to the nature of electronic communications systems in general, there is no guarantee that a message or other electronic communication will reach its destination in a timely manner or that it will reach its destination at all.

Communications must conform to appropriate business standards and the law. Users of Sowell's electronic communications systems are expected to follow appropriate business communication standards. Use must comply with all applicable international, federal, state, and local laws. The following guidelines apply:

- Electronic communications should contain the most recent, valid information available.
- Communications received with inappropriate content must be deleted/discarded immediately.
- Unauthorized dissemination of proprietary information is prohibited.
- Unauthorized copying or transmitting software or other materials protected by copyright law is prohibited.
- Unauthorized use of the email system to send client personal and sensitive information to employees' personal email is strictly prohibited.
- Non-Company sponsored electronic communications systems should not be used for Company business without prior approval from the CCO or his/her designee.
- Access to each employee's computer, telephone and other electronic communications systems should be reasonably safeguarded. Passwords should be kept in a secure location.
- Personnel must preserve electronic communications sent and received according to Company and regulatory requirements. Firm polices for record retention apply to electronic communications in the same manner as they apply to any other written communications.
- Communications with the public may require pre-approval in accordance with other Company policies. If in doubt, it is the employee's responsibility to check with the CCO or his/her designee before disseminating information via electronic or conventional means.

Electronic communications through Sowell's systems are the property of Sowell. Sowell reserves the right to monitor, audit, record or otherwise retain electronic communications at any time for appropriate business usage, standards and compliance with this policy, applicable laws and regulations.

10.7 Email Policy

Sowell's policy provides that e-mail, instant messaging, social networks and other electronic communications are treated as written communications and that such communications must

always be of a professional nature. Our policy covers electronic communications for the firm, to or from our clients, any personal e-mail communications within the firm and social networking sites. Personal use of the firm's e-mail and any other electronic systems is strongly discouraged. Also, all firm and client related electronic communications must be on the firm's systems, and use of personal e-mail addresses, personal social networks and other personal electronic communications for firm or client communications is prohibited.

Each employee has an initial responsibility to be familiar with and follow the firm's e-mail policy with respect to their individual e-mail communications. Sowell's CCO or his/her designee has the overall responsibility for making sure all employees are familiar with the firm's e-mail policy, implementing and monitoring our e-mail policy, practices and recordkeeping.

Sowell has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure that the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- our firm's e-mail policy has been communicated to all persons within the firm and any changes in our policy will be promptly communicated;

- e-mails and any other electronic communications relating to the firm's advisory services and client relationships will be maintained and monitored by the CCO or his/her designee through appropriate software programming or sampling of e-mail, as the firm deems most appropriate based on the size and nature of our firm and our business;

- electronic communications records will be maintained and arranged for easy access and retrieval so as to provide true and complete copies with appropriate backup and separate storage for the required periods; the CCO or his/her designee may conduct periodic Internet searches to monitor the activities of employees to determine if such persons are engaged in activities not previously disclosed to and/or approved by the firm; and

- electronic communications will be maintained for a period of two years on-site at our offices and at an off-site location for an additional three years.

10.8 Text Messages

Text messaging is a form of electronic communication and text messages are not exempt from requirements of supervision and retention, despite the associated challenges. For this reason, all associated persons are strictly prohibited from using text messaging as a means to communicate business related information. It is understood that advisory clients may communicate with associated persons on a personal basis, but Sowell's first obligation to clients is as a fiduciary to act in their best interests in rendering investment advice. Accordingly, communications with clients should via text message should be limited entirely and completely to a personal nature.

10.9 MOBILE DEVICES

The Company has implemented a permissible use policy regarding the use of mobile communications devices. In this regard, the Company's policy specifies which types of devices may be used in conjunction with Company databases and client applications, which modes of communication are

permitted (i.e., email, instant messaging, texting and/or voice), the record keeping protocol for retaining and archiving business communications taking place on mobile devices, and the communication modes subject to compliance monitoring by the Company.

Employees may communicate with clients via electronic means so long as they utilize the Company's email systems, thus ensuring that all client communications can be archived per SEC Rule 204-2. As a rule, employees have mobile devices (cell phones, tablets) with access to the Company's email system to ensure their business communications with clients and other third parties are archived.

Employees are responsible for safeguarding all confidential client and Company-related data that may leave the office via mobile devices. This includes data on notebooks, tablets, flash drives, and mobile phones. Employees must ensure these mobile devices are kept in safe places where confidential data cannot be viewed or compromised. All mobile devices that contain confidential data are required to be encrypted. If any authorized mobile device is misplaced or lost, you must report this to the Chief Compliance Officer or his/her designee immediately.

Employees may find it necessary to use flash drives, thumb drives, or similar devices under limited circumstances when working outside the office environment. In such circumstances, the portable drives should be encrypted and must be safeguarded at all times (if the information contained on such drives relates to the business of the Company and contains sensitive proprietary or client data). Employees are responsible to wipe clean such portable devices as soon as possible after their use.

11 CODE OF ETHICS

Sowell has developed a separate document to specifically address the Firm's policy and procedures for a Code of Ethics. Refer to Appendix B of this document for the policies and procedures.

12 PORTFOLIO MANAGAMENT

12.1 Setting up the Client's Account

Each IAR should interview prospective clients, preferably in person, to discuss the various advisory services available and assist the client in selecting the advisory services appropriate for that client's investment needs. Prior to commencing the interview, the IAR will provide the client with Sowell's Disclosure Brochure (ADV Part 2A), Brochure Supplement (ADV Part 2B), or any other disclosure statements used to describe the firm's advisory activities. The IAR will also obtain all supporting documents necessary to set up the account, including but not limited to the following:

- Executed Client Agreement;
- Applicable custodial documents;
- Client suitability information including financial condition, time horizon, risk tolerance, investment objectives, trading restrictions, etc.; and
- Solicitor Disclosure Documents (if applicable).

With respect to joint accounts, the IAR will confirm that all parties to the account for whom advisory services are being provided have signed the Client Agreement. It is the responsibility of the CCO or his/her designee to review and approve each client's written agreement and any supporting documents, to ensure that all relevant information has been obtained by the associate handling the account. Discretionary Trades for securities may be entered for execution only if Sowell has received prior written authorization from the client for such transactions. Evidence of Sowell's authority to manage a client's account on a discretionary basis will be documented by the Client Agreement. All written authority granted to Sowell by the client will be restricted to **"limited trading authority"**, giving the IAR the power to only purchase and sell securities for the account. At no time will Sowell or any of its associates enter into any written or verbal agreement or understanding with a client that gives the associate **"full trading authority"** over the account since that term may be interpreted as granting authority to withdraw funds and securities from a client's account.

12.2 Determining Suitability

The IAR must document a client's suitability on account opening and on an ongoing basis. Suitability must be viewed both on a product-basis and on an individual-basis, with the recognition that a product suitable for some clients will not necessarily be suitable for all clients

IARs are required to ensure that they understand the potential benefits and risks associated with each investment product they recommend to (or that they buy/sell on a discretionary basis for) their clients. An individual investment product may be (but will not necessarily be) suitable for the portfolios of a number of clients who have the same or similar investment objectives, risk tolerances, and investment time horizons.

In recommending a specific transaction to a client (or effecting a specific transaction for a client pursuant to discretionary authority), IARs must affirmatively determine that the transaction is suitable for the client based on the client's individual investment objectives, risk tolerances, investment time horizons, financial condition, and personal circumstances (among other factors). Additionally, any transaction must be consistent with any restrictions or limitations placed on the account by the client. Such restrictions must be in writing.

The CCO or his/her designee will use the information to monitor the ongoing activity in the client's account and ensure that such activity appears suitable for the client. If individual transactions or activity appears to deviate from the client's Profile, the CCO or his/her designee will discuss that apparent deviation with the IAR and/or with the client. If it appears that such deviations are inconsistent with the client's investment risk, the CCOI por his/her designee will determine the appropriate course of action, which could include reversing transactions and/or initiating disciplinary action against the IAR. The CCOI por his/her designee will maintain documentation evidencing all apparent deviations and the steps taken to address them.

Additionally, Sowell will perform periodic reviews to determine the suitability of a client's advisory relationship. The review will take into consideration:

- the activity within the account during the timeframe under review versus the overall activity of all accounts within the household if applicable with the IAR
- the amount of assets in the account versus the total amount of assets within the household, if applicable

The CCO or his/her designee will maintain documentation evidencing the review and the steps taken to address possible exceptions.

In certain circumstances, a suitability determination may be inappropriate or unnecessary. For example, if a client with sufficient sophistication and experience directs the investment activity in his/her account on an unsolicited basis, the IAR's responsibility to make a suitability determination is mitigated. Similarly, an engagement may be limited to only rendering investment advice within a predetermined investment strategy, not taking into account the client's overall financial situation. In such instances, an IAR is only responsible for making a suitability determination within the preset, defined parameters of the engagement. It is the IARs responsibility to adequately document such limited investment direction.

Any new products to be offered by Sowell IARs that are not already available through Sowell custodians must be approved by the Due Diligence Committee (whose members include the COO, CCO and Director of Managed Products). Similarly, Sowell will only permit the use of third-party money managers after appropriate due diligence has been performed. Sowell will either perform that due diligence internally or employ the services of a qualified third-party. The results of this review will be presented to the Investment Committee, which will either approve or reject each product. The CCO will retain a record of the Committee's decisions.

12.3 Managing the Client's Account

It is the responsibility of each portfolio manager/IAR to devote the requisite amount of attention to professionally manage each of his/her accounts in accordance with the investment requirements and objectives of the client. In managing accounts, each portfolio manager/IAR is required to maintain regular communications with his/her clients. At a minimum these communications will include the following:

At least annually, IARs will undertake a comprehensive review of each of his/her accounts to assess and update the client's financial situation and individual investment needs. In addition, each IAR should evaluate the portfolio if he/she should become aware of any changes in any client's investment objectives or financial circumstances. All updated information will be maintained in the client's files. The IAR document that all client accounts are reviewed at least on an annual basis through the Annual IA Account Review. These online reviews are evaluated by the IARs and the immediate supervisors.

12.4 Monitoring Account Activity

The CCO or his/her designee will Spot check the activity in client accounts periodically, to determine if the accounts have been managed in a manner consistent with each client's investment objectives and risk tolerances. The CCO or his/her designee has the independent authority to discuss any questionable activities in any client account with the client. The CCO or his/her designee will maintain documentation to evidence the accounts reviewed and any exceptions noted. The annual review system will be used to

Among other things, the CCO or his/her designee review will for: Overall management of the portfolio relative to client objectives, risk tolerance, low turnover in the account and any restrictions on the account.

This review is normally conducted as part of the Annual Client Review but may be conducted at any time at the discretion of the Designated Supervisor.

12.5 Research Processes

Research is conducted internally utilizing information obtained from a wide variety of sources, and all professional staff members actively participate in the Company's research effort. Increasingly, the internet and new databases provide a wealth of ideas and information to enhance Sowell's research.

12.6 Valuation of Securities

Sowell will use information provided by the client's custodian as its main pricing source for purposes of valuing client portfolios, both for fee billing and investment performance calculation purposes.

In the rare instance where Sowell believes that the custodian is not pricing a security fairly or where a security has halted trading, members of the Firm, to include the Trading Department, CCO or his or her designee, and other qualified personnel will meet to determine a fair value for that security. When determining a fair value for a security, Sowell will attempt to obtain a quote from at least one independent pricing source, preferably two or more. The Firm will make a determination as to whether these quotes represent fair value. If Sowell is unable to obtain quotes or determine the quotes received do not represent fair value, the Firm will establish a fair valued price for the security based on their knowledge of the security and current market conditions, among any other considerations deemed appropriate. The Firm will also document the rationale used to establish a fair valued price for the security.

12.7 Review Procedures

Client accounts are monitored by Sowell to ensure that IAR's are discharging their duties to the client as a fiduciary. A review may be provided at the client's request, based on deposits and/or withdrawals in the account, material changes in the client's financial condition, or at the IAR's discretion. Personnel currently conducting reviews must be disclosed in Part 2A of the Form ADV. The Company through its IARs or the Asset Management Team monitors client investment positions on a periodic basis. IAR client reviews will be spot check during Branch Exams.

12.8 Account Statements

The custodian holding the client's funds and securities will send the client a confirmation of every securities transaction and a brokerage statement at least quarterly.

12.9 Compliance with Investment Policies/Profiles, Guidelines and Legal Requirements

The Firm's Policies are designed to ensure that the Firm manages each of its client accounts in accordance with the investment policies, restrictions, guidelines and legal requirements (collectively, "Investment Restrictions") applicable to that account. The Firm through it IARs are responsible for adhering to written Investment Policies, Profiles, Guidelines and Legal Requirements and creating such records as are required. IARs are responsible for inputting any client restrictions into an electronic surveillance system approved by Sowell.

12.10 Sources of Investment Restrictions

There may be a number of different sources of Investment Restrictions for a particular account. The principal sources of Investment Restrictions for client accounts typically include the investment advisory agreement or other instrument under which the account was established and/or other directions or guidelines established by the client and communicated to the Firm.

In addition, there are other possible sources of Investment Restrictions for each account, including the Firm's own internal policies (which may further restrict how an account may be managed) and applicable law, which may include (but is not limited to):

- the Advisers Act and interpretations thereunder;
- the Employee Retirement Income Security Act of 1974 ("ERISA"), and related regulations and interpretations of the U.S. Department of Labor (applicable to almost all pension funds, other than governmental and church funds);
- other state statutes, regulations and agency interpretations governing investments of various kinds of governmental assets, including assets belonging to state governments, municipal governments, state and municipal agencies, authorities and instrumentalities, and pension funds for public employees (these laws differ from state to state and for different categories of accounts even within a single state);
- U.S. state and federal laws, and foreign laws, regulating the amount of stock in certain kinds of companies that can be held by accounts owned or managed by a single company (or group of related companies).
- insider trading laws;

In addition to laws that limit investments that can be made for a client account, there are other laws that prohibit or limit transactions between a client account and the Firm or its affiliates, and laws that prohibit or limit transactions between certain kinds of client accounts (e.g., ERISA/pension fund clients) and affiliates or other related parties of the client. Many of these laws are the subject of specific policies and procedures covered elsewhere in this Compliance Manual. If an IAR or other applicable Supervised Person has any question as to whether a particular investment or transaction is legally permissible for a particular account, he/she should consult with the CCO or his/her designee before taking any action.

12.11 Responsibility for Compliance with Investment Restrictions

Primary responsibility for compliance with the Investment Restrictions applicable to each account rests with the IAR primarily responsible for the day-to-day management of the account with proper notice to Sowell of the client's Investment Restrictions. It is the responsibility of the CCO or his/her designee to review and monitor investment activities to ensure that the IAR is properly discharging his or her duties with respect to Investment Restrictions.

The IAR for an account is responsible for maintaining a file for that account, containing, among other things, a copy of the investment advisory agreement and/or other instrument establishing the account and copies of any correspondence with the client that may bear on the interpretation or application of the Investment Restrictions for that account.

It is the responsibility of each IAR to understand the Investment Restrictions and investor profile that apply to each account under his or her management, and to ensure that any transaction made by the Firm on behalf of each such account satisfies the Investment Restrictions and/or investor profile applicable to that account. The IAR is also responsible for the review of the holdings of the accounts he or she manages. The IAR is responsible for adhering to the Investment Restrictions established in discharging his or her trading activities.

The CCO or his/her designee is responsible for general oversight and administration of this Policy and, in this regard, shall conduct reviews in consultation with each IAR of the accounts he or she oversees to assess whether the Investment Restrictions applicable to each such account have been appropriately documented and are understood by the IAR and have been followed in practice. This policy will involve a review of the IAR client files by the CCO or his/her designee, as well as a review of any notices provided to Sowell by the IAR's who conduct their own trading in order to determine compliance with the Investment Restrictions.

The foregoing summary is intended only as an overview of investment compliance matters, and question may arise in the course of managing client accounts. It is the obligation of each IAR or other applicable employee to bring to the attention of the CCO or his/her designee any issues that come to his/her attention relating to compliance with the Investment Restrictions of any account and relating to compliance with applicable laws and regulations.

12.12 Fees and Billing

Fees are described in the Form ADV and documented in each client's written contract. Any changes to fee arrangements with a client should be in writing. Fees paid to Sowell by clients should be reviewed to ensure that all fees are properly calculated. All fee arrangements must be reviewed by the CCO or his/her designee.

13 Trading and Brokerage Policy/Best Execution

As a registered investment adviser, the Company recognizes its fiduciary obligation to obtain best execution of clients' transactions under the circumstances of the particular transaction. In all cases, the broker dealer selected must be a registered entity with the SEC and member FINRA. In certain circumstances, the transactions for the Company's clients will be in mutual funds where the price is set by prospectus and does not vary from one Firm to another, and generally, mutual funds will be purchased at net asset value if that fund is available at net asset value in the client's account.

The Company will, on a quarterly basis, evaluate its relationships with executing broker dealers to determine execution quality. In deciding what constitutes best execution, the determinative factor is not the lowest possible commission cost, but whether the transaction represents the best *qualitative* execution. In making this determination, the Company's policy is to consider the full range of the Custodian's services, including without limitation the value of research provided, execution capabilities, commission rate, financial responsibility, administrative resources and responsiveness. As a part of this analysis, the Company will also consider the quality and cost of services available from alternative broker/dealers.

13.1 Best Execution

A registered investment adviser has a duty to attempt to obtain the "best execution" for its clients' securities transactions. As such, an adviser should periodically and systematically evaluate the performance of broker/dealer executing its client's transactions. The term "best execution" is meant to include not only commission expense, but to encompass the total cost of the securities transaction. Since trading is a repetitive, continuous process, each trade communicates information about an adviser's underlying trading procedures. This information can then be used to evaluate whether an investment manager is consistently seeking to achieve best execution and whether he/she is meeting that objective. In summary, "best execution" refers to a well-designed

trade execution process made with the intention of maximizing the value of client portfolios under the particular circumstances at the time.

In trying to obtain "best execution," the following factors may be considered:

- Execution capability;
- Value of research provided
- The amount of business with each B/D and the justification for directing trades to those brokers-dealers;
- Gross compensation paid to each B/D;
- Competitiveness of commission rates and spreads, including the documentation to support such competitiveness, i.e. comparison of "standard" commission rates or "minimum" transaction costs between B/Ds offering comparable products and services;
- Statistics or other information by independent consultants on relative quality of executions/financial services by B/Ds;
- Financial strength (net capital) of B/Ds;
- Ability to respond promptly to investor/adviser inquiries during volatile markets;
- The ability of the B/D to handle a mix of trades, i.e. block trades and odd lots;
- The willingness and ability of a broker to "work" large or difficult trades for the adviser's clients so as to obtain best executions;
- Whether the B/D is equipped to handle electronic trade entry and reporting links with the adviser;
- The value of privacy considerations, liquidity, price improvement, and lower commission rates on electronic communications networks (ECNs);
- Opportunity costs, i.e., the cost associated with the opportunity to work with a major B/D who may offer a wide variety of products and services. Opportunity cost might also be associated with "boutique" firms which only deal with specialized products;
- Adequacy of B/D's back office staff to efficiently handle trading activity, especially in volatile or high-volume markets;
- Statistics on securities executions and the frequency of trading errors; and
- The overall responsiveness of B/Ds, i.e., how well the B/D serves the adviser and its clients.

The firm's Best Execution Review will review the trading of IARs who act as Portfolio Manager. Both reviewing Block Trading and direct execution of client trades.

Sowell and its IARs typically execute trades through a qualified custodian. The custodian acts both to safe keep securities and as a broker or dealer in effecting transactions. Especially with equity transactions, the custodian executes the trade as broker or dealer resulting in better efficiencies. In most instances if the trade is executed away from the primary custodian, transfer and other possible fees reduce any savings that might have been achieved in obtaining better price and execution elsewhere. Also, delays and possible errors in transferring securities back to the custodial account warrant executing the trades with the custodian to further timeliness and accuracy.

Quarterly, the CCO or his/her designee will evaluate the broker/dealer that the IA uses for executions. Specifically, the CCO or his/her designee will obtain and review execution and routing reports from Broker / Custodian's website. On an annual basis, the CCO or his/her

designee will review the quality of Broker / Custodian's execution and other services in relation to other viable vendors to determine whether or not to retain the relationship. In doing so, the CCO or his/her designee will receive input from the all personnel involved with trading activities. The decision will be documented in the Best Execution/Broker Selection file. The "Best Execution / Broker Evaluation Form" will be maintained as evidence of this review. If a decision is made to change broker-dealers/custodians, it is the responsibility of the COO and/or CCO or his/her designee to ensure that this instruction is carried out.

In addition, as current market conditions and the competitive environment change, the advantages or disadvantages of moving to another service provider may be explored, including any new broker-dealers/custodians that may become available. Sowell places great importance in maintaining an ongoing relationship for stability, service, loyalty, reputation and the attendant factors. A consistent ongoing and serious pattern of events should occur to change any relationship, not isolated or infrequent events or occurrences.

13.2 Disclosure

The brokerage practices of the Company will be fully disclosed in the Company's Form ADV Part 2A, including a summary of factors the Company considers when selecting broker-dealers and determining the reasonableness of their commissions.

13.3 Conflicts of Interests

The Company will be sensitive to various conflicts of interest that may arise when selecting broker-dealers to execute client trades, and where necessary, shall address such conflicts by disclosure.

13.4 Compliance Monitoring and Reporting

All trades are standardized and include such information as but not limited to: buy or sell, symbol, price, trade and settlement date. The CCO or designee together with the Trading Desk/Operations, will monitor and periodically review trading issues including, commissions, trading problems or errors, compliance issues and procedures.

13.5 Principal Transactions with Clients

It is the policy of Sowell not to engage in principal transactions with clients. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, buys from or sells a security to an advisory client. An adviser is deemed to have engaged in a principal transaction for its own account in any transaction involving an account more than 25% of which is owned by the adviser or its control persons. Principal transactions are subject to the requirements of Section 206(3) of the Advisers Act. The CCO or his/her designee is responsible for implementation and monitoring of our policy with respect to principal trading.

13.6 Economic Benefits from Securities Transactions

It is Sowell's policy not to accept products or services (other than execution and services from our custodians) from a broker-dealer or a third party in connection with client securities transactions only after disclosure to the client as required by the Rules. The CCO or his/her designee is responsible for monitoring this in a manner consistent with Sowell's policies and procedures and the Rules. Such products or services can be classified as a "soft dollar benefit" or "other economic benefit."

13.7 Soft Dollar Benefits – Definition

An adviser can enter into a type of arrangement with one or more broker-dealers whereby it receives some economic benefit in exchange for directing client transactions to that broker-dealer. These economic benefits can be paid for with what are commonly referred to as "soft dollars," and are referred to as "soft dollar benefits." In effect, the commissions paid by the adviser's clients generate these soft dollars that are used by the adviser to pay for these soft dollar benefits. Soft dollar arrangements present an obvious conflict of interest for the adviser. The adviser has the incentive to direct client transactions to the broker-dealer that will provide it with the most soft dollar benefits. Nevertheless, Section 28(e) of the Securities Exchange Act of 1934 (the "1934 Act") provides a safe harbor that expressly permits soft dollar arrangements provided certain conditions are met. These conditions include the requirement that soft dollars only be utilized to obtain research or brokerage services and provided that the commissions are reasonable in consideration of the economic benefit to be purchased with the soft dollars. If the adviser "pays up for research" but meets the requirements of Section 28(e) of the 1934 Act, the adviser will not be deemed to breach its fiduciary duty to its client even if the client pays a commission higher than the lowest commission available to obtain the research or brokerage services. If the adviser acts outside of the Section 28(e) safe harbor, however, it will not necessarily be deemed to breach its fiduciary duty to its clients.

The following illustrates a typical soft dollar arrangement:

- The adviser enters into an arrangement with a broker-dealer where it receives soft dollar benefits in exchange for directing client transactions to that broker-dealer;
- The adviser places a securities trade with a broker-dealer using its discretionary authority;
- The clients pay a broker-dealer for executing a securities transaction;
- The broker-dealer provides the adviser with a menu of research or related services available from various vendors;
- The adviser selects research from the menu;
- The vendor furnishes research or related services to the adviser;
- The broker-dealer receives an invoice from the vendor for services rendered to the adviser; and
- The broker-dealer pays the vendor's bill.

13.8 Soft Dollars Arrangements

Sowell has not entered into any soft-dollar arrangements. If Sowell decides to enter into a soft dollar arrangement in the future, the CEO will recommend the arrangement to the CCO or his/her designee who will approve or reject such arrangement with consideration of the best interests of Sowell's clients as well as the availability of the safe harbor of Section 28(e) of the 1934 Act.

13.9 Other Economic Benefits

An adviser may receive from a broker-dealer or other financial institution, without cost, computer software and related systems support, which allow the adviser to better monitor client accounts maintained at that financial institution ("other economic benefit"). The adviser may receive the software and related support without cost because it renders investment management services to clients that, in the aggregate, maintain a certain level of assets at that financial institution.

While these arrangements do not typically qualify as soft dollar arrangements because they are not tied directly to client transactions or commissions, they present an obvious conflict of interest for an adviser. An adviser has an indirect incentive to direct client transactions to the broker- dealer that will provide it with the most other economic benefits. If the adviser utilizes the services of a financial institution that provides the adviser with economic benefits, it will not be deemed to breach its fiduciary duty to its clients even if the clients pay a commission higher than the lowest commission available to obtain such economic benefits so long as certain conditions are met. These conditions include the requirement that such other economic benefit is in the best interest of the clients and that the benefit is disclosed to clients.

Example

The following illustrates typical other economic benefits that an adviser may receive:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that provides for specialized services;
- Access to block trading;
- Access to an electronic communication network for client order entry and account information;
- Software or other tools in connection with Sowell's delivery of investment advisory services;
- Travel, meals, entertainment, and admission to educational or due diligence programs; and
- Marketing support including sponsorship of client events.

The CCO or his/her designee will, at least annually, review the Firm's practices regarding the receipt of products or services from financial institutions to ensure that the Firm continues to follow its policies and procedures.

When the Firm accepts products or services (other than execution) from a broker-dealer or a third party in connection with client securities transactions, the CCO or his/her designee will characterize these products or services as either "soft dollars" or "other economic benefit."

13.10 Other Economic Benefits

When Sowell receives from a broker-dealer or other financial institution, without cost, any economic benefit because it renders investment management services to clients that, in the aggregate, maintain a certain level of assets at that financial institution, the CCO will characterize such as an "other economic benefit."

For all such benefits, the CCO or his/her designee will then determine whether the benefits are in the best interest of the Firm's clients. Where the CCO or his/her designee determines that the benefits are not in the best interest of the Firm's clients, the CCO should decline the benefits on behalf of the Firm. Where the CCO determines that the benefits are in the best interest of the Firm's clients, the CCO should describe the benefit in writing, such disclosure may be described in the Firm's disclosure documents.

In its books and records, Sowell will maintain records regarding any economic benefits received by the Firm from a broker-dealer or other financial institution.

13.11 Bunched (Blocked or Aggregated) Trading

Sowell's allocation policies and procedures will be disclosed in the Client agreement, the Client Disclosure Brochure and the Firm's ADV Part 2A. IARs who place their own trades are responsible for bundling orders and determining when to place block trades for their own clients. Trades placed by IARs through the Sowell trading desk may be aggregated, regardless of which IARs are placing the trades.

When bundling orders, the trades are allocated to the accounts in advance of the order being placed. Order allocation memoranda must list the accounts participating in each trade and the extent of their participation. (If the portfolio manager waits to decide how to allocate the trade based on subsequent market movement it may be an indication that the manager is "cherry- picking" accounts to benefit from favorable price movements. It is Sowell's policy not to permit "cherry-picking. All trades must be allocated in such a manner to not favor one client over another.) Once the order is executed, the trades are allocated to the client accounts according to the original allocation.

All accounts for which any trade is bundled will be treated the same, insofar as costs shall be shared on a pro rata basis across the accounts as applicable. Further, no client account may be favored over any other client account.

Accounts participating in a bunched trade should receive the average price paid. Once an order is filled, however, subsequent orders for the same security on the same day may or may not be averaged with the previously filled orders for allocation purposes.

When an order is filled, changes in accounts participating in the trade or the extent of their participation from that stated on the order ticket must be documented. An order will be deemed to be "filled in its entirety" even if it takes more than a single day to complete the entire transaction, so long as there is a reasonable expectation that the order will be filled within a reasonable period. In such cases, the portion of the order completed each day ordinarily will be allocated in accordance with the preliminary allocation schedule.

When an aggregated order is only partially filled (and there is no reasonable expectation that the entire transaction will be completed within a reasonable period), the order will, generally, be allocated among the participating clients on an objective basis, as described below.

The original allocation may only be changed after execution upon good cause and as approved in writing by the Designated Supervisor. Any such change must be promptly approved, typically within one hour after trading in the security commences on the following day. Further, all accounts must still receive fair and equitable treatment.

Allocation instructions must be given to executing brokers on trade date to ensure that certain accounts are not favored if there are subsequent price movements.

Orders of Sowell and affiliated persons may be aggregated with client orders. However, trades shall not be bundled to accommodate any affiliated person or any related party. The affiliated person shall simply be treated in the same manner and with respect the same as to any other client and as if a client. If bundling with affiliated persons occurs, the Disclosure Brochure must disclose policies and procedures on bundling orders with affiliated persons.

If client orders are combined with an affiliated person of Sowell, the affiliated person shall receive the same execution and costs as clients. The affiliated person shall not be preferred in any manner by being included in bundled orders.

The CCO or his/her designee will review each bunched trade that is executed to ensure that it is executed in a manner consistent with Sowell's policies and procedures. In that regard, the CCO or his/her designee will review transaction records to ensure that they contain information on all accounts.

Other Factors in Determining Allocation Methodology

In addition to the above procedures for allocation of bunched or allocated trades, the portfolio manager should also consider the following other factors in determining allocation methodology:

- Account-specific investment restrictions, i.e., no defense or tobacco stocks.
- Undesirable position size. In certain cases, the amount allocated to an account on a pro-rata basis may create an undesirably small or large position.
- Need to restore appropriate balance to client portfolio, if it has become over or under weighted due to market action.
- Client sensitivity to turnover. Such clients may be excluded from participation in positions that are not expected to be long-term holdings.
- Client tax status.
- Regulatory restrictions.
- Common sense adjustments that lead to cost savings or other transactional efficiencies.
- Investments may not be suitable for, or consistent with, known client investment objectives and goals.

14 TRADE ERROR PROCEDURES

The following procedures provide guidance on how basic trading errors will be handled and identify the person or persons to whom issues regarding trading errors or potential trading errors should be directed to ensure that they are handled promptly and appropriately.

14.1 Definition of Trade Error

A trading error is a deviation from the applicable standard of care in the placement, execution or settlement of a trade for a client account. In general, the following types of errors would be considered trading errors for the purposes of these Procedures if the error resulted from a breach in the duty of care that Sowell owes to the client under the particular circumstances:

- The purchase or sale of the wrong security or wrong amount of securities;
- The over allocation of a security;
- Purchase or sale of a security in violation of client investment guidelines or other failure to follow specific client directives; and
- Purchase of securities not legally authorized for the client's account.

14.2 Policy

If Sowell or their authorized IAR makes an error while placing a trade for an account, Sowell or

the IAR must bear any costs of correcting the trade; however, in all cases of a trade error only Sowell and not the IAR will reimburse a client for any losses. In general, when the error and responsible party are identified, the trade shall be broken immediately, if possible, and the error is corrected the same day. Where multiple transactions are involved, gains and losses resulting from the trade correction process may be netted prior to determining what amounts may be required to restore the Client to their original position. Sowell maintains an error accounts at our Authorized Custodians solely to place error transactions and Sowell takes responsibility for trade errors caused by its own accord and the client never pays for losses resulting from such errors. Violations of these procedures are viewed as unacceptable by the management of the Company and may result in written sanctions, monetary penalties or loss of position.

14.3 Trade Error Notification Procedures

Procedures to be followed in the event a potential trading error is identified include the following:

- Alert the Sowell Trading Desk staff immediately.
- A determination will be made by the Company promptly as to: (a) whether a trading error has occurred, and (b) who is the responsible party. IAR will be required to reimburse only Sowell and not the client for any resulting loss due to their trading error. Sowell is obligated to follow the trade error correction policy of the executing broker and their custodian regarding the calculation of gains and losses and the disbursement of any gain as a result of the correction of the trade error.
- The Sowell Trading Desk staff will correct the error as soon as reasonable possible in the best interest of the client and in a manner consistent with the Policy outlined above.
- All correction forms must be approved by CCO or his/her designee.
- A Trade Error Log must be maintained identifying: (1) the date of the trading error, (2) the account(s) involved, (3) the security involved (including CUSIP), (4) a brief description of the error, and (5) the amount of the gain or loss.
- At no time may an IAR reimburse a client for a trading loss and that only Sowell has the authority to reimburse clients, not the IAR.
- The CCO or his/her designee should determine if a pattern of errors exists that should otherwise be addressed.
- The Company will maintain a record of all trade error reports for a period of five (5) years.

15 FINANCIAL PLANNING

The Firm requires all financial planning activities conducted by IARs for compensation to be conducted through the Firm. By its general nature, financial planning is a broad term that may or may not include advice on securities. The financial planning activities offered by the Firm include but are not limited to:

- Financial Plan Analysis
- Retirement Planning
- Cash Flow Management
- Personal Risk Management
- Estate Planning

Additional financial planning activities may be offered by IARs to customers or prospective

customers based on their needs and desires.

15.1 Required Agreements

Prior to entering into a relationship with a Client to provide the financial planning services, the IAR responsible for the Client account is required to execute a Financial Planning Agreement using the standard form supplied by the Firm.

15.2 Duties in Providing Financial Planning Services

All IARs are responsible for conducting financial planning activities in a manner that is consistent as a fiduciary. In meeting such requirements, IARs have a duty to:

- A duty to have a reasonable, independent basis for its investment advice;
- A duty to ensure that its investment advice is suitable to the client's objectives, needs and circumstances and;
- A duty to act in the client's best interest.

Under no circumstances may an IAR:

- Employ a device, scheme, or artifice to defraud a customer or a prospective customer;
- Engage in any practice, transaction, or course of business which defrauds or deceives customer or prospective customer
- Engage in fraudulent, manipulative or deceptive practices.

15.3 Recordkeeping

The IAR responsible for the Client account is responsible for maintaining client files that include:

- Financial Planning Agreement entered into to provide financial planning;
- Copies of any financial plans or documents provided to customers;
- Copies of documents utilized by the IAR in formulating a financial plan:
- Invoices sent to the customer and;
- Copies of any checks or payments received from the customer.

Sowell is responsible for maintaining a copy of all Agreements entered into for financial Planning services, a copy of the invoices, and a copy of any payments made in connection with financial planning activities.

16 THIRD PARTY MANAGER SUPERVISION

The Firm currently uses third-party money managers and does the following to supervise them:

- maintains a due diligence file on each sub-adviser;
- has a current, written sub advisory agreement with each sub-adviser; and
- requests that sub-advisers immediately disclose certain material events.

17 CASH PAYMENT FOR SOLICITATION OF CLIENTS

Rule 206(4)-3 under the Advisers Act specifically prohibits a registered investment adviser from directly or indirectly paying a cash fee to a person who solicits on behalf of the investment adviser unless there is a written agreement in place, the solicitor provides appropriate disclosure

of the compensation they receive, and the solicitor is supervised by the adviser as if the solicitor were an associated person of the firm. Separately, the SEC adopted a "pay-to-play" rule, Rule 206(4)-5 in 2010 which prohibits the investment adviser (whether registered or not) from paying a third-party placement agent or solicitor to solicit a government entity, unless such solicitor is a "regulated person" subject to comparable "pay-to-play" restrictions as are contained in the rule itself. Please refer to the Firm's policy on Political and Charitable Contributions, and Public Positions for a summary of those restrictions as they relate to Sowell and any third-party solicitor.

17.1 Policies and Procedures

No solicitation arrangement may be entered into without the express written approval of the Administrative Officer. In no event shall a solicitation arrangement be entered into verbally. Such arrangements will not be honored, and no payments will be made thereunder. Sowell will not enter into a solicitation agreement with any party subject to statutory disqualification. The CCO or his/her designee is responsible for ensuring that no payments are made to a Solicitor who is subject to statutory disqualification.

17.2 Arrangements with Unaffiliated Third Parties

All solicitation agreements into which Sowell enters with an unaffiliated third party must be in writing, which must (1) describe the solicitor's activities and the compensation paid for those activities; (2) contain the solicitor's undertaking to perform those duties under the agreement consistent with Sowell's instructions and the Advisers Act and rules thereunder; and (3) require the solicitor, at the time of any solicitation, to provide the client with a copy of Sowell's Form ADV Part 2A and a separate written disclosure document prescribed by Rule 206(4)-3.

Sowell must receive from the client a signed and dated acknowledgement showing that the client received the separate written disclosure document. Sowell must make a bona fide effort to ascertain that the solicitor has complied with the terms of the agreement between Sowell and the solicitor and must have a reasonable basis for believing that the solicitor has so complied.

17.3 Recordkeeping

A record of all payments to solicitors is maintained with respect to any solicitor relationship to which Sowell is a party.

18 ERISA PLANS

18.1 Policy

The Firm may act as an investment manager for advisory clients which are governed by the Employment Retirement Income Security Act (ERISA). As an investment manager and a fiduciary with special responsibilities under ERISA, and as a matter of policy, Sowell is responsible for acting in the interests of the plan participants and beneficiaries. Sowell's policy includes maintaining any ERISA bonding that may be required, and obtaining written investment guidelines/policy statements, as appropriate.

18.2 QDIA Regulation

The DOL adopted the QDIA Regulation (ERISA Section 404(c)(5)) to provide relief to a plan sponsor from certain fiduciary responsibilities for investments made on behalf of participants or

beneficiaries who fail to direct the investment of assets in their individual accounts.

For the plan sponsor to obtain safe harbor relief from fiduciary liability for investment outcomes the assets must be invested in a "qualified default investment alternative" (QDIA) as defined in the regulation. While investment products are not specifically identified, the regulation provides for four types of QDIAs:

1. A product with a mix of investments that take into consideration the individual's age or retirement date (e.g., a lifecycle or target date fund);
2. an investment services that allocated contributions among existing plan options to provide an asset mix that takes into consideration the individual's age or retirement date (i.e., a professionally managed account);
3. a product with a mix of investments that takes into account the characteristics of the group of employees as a whole rather than each individual (a balanced fund, for example); and
4. a capital preservation product for only the first 120 days of participation (an option for plan sponsors wishing to simplify administration if employees opt-out of participation before incurring an additional tax).

A QDIA must either be managed by (i) an investment manager, (ii) plan trustee, (iii) plan sponsor, or (iv) a committee primarily comprised of employees of the plan sponsor that is a named fiduciary or be an investment company registered under the Investment Company Act of 1940.

18.4 ERISA Disclosures – 408 (b)(2)

Under ERISA section 408(b)(2) investment advisers and other covered service providers are required to provide to the responsible plan fiduciary of certain of their ERISA plan clients with advance disclosures concerning their services and compensation. This regulation amends a prohibited transaction rule under ERISA and the Internal Revenue Code. That rule stated that it is a prohibited transaction for a 'covered plan' to enter into an arrangement with a covered service provider unless the arrangement is reasonable, and the compensation being received by the service provider is reasonable. The final regulation imposes specific disclosure requirements intended to enable the plan's responsible plan fiduciary to determine whether a service provider arrangement is reasonable and identifies potential conflicts of interest.

18.5 Investment Advice – Participants and Beneficiaries

A fiduciary adviser is permitted to render investment advice to participants – and receive compensation for such advice – pursuant to an "eligible investment advice arrangement." Such arrangement must provide for either:

- level compensation, meaning that any direct or indirect compensation received by the fiduciary adviser may not vary depending on the participant's selection of a particular investment option, or

- a computer model, which an independent expert must certify as being unbiased.

18.6 Responsibility

The CCO or his/her designee has the responsibility for the implementation and monitoring of our ERISA policy, practices, disclosures and recordkeeping.

19 COMPLAINT

20 S

20.1 Supervisory Responsibility

The CCO or his/her designee shall be responsible for ensuring that all written and electronically transmitted customer complaints are handled in accordance with all applicable laws, rules and regulations and in keeping with the provisions of this section.

20.2 Definition

The Company defines a "complaint" as any statement (whether delivered in writing, orally or electronically) of a customer or any person acting on behalf of a customer alleging a grievance involving the activities of those persons under the control of Sowell in connection with our management of the client's account.

20.3 Handling of Customer Complaints

- Employees or independent contractors must notify the CCO or his/her designee immediately upon receipt of a written or oral customer complaint and provide the CCO or his/her designee with all information and documentation in their possession relating to such complaint. Employees or independent contractors are expected to cooperate fully with Sowell and with regulatory authorities in the investigation of any customer complaint.
- Sowell takes any and all customer complaints seriously and the CCO or his/her designee shall promptly initiate a review of the factual circumstances surrounding any complaint (written or oral) that has been received.
- Sowell's CCO or his/her designee shall maintain a separate file for all written, oral and electronically transmitted customer complaints, to include the following information:
  - Identification of each complaint;
  - The date each complaint was received;
  - Identification of each employee or independent contractor servicing the account;
  - A general description of the matter complained of;
  - Copies of all correspondence involving the complaint; and
  - Records of the action taken with respect to the complaint.

21 CORRESPONDENCE

Employees and independent contractors should use discretion in communicating information to advisory clients and prospective clients. This policy applies to all communications used with existing or prospective clients, including information available in electronic form such as on a web site. Sowell will endeavor to ensure all client communications are presented fairly to clients in a balanced manner and are not misleading.

21.1 Definition

Correspondence includes incoming and outgoing written and other communications to clients or prospective clients, regardless of the method of transmission (mail, facsimile, personal delivery, courier services, electronic mail, etc.). Correspondence also includes portfolio seminars, panel presentations, speeches and other types of information originated by an employee or independent contractor of Sowell and provided to one or more clients or prospective clients. Interactive conversations e.g., personal meetings, telephone conversations (other than scripted sales calls),

posting to ("chat rooms") generally are not considered correspondence. Advertising, sales literature and market letters are not included in this definition of correspondence; rather, they are covered in Advertising Section of this Manual.

21.2 Customer Correspondence

It is Sowell's policy that all outgoing correspondence, including letters, memos, and handwritten notes pertaining to the handling of an account must be maintained at the Branch Office and available upon request. With respect to form letters, the person causing the material to be mailed must maintain a list of the addressees and the date(s) the material was mailed.

All incoming correspondence, including personal letters addressed to employees of Sowell, will retained in an incoming correspondence file and subject to review by the firm. Any funds received should be forwarded to the appropriate operations and/or accounting personnel for processing and any complaints received should be forwarded to the CCO or designee.

Copies of correspondence concerning specific customers will be included in that customer's file. General correspondence will be in a correspondence file maintained at the branch office and available for review during the branch office review.

21.3 Records

Copies of all reviewed correspondence shall be maintained at Sowell's principal place of business, or at the branch that receives the correspondence, for a period of not less than 5 years, or longer if required by applicable SEC or state regulations. Electronic correspondence may be retained in the format in which it was received.

22 PRIVACY POLICY/REGULATION S-P

The Company views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach-Bliley Act (the "GLBA"), the Company has instituted the following policies and procedures to ensure that customer information is kept private and secure.

This policy serves as formal documentation of the Company's ongoing commitment to the privacy of its customers. All employees will be expected to read, understand and abide by this policy and to follow all related procedures to uphold the standards of privacy and security set forth by the Company. This Policy, and the related procedures contained herein, is designed to comply with applicable privacy laws, including the GLBA, and to protect nonpublic personal information of the Company's customers.

In the event of new privacy-related laws or regulations affecting the information practices of the Company, this Privacy Policy will be revised as necessary and any changes will be disseminated and explained to all personnel.

22.1 Scope of Policy

This Privacy Policy covers the practices of the Company and applies to all nonpublic personally identifiable information of our current and former customers.

22.2 Overview of the Guidelines for Protecting Customer Information

In Regulation S-P, the SEC published guidelines, pursuant to section 501(b) of the GLBA, that address the steps a financial institution should take in order to protect customer information. The overall security standards that must be upheld are:

- Ensure the security and confidentiality of customer records and information;
- Protect against any anticipated threats or hazards to the security or integrity of customer records and information; and
- Protect against unauthorized access to or use of customer records or information that could result in substantial harm or inconvenience to any customer.

22.3 Employee Responsibility

- Each employee has a duty to protect the nonpublic personal information of customers collected by the Company.
- No employee is authorized to disclose or use the nonpublic information of customers on behalf of the Company.
- Each employee has a duty to ensure that nonpublic personal information of the Company's customers is shared only with employees and others in a way that is consistent with the Company's Privacy Notice and the procedures contained in this Policy.
- Each employee has a duty to ensure that access to nonpublic personal information of the Company's customers is limited as provided in the Privacy Notice and this Policy.
- No employee is authorized to sell, on behalf of the Company or otherwise, nonpublic information of the Company's customers.
- Unauthorized dissemination of proprietary information and client personal and sensitive data is prohibited and a violation of Regulation SP. This includes sending client nonpublic information to personal emails. Unauthorized downloading of confidential client information to a thumb or zip drive is prohibited. Should the Company suspect an employee has downloaded information to a thumb or zip drive, our IT will have the capability to determine if such information was downloaded on an external mechanism.
- Employees with questions concerning the collection and sharing of, or access to, nonpublic personal information of the Company's customers must look to the Company's CCO for guidance.
- Violations of these policies and procedures will be addressed in a manner consistent with other Company disciplinary guidelines.

22.4 Information Practices

The Company collects nonpublic personal information about customers from various sources. These sources and examples of types of information collected include:

- Product and service applications or other forms, such as customer surveys, agreements, etc. – typically name, address, age, social security number or taxpayer ID number, assets and income;
- Transactions - account balance, types of transactions and investments;
- Other third-party sources.

22.5 Disclosure of Information to Nonaffiliated Third Parties – "Do Not Share" Policy

The Company has a "do not share" Privacy Policy. It does not disclose any nonpublic personal information about customers or former customers to nonaffiliated third parties unless used to manage client's assets with appropriate custodians. Under no circumstances does the Company share credit-related information, such as income, total wealth and other credit header information

with these nonaffiliated third parties unless used to manage client's assets with appropriate custodians.

22.6 Types of Permitted Disclosures – The Exceptions

Regulation S-P contains several exceptions which permit Sowell to disclose customer information (the "Exceptions"). For example, Sowell is permitted under certain circumstances to provide information to non-affiliated third parties to perform services on the Company's behalf. In addition, there are several "ordinary course" exceptions which allow Sowell to disclose information that is necessary to effect, administer or enforce a transaction that a customer has requested or authorized. A more detailed description of these Exceptions is set forth below.

21.6.1 Service Providers

The Company may from time to time have relationships with nonaffiliated third parties that require it to share customer information in order for the third party to carry out services for the Company. These nonaffiliated third parties would typically represent situations where Sowell or its employees offer products or services jointly with another financial institution, thereby requiring the Company to disclose customer information to that third party.

Every nonaffiliated third party that falls under this exception is required to enter into an agreement that will include the confidentiality provisions required by Regulation S-P, which ensure that each such nonaffiliated third party uses and re-discloses customer nonpublic personal information only for the purpose(s) for which it was originally disclosed.

21.6.2 **Processing and Servicing Transactions.**

The Company may also share information when it is necessary to effect, administer or enforce a transaction for our customers or pursuant to written customer requests. In this context, "Necessary to effect, administer, or enforce a transaction" means that the disclosure is required, or is a usual, appropriate or acceptable method:

- To carry out the transaction or the product or service business of which the transaction is a part, and record, service, or maintain the consumer's account in the ordinary course of providing the financial service or financial product;
- To administer or service benefits or claims relating to the transaction or the product or service of which it is a part;
- To provide a confirmation, statement, or other record of the transaction, or information on the status or value of the financial service or financial product to the consumer or the consumer's agent or broker; or
- To accrue or recognize incentives or bonuses associated with the transaction that are provided by the Company or any other party.

21.6.3 **Sharing as Permitted or Required by Law.**

The Company may disclose information to nonaffiliated third parties as required or allowed by law. This may include, for example, disclosures in connection with a subpoena or similar legal process, a fraud investigation, recording of deeds of trust and mortgages in public records, an audit or examination, or the sale of an account to another financial institution.

The Company has taken the appropriate steps to ensure that it is sharing customer data only

within the Exceptions noted above. The Company has achieved this by understanding how the Company shares data with its customers, their agents, service providers, parties related to transactions in the ordinary course or joint marketers.

22.7 Provision of Opt Out

As discussed above, Sowell currently operates under a "do not share" policy and therefore does not need to provide the right for its customers to opt out of sharing with nonaffiliated third parties. If our information sharing practices change in the future, Sowell will implement opt-out policies and procedures and make appropriate disclosures to our customers.

22.8 Safeguarding of Client Records and Information

The Company has implemented internal controls and procedures designed to maintain accurate records concerning customers' personal information. The Company's customers have the right to contact the Company if they believe that Company records contain inaccurate, incomplete or stale information about them. The Company will respond in a timely manner to requests to correct information. To protect this information, Sowell maintains appropriate security measures for its computer and information systems, including the use of passwords and firewalls.

Additionally, the Company will use shredding machines, locks and other appropriate physical security measure to safeguard client information stored in paper format. For example, employees are expected to secure client information in locked cabinets when the office is closed.

22.9 Security Standards

Sowell maintains physical, electronic and procedural safeguards to protect the integrity and confidentiality of customer information. Internally, Sowell limits access to customers' nonpublic personal information to those employees who need to know such information in order to provide products and services to customers. All employees are trained to understand and comply with these information principles.

22.10 Privacy Notice

Sowell has developed a Privacy Notice, as required under Regulation S-P, to be delivered to customers initially. The notice discloses the Company's information collection and sharing practices and other required information and has been formatted and drafted to be clear and conspicuous. The notice will be revised as necessary any time information practices change. Sowell would notify clients of any change to this Privacy Notice.

22.11 Privacy Notice Delivery

Initial Privacy Notice - As regulations require, all new customers receive an initial Privacy Notice at the time when the customer relationship is established, for example on execution of the agreement for services.

22.12 Revised Privacy Notice

Regulation S-P requires that the Company amend its Privacy Policy and distribute a revised disclosure to customers if there is a change in the Company's collection, sharing or security practices.

22.13 Regulation S-ID – Identity Theft Red Flag Rules Applicable to Investment Advisors

Our Firm's policy is to protect our customers and their accounts from identity theft and to comply

with the Red Flags Rule. These rules apply to any account belonging to an individual consumer (a Covered Account). When the Firms does, they will continue to comply with these rules by developing and implementing a written Identify Theft Prevention Program (ITPP), which will be appropriate to our size and complexity, as well as the nature and scope of our activities. Sowell expects that the ITPP will address 1) identifying relevant identity theft Red Flags for our Firm, 2) detecting those Red Flags, 3) responding appropriately to any that are detected to prevent and mitigate identity theft, and 4) updating our ITPP periodically to reflect changes in risks.

Our identity theft policies, procedures and internal controls will be reviewed and updated periodically to ensure they account for changes both in regulations and in our business.

23 BUSINESS CONTINUITY PLAN ("BCP")

As part of its fiduciary obligation to its Clients, and as a matter of best business practices, Sowell maintains separate policies and procedures for disaster recovery and for continuing the Firm's business in the event of a disaster. These policies are designed to allow the Firm to resume providing service to its Clients in as short a time as possible. These policies are, to the extent practicable, designed to address those specific types of disasters Sowell might reasonably face given its business and locations. The CCO shall be responsible for the management and administration of the Firm's disaster recovery and business continuity policies and procedures.

24 PAY TO PLAY POLICY

24.1 Statement of Policy

Sowell, as a matter of policy and practice, and consistent with industry best practices, Advisers Act and the SEC requirements (Rule 206 (4) – 5 or the "Rule," under the Advisers Act), has adopted the following procedures which are designed to prevent violations of the Rule. These procedures cover Sowell and all Covered Associates, as defined below, of Sowell.

24.2 Definitions

For the purpose of Sowell's compliance with Rule 206 (4) -5, the following definitions shall apply:

- "Contribution" means a gift, subscription, loan, advance, deposit of money, or anything of value made for the purpose of influencing an election for a federal, state or local office, including any payments for debts incurred in such an election. It also includes transition or inaugural expenses incurred by a successful candidate for state or local office.

- "Covered Associates" means:

    - an adviser's general partners, managing members, executive officers or other individual with a similar status or function;

    - any employee or any IAR who is an independent contractor and who solicits a government entity for the investment adviser (even if not primarily engaged in solicitation activities) and any person who supervises, directly or indirectly, such employee;

- a political action committee controlled by the investment adviser or by any of its covered associates.

- "Covered Investment Pool" means (i) any investment company registered under the Investment Company Act of 1940 that is an investment option of a plan or program of a government entity; or (ii) any company that would be an investment company under section 3(a) of the Act but for the exclusion provided from that definition by section 3(c) (1), section3 (c)(7) or section 3(c)(11) of that Act.

- "De minimis" means any aggregate contributions of up to $350, per election, to an elected official or candidate for whom the individual is entitled to vote, and up to $150, per election, to an elected official or candidate for whom the individual is not entitled to vote. De minimis exceptions are available only for contributions by individual covered associates, not the advisory Firm itself. Under both exceptions, primary and general elections are considered separate elections.

- "Entitled to vote for an Official" means the covered associate's principal residence is in the locality in which the official seeks election.

- "Government Entity" means any U.S. state or political subdivision of a U.S. State, including any agency, authority, or instrumentality of the State or political subdivision, a plan, program, or pool of assets sponsored or established by the State or political subdivision or any agency, authority or instrumentality thereof; and officers, agents, or employees of the State or political subdivision or any agency, authority, or instrumentality thereof, acting in their official capacity. As such, government entities include all state and local governments, their agencies and instrumentalities, and all public pension plans and other collective government funds, including participant-directed plans such as 403 (b), 457 and 529 plans.

- An "Official" means an incumbent, candidate or successful candidate for elective office of a government entity if the office is directly or indirectly responsible for, or can influence the outcome of, the hiring of an investment adviser or has the authority to appoint any person who is directly or indirectly responsible for or can influence the outcome of the hiring of an investment adviser.

- "Political Contribution" means any gift, subscription, loan advance, deposit of money, or anything of value made for the purpose of influencing an election for a federal, state or local office, including any payments for debts incurred in such an election.

- "Solicit" means, with respect to investment advisory services, to communicate, directly or indirectly, for the purpose of obtaining or retaining a client for, or referring a client to, an investment adviser.

24.3 Regulatory Requirement

In July 2010, the SEC adopted Rule 206(4)-5 which was designed to prevent "pay-to-play" abuses in the industry. The rule applies to any SEC-registered investment adviser, or those investment advisers who are unregistered in reliance on the exemption available under section 203 (b)(3) of the Advisers Act and who are Covered Associates as defined herein.

Rule 206 (4)-5 makes it unlawful for a Covered Associate to:

- receive compensation for providing advisory services to a Government Entity for a 2-year period after the Covered Associate makes a political contribution of more than De minimis amounts to a public Official of a Government Entity or candidate for such office who is or will be in a position to influence the award of advisory business.

- pay third parties to solicit Government Entities for advisory business unless such third parties are registered broker dealers or registered investment advisers (which subject such persons to pay-to-play restrictions themselves under SEC rules or FINRA rules).

- solicit or coordinate (i) contribution to an Official of a Government Entity to which the Covered Associate is seeking to provide advisory services; or (ii) payments to a political party of a state locality where the adviser is providing or seeking to provide advisory services to a government entity.

- do anything indirectly which, if done directly, would result in a violation of the Rule.

Each of the above prohibitions extends to an investment adviser that manages assets of a government entity through a covered investment pool.

The Rule also contains a look back provision which attributes to Covered Associate contributions made by a person within two years (or 6 months if the person will not solicit business for the adviser) of becoming a covered associate of the adviser. That is, when an employee becomes a Covered Associate, the adviser must "look back" in time to that Covered Associate's contributions to determine whether the time out applies to the Covered Associate. Six months from the time the person becomes a Covered Associate, the rule prohibits the adviser that hires or promotes the contributing Covered Associate from receiving compensation for providing advisory services from the hiring or promotion date until two-year period has run.

Finally, the Rule provides an exception that provides an adviser with limited ability to ensure the consequences of an inadvertent Political Contribution to an Official for whom the Covered Associate making it is not entitled to vote (i.e. under the Rule, limited to a $150 contribution per election). The exception is available for contributions that, in the aggregate, do not exceed $350 to any one Official, per election. The Covered Associate must have discovered the contribution which resulted in the prohibition within four months of the date of such and, within 60 days after learning of the triggering contribution, the contributor must obtain the return of the contribution. However, a Covered Associate is limited to relying on this exception to three such events per 12- month period if it has more than 50 employees who perform advisory functions (as reported on Item 5A of Form ADV Part I), and two such events per 12-month period if it has less than 50 employees who perform advisory functions. In addition, the Rule only permits one such exception for each Covered Associate regardless of timeframe.

Corresponding amendments to Rule 204-2 regarding investment adviser book and record-keeping requirements also require every SEC-registered adviser to maintain (in addition to other 204-2 requirements) the following:

(i) The names, titles and business and residence addresses of all Covered Associates of the investment adviser;

(ii) All Government Entities to which the investment adviser provides or has provided investment advisory services, or which are or were investors in any Covered Investment Pool

to which the Covered Advisor provides or has provided investment advisory services, as applicable, in the past five years;

(iii) All direct or indirect contributions made by the investment adviser or any of its Covered Associates to an official of a Government Entity or,

(iv) Payments to a political party of a state or political subdivision thereof, or to a political action committee; and

(v) The name and business address of each regulated person to whom the investment adviser provides or agrees to provide, directly or indirectly, payment to solicit a government entity for investment advisory services on its behalf.

A Covered Associate's records of contributions and payments are required to be listed in chronological order identifying each contributor and recipient, the amounts and dates of each contribution or payment, and whether such contribution or payment was subject to the exception for certain returned contribution.

24.4 Procedures

In order for Sowell to maintain compliance with the Rule, the following procedures apply:

1. All Covered Associates are required to pre-clear any political contributions with Sowell CCO prior to making such a contribution.

2. All Covered Associates, within 5 business days of employment, are required to provide the CCO or his/her designee with a list indicating to whom the employee has made any political contributions in the 2 years (either directly or via a political action committee which the employee controls) preceding date of employment with Sowell.

3. The CCO or his/her designee is responsible for monitoring all political contributions made by Covered Associates against a list of any potential clients of Sowell to ensure that Sowell will not be precluded from accepting and/or receiving compensation for the proscribed timeframes from potential clients.

4. The CCO or his/her designee must be aware of any potential solicitation agreements (i.e. prior to signing of the agreement) with third-parties to ensure that such meet Rule registration requirement.

5. The CCO or his/her designee is responsible for providing adequate training to each Covered Associate of Sowell with respect to all Rule requirements.

6. The CCO or his/her designee is responsible for ensuring that all books and records requirements pursuant to Rule 204-2 with respect to political contributions are met and maintained.

25 SOCIAL NETWORKING AND BLOGGING POLICY

Sowell has adopted this social media policy. Social networking sites, when used for business purposes are considered forms of advertising communication and need proper compliance oversight. Below are the guidelines as to permissible and non-permissible uses of social media.

All personnel are required to adhere to the following guidelines.

For purposes of this Social Media Policy, "social media" includes web applications that facilitate information sharing and collaboration such as forums, online social networking sites, blogs, micro-blogs, chat rooms, virtual worlds, online profiles, wikis, podcasts, picture and video, email, instant messaging and Voice over Internet Protocol. Examples of social media applications are LinkedIn, Facebook, Twitter, Instagram, Digg, Reddit, RSS, Wikipedia, YouTube, Yelp, Flickr, Yahoo groups, Google Plus, Wordpress and Zoominfo.

At this time, Sowell only permits associates to use approved social media sites for business purposes if approved by Compliance.

25.1 Personal Social Media Pages

All associates must disclose the social media sites used for personal reasons and document that you understand the approved guidelines. The firm may periodically check to confirm appropriate use related to the business guidelines below:

If you maintain any personal social media pages, you are subject to a few guidelines on usage related your position at Sowell.

When using social media for personal uses, you may:

- Include Sowell's name and position as approved on your business card.
- Include company contact information as approved on your business card
- Include a description of your job function as a part of your profile only if pre-approved through Compliance. See marketing for specific approved language or to create your own approved custom description.
- Choosing to include a description will require appropriate disclosures
- Choose to comment related to Sowell in a purely fun, social manner such as posting pictures at an event, sharing an upcoming event, etc.

When using social media for personal uses, you cannot:

- Discuss securities-related business.
- Outline or promote products or services offered by the firm, either in general or specific terms.
- Communicate with any current or prospective clients relative to business-related matters.
- Use the firm's name to promote business or solicit clients or business.
- Disclose trade secrets.
- Allow social networking to interfere with your job duties.
- Use any of the logos or trademarks of the rim.
- Engage in discussions with any of the firm's competitors, clients or vendors.

When using social media for personal use, you are required to:

- Follow the Code of Ethics and Compliance Manual at all items.
- Be personally responsible for any content that you post.

LinkedIn specifics:

Since the purpose of LinkedIn is considered business-related in any circumstance, there are specific guidelines for this network that must be adhered to:

- You should connect with Sowell
- Your profile should be pre-approved as it is considered static content and may include approved business card information - but must be on file with Compliance
- LinkedIn recommendations specific to your work at Sowell or any other related industry are not allowed and need to be hidden on your profile.
- Adding skills to your profile is acceptable but must be approved in advance.
- LinkedIn skills endorsements related to your work at Sowell or industry related are not allowed and need to be hidden on your profile.

Sowell has the right to view public information on associate's pages at any time. Please keep in mind when setting up and maintaining your personal page that you are a reflection of Sowell.

Sowell IARs, employees and staff are never allowed to use social media communication tools for communicating in business-related conversation unless the conversations can be monitored/archived. This includes, but is not limited to, Facebook chat/messaging, wall posts, LinkedIn and Twitter messaging.

Related to the above, the CCO or his/her designee is responsible for monitoring all social media to remove endorsements as appropriate. As stated above, this includes LinkedIn endorsements related to your work at Sowell and those need to be hidden on LinkedIn profiles. Facebook endorsements (posts on walls, pages, etc.) will also be monitored and removed by the IAR at the direction pf the CCO or his/her designee. The only current situation where this does not apply is responses to posts on Twitter, as the recipient of a comment (including likes, favorites, retweets, etc.) does not have any control over said comments and they are unable to be removed by anyone other than the person posting the comment. CCO is responsible for monitoring and reporting these instances, even though no action can be taken to remove them.

25.2 Use of Business Social Media Pages

All licensed associates are prohibited from engaging in business communications using a social media site that is not subject to the firm's supervision and only those associated persons who have received appropriate training on our firm's policies and procedures regarding interactive electronic communications may engage in such communications.

Associates are not permitted to establish or participate in an industry related blog or any other form of interactive communication except to the extent that Compliance has pre-approved such activity and has reviewed and pre-approved any static or interactive information to be posted thereon.

In addition, all interactive electronic communications that recommend a specific investment product and any link to such a recommendation are expressly prohibited unless it complies with the specific rules outlined in the Advisers Act and are approved in advance by Compliance.

To comply with SEC regulations, associates requesting the use of social media for business

purposes, agree to have their pages monitored by Compliance and through our third-party monitoring company.

A business social media page, when used properly, allows you to:

- Communicate with clients on new business – related information via posts
- Share articles, blogs, stories relative to the firm and the financial market
- Like and share information from other clients and friends
- Promote upcoming firm events.

When using social media for business you must use only your firm email and contact information, and you must at all times;

- Comply with principles of fair dealing and good faith in communications with the public;
- Make only statements that have a sound basis in fact;
- Refrain from making false, exaggerated, or misleading statements; and
- Ensure that statements do not predict or project future performance, discuss the firm's past performance, or provide investment-related advice.

All LinkedIn usage guidelines described above still pertain with business profiles.

26 CHARITABLE GIVING POLICY

The following sets forth policies and procedures to be followed by Sowell with respect to the charitable giving by the Firm and by Supervised Persons. All Supervised Persons of Sowell are subject to this policy.

26.1 Policy

Supervised Persons may make charitable contributions on their own behalf as an individual but may not use or in any way associate the Firm's name with such contributions or payments. Supervised Persons should be mindful of these general principals when making donations to charities sponsored by clients.

Charitable contributions must be pre-approved by the CCO or his/her designee if:

- solicited or directed by Advisory Clients or prospective clients;
- made on behalf of Advisory Clients or prospective clients;
- made for the purpose of influencing the award or continuation of a business relationship with such Advisory Client or prospective client.

The Charitable Review Checklist that follows shall be used for charitable contributions requiring pre-approval by the CCO or his/her designee.

All Firm charitable contributions that are not Advisory Clients may be contributed and do not require pre-approval from the CCO or his/her designee, unless the contribution is more than $5,000.00. All Firm contributions greater than $5,000.00 must be pre-approved by the CCO or his/her designee.

Any questions as to the appropriateness of charitable contributions should be discussed with the CCO or his/her designee or the Chief Executive Officer.

26.2 Charitable Review Checklist

Proposed charity _____

Proposed contribution _____

Code of Ethics

- Is the gift viewed as overly generous?
- Is the gift aimed at influencing the decision making of a client?
- Would the gift make the client feel beholden to the Firm or Code Person?

Form ADV:

- Does the Form ADV Part 2A make specific disclosures with respect to charitable giving?
- Does the Part 2A prohibit charitable giving?

ERISA

- Does the charitable organization have any involvement with pension plans or governmental entities?

Fees

- If the charitable giving is related to a client, are the fees charged by Adviser fair and reasonable for the services provided?

Charity

- Is the charity bona fide?
- Has Adviser given to this charity before?
- If so, how when and how much?

Budget

- Is the requested contribution in line with other contributions made by Adviser?
- Is the requested contribution a large percentage of the Firm's budget for charitable giving?

27 OVERSIGHT OF SERVICE PROVIDERS

Sowell may contract with outside vendors to perform certain functions for the Company. While Sowell may never contract away its supervisory and compliance activities from its direct control, it may outsource certain activities that support the performance of its supervisory and compliance responsibilities. Such activities may include custodians, broker/dealers, sub-advisers, email retention providers, accounting/finance (payroll, expense account reporting), legal and compliance, information technology, operations functions (statement production, disaster recovery services), and administration functions (human resources, internal audits).

The CEO and CCO or his/her designee will oversee Sowell's service providers that impact the operations or that could pose a risk to the Company's operations or its clients ("service provider").

The CEO/ CCO or his/her designee should be familiar with each service provider's operations and understand those aspects of their operations that expose the Company to compliance risks.

Sowell will evaluate the service provider's ability to fulfill those needs. Each service provider agreement should clearly outline the scope of the provider's responsibilities. The service provider's written agreement will be maintained by the CCO or his/her designee. Agreements will properly reflect protection of confidential information. Agreements must be maintained, must be current, and must be available for review by regulators, when requested. If the Agreement does not contain a confidentiality agreement, the Company must obtain a separate agreement to be maintained in the file with the vendor contract.

When evaluating a service provider for the first time, the CEO/ CCO or his/her designee will review and consider the following information, as applicable:

- the service provider's history and reputation in the industry, including the experiences of similar entities serviced by this provider and the provider's history of client retention;
- the service provider's financial condition and ability to devote resources to the Company;
- recent corporate transactions (such as mergers and acquisitions) that involve the service provider;
- the level of service that will be provided to the Adviser;
- the nature and quality of the services to be provided;
- the experience and quality of the staff providing services and the stability of the workforce;
- the service provider's operational resiliency, including its disaster recovery and business continuity plans;
- the technology and process it uses to maintain information security, including the privacy of customer data;
- the service provider's communications technology;
- the service provider's insurance coverage;
- the reasonableness of fees in relation to the nature of the services to be provided.
- Where potential conflicts of interest exist, the CCO must evaluate the extent to which such potential conflicts are mitigated.

The CEO or CCO or his/her designee shall be responsible for monitoring all service providers to ensure compliance with the terms and conditions of the agreement. Periodically, a review will be completed to ensure the following:

- the service provider's financial condition and ability to devote resources to the Company;
- recent corporate transactions (such as mergers and acquisitions) that involve the service provider;
- the level of service provided to the Adviser;
- assess the reasonableness of fees in relation to the nature of the services to be provided;
- re-evaluate the potential for conflicts of interest that could unfairly benefit the Company or others to the detriment of Clients;
- the experience and quality of the staff providing services and the stability of the workforce;

- the service provider's operational resiliency, including its disaster recovery and business continuity plans;
- the technology and process it uses to maintain information security, including the privacy of customer data;
- the service provider's communications technology;
- the reasonableness of fees in relation to the nature of the services to be provided.

Where potential conflicts of interest exist, the CCO or his/her designee must evaluate the extent to which such potential conflicts are mitigated.

In evaluating service provider arrangements, Sowell and the CCO or his/her designee should be alert for any arrangements that could unfairly benefit the adviser or others to the detriment of Sowell or its Clients. When evaluating an arrangement with an affiliated service provider that in turn subcontracts to an unaffiliated service provider, the Company and CCO or his/her designee shall inquire about the respective roles of the two entities and whether management or the affiliated service provider receives any benefit, directly or indirectly, other than the fees payable under the contract. The CCO or his/her designee must evaluate the fees paid to the affiliated service provider and any unaffiliated service provider, relative to the services each will perform.

Conflicts of interest also may arise in arrangements with unaffiliated service providers. The Company shall also inquire about other business relationships between affiliates of the adviser and the service provider or any of the service provider's affiliates.

28 INDIVIDUAL RETIREMENT ACCOUNT CONSIDERATIONS

28.1 General Fiduciary Considerations

Sowell will be considered a fiduciary to the extent that it serves as an investment manager to a client's Individual Retirement Account ("IRA" or "Account"). Briefly, the general obligations of a fiduciary with respect to an IRA are as follows: The fiduciary must discharge its duties solely in the interest of the owner and beneficiaries of the IRA and must act with the care, skill, prudence and diligence under the prevailing circumstances that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims.

28.2 Prohibited Transactions

Section 4975 of the Internal Revenue Code of 1986, as amended, prohibits fiduciaries from engaging in certain transactions with parties in interest. Parties in interest include the owner and beneficiaries of the IRA. In addition, fiduciaries are prohibited from engaging in self-dealing transactions. Importantly, these rules also may apply to transactions between an Account and affiliates of the person engaging in a transaction. Specifically, a fiduciary may not enter into a transaction that is, directly or indirectly:

- A sale, exchange, or lease of any property between an Account and a party in interest;
- The lending of money or an extension of credit between an Account and a party in interest;
- The furnishing of goods or services or facilities between an Account and a party in interest;

- The transfer to, or the use of by or for the benefit of, a party in interest of any Account assets; or
- Subject to certain exceptions, the acquisition of Account owner real property and securities on behalf of the Account.

In addition, a fiduciary is prohibited from:

- Dealing with assets of an Account for his own account or in his own interest;
- In any transaction involving Account assets, representing a party whose interests are adverse to the interests of the Account, such as cross transactions between the Account and another client of the Firm; and
- Receiving any consideration for the personal account of the fiduciary from any party dealing with the Account in connection with a transaction involving assets of the Account, such as a kickback.

Because of the complexity involved in determining the application of the prohibited-transaction rules to a particular transaction, as well as the potential availability of exemptions under the Code for specific types of transactions, Access Persons should not engage in any transaction that may appear prohibited without consulting the Chief Compliance Officer or his/her designee.

29 NEW ISSUE SECURITIES

Sowell does not currently deal in new issues and has no plans to do so. However, those plans may change and Sowell will comply with FINRA Rule 5130 should they do so. FINRA Rule 5130 prohibits a broker dealer from selling a new issue to any account in which a "restricted person" has a beneficial interest. Generally, a new issue is any initial public offering of an equity security made pursuant to a registration statement or offering circular (an "IPO Security"). As a result, Rule 5130 does not apply to secondary offerings and excludes offerings of debt securities. The term "restricted person" includes most associated persons of a member, most owners and affiliates of a broker/dealer, and certain other classes of persons, including investment advisers. Among other things, the Rule requires a FINRA member to have obtained a representation within the past twelve (12) months from the beneficial owner of an account that the account is eligible to purchase new issues in accordance with Rule 5130 before selling a new issue to the account.

FINRA has recently adopted, and the SEC has approved, new FINRA Rule 5131. Rule 5131 addresses the allocation of new issues, or IPOs to certain "covered persons" that are affiliated with certain companies that are former, current or prospective banking clients. In accordance with Rule 5131, all investment advisers that participate in new issues and are managing private funds, are required to attain representations from their investors regarding their status under this rule.

While Sowell currently does not participate in new issues, the Firm can, and may, participate in these transactions in the future. If Sowell were to do so, the Firm requires the Firm's Advisory Clients to complete and submit a New Issue Eligibility Questionnaire along with a certification from each Investor for the participation in IPO Securities.

30 CONFIDENTIAL INFORMATION; INFORMATION SECURITY; CYBERSECURITY

30.1 General

The protection of confidential business information is vital to the interests and the success of the Company. Confidential business information includes any proprietary or client information retained by the Company which is not available in the public domain. Examples include the following:

- advice by the Company to its clients;
- securities or other investment positions held by the Company or its clients;
- transactions on behalf of the Company or its clients;
- the name, address, or other personal identification information of clients such as social security number or driver's license number;
- personal financial information of clients, such as annual income, net worth, or account information;
- investment approaches, strategies, processes, and techniques used by the Company;
- Company business records, client files, personnel information, financial information, investment performance information regarding clients, client agreements, supplier agreements, leases, software licenses, other agreements, computer files, business plans, analyses; or
- any other non-public information or data furnished to you by the Company or any client, or otherwise obtained by you, in connection with the business of the Company or such client.

The above information is the property of the Company (or client, as applicable) and should be kept strictly confidential. You may not disclose any such Company or other confidential business information to any third party without the permission of the Chief Compliance Officer or his/her designee.

30.2 Compliance Procedures

It is the responsibility of each Sowell employee and IAR to take all appropriate actions to safeguard confidential business information. Care should be taken that such information is secure at all times. You may not make unauthorized copies of confidential information. Unless the express permission of the Chief Compliance Officer or his/her designee is received, upon termination of your employment or association with the Company (or upon earlier request by the Company), you must return to the Company all confidential Company or client information (and all copies thereof in any media) in your possession or under your control. Particularly sensitive confidential information should be disposed of in a manner reasonably designed to ensure that the confidential information has been destroyed, such as through shredding, pulverizing or burning (or, with respect to electronic information, completely erasing the confidential data). You may not provide or make available any confidential information about the Company or its clients to the media either in person, by telephone, or over the Internet or via social media. Any inquiry by the media should be reported immediately to the Chief Compliance Officer or his/her designee, who will work with the General Counsel as necessary on an appropriate response.

The Company has implemented the following policies and procedures to protect material non-public information, proprietary information, and other sensitive information stored in hard copy format:

- Meetings with Clients or other third parties should be held in conference rooms or other locations where such persons will not have access to any confidential information;
- Documents should not be left unattended in public places, including conference rooms and on printers;
- Employees may only remove documents containing confidential information from the Company's premises for legitimate business purposes;
- Confidential information should be discarded in a secure manner; and
- Employees should avoid discussed confidential or sensitive matters in public places, including elevators, lobbies, and reception areas.

The Company has implemented the following policies and procedures to protect material non-public information, proprietary information, and other sensitive information stored on its electronic systems:

- Any requests from third parties for independent access to the Company's networks must be promptly forwarded to the Chief Compliance Officer or his/her designee;
- Any theft or loss of electronic storage media must be immediately reported to the Chief Compliance Officer; and
- Any inquiries about the Company's cybersecurity controls from third parties (including, without limitation, Clients, vendors, and regulatory officials) must be immediately forwarded to the Chief Compliance Officer.

The Chief Compliance Officer or his/her designee is responsible for developing and overseeing the Company's cybersecurity controls. The Company may retain a third-party cybersecurity consultant for assistance in various aspects of the Company's cybersecurity program. The Company will implement from time to time certain cybersecurity controls that the Chief Compliance Officer or his/her designee deems appropriate, including, without limitation:

- The Chief Compliance Officer or his/her designee is responsible for setting employees' access permissions on the Company's computer network. Such access will generally be granted only to information that each employee needs to know for legitimate business purposes.
- Employees must use the Company's information technology equipment and network in an appropriate manner and at all times in compliance with applicable laws.
- Employees may only access the Company's network remotely through the Company's remote access software.
- Computers require user passwords to be changed from time to time.
- Users' passwords should not be of a type that is easily guessed.
- Company-owned laptops are encrypted.
- Mobile devices with access to Company email are required to be encrypted.
- Employees may not connect personal computers to the Company's network.

- The Company conducts periodic monitoring of its networks to seek to detect potential cybersecurity events.
- When employees are terminated, their access to Company information technology is promptly disabled.
- The Company has internet filtering and protection programs to block employees from visiting potentially malicious websites.
- Protections have been installed in Company computers, such as anti-malware software, firewalls, and data loss prevention safeguards.

Supervised Persons who believe their computer or information technology systems have been subjected to a security incident, or Company information has otherwise been improperly accessed, transmitted or used, or that any other violation of this policy has occurred or may occur, should report the situation immediately to the Chief Compliance Officer or his/her designee.

Any doubts about the confidentiality of information should be resolved in favor of confidentiality. You should consult the Chief Compliance Officer or his/her designee for guidance on specific cases.

If you violate this policy, you may be subject to disciplinary action, including possible discharge, whether you benefit from the disclosed information. You may also be subject to civil liability or criminal penalties. If you breach this policy, or threaten to commit a breach, in addition to any rights and remedies available to the Company and/or its Funds or other clients under law, the Company and/or a Fund or other client may seek to enjoin you from any violation.

31 LITIGATIONS; INVESTIGATIONS; INQUIRIES

Any lawsuit, claim, allegation, or other assertion against the Company should be immediately brought to the attention of the General Counsel and the Chief Compliance Officer or his/her designee and upon receipt of service or other notification of the pending action.

In addition, you must advise the General Counsel and the Chief Compliance Officer or his/her designee immediately if you become personally involved in or threatened with any litigation, arbitration, investigation or proceeding of any kind, or if you are subject to any judgment, order, or arrest, or if you are contacted by any regulatory authority, whether by letter, telephone, e-mail or in any other way.

You should immediately notify the General Counsel and the Chief Compliance Officer or his/her designee immediately upon receipt of a subpoena or other request for information from any governmental entity, regulatory agency, court, lawyer, or any other Person in connection with any litigation, arbitration, investigation, examination or other proceeding relating to the Company, its clients or any Supervised Person's activities with respect to the foregoing, or upon receipt of a garnishment lien or judgment against the Company or any of its clients or Supervised Persons. The General Counsel and the Chief Compliance Officer or his/her designee will determine the appropriate response (in consultation with outside legal counsel).

All inquiries, notices of examination or inspection, and requests for information, from any governmental agency or self-regulatory organization concerning the Company or its clients should be sent to the

General Counsel and the Chief Compliance Officer or his/her designee upon receipt. The intention behind this policy is to ensure that the Company responds in a consistent and uniform manner to all regulatory inquiries.

Regulatory inquiries may be received by mail, telephone, facsimile or personal visit. In the case of a personal visit, demand may be made for the immediate production or inspection of documents. While any telephone or personal inquiry should be handled in a courteous manner, the caller or visitor should be informed that a response requires the approval of the General Counsel or the Chief Compliance Officer or his/her designee. In the case of a personal visit, the visitor should be asked to wait briefly while you obtain appropriate guidance on how to deal with the matter. In the case of a telephone inquiry, the caller should be informed that his or her call will be promptly returned. Letter inquiries should be forwarded to the General Counsel or the Chief Compliance Officer or his/her designee for a response.

Under no circumstances should any documents, materials or information be released without prior approval of the General Counsel and the Chief Compliance Officer. You should not have substantive discussions with any regulatory personnel without prior consultation with the General Counsel and the Chief Compliance Officer or his/her designee. For the avoidance of doubt, nothing in the preceding sentence is designed to prevent you from acting in accordance with applicable federal whistleblower statutes.

32 WHISTLEBLOWERS

All employees have a duty to observe the highest standards of business and personal ethics while discharging their professional responsibilities on behalf of the Company and to report suspected violations of the Code of Ethics, Compliance Manual or securities laws in the manner described in this policy. Employees are advised to first share any questions, suggestions, concerns, or complaints with an officer of the Company who can address them properly. However, if an employee is not comfortable speaking with an officer of the Company, or is not satisfied with the initial response, the employee is advised to file a complaint under this policy. Supervisors and managers are required to report suspected compliance violations to the Chief Compliance Officer his/her designee. All reports to the Chief Compliance Officer or his/her designee by a supervisor will be handled per the process outlined in this policy.

This policy offers protection from retaliation for officers and employees who make any complaint related to a known or suspected compliance violation ("Reporting Person"), if the complaint is made in good faith. "Good faith" means the Reporting Person has a reasonable belief that the complaint is true and is not being conveyed for personal gain or other ulterior motive.

The Company will not discharge, demote, suspend, threaten, harass or in any way discriminate or retaliate against any Reporting Person relative to the terms or conditions of his/her employment with the Company based upon the submission in good faith of any compliance complaint. Any acts of retaliation against a Reporting Person will invoke the Company's disciplinary policy and any person who retaliates will be subject to sanctions up to and including termination of employment. This policy has been adopted to provide a mechanism for Reporting Persons to raise serious concerns within the Firm prior to seeking resolution outside the enterprise.

The Company recommends that Reporting Persons approach the Company with any concerns related to possible or actual violations of securities laws but does not prohibit Reporting Persons from voluntarily communicating with the SEC or other regulatory authority regarding possible or actual violations of securities law. Furthermore, the Company does not prohibit Reporting Persons from recovering an SEC whistleblower award.

Reporting Persons are required to report irregularities and suspected violations of the Code of Ethics and compliance policies ("compliance violations") including, without limitation, those outlined below.

- Fraud or deliberate error in the recording, maintenance or distribution of books and records;
- Misrepresentation or false statement regarding any matters about the business of or contained in the financial or client records of the Company;
- Deviation from full and accurate reporting of the Company's regulatory status or financial condition or any audit or examination report of which the Company is the subject; or
- Failure to fulfill the Company's fiduciary duty to clients.

The failure of an employee to report suspicious activity which pertains to a serious act of noncompliance may expose the employee to an enforcement action by the SEC based on the legal doctrine of "willful blindness" which essentially posits that certain individuals, especially supervisors, who should have known that noncompliant activity was undertaken, cannot use the defense that they "did not know."

Upon receipt of a complaint under this policy, the Chief Compliance Officer or his/her designee will notify the General Counsel. The Chief Compliance Officer and the General Counsel will keep the identity of any Reporting Person confidential and privileged under all circumstances to the fullest extent allowed by law, unless the Reporting Person has authorized the Company to disclose his/her identity. Following a formal investigation, the Chief Compliance Officer or his/her designee will continue to protect the identity of the Reporting Person unless confidentiality is incompatible with a fair investigation, there is an overriding reason for identifying or otherwise disclosing the identity of such person, or disclosure is required by law, such as where a regulatory authority initiates an investigation of allegations contained in the complaint. Furthermore, the identity of the Reporting Person may be disclosed if it is reasonably determined that a complaint was made maliciously or recklessly.

The Company encourages employees to identify themselves when making reports of compliance violations. In responding to anonymous complaints, the Chief Compliance Officer or his/her designee will consider:

- The fairness to any individual named in the anonymous complaint;
- The seriousness of the complaint raised;
- The credibility of the information or allegations in the complaint; and
- The ability to ascertain the validity of the complaint and to appropriately resolve it without the assistance and cooperation of the person making the complaint.

Upon receipt of a complaint, the Chief Compliance Officer or his/her designee will confirm that the complaint involves a compliance violation. An investigation will be conducted as quickly as possible,

considering the nature and complexity of the complaint and the issues it raises. Any complaints submitted under this policy that do not relate to a compliance violation will be returned to the Reporting Person.

The results of each investigation will be reported in a timely manner to the CEO. Prompt and appropriate remedial action will be taken as warranted in the judgment of a General Counsel or as otherwise directed by the Chief Compliance Officer or his/her designee. Any actions taken in response to a complaint will be conveyed to the Reporting Person to the extent allowed by law, unless the complaint was submitted anonymously.

A Reporting Person who is not satisfied with the outcome of the initial investigation or remedial action taken, if any, may submit a second report to the Chief Compliance Officer or his/her designee, requesting a second review with an explanation of why the investigation or remedial action was inadequate. A Reporting Person may submit a revised complaint on an anonymous basis in his/her sole discretion.

The Chief Compliance Officer or his/her designee will review the Reporting Person's revised complaint, together with documentation of the initial investigation, and determine in his/her sole discretion if the revised complaint merits further investigation. The Chief Compliance Officer or his/her designee will conduct a subsequent investigation to the extent and in the manner deemed appropriate. The Chief Compliance Officer will inform the Reporting Person of any remedial action taken in response to any revised complaint to the extent allowed by law, unless the complaint was submitted anonymously.

If a Reporting Person files a complaint in good faith under this policy and any facts alleged therein are not confirmed by a subsequent investigation, no action will be taken against the Reporting Person. In submitting complaints, Reporting Persons should exercise due care to ensure the accuracy of the information reported. If, after investigation, it is determined that a complaint is without substance, was made for malicious or frivolous reasons, or was otherwise submitted in bad faith, the Reporting Person may be subject to a disciplinary action review. Where alleged facts reported under this policy are found to be without merit or unsubstantiated: (1) the conclusions of the investigation will be made known to the Reporting Person, unless the complaint was submitted anonymously, and, if appropriate, to the persons against whom allegations were made in the complaint; and (2) the allegations will be dismissed.

The Chief Compliance Officer or his/her designee will maintain all complaints received, tracking their receipt, investigation, and resolution. All complaints and reports will be maintained in accordance with the Company's confidentiality and record retention policies.

This policy will be reviewed each year as part of the annual compliance program review, considering the effectiveness of this policy in promoting the reporting of compliance violations, but with a view toward minimizing improper complaint reports and investigations.

In the normal conduct of its business, the Company may use employment, severance, and non-disclosure agreements. The General Counsel or Chief Compliance Officer or his/her designee is responsible to ensure that all such agreements comply with this requirement, and to make clear to all employees who signed severance agreements that the Company does not prohibit them from communicating with the SEC or seeking a whistleblower award.

33 DOCUMENT DESTRUCTION POLICY

Sowell is required to create and retain a number of documents and records under various legal, regulatory, contractual and general business obligations. Sowell is a registered investment adviser under the Advisers Act. The Advisers Act requires all registered advisers to adhere to extensive recordkeeping requirements. In addition, the Firm maintains typical business accounting records along with certain records the SEC believes an adviser should organize in light of the special fiduciary nature of the adviser/client relationship.

In addition to creating and maintaining records, it is important for the Firm to destroy records periodically when they are no longer necessary. In some cases, such destruction may be legally or contractually required. This document memorializes the Firm's general policies concerning document destruction (hereinafter referred to as the "Document Destruction Policy").

33.1 Administration & Supervision of Records Retention and Destruction

Sowell's CCO or his/her designee is the Officer in charge of the administration of this Document Destruction Policy and the implementation of processes and procedures to ensure that records are maintained for the appropriate period of time and the appropriate process and procedures are followed for the destruction of records.

The CCO or his/her designee is also authorized to:

- Make modifications to record retention policies from time to time to ensure compliance with local, state and federal laws for the Firm;
- Monitor local, state and federal laws regarding record retention;
- Document and supervise the destruction of all records; and
- Monitor compliance with this Document Destruction Policy.

33.2 Suspension of Record Disposal in Event of Litigation or Claims or Regulatory Inquiry

Certain circumstances will require the destruction of documents in accordance with this Document Destruction Policy be suspended with respect to a particular group or class of documents. In the event the Firm is served with any subpoena or request for documents or any employee becomes aware of a governmental investigation or audit concerning the Firm or the commencement of any litigation against or concerning the Firm, employees shall inform the CCO or his/her designee and any further disposal of documents shall be suspended until the CCO, with the advice of legal counsel, determines otherwise. The CCO or his/her designee shall take such steps as necessary to promptly inform all staff of any suspension in the further disposal of documents.

Federal law makes it a crime, punishable by imprisonment and monetary fines, for anyone who knowingly alters, destroys, mutilates, conceals, covers up, falsifies or makes a false entry in any record or document with the intent of impeding, obstructing or influencing an investigation or administrative proceeding within the jurisdiction of any department or agency of the United States. The destruction of documents while an investigation or litigation is ongoing or anticipated can also constitute obstruction of justice or lead to monetary sanctions or other penalties. Liability for such conduct depends upon the facts and circumstances, but it is best to err on the side of caution and to cease the deletion, destruction or alteration of any records when an investigation or litigation is anticipated or ongoing.

If an employee is in doubt as to whether a particular record pertains to the subject matter of an investigation, litigation, proceeding or foreseeable claim you should not destroy the record unless you receive authorization to do so from the Firm's CCO or his/her designee.

33.3 Policy Statement

The Firm's policy is to effectuate an orderly, efficient and documented destruction of specified records. Certain records must be maintained for specific periods of time, as required by applicable laws, regulations or contractual obligations. A duty to maintain the record may also exist if it is reasonably foreseeable that such record may be

used as evidence in a trial. During these periods of time, the Firm has a legal obligation to preserve the property.

The Firm's documents are managed in accordance with separate records, retention policies and documents will be destroyed only in accordance with a formal Document Destruction Memorandum. All Document Destruction Memorandums will be maintained as "Exhibits" separate from this Document Destruction Policy as part of the Firm's books and records.

33.4 Purpose of Policy

The Firm promulgates this Document Destruction Policy because the Firm is committed to the effective management of its records in accordance with legal and contractual requirements, the optimal use of its space and resources and the elimination and destruction of outdated and unnecessary records. Consistent with those commitments, the purpose of this Document Destruction Policy is to mandate appropriate policies or memorandum of documents to destroy and inform all necessary personnel of the Firm's document destruction policies and procedures. No policy can, however, adequately cover every document management issue or situation. It is possible that you may encounter documents which appear not to be covered by any stated policy. Any questions concerning document creation, retention or destruction that is not answered in this document should be referred to the Firm's CCO or his/her designee. The Firm's record retention and destruction policies are always subject to review, update and change.

33.5 Procedure for Destruction of Records

- **Formal Document Destruction Memorandum.** The Firm's CCO or his/her designee will create a formal Document Destruction Memorandum (i.e. policy addendums) prior to the destruction of any records detailing the applicable record(s) that will be destroyed and the timeline when those records will be destroyed. Upon completion of the Document Destruction Memorandum, the CCO, the Firm's Managing Member and any other Firm Officers, as applicable, will formally sign-off on the Document Destruction Memorandum. Upon finalization and sign-off on the Document Destruction Memorandum, the Firm will proceed with the destruction of any applicable "hard" copies and electronic copies of the records according to the procedures below. The CCO or his/her designee will follow the ongoing destruction of the applicable record(s) in accordance with the timeline spelled out in the Document Destruction Memorandum. All Document Destruction Memorandums will be maintained as "Exhibits" to this Document Destruction Policy and are archived separately as part of the Firm's books and records.
- **Destruction of "Hard" Copies.** Destruction of applicable "hard" copies (i.e., documents not maintained in electronic form) may be accomplished through the use of a Firm owned shredder or the use of a reputable commercial record destruction service with appropriate document destruction certification. Documents must be shredded rather than placed in a rubbish bin. A record is not considered "destroyed" until it is actually physically destroyed.
- **Retirement and Destruction of Computer Hardware.** Computer hardware being replaced or retired as a company asset will be reviewed by the Firm's IT Department ("IT") for any further practical deployment. Computers designated for donation or recycling and containing company information on Hard Disk Drives will first have such Hard Disk Drives removed from the computers and physically destroyed in a manner not permitting the drives to ever be powered on, or data platters within from having stored data accessed. This policy shall apply to all devices capable of storing information including, but not limited to, External USB Hard Drives and solid state "Flash Drives" or "Thumb Drives." Computers now without internal Hard Disk Drive can be recycled or donated at The Firm's

discretion. All destruction of computer hardware will be supervised by the CCO or his/her designee. The CCO or his/her designee will document such destruction with a Data Destruction Memorandum.

34 Diminished Capacity & Elder Financial Abuse Policy

3.1 Diminished Capacity

Increased life spans bring an increased chance that clients may suffer from some sort of diminished capacity (an impaired mental state or condition). Diminished capacity may be the result of trauma, intoxication, disease/disorder (e.g., dementia, Alzheimer's disease, bipolar disorder), age-related memory changes, or other changes to the client. Signs of diminished capacity may include:

- Memory loss (is the client repeating orders or questions?)
- Disorientation (is the client confused about time, place or simple concepts?)
- Difficulty performing simple tasks
- Significantly poorer judgment than in the past
- Drastic mood swings
- Difficulty with abstract thinking

As clients reach a certain age, the effects of diminished capacity may begin to impact financial capacity. Financial capacity can be defined as the ability to independently manage one's financial affairs in a manner consistent with personal self-interest.

3.2 Elder Financial Abuse

Elder financial abuse spans a broad spectrum of conduct including but not limited to: forging signatures; getting an individual to sign over financial ownership of property; taking assets without consent; obtaining a power of attorney (POA) through deception, coercion, or undue influence; using property or possessions without permission; promising various care in exchange for money or property and not following through; perpetrating scams; or engaging in other deceptive acts. While Sowell may not be aware of many of these situations at large, supervised persons may suspect such situations when the assets upon which the firm is advising become the targets of these acts. These situations often occur along with the onset of diminished capacity. Signs of elder financial abuse may include:

- Increased reluctance to discuss financial matters
- Drastic shifts in investment style
- Abrupt changes in wills, trusts, POAs, or beneficiaries
- Concern or confusion about missing funds
- Atypical or unexplained withdrawals, wire transfers or other changes in financial situation
- Appearance of insufficient care despite significant wealth

As a fiduciary to clients, Sowell will research the options for reporting of these situations to the proper authorities. Most jurisdictions have the option of using a Department of Social Services (or other similar department) anonymous "tip line" to report possible elder financial abuse issues.

3.3 Firm Policy

Sowell recognizes its responsibility to work with clients and any necessary family, friends, or medical personnel the client has named in order to move forward if the client's financial capacity has been compromised. In order to address these circumstances, Sowell has adopted the following policies:

- Sowell may, if appropriate, ascertain whether clients have created a living will (durable power of attorney) directed at the client's financial interest in the event financial capacity becomes compromised.
- Sowell may ask all clients to provide the name and contact information of at least one family member (ideally), trusted professional, or non-relative client "advocate" to contact in the event its suspect any irregular activities that may be related to diminished capacity or elder financial abuse.
- Sowell may request signed permission from client to discuss any suspicious activity in client's accounts with approved third party(ies) if diminished capacity or elder financial abuse is suspected.
- If a supervised person suspects a client may be suffering from diminished capacity or elder financial abuse, then the supervised person shall immediate inform the CCO or supervisor. Sowell will document the interaction with the client that prompted the suspicion in the client's file or in a separate file that contains details of all reported suspicions of diminished capacity or elder financial abuse. Until the suspicion is resolved, supervised persons will not meet with the client alone and will continue to thoroughly document all client interactions.
- In the event the financial capacity of the client has deteriorated beyond the point of effective and ethical investment advice and a POA, guardian, or trustee has not been appointed, Sowell will terminate the investment advisory relationship and report the circumstances to the designated family member, client advocate, or approved third party or, if none, to the appropriate authority in the applicable jurisdiction (e.g., adult protective services agency).

APPENDIX A - ACKNOWLEDGEMENT AND CERTIFICATION

☐ Initial Certification ☐ Annual Certification

I hereby acknowledge receipt of **Sowell Management** Compliance Manual which includes, among other things, the Firm's Code of Ethics and Insider Trading Policy Statement. I am either aware of the location of the Compliance Manual should I need to access it or agree I will keep the Compliance Manual for further reference. I represent that I have read and understood all the provisions in the Compliance Manual and agree to abide by and accept the policies and procedures contained herein.

I understand, acknowledge and agree that all the provisions of the Firm's Compliance Manual apply to me and, among other matters, to all securities transactions and holdings in investments in which I or members of my family/household have beneficial ownership.

By signing this certification, I hereby acknowledge that I have at all times, and will continue to be, in compliance with both the spirit and the specific requirements of all of the provisions of the Firm's Compliance Manual. I have, and will continue to:

- notified the Firm promptly of all complaints received;
- notified the Firm timely, accurately and completely of all disciplinary history required by the Firm's policies;
- informed the Firm of all outside business activities;
- not engaged in any activities which would violate the Firm's policy on insider trading; and
- reported timely, accurately and completely all securities transactions and holdings required by the Firm's Code of Ethics.

I hereby authorize Sowell Management to receive duplicate copies of all transaction confirmation statements and all account statements with respect to any securities account I maintain with any broker, dealer, investment manager or bank. I further acknowledge that any communications concerning pre-clearances of Reportable Securities transactions required pursuant to the Code of Ethics may be recorded by the Firm.

_____ _____

Printed Name Date

_____

Signature

☐ Firm Employee ☐ Independent Contractor

Chief Compliance Officer Acknowledgment of Receipt

_____ _____

Signature Date

APPENDIX B – CODE OF ETHICS

CODE OF ETHICS

General Principals

This Code of Ethics will set forth standards of conduct expected of Sowell Management ("Sowell") personnel and addresses conflicts that arise from personal trading by personnel. This Code of Ethics will address, among other things, personal trading, gifts, the prohibition against the use of inside information and other situations where there is a possibility for conflicts of interest.

The ethical culture of the Firm is of critical importance and must be supported at the highest levels of our Firm. This Code of Ethics is designed to:

- Protect the Firm's clients by deterring misconduct;
- Educate personnel regarding the Firm's expectations and the laws governing their conduct;
- Remind personnel that they are in a position of trust and must act with complete propriety at all times;
- Protect the reputation of the Firm;
- Prevent unauthorized trading in client or personnel accounts;
- Guard against violation of the securities laws; and,
- Establish procedures for personnel to follow so that the Firm may determine whether its personnel are complying with the Firm's ethical principles.

Scope of the Code

Honesty, integrity and professionalism are hallmarks of the Firm. The Firm maintains the highest standards of ethics and conduct in its business relationships. This Code of Business Conduct and Ethics covers a wide range of business practices and procedures and applies to all personnel in their conduct of the business and affairs of the Firm.

The activities of any officer, director or personnel of the Firm will be governed by the following general principles: (1) honest and ethical conduct will be maintained in all personal securities transactions and such conduct will be in a manner that is consistent with the Code of Ethics thus avoiding or appropriately addressing any actual or potential conflict of interest or any abuse of a personnel's position of trust and responsibility, (2) personnel shall not take inappropriate advantage of their positions with the Firm, (3) personnel shall have a responsibility to maintain the confidentiality of the information concerning the identity of securities holdings and financial circumstances of all clients, and (4) independence in the investment decision-making process is paramount.

Failure to comply with this Code of Ethics may result in disciplinary action, including termination of positions within the Firm.

Persons Covered by the Code

All Access and Supervised persons are subject to the Firm's Code of Ethics. Access and Supervised Persons at Sowell shall include the following persons as well as all IAR's of the firm. If you are a "Supervised Person"[1] or "Access Person"[2] as defined in Rule 204A-1, or have been designated by the Chief Compliance Officer, you are required to comply with the Firm's Code of Ethics. Any questions as to whether an individual is required to comply with the Firm's Code of Ethics should be directed to the Chief Compliance Officer.

All individuals listed above, any other individuals who are "Supervised Persons" or "Access Persons", and any individuals designated by the Chief Compliance Officer required to comply with the Firm's Code of Ethics are collectively referred to as "Code Persons."

Securities Covered by the Code

"Reportable Security" typically means any stock, bond, future, investment contract or any other instrument that is considered a "security" under the Advisers Act. The term "Reportable Security" is very broad and includes items you might not ordinarily think of as "securities," such as but not limited to:

a. Options on securities, on indexes and on currencies;
b. All kinds of limited partnership interests;
c. Foreign unit trusts and foreign mutual funds; and
d. Private investment funds, hedge funds, and investment clubs;

Exceptions from the term "Reportable Security" as expressly excluded from the reporting requirements of Rule 204A-1 include:

- Direct obligations of the U.S. government;
- Banker's acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt obligations, including repurchase agreements;
- Shares issued by money market funds;
- Shares of open-end mutual funds that are registered under the Investment Company Act (mutual funds), and;
- Shares issues by unit investment trusts that are invested exclusively in one or more open-end funds, none of which are funds advised or sub-advised by the Firm.

Standards of Business Conduct

Pursuant to Rule 204A-1, the Firm is required to establish a standard of business conduct for its Access Persons. This section sets forth those standards.

[1] You are a "Supervised Person" if you are an employee, partner, officer, director, or Investment Advisor Representative of Sowell. As a "Supervised Person" of Sowell, you are subject to the firm's supervision and control.

[2] An "Access Person" includes any supervised person who:

- Has access to nonpublic information regarding any client's purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any fund the Firm serves as an investment adviser as defined in Section 2(a)(20) of the Investment Company Act of 1940; or
- Is involved in making securities recommendations to clients or has access to such recommendations that are nonpublic.
- All directors, officers and partners are presumed to be "Access Persons."

Compliance with Laws and Regulations

All Access Persons must comply with applicable federal securities laws. Access Persons are not permitted, in connection with the purchase or sale, directly or indirectly, of a security held or to be acquired by a client:

- To defraud such client in any manner;
- To mislead such client, including making a statement that omits material facts;
- To engage in any act, practice or course of conduct which operates or would operate as fraud or deceit upon such client:
- To engage in any manipulative practice with respect to such client; or
- To engage in any manipulative practice with respect to securities, including price manipulation.

Conflicts of Interest

As a fiduciary, the Firm and all Access Persons have an affirmative duty of care, loyalty, honesty and good faith to act in the best interests of its clients. With this duty, the Firm and its Access Persons can achieve this obligation by trying to avoid conflicts of interest and by fully disclosing all material facts concerning any conflict that does arise with respect to any client. A "conflict of interest" may occur when an Access Person's private interests may be inconsistent with the interests of the Firm's clients and/or his/her service to the Firm. Additionally, Access Persons must try to avoid situations that have even the appearance of conflict or impropriety.

Conflicts of interest can arise in many ways. However, one factor that is common to many conflicts of interest situations is the possibility that an Access Person's actions or decisions may be affected because of an actual or potential divergence between or among the interests of the Firm and its affiliates, the Firm's Clients and an Access Person's own personal interests. A particular activity or situation may be found to involve a conflict of interest even though it does not result in any financial loss to the Firm or its Clients, irrespective of the motivations of the Access Person involved.

Conflicts Among Client Interests. Conflicts of interest may arise where the Firm or its Access Persons have reason to favor the interests of one client over another client (e.g., larger accounts over smaller accounts, accounts compensated by performance fees over accounts not so compensated, accounts in which employees have made material personal investments, accounts of close friends or relatives of Access Persons). The Firm prohibits inappropriate favoritism of one client over another client that would constitute a breach of fiduciary duty.

Competing with Client Trades. The Firm prohibits Access Persons from using knowledge about pending or currently considered securities transactions for clients to profit personally, directly or indirectly, as a result of such transactions, including purchasing or selling such securities.

Rebates and Compensation for Transactions. An Access Person may not rebate, directly or indirectly, to any person or entity any compensation received from the Firm, or accept, directly or indirectly, from any person or entity, other than the Firm, compensation of any nature as a bonus, commission, fee, gratuity or other consideration in connection with any transaction on behalf of the Firm or a Client (for example, directing a particular

transaction in exchange for any such compensation), other than permissible gifts and entertainment as discussed in this Code of Ethics.

Relationships with Firm Competitors. An Access Person may not serve as an officer, director, partner, manager, consultant, trustee, member of an advisory board or employee of, or have a substantial interest in or business relationship with, a competitor of the Firm.

Personal or Family Interest in Transactions. An Access Person must disclose to the CCO or his/her designee any personal or family interest in any transaction being considered by the Firm on behalf of a Client (apart from your interest in the transaction as an investor in a Fund).

Limitation on Borrowing. An Access Person may not knowingly borrow from, or become indebted to, any person, business or company having business dealings or a relationship with the Firm, except with respect to customary personal loans (e.g., home mortgage loans, automobile loans, lines of credit) on the same terms as are available generally, unless the arrangement is approved by the CCO or his/her designee.

Business or Investment Opportunities. An Access Person may not acquire, or derive personal gain or profit from, any business or investment opportunity that comes to his or her attention as a result of his or her association with the Firm, and in which the Employee knows the Firm or one of its Clients might reasonably be expected to participate or have an interest, without first disclosing in writing all relevant facts to the Firm, offering the opportunity to the Firm, and receiving specific authorization from the CCO his/her designee.

Insider Trading

Access Persons are prohibited from trading, either personally or on behalf of others, while in possession of material, nonpublic information. Additionally, the Firm's Access Persons are prohibited from communicating material nonpublic information to others in violation of the law. The Firm has insider trading policies and procedures that can be found in the Firm's Compliance Policy and Procedures Manual. A brief discussion is included in this Code.

Penalties. Should an Access Person violate the Firm's insider trading policies and procedures, potential penalties may include, civil injunctions, permanent bars from employment in the securities industry, civil penalties up to three times the profits made or losses avoided, criminal fines, and jail sentences.

Material Nonpublic Information. The SEC's position is that the term "Material Nonpublic Information" relates not only to issuers, but also to the Firm's securities recommendations and client securities holdings and transactions.

Personal Securities Transactions

The Firm requires all Access Persons to strictly comply with the Firm's policies and procedures regarding personal securities transactions outside of the Firm. The following procedures are designed to assist the Firm in detecting and preventing abusive sales practices.

1. *Initial Public Offerings – Prohibition. Access* Persons are prohibited from directly or indirectly acquiring beneficial ownership[3] of any security in an initial public offering.

2. *Limited or Private Offerings – Pre-Clearance. Access* Persons are prohibited from directly or indirectly acquiring beneficial ownership of any security in a limited or private offering, without the specific, advance written approval of the Chief Compliance Officer or his/her designee, which the Chief Compliance Officer or his/her designee may deny for any reason.

   In determining whether to grant permission for such limited or private placement, the Chief Compliance Officer or his/her designee shall consider, among other things, whether such offering should be reserved for a client and whether such transaction is being offered to the person because of his or her position with the Firm.

   Any person who has received such permission shall be required to disclose such an investment when participating in any subsequent consideration of such security for purchase or sale by client of the Firm, and that the decision to purchase or sell such security shall be made by persons with no personal, direct or indirect, interest in the security.

3. If you have any question as to whether a possible investment is an initial public offering or a limited or private placement, please consult with the Chief Compliance Officer or his/her designee. With the exception of exchange traded funds ("ETF"s) and exchange traded notes ("ETN"s), no Code Person may purchase or sell any Reportable Security within one (1) calendar day immediately before or after a calendar day on which any client account managed by the Firm purchases or sells that Reportable Security (or any closely related security, such as an option or a related convertible or exchangeable security), unless the Code Person had no actual knowledge that the reportable security (or any closely related security) was being considered for purchase or sale for any client account. If any such transaction occurs, the Firm will normally require any profits from the transaction to be disgorged for donation by the Firm to charity.

4. *Restricted List*. In instances in which a trading restriction is appropriate as determined by the CCO, the Firm will maintain a list of restricted securities. Access Persons are prohibited from purchasing or selling those securities while they are on the restricted list without approval of the Chief Compliance Officer or his/her designee, unless the Access Person is trading at the same time and price as the Firm's clients or trading an ETF or ETN.

[3] The term "beneficial ownership" as used in this Code of Ethics is to be interpreted by reference to Rule 16a-1 under the U.S. Securities Exchange Act of 1934, as amended. Under the Rule, a person is generally deemed to have beneficial ownership of securities if the person, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares a direct or indirect pecuniary interest in the securities. The term "pecuniary interest" means the opportunity, directly or indirectly, to profit or share in any profit derived from a transaction in the subject securities.

Notwithstanding the fact that a Access Person has not purchased a security for his/her own account or the account of an immediate family member, if at any time a Access Person becomes aware that he or she has become a beneficial owner of a security in an initial public, limited or private offering (e.g., purchase by immediate family member), the Access Person shall promptly report such interest to the Chief Compliance Officer who shall determine the appropriate action, if any.

5. *Prohibition on Participation in Investment Clubs. Access* Persons are prohibited from participating in or making investments with or through any investment club or similar association or entity except with the specific, advance written approval of the Chief Compliance Officer or his/her designee, which the Chief Compliance Officer or his/her designee may deny for any reason. If you have any doubt or uncertainty as to whether a particular association or entity is an Investment Club, you should ask the Chief Compliance Officer or his/her designee before you become in any way involved with the association or entity. Don't just guess at the answer.

Access Persons are prohibited from directly or indirectly advising or causing any immediate family member (i.e., any relative by blood or marriage living in the Access Person's household) to engage in conduct the Access Person is prohibited from engaging in under the Firm's Code of Ethics.

NOTE: IARs and Research Analysts: It sometimes happens that an Access Person (e.g., one who is responsible for making investment recommendations or final investment decisions for client accounts -- a IAR or research analyst) determines--within the one calendar day after the day he or she has purchased or sold for his or her own account a Reportable Security that was not, to the Access Person's knowledge, then under consideration for purchase by any client account--that it would be desirable for client accounts as to which the Access Person is responsible for making investment decisions to purchase or sell the same Reportable Security (or a closely related security). In this situation, the Access Person MUST put the clients' interests first and promptly make the investment recommendation or decision in the clients' interest, rather than delaying the recommendation or decision.

Gifts and Entertainment

Access Persons should not accept gifts, favors, entertainment, special accommodations or other things of material value that could influence their decision-making or make them feel beholden to a person or Firm. Similarly, an Access Person should not offer gifts, favors, entertainment or other things of value that could be viewed as overly generous or aimed at influencing decision- making or making a client feel beholden to the Firm or the Access Person.

1. *Gifts.* No Access Person may receive any gift, service or any other thing of value more than a *de minimis, amount, defined as $100 dollars or less,* from any person or entity that does business with or on behalf of the Firm. No Access Person may give or offer any gift of more than *de minimis* value to existing clients, prospective clients, or any entity that does business with or on behalf of the Firm without pre-approval by the Chief Compliance Officer or his/her designee. Gifts, other than cash, given in connection with special occasions (e.g., promotions, retirements, weddings), of reasonable value are permissible.

2. *Cash.* No Access Person may give or accept cash gifts or cash equivalents to or from a client, prospective client, or any entity that does business with or on behalf of the Firm. This includes cash equivalents such as gift certificates, bonds, securities, or other items that may be readily converted to cash.

3. *Entertainment.* No Access Person may provide or accept extravagant or excessive entertainment to or from a client, prospective client, or any person or entity that does or

seeks to do business with or on behalf of the Firm. Access Persons may provide or accept a business entertainment event, such as dinner, a sporting event, golf outings, etc. provided that such activities involve no more than customary amenities in that location. If it is anticipated that the amount of the entertainment will exceed $500, written notification and prior written approval by the CCO is required.

Confidentiality

All Access Persons of the Firm shall exercise care in maintaining the confidentiality of any confidential information, except where disclosure is authorized or legally mandated. Confidential information includes non-public information, the identity of security holdings and financial circumstances of clients.

1. *Firm Duties*. The Firm will keep all information about clients (including former clients) in strict confidence, including client's identity (unless the client consents), the client's financial circumstances, the client's security holdings, and advice furnished to the client by the Firm or its vendors.

2. *Access Persons' Duties*. The Firm strictly prohibits Access Code Persons from disclosing to persons outside the Firm any material nonpublic information about any client, the securities investments made by the Firm on behalf of the client, information about contemplated securities transactions, or information regarding the Firm's trading strategies, except as required to perform a securities transaction on behalf of a client or for other legitimate business purposes.

3. *Internal Walls*. The Firm prohibits Access Persons from disclosing nonpublic information concerning clients or securities transactions to any other person within the Firm, except as required for legitimate business purposes.

4. *Physical Security*. Firm files containing material nonpublic information will be sealed and/or locked when not being used or accessed and access to computer files containing such information is restricted to certain User ID codes.

5. *Regulation S-P*. The Firm maintains policies and procedures in compliance with Regulation S-P. For specific procedures and policies these documents should be reviewed and understood. The Firm requires that all Access Persons comply with the Firm's privacy policy. NOTE: Regulation S-P covers only a subset of the Firm's confidentiality standards. Regulation S-P applies only to natural persons and only to personal information. The Firm's fiduciary duty to keep client information confidential extends to all of the Firm's clients and information.

Service on Board of Directors

Service on Boards of publicly traded companies should be limited to a small number of instances. However, such service may be undertaken after advanced written notice and approval from the Chief Compliance Officer or his/her designee. Access Persons serving as Directors will not be permitted to participate in the process of making investment decisions on behalf of clients which involve the subject company.

Other Outside Activities

All Access Persons must report outside business activities upon employment at the Firm, prior to engaging in any outside business activity whether or not such activity requires prior approval, and on an annual basis. (See Outside Business Activity Form).

a. Executorships.

The Firm discourages acceptance of executorships by Access Persons of the Firm. However, business considerations and family relationships may make it desirable to accept executorships under certain circumstances. In all cases, it is necessary for the individual to have authorization from the Chief Compliance Officer or his/her designee to act as an executor. All such existing or prospective relationships should be reported in writing to the Chief Compliance Officer or his/her designee.

b. Custodianships, Trustee, and Powers of Attorney.

It is expected that most custodianships, Trustee designations for a Trust, and powers of Attorney will be for minors or other members of the immediate family. These will be considered as automatically authorized and do not require approval from the Firm. However, approval of the Firm is required for all other custodianships and Trusee designations. Entrustment with a Power of Attorney to execute securities transactions on behalf of another requires prior approval from the Chief Compliance Officer or his/her designee.

a. *Disclosure.* Regardless of whether an activity is specifically addressed in this Code, Access Persons are required to disclose any personal interest that might present a conflict of interest or harm the reputation of the Firm.

IARs act as agents appointed with various life, long term care or other insurance companies, and receive commissions, trails, or other compensation from the respective product sponsors and/or as a result of effecting insurance transactions for clients. Clients have the right to purchase insurance products away from the Firm. As a result, this creates a conflict of interest between the Clients interests and the Firm's interest. At all times, the Firm and Access Persons will act in the client's best interest and act as a fiduciary in carrying out services provided to the Firm's Clients.

Marketing and Promotional Activities

The Access Persons of the Firm are reminded that all oral and written statements, including those made to clients, prospective clients, their representatives, or the media, must be professional, accurate, balanced, and not misleading in any way.

Compliance Procedures

Personal Securities Transaction Procedures and Reporting

General Policy/ Preclearance

It is the general policy of the Firm to allow Access Persons to buy or sell all other securities, subject to the preclearance requirements and the prohibitions listed below. Access Persons are required to obtain preclearance for all securities on the Firm's restricted list and Access Persons are required to notify the Chief Compliance Officer or his/her designee for ALL Reportable Securities, **except** the following:

a. Purchases or sales over which an Access Person has no direct or indirect influence or control;
b. Purchases or sales pursuant to an automatic investment plan;
c. Purchases effected upon exercise of rights issued by an issuer pro rata to all holders of a class of its securities, to the extent such rights were acquired from such issuers, and sales of such rights so acquired;
d. Acquisition of securities through stock dividends, dividend reinvestments, stock splits, reverse stock splits, mergers, consolidations, spin-offs, and other similar corporate reorganizations or distributions generally applicable to all holders of the same class of securities;
e. Open end investment company shares
f. Certain closed-end index funds
g. Unit investment trusts;
h. Exchange traded funds that are based on a broad-based securities index;
i. Futures and options on currencies or on a broad-based securities index; or
j. Other non-volitional events, such as assignment of options or exercise of an option at expiration.
k. The Access Person is trading alongside clients and receives the same price as clients.
l. The Access Person is trading ETFs or ETNs.

Any violation may require the Access Person to obtain preclearance on all reportable securities.

Pre-Clearance Procedures.

The pre-clearance requirements and associated procedures are designed to identify any prohibition or limitation applicable to a proposed investment. Pre-clearance procedures include the following:

- Access Persons must submit detailed information about the proposed transaction and any additional information as requested by the Chief Compliance Officer.
- All information must be submitted before the proposed transaction.
- The Chief Compliance Officer or his/her designee shall authorize/deny the requested transaction.
- Documentation of the transaction, the approval/denial of and rational supporting the decision shall be maintained for at least five years after the end of the fiscal year in which the approval was granted.

The Chief Compliance Officer or his/her designee may deny or revoke a preclearance request for any reason. In no event will preclearance be granted for any transaction if the Firm has a buy or sell order pending for that same security or a closely related security (such as an option relating to that security, or a related convertible or exchangeable security). Furthermore, in no event will preclearance be granted for any transaction if the purchase or sale of such security is inconsistent

with the purposes of this Code of Ethics and Advisers Act. If approved, preclearance is valid only for the day on which it is granted and the following one (1) business day. The Chief Executive Officer shall authorize/deny preclearance requests of the Chief Compliance Officer or his/her designee or other person that authorizes transactions.

A duplicate confirmation will be obtained and checked against the file of pre-clearance approvals.

Reporting Requirements
The Firm requires Access Persons to submit to the Chief Compliance Officer or to his/her designee a report of all holdings in Reportable Securities which the Access Person has a direct or indirect beneficial ownership as defined by Rule 204A-1, within 10 days of becoming an Access Person and thereafter on an annual basis.

For the purposes of personal securities reporting requirements, an Access Person's holdings include the holdings of an Access Person's immediate family (including any relative by blood or marriage living in the Access Person's household), and holdings in any account in which the Access Person has direct or indirect beneficial ownership, such as a trust.

The holdings report must include:

(a) the title and exchange ticker symbol or CUSIP number, type of security, number of shares and principal amount (if applicable) of each reportable security in which the Code Person has any direct or indirect beneficial ownership;
(b) the name of any broker, dealer or bank with which the Access Person maintains an account in which any securities are held for the Access Person's direct or indirect benefit;
(c) the date the report was submitted;
(d) the specific account numbers or identifiers in the holdings report.

Quarterly Transaction Reports

All Access Persons must submit to the **Chief Compliance Officer or his/her designee** transaction reports no later than 30 days after the end of each calendar quarter covering all transactions in Reportable Securities during the quarter.

For the purposes of quarterly transaction reports, an Access Person's transactions include the transactions of an Access Person's immediate family (including any relative by blood or marriage living in the Access Person's household), and transactions in any account in which the Access Person has direct or indirect beneficial ownership, such as a trust.

The report must include:

(a) the date of the transaction, the title and as applicable the exchange ticker symbol or CUSIP number, interest rate and maturity date, the number of shares, and principal amount of each reportable security involved;
(b) the nature of the transaction (e.g., purchase or sale);
(c) the price of the security at which the transaction was effected:
(d) the name of the broker, dealer or bank with or through which the transaction was effected; and
(e) the date the report is submitted.

Confidentiality of Reports.
All reports provided by Access Persons concerning their transactions and holdings will be maintained in confidence, except to the extent necessary to implement and enforce the provisions of the Code or to comply with requests for information from government agencies.

Reporting Exemptions.
Under the rule, Access Persons are not required to submit: (a) any report with respect to securities held in accounts over which the Access Person has no direct or indirect influence or control; (b) a transaction report with respect to transactions effected pursuant to an automatic investment plan,

including dividend reinvestment plans; (c) a transaction report if the report would duplicate information contained in broker trade confirmations or account statements that the Firm holds in its records. The confirmations or statements must be received no later than 30 days after the end of the applicable calendar quarter. Sowell Compliance will request and maintain records of reports received.

Duplicate Brokerage Confirmations and Statements

The Firm requires each Access Person to disclose the broker/dealers in which the Access Person maintains accounts. The Access Person shall direct their brokers to provide to the Chief Compliance Officer or his/her designee, on a timely basis, duplicate copies of confirmations of all personal securities transactions and copies of periodic statements for all securities accounts. Access Persons may use such duplicate brokerage confirmation and account statements in lieu of submitting holdings and transaction reports, provided that all required information is contained in those confirmations and statements.

Monitoring of Personal Securities Transactions

The Firm will review personal securities transactions and holdings reports periodically. The Firm has developed these procedures:

- The Firm designates the Chief Compliance Officer or his/her designee to review and monitor personal securities transactions and trading patterns of Access Persons ("Reviewer").
- The Firm designates the Chief Investment Officer to review and monitor the personal securities transactions of the Reviewer and for taking the responsibility of the Reviewer in the Reviewer's absence.
- Should the Reviewer become aware of potential violations of the code, a written report explaining the potential violations and the supporting documents will be presented to the Chief Executive Officer.

The Reviewer shall follow these steps in reviewing personal securities holdings and transactions reports:

- Assess whether Access Person has followed required internal procedures, such as pre-clearance;
- Compare personal trading to any restricted lists;
- Assess whether the Access Person is trading for his or her own account in the same securities the Firm is trading for clients; and if so, whether the clients are receiving terms as favorable as the Access Person takes for him or herself;
- Periodically analyze the Access Person's trading for patterns that may indicate abuse, including market timing; and,
- Investigate any substantial disparities between the percentage of trades that are profitable when the Access Person trades for his or her own account and the percentage that are profitable when he or she places trades for clients.

Certification of Compliance

Initial Certification

The Firm requires all Access Persons to certify in writing that they have: (a) received, read and understood the amendments to the Code; (b) read and understood all provisions of the Code; and (c) agreed to comply with the terms of the Code.

Acknowledgement of Amendments

All amendments to the Firm's Code of Ethics will be provided to Access Persons and Access Persons will submit written acknowledgement that they have received, read, and understood the amendments to the Code.

Annual Certification

All Access Persons shall annually certify that they have read, understood, and complied with the Code of Ethics. In addition, Access Persons shall annually certify that the Access Person has submitted the reports required by the Code and has not engaged in any prohibited conduct. If an Access Person is unable to make such representation, the Firm shall require the person to self-report any violations.

Recordkeeping

The Firm will maintain the following records in a readily accessible place:

- A copy of each Code that has been in effect at any time during the past five years;
- A record of any violation of the Code and any action taken as a result of such violation for five years from the end of the fiscal year in which the violation occurred;
- A record of all written acknowledgements of receipt of the Code and amendments for each person who is currently, or within the past five years was, an Access Person;
- Holdings and transaction reports made pursuant to the Code, including any brokerage confirmation statements submitted in lieu of these reports;
- A list of the names of person who are currently, or within the past five years were, Access Persons;
- A record of any decision, and supporting reasons for approving, the acquisition of securities by an Access Person in private or limited offerings for at least five years after the end of the fiscal year in which approval was granted.

Form ADV Disclosure

The Firm shall include in Form ADV, Part 2A or similar document, a summary of the Firm's Code and shall state that the Firm will provide a copy of the Code to any client or prospective client upon request.

Administration and Enforcement of the Code

Training and Education
The Chief Compliance Officer or his/her designee, or a designated person, shall be responsible for training and educating Access Persons regarding the Code. Such training shall occur periodically and all Access Persons are required to attend any training sessions or read any applicable materials.

Annual Review
The Chief Compliance Officer or his/her designee shall review at least annually the adequacy of the code and the effectiveness of its implementation.

Report to Senior Management
The Chief Compliance Officer or his/her designee shall report to senior management the annual review of the Code and bring material violations to their attention.

Reporting Violations
All Access Persons shall report violations of the Firm's Code of Ethics promptly to the Chief Compliance Officer or his/her designee or other appropriate personnel designated in the Code.

1. *Confidentiality.* All reports of violations shall be treated confidentially to the extent permitted by laws and investigated promptly and appropriately.
2. *Alternate designee.* The alternate person to whom personnel may report violations in case the Chief Compliance Officer or his/her designee or other primary designee is involved in the violation or is unreachable is the **Chief Executive Officer**.
3. *Types of Reporting.* Examples of the types of reporting required under this Code include: noncompliance with applicable laws, rules and regulations; fraud or illegal acts involving any aspect of the Firm's business; material misstatements in regulatory filings, internal books and records, clients records or reports; activity that is harmful to client and deviations from required controls and procedures that safeguard clients and the Firm.
4. *Apparent Violations.* Code Persons shall report "apparent" or "suspected" violations in addition to actual or known violations of the code.
5. *Retaliation.* Retaliation against an individual who reports a violation is prohibited and constitutes a further violation of the Code.

Sanctions
Code Persons that violate the Code may be subject to disciplinary action that a designated person or group (e.g. Chief Compliance Officer or his/her designee, Chief Executive Officer) deems appropriate, including but not limited to a warning, fines, disgorgement, suspension, demotion, or termination of employment. In addition to sanctions, violations may result in referral to governmental or self-regulatory authorities when appropriate.

Further Information Regarding the Code
Should an Access Person require additional information about the Code or have any other ethics-related questions, they should contact the Chief Compliance Officer or his/her designee.

AGREEMENT TO ABIDE BY CODE OF ETHICS AND ANNUAL CERTIFICATION OF COMPLIANCE WITH THE COMPANY'S PERSONAL SECURITIES TRANSACTIONS DISCLOSURE AND CODE OF ETHICS

Please refer to Appendix A of the Compliance Manual.

INITIAL HOLDINGS FORM

To: Compliance Officer, **Sowell Management**

From:_____
(Access Person/Associate)

Re: Report of Personal Securities Holdings:

As of_____, 20_, I have already disclosed securities accounts maintained by me or any member of my immediate family or household to **Sowell Management** and any new account information is attached to the back of this certificate.

As of_____, 20_, I do not have any direct or indirect Beneficial Ownership in any securities. Beneficial interest is understood to mean securities transactions in the accounts of my spouse, minor children, or other family members residing in my household. However, I agree to promptly notify **Sowell Management** if I open such an account so long as I am employed by **Sowell Management.**

Signed:_____Date: _____

Report reviewed by:_____Date: _____

APPENDIX C – INSIDER TRADING

STATEMENT OF POLICIES AND PROCEDURES WITH RESPECT TO THE FLOW AND USE OF MATERIAL NONPUBLIC (INSIDE) INFORMATION

This is a Statement of Policies and Procedures with Respect to the Flow and Use of Material Nonpublic (Inside) Information (the "Statement") of Sowell Management ("Sowell").

A reputation for integrity and high ethical standards in the conduct of the affairs of Sowell is of paramount importance to us. To preserve this reputation, it is essential that all transactions in securities be effected in conformity with applicable securities laws.

This Statement has been adopted in response to the requirements of the Insider Trading and Securities Fraud Enforcement Act of 1988 (the "Act"). The Act was designed to enhance the enforcement of the securities laws, particularly in the area of insider trading, by (i) imposing severe penalties on persons who violate the laws by trading on material, nonpublic information and (ii) requiring broker-dealers and investment advisers to establish, maintain and enforce written policies and procedures reasonably designed to prevent the misuse of inside information. All Supervised Persons of Sowell are required to comply with this Statement.

The purpose of this Statement is to explain: (1) the general legal prohibitions regarding insider trading; (2) the meaning of the key concepts underlying the prohibition; (3) the sanctions for insider trading and expanded liability for controlling persons; and (4) Sowell's educational program regarding insider trading.

The Basic Insider Trading Prohibition

The Act does not define insider trading. However, in general, the "insider trading" doctrine under U.S. federal securities laws prohibits any person (including investment advisers) from knowingly or recklessly breaching a duty owed by that person by:

- trading while in possession of material, nonpublic information;
- communicating ("tipping") such information to others;
- recommending the purchase or sale of securities on the basis of such information; or
- providing substantial assistance to someone who is engaged in any of the above activities.

In addition, rules of the U.S. Securities and Exchange Commission ("SEC") prohibit an individual from trading while in possession of material, nonpublic information relating to a tender offer, whether or not trading involves a breach of duty, except for a Firm acting in compliance with "Chinese Wall" procedures.

Possession Versus Use of Inside Information (Meaning of "on the basis of")
Until fairly recently, an unsettled issue under U.S. insider trading laws was whether an alleged violator must have "used" material nonpublic information or whether mere "possession" is enough. To clarify this issue, the SEC adopted Rule 10b5-1 under the Securities Exchange Act of 1934, which states that "a purchase or sale of a security of an issuer is 'on the basis of ' material nonpublic information about that security or issuer if the person making the purchase or sale was aware of the material nonpublic

information when the person made the purchase or sale." In other words, if a person trades with respect to a security or issuer while he or she has knowing possession of material nonpublic information about the security or issuer, the person will likely be deemed to have traded "on the basis of " that information (in possible violation of insider trading laws) even if the person did not actually use the information in making the trade.

No Fiduciary Duty to Use Inside Information. Although Sowell has a fiduciary relationship with its clients, it has no legal obligation to trade or recommend trading on the basis of information its employees know to be "inside" information. In fact, such conduct could violate the federal securities laws.

Basic Concepts

As noted, the Act did not specifically define insider trading. However, federal law prohibits knowingly or recklessly purchasing or selling directly or indirectly a security while in possession of material, nonpublic information or communicating ("tipping") such information in connection with a purchase or sale. Under current case law, the SEC must establish that the person misusing the information has breached either a fiduciary duty to company shareholders or some other duty not to misappropriate insider information.

Thus, the key aspects of insider trading are: (A) materiality, (B) nonpublic information, (C) knowing or reckless action and (D) breach of fiduciary duty or misappropriation. Each aspect is briefly discussed below.

A. **Materiality.** Insider trading restrictions arise only when information that is used for trading, recommending or tipping is "material." Information is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions, or if it could reasonably be expected to affect the price of a company's securities. It need not be so important that it would have changed the investor's decision to buy or sell. On the other hand, not every tidbit of information about a security is material.

B. **Nonpublic Information.** Information is considered public if it has been disseminated in a manner making it available to investors generally (e.g., national business and financial news wire services, such as Dow Jones and Reuters; national news services, such as The Associated Press, The New York Times or The Wall Street Journal; broad tapes; SEC reports; brokerage Firm analysts' reports that have been disseminated to Sowell's customers). Just as an investor is permitted to trade on the basis of nonpublic information that is not material, he or she may also trade on the basis of information that is public. However, information given by a company director to an acquaintance of an impending takeover prior to that information being made public would be considered both "material" and "nonpublic." Trading by either the director or the acquaintance prior to the information being made public would violate the federal securities laws.

C. **Knowing.** Under the federal securities laws, a violation of the insider trading limitations requires that the individual act (i) with "scienter" -- with knowledge that his or her conduct may violate these limitations -- or (ii) in a reckless manner. Recklessness involves acting in a manner that ignores circumstances that a reasonable person would conclude would result in a violation of insider trading limitations.

D. **Fiduciary Duty.** The general tenor of recent court decisions is that insider trading does not violate the federal securities laws if the trading, recommending or tipping of the insider information does not result in a breach of duty. Over the last decade, the SEC has brought cases

against accountants, lawyers and stockbrokers because of their participation in a breach of an insider's fiduciary duty to the corporation and its shareholders. The SEC has also brought cases against non-corporate employees who misappropriated information about a corporation and thereby allegedly violated their duties to their employers. The situations in which a person can trade on the basis of material, nonpublic information without raising a question whether a duty has been breached are so rare, complex and uncertain that the only prudent course is not to trade, tip or recommend while in possession of or based on inside information. In addition, trading by an individual while in possession of material, nonpublic information relating to a tender offer is illegal irrespective of whether such conduct breaches a fiduciary duty of such individual. Set forth below are several situations where courts have held that such trading involves a breach of fiduciary duty or is otherwise illegal.

Corporate Insider. In the context of interviews or other contact with corporate management, the Supreme Court held that an investment analyst who obtained material, nonpublic information about a corporation from a corporate insider does not violate insider trading restrictions in the use of such information unless the insider disclosed the information for "personal gain." However, personal gain may be defined broadly to include not only a pecuniary benefit, but also a reputational benefit or a gift. Moreover, selective disclosure of material, nonpublic information to an analyst might be viewed as a gift.

Tipping Information. The Act includes a technical amendment clarifying that tippers can be sued as primary violators of insider trading prohibitions, and not merely as aiders and abettors of a tippee's violation. In enacting this amendment, Congress intended to make clear that tippers cannot avoid liability by misleading their tippees about whether the information conveyed was nonpublic or whether its disclosure breached a duty. However, Congress recognized the crucial role of securities analysts in the smooth functioning of the markets and emphasized that the new direct liability of tippers was not intended to inhibit "honest communications between corporate officials and securities analysts."

Corporate Outsider. Additionally, liability could be established when trading occurs based on material, nonpublic information that was stolen or misappropriated from any other person, whether a corporate insider or not. An example of an area where trading on information may give rise to liability, even though from outside the company whose securities are traded, is material, nonpublic information secured from an attorney or investment banker employed by the company.

Tender Offers. The SEC has adopted a rule specifically prohibiting trading while in possession of material information about a prospective tender offer before it is publicly announced. This rule also prohibits trading while in possession of material information during a tender offer which a person knows or has reason to know is not yet public. Under the rule, there is no need for the SEC to prove a breach of duty. Furthermore, in the SEC's view, there is no need to prove that the nonpublic, material information was actively used in connection with trading before or during a tender offer. However, this rule has an exception that allows trading by one part of a securities Firm where another part of that Firm has material, nonpublic information about a tender offer if certain strict "Chinese Wall" procedures are followed.

Sanctions and Liabilities

Sanctions
Insider trading violations may result in severe sanctions being imposed on the individual(s) involved and on Sowell. These could involve SEC administrative sanctions, such as being barred from employment in the securities industry, SEC suits for disgorgement and civil penalties of, in the aggregate, up to three times profits gained or losses avoided by the trading, private damage suits brought by persons who traded in the market at about the same time as the person who traded on inside information, and criminal prosecution which could result in substantial fines and jail sentences. Even in the absence of legal action, violation of insider trading prohibitions or failure to comply with this Statement or the Code may result in termination of your employment and referral to the appropriate authorities.

Controlling Persons
The Act increases the liability of "controlling persons" -- defined to include both an employer and any person with the power to influence or control the activities of another. For example, any individual that is a manager or director or officer exercising policy making responsibility is presumed to be a controlling person. Thus, a controlling person may be liable for another's actions as well as his or her own.

A controlling person of an insider trader or tipper may be liable if such person failed to take appropriate steps once such person knew of, or recklessly disregarded the fact that the controlled person was likely to engage in, a violation of the insider trading limitations. The Act does not define the terms, but "reckless" is discussed in the legislative history as a "heedless indifference as to whether circumstances suggesting employee violations actually exist."

A controlling person of an insider trader or tipper may also be liable if such person failed to adopt and implement measures reasonably designed to prevent insider trading. This Statement and the Code are designed for this purpose, among others.

Restrictions and Required Conduct to Prevent Insider Trading

In order to prevent even inadvertent violations of the ban on insider trading, or even the appearance of impropriety regarding other forms of personal trading, the following standards of conduct must be observed:

A. All information about Sowell's clients and about securities in which Sowell or its clients invest, including but not limited to the value of accounts; securities bought, sold or held; current or proposed business plans; acquisition targets; confidential financial reports or projections; borrowings, etc. must be held in strictest confidence.

B. When obtaining material information about an issuer or portfolio from insiders, Sowell will determine whether the information learned has already been disseminated through public channels. In discussions with securities analysts, it also may be appropriate to determine whether the information the analyst provides has been publicly disseminated.

C. If you suspect that you or Sowell has learned material, non-public information about an issuer, you must take the following steps:

- Report the information and any proposed trade in that security to the Chief Compliance Officer or his/her designee;
- Do not buy or sell the securities for you own account or for the account of anyone else, including a Firm client;
- After reviewing the issue, the Chief Compliance Officer or his/her designee will make a determination as to whether the information is "inside" information. If it is, the Chief Compliance Officer or his/her designee will so inform all Supervised Persons, and no one at Sowell may trade based on such information until the Chief Compliance Officer or his/her designee determines that the information has been made public. At that time, the Chief Compliance Officer or his/her designee shall notify Sowell's Access Persons in writing that the ban on trading based on such information has been lifted.

D. At all times, decisions regarding investments for clients will be made independently of decision concerning the accounts of Access Persons or affiliates of Sowell. Under no circumstances may action be taken for client accounts in order to benefit an Access Person's account or those of the Access Person's Family/Household.

E. No Access Person shall recommend any securities transaction for an advisory client without having disclosed his or his interest, if any, in such securities or the issuer of the securities, including without limitation: (1) his or her direct or indirect beneficial ownership of any securities of such issuer; (2) any contemplated transaction by such person in such securities; (3) any position with such issuer or its affiliates; and (4) any present or proposed business relationship between such issuer or its affiliates and such person or any party in which such person has a significant interest.

APPENDIX D – Chief Compliance Officer and his/her designees

September 17, 2021

Rod Kresge, Chief Compliance Officer
Andrea Gilstrap, Compliance Associate
Ryan Tite, Compliance Associate

Bill Sowell, CEO
Cindy Sowell, Executive Vice President
Chuck Hicks, Chief Customer Officer
Connie Barron, Account Specialist
Neil Jones, Data and Technology Administrator
Patrick Jones, Creative Director
Thomas Knight, Director of Data and Technology?
Miki Morrow, Financial Planning Specialist
Abby Sowell, Marketing & Transition Coordinator
Erin Taylor, Marketing and Communications Director
Dick Wyatt, Controller
Evan Sowell, Business Development Associate
Courtney Snow, Advisor Relationship Manager
Donna Olivarri, Executive Assistant
Laura McCabe, Marketing Engagement Specialist
Justin Maddy, Director of Business Development
Amber Krier, Managing Director of Business Development
Amy Hill, Advisor Support Specialist
Martin Herrmann, Director of Business Development
Luke Coop, Trading Specialist
Taylor Boyle, Billing Specialist & Corporate Accountant
Andrea Barber, Advisor Relationship Manager
Elyse Smith, Managing Director of Advisor Services and Business Transitions