



Form ADV 2A, Appendix 1
VestAccess™ Wrap Fee Program Brochure
Effective December 1, 2018

HD Vest Advisory Services®
SEC File No. 801 - 29892

This Form ADV 2A, Appendix 1 Wrap Fee Program Brochure provides information about the qualifications and business practices of H.D. Vest Advisory Services, Inc. ("HDVAS") which uses the trade name HD Vest Advisory Services. If you have any questions about the contents of this brochure, please contact us at (972) 870-6000. This information has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about HD Vest Advisory Services is also available at www.adviserinfo.sec.gov. Please note that registration as an investment adviser is required by the securities laws, and does not imply a certain level of skill or training.

You should review this brochure and consider its contents before investing in a program offered by or through HDVAS.

www.hdvest.com

Digital Platform: <https://wealth.emaplan.com/hdvest>

Securities offered through HD Vest Investment Services®, Member FINRA/SIPC, Advisory services offered through HD Vest Advisory Services®, 6333 N. State Highway 161, Fourth Floor, Irving, TX 75038, 972-870-6000. *Brokerage account(s) carried with National Financial Services LLC, Member NYSE, SIPC, a Fidelity Investments® Company.

Item 2: Summary of Material Changes

Since our initial Form ADV dated September 20, 2018, the following material change has been made to this Form ADV.

Restricted Equity Awards to Certain Advisors. In 2019, HDVAS will award restricted stock units in its ultimate parent company, Blucora, Inc. (Nasdaq: BCOR), to 50 Advisors who achieve the highest dollar amount of advisory net flow over the period October 2018 through September 2019. Advisory net flow is defined as advisory inflow less advisory outflow. Inflows consist of new account assets and any contributions to existing accounts via asset transfer or cash contribution. Outflows consist of advisory accounts closed and withdrawals from existing advisory accounts. Specifically excluded from the calculation of advisory net flow are reinvestments of earnings and advisory fees. HDVAS expects to make similar equity awards in future years.

Calculation of advisory net flow, and an Advisor's receipt of an equity award, has no connection to any particular HDVAS advisory platform, program, product, product type, or product sponsor, nor to the amount of advisory fees HDVAS or the Advisor receives. This equity award program will not affect your account's performance or the costs you pay for participation in the Program. The equity award program may nonetheless create a conflict of interest for your Advisor to recommend that you transfer assets into the Program or not transfer assets out of the Program. HDVAS endeavors at all times to maintain supervisory and compliance controls to ensure that such recommendations are in the best interest of advisory clients, but you should be aware of this potential conflict.

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Item 4: Services, Fees and Compensation

About HD Vest Advisory Services

HD Vest Advisory Services, Inc. (“HDVAS”) was established in 1987 and is a wholly-owned subsidiary of H.D. Vest, Inc. (“HD Vest”), which is the holding company for the group of companies providing financial products and services under the HD Vest name. HDVAS is an indirect subsidiary of Blucora, Inc., a publicly traded company on the Nasdaq stock market (ticker: BCOR). HDVAS is a registered investment adviser with the U.S. Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

As of December, 2017, HDVAS managed \$5,494,718,447 of Client assets on a discretionary basis (26,647 clients) and \$7,032,249,695 of Client assets on a non-discretionary basis (30,129 clients) for a total of \$12,526,968,142 in assets under management and 56,776 clients in its various advisory programs. Pursuant to SEC Rule 204-3 promulgated under the Advisers Act, HDVAS presents this Form ADV 2A, Appendix 1 Wrap Fee Brochure (“Wrap Fee Brochure”) which provides the required disclosures.

VestAccess™ Program, A General Description

HDVAS offers its *VestAccess*™ online discretionary investment management program designed for individual investors with accounts of \$5,000 or more. *VestAccess* offers clients a selection of asset allocation model portfolios and is referred to in this Wrap Fee Brochure as the “Program”. HDVAS will, in its sole discretion, delegate or contract with third parties for the performance of all or a portion of the services provided to clients participating under the Program, including without limitation the authority to determine the securities to be purchased, held and sold for client accounts and to implement securities trading and investment strategy decisions to one or more Sub-Advisers retained by HDVAS. HDVAS has a relationship with one such unaffiliated Sub-Adviser for this Program, Geode Capital Management, LLC (“Geode” or “Sub-Adviser”). Geode is a registered investment adviser and is not affiliated with HDVAS.

In its role as sub-adviser to HDVAS for the Program, Geode is responsible for determining the asset allocation portfolio based on information provided by each client alone or with the Advisory Consultant, as applicable, for constructing the portfolios, and for ongoing discretionary portfolio management, including trading, rebalancing and other ongoing adjustments to client portfolios.

When you enroll in the Program, you will execute an advisory agreement with HDVAS and Geode. As part of the Program, Geode will serve as your investment manager, and will invest your accounts (each, an “Account”) in a portfolio of investments based on your selected investment and risk profile. Geode will invest Account assets in a mix of mutual funds managed by Fidelity Management & Research Company (“FMRCo”) and its affiliates (“Fidelity Funds”), exchange-traded funds (“ETFs”) managed by FMRCo and its affiliates (“Fidelity ETFs”), and exchange-traded funds managed by unaffiliated investment advisers (“Non-Fidelity ETFs, and together with Fidelity Funds and Fidelity ETFs, “Funds”).

The Program is offered to HDVAS through our clearing and custodial relationship with National Financial Services LLC (“NFS” or “Custodian”) in connection with the Fidelity Automated Managed Platform (“AMP”). Through AMP, HDVAS is able to formulate, configure and deliver a digital advice offering to our clients (“Clients”).

During enrollment, you will provide information about a variety of factors and you will be asked a series of questions known as the Investor Profile Questionnaire (“IPQ”) through the Digital Platform (as defined below) regarding your financial situation, investment objectives, risk tolerance and planned investment time horizon (“Client Profile”). HDVAS will then recommend an appropriate model and risk profile based upon your Client Profile. Geode is not responsible for gathering client information and determining or assisting Clients in selecting the appropriate Model.

VestAccess is designed to provide investors with a portfolio of investment funds that have a lower than average net expense ratio compared to funds in the same fund asset class (“Low-Cost Funds”), a significant portion of which are passive investment vehicles that seek to replicate the performance of relevant market indices. General investment strategies will include allocations to combinations of investment funds that may invest in underlying domestic stocks, foreign stocks, bonds and short-term investments. The allocation of investment funds will vary, and Geode, as the Sub-Adviser, may exclude any particular asset class or category of investment funds in its sole discretion.

Wrap Fee Programs. The Program is a discretionary investment advisory program, and in the Agreement, HDVAS is granted the power and authority to enter into trades on behalf of the Account and will delegate such investment discretion to Geode. Geode assumes full discretionary trading and investment authority over the assets in Client’s Account and will manage each such Account based on the Model selected by Client at account opening or as Client Profile is updated thereafter.

Because this Account is in a wrap fee program, Client may pay more or less than if the same securities were purchased and paid for separately. The wrap fee includes execution and custodial fees, investment advice and portfolio management services and reporting. If the securities were purchased outside of a wrap fee program, Client would not receive ongoing investment advice and portfolio management services and generally would pay separately for execution or custodial fees. In addition, the same share class for securities in the Program is not always available outside of a wrap fee or other advisory program. The Credit Amount (defined below) is also not available outside the Program. In general, clients that do not trade frequently or that do not wish to have ongoing investment advice or portfolio management services available to them will pay less in a non-wrap fee program.

Opening and Funding the Account. Upon the completion and execution of the *VestAccess* Advisory Services Client Agreement and all required documentation, we will open your account for you within a reasonable amount of time. Until we incept your Program Account, your assets will be held in an account that cannot be traded. During such time, the account assets will not be actively managed nor will HDVAS act as a fiduciary with respect to such assets.

Client can choose to fund the Account by depositing cash or securities into the Account. Generally, the cash will be held in the core Fidelity money market fund, Fidelity Cash Reserves (Ticker: FDRXX), and portions of these assets will be further invested in accordance with the Model selected for the Account as soon as reasonably practicable once the funding of the Account has exceeded the Account minimum of \$5,000. When Geode purchases Funds on Client's behalf, Client may receive taxable distributions out of Fund earnings that have accrued prior to Fund purchases (a situation referred to as "buying a dividend"). Clients should consult a tax advisor regarding these matters. Subject to annual Individual Retirement Account ("IRA") contribution limits, as applicable, additional deposits can be made at any time. Depending on the size of the deposit made and the size of the positions held in the Account, Geode may leave deposits in the core Fidelity money market fund until it deems it appropriate to rebalance the Account.

Electronic Relationship. Investment advice provided through the *VestAccess* Program is based solely on information gathered through eMoney's emX Select platform (or any replacement or successor platform). This is referred to throughout this Wrap Fee Brochure as the "Digital Platform" and is accessible at <https://wealth.emaplan.com/hdvest>. To open an account, your Advisory Consultant will provide a link allowing you to access to the Digital Platform.

Most interactions with *VestAccess* will be conducted electronically via email, through the Digital Platform, or via communications with your Advisory Consultant. You can access important documents, view your account holdings and transactions, and review your portfolio's performance on the *VestAccess* platform/website. You will be asked to provide information to us on the Program website and updates to your Account information will be submitted via this site as well. We will not send you any account documentation or communications in paper form unless we are required to do so under applicable law or we choose to do so. Your continued participation in the Program is contingent upon agreeing to receive required account documentation and communications electronically. This should be taken into account when choosing whether or not to enroll in the *VestAccess* Program.

Withdrawals and Account Closures. Client can withdraw funds from the Account by contacting their Advisory Consultant (or through the Digital Platform). Attempting to withdraw funds through the Digital Platform that will take the Account value below the \$5,000 Program minimum will prohibit electronic submission of the withdrawal request, and Client will need to your Advisory Consultant by telephone to process the request.

Client or HDVAS has the option of terminating the Program and Geode's sub-advisory services to the Account upon notification to Advisory Consultant. Advisory Consultant will be responsible for closing (or otherwise handling) Client's Account with respect to the Program.

HDVAS has the option of terminating the services provided to an Account at any time, including, without limitation, if Client associated with an Account resides outside the United States or fails to maintain the minimum account balance of \$5000 or if certain restrictions are placed on an Account or for any other reason at HDVAS's discretion. Depending on the reason for the termination, Client has the opportunity to resolve the issue. If unable to do so, the Program will be terminated and the assets in the Account may be liquidated or transferred to a retail brokerage account ("Retail Account") at Client's choice.

HDVAS will review Client Accounts on a periodic basis to determine continued eligibility to participate in the Program. HDVAS may terminate Client's participation in the Program for any reason, including if HDVAS believes the Program is no longer appropriate for the Account. In addition, HDVAS reserves the right to terminate the Program if HDVAS is unable to contact the Client for an extended period of time.

Reasonable Restrictions. Clients are entitled to impose reasonable restrictions on the management of their Accounts. Account restrictions can be requested, or changed, by contacting your Advisory Consultant or updating your Profile on the Digital Platform. Any proposed restriction, or any change in a pre-existing restriction, is subject to the receipt and acceptance by Geode. A restriction request may result in delays in the management of an Account, and if an Account cannot be managed with the requested investment restriction, Geode will notify HDVAS who shall then notify Client that requested the restriction. Such a restriction may include prohibitions with respect to the purchase of a particular fund or funds, provided such restriction is not inconsistent with Geode's stated investment strategy or philosophy, or is not fundamentally inconsistent with the nature or operation of the Program. If a restriction is accepted, assets will be invested in a manner that is appropriate given the restriction. Accounts with imposed management restrictions will generally experience different performance from Accounts without restrictions, possibly producing less favorable performance results as a result.

Restrictions will be reevaluated on an as needed basis, including but not limited to, changes in the underlying funds or Models, which can result in the denial of a restriction that was previously accepted. If changes to the Profile selected for the Account cause a change to the corresponding selected Model and Client would like that restriction to remain in place after any such change, a new request must be submitted to Geode.

Geode's investment management is based on the Model selected by Client and the completeness and accuracy of the Client Profile that Client has provided to HDVAS. The Client Profile is used by HDVAS in selecting a Model for Client. Clients should promptly update their information through the Digital Platform any time the Client Profile has materially changed in order to ensure that the selected Model remains appropriate.

Program Fees. Client pays an annual Program Fee to participate in the Program. The Program Fee is paid monthly in arrears and is 1% per year based on the average daily assets in the Account as calculated on the last business day of the month ("Market Value"). The Program Fee covers the advisory services provided by HDVAS and its Advisory Consultants; Geode's ongoing sub-advisory services as provided to your Account; certain trading costs and commissions; brokerage, clearing and custody services provided by NFS; and the communications program associated with the AMP platform and your Account. These fees are broken out as follows: The Sub-Adviser Fee is 0.05% (or 5 basis points) of the Market Value of the assets in each Account payable after application of the Credit Amount; The AMP Platform Fee is 20 basis points or .20%; and the balance of the Program Fee is paid to HDVAS with a portion (50%-94% of the remaining balance) paid to your Advisory Consultant. The minimum annual Program Fee is \$25.

The Program Fee does not include underlying Fund expenses charged at the individual fund level for any Funds in the Account. As an owner in a pooled investment vehicle, Client will pay a proportionate share of the Fund's fees and expenses. These Fund expenses, which vary by fund and class, are expenses that all mutual fund and ETF owners pay and are separate and distinct from the Program Fee. Some of these Fund expenses are paid to Geode or Fidelity, and will be included in the credit amount (as defined below) that reduces the Program Fee paid by the Client.

Fee Negotiations and Waivers. HDVAS reserves the right, in its sole discretion, to reduce or waive the Program Fee for certain Accounts for any period of time, and this may occur for the accounts of clients other than Client, without notice to Client and without reducing or waiving fees for Client.

Billing. The Gross Program Fee shall be reduced by the Credit Amount (see below) for each Account. The purpose of the Credit Amount is to reduce the Program Fee by the amount of compensation, if any, received by Geode or by Fidelity or by their affiliates from the underlying mutual funds and ETFs, as a result of the Account's investments in such funds, as detailed below. The Program Fee for the initial month is calculated as of the last business day of the month the Account is funded with a minimum of \$5,000 in cash. The Program Fee is prorated for the number of days the Account was funded/open during the month and is based on the average daily balance for that time period. The Advisory Fee is deducted from the Account on or about the 15th day of the following month. The Program Fee for the month of termination is pro-rated (if applicable) and is calculated in the same manner. It is deducted as soon as practicable after the termination of advisory services. Certain assets in your Account may be liquidated to pay the fees; this liquidation may generate a taxable gain or loss.

After the initial month the Account is opened and funded, the Program Fee is calculated based on the average daily balance for the Account and is calculated on the last business day of the month. All fees are debited automatically from your Account on or about the 15th of the following month. The Account Value is calculated by Geode and not by HDVAS. Advisory fees are calculated as: $((1\% \times \text{Market Value}) \div \text{Number of days in the year}) \times \text{Number of days in the billing period}$.

Credit Amount. The Credit Amount reduces the portion of the fee paid by Client by the amount of compensation, if any, received by Geode or Fidelity as a result of the Funds held in an Account, as detailed below. To the extent applicable, a Credit Amount is calculated for each type of Fund in an Account as follows:

- For Fidelity Funds and Fidelity ETFs, the Credit Amount will equal the underlying investment management and any other underlying fees or compensation paid to Geode or Fidelity from the Fidelity Fund, Fidelity ETF or their affiliates as a result of investments by the Account in such Fidelity Funds or Fidelity ETFs.
- For Non-Fidelity ETFs, the Credit Amount will equal the distribution fees, shareholder servicing fees and any other underlying fees or compensation paid to Fidelity from the Non-Fidelity ETF or its affiliates as a result of investments by the Account in such Non-Fidelity ETFs.

The Credit Amount does not show on Client's Monthly Statement as a direct credit against the Program Fee although the Program Fee charged is net of the Credit Amount. The Credit Amount has been included in HDVAS's assessment of its overall Program costs. (Your Program Fee will vary by month based on the Credit Amount, and it will not exceed 1%.)

Termination of Agreement. The Agreement may be terminated by either party at any time with five business days' notice. HDVAS may elect to terminate the Agreement upon written notice to Client and in accordance with the terms and conditions in the Agreement. Client may only terminate the Agreement by calling Advisory Consultant or such other phone number as HDVAS may specify on the *VestAccess* Digital Platform, and the termination of the Program is effective the business day following receipt of this notification. The termination shall be effective upon delivery of written notice to Client if the Agreement is terminated by HDVAS or such later date as may be specified in the notice. Termination of the Agreement will not affect the validity of any action previously taken by HDVAS or preclude the completion of any transaction initiated by HDVAS prior to the time of termination. Although management of the Account will cease on the day after receipt of the notification, the Account will remain in a non-managed status for five business days so the Program Fee due and payable for the closing month can be calculated and deducted before the Account is transferred.

The Agreement will also terminate immediately if Client withdraws all the assets from the Account or upon HDVAS's receipt of notification that Client has closed its Account with Custodian. In light of the fact that the Program is an online-only advisory program, this Agreement will also be terminated by HDVAS if Client withdraws its consent to receive documents electronically. In addition, HDVAS reserves the right to terminate the advisory relationship if the market value of assets in an Account falls below the minimum level of \$5000 due to reasons other than market fluctuation.

Upon the receipt of termination notice by HDVAS, HDVAS and Geode will cease managing the Account. Client can choose to maintain the Account at Custodian as a retail brokerage account subject to Custodian's restrictions, costs and account minimums. Certain holdings in Client Account will not be eligible for additional purchases or eligible to hold in a retail brokerage account.

Because the billing is done in arrears, it is anticipated that most Clients will owe Program Fees upon termination of the Program. Any Program Fees due to HDVAS for the partial month will be due and payable upon receipt of an invoice if there are no assets in the Account from which to deduct the fees. In the rare instance that fees were paid in advance, Client will receive a refund of any prepaid unearned fees pro-rated for the number of days remaining in the billing period.

Should the Account be removed from the Program for a reason other than Client choice, notification will be sent via email from HDVAS to the email address on record stating the date that management of the Account ceased and notifying Client that the assets will be transferred to a Retail Account at NFS. In most cases, the assets will be liquidated before transferring to the Retail Account since many (if not all) of the securities invested while Account was actively managed cannot be held in a Retail Account. There will be other account fees and charges applied to a Retail Account that are more expensive than those Client was charged while active in the Program. These are explained in a "welcome packet" provided by NFS upon opening of the Retail Account. The Retail Account will be opened as soon as practicable but the conversion process may take up to 60 days. Until the Retail Account is opened and funded, your assets will be held in an account that cannot be traded. During such time, the account assets will not be actively managed nor will HDVAS act as a fiduciary with respect to such assets. While the Account is in the process of being transferred to a Retail Account, HDVAS, its affiliates and Sub-Adviser will not be responsible for any potential market loss or gain while trades are unable to be executed.

HDVAS shall provide no less than one business day prior notice to Geode of termination of its management of any Account. Upon receiving such notice, Geode will stop managing the Account and Geode has the option of liquidating the securities unless otherwise instructed by HDVAS in the notice of termination. There will generally be mutual funds held in a terminating Account that are not available to a non-managed retail investor or share classes used that would not be eligible for the Client to hold in a Retail Account. Clients with a taxable Account may have an economic and/or taxable gain or loss when securities are liquidated following termination of Geode's management of the Account. As an alternative, if requested, Geode will transfer the securities and other assets in-kind (if allowed) to Client's new custodian.

Client will be assessed any unpaid Program Fees due with respect to any terminating Account up through the date of termination, which will be prorated based on the number of days such Account was managed by Geode during the month. The termination date is defined as the date when Geode is no longer actively managing the Account assets. Clients are responsible for satisfying all debits on their Accounts, including any outstanding debit balance after all assets have been removed from an Account and any costs (such as legal fees) that incurred in collecting the debit. Once the Program is terminated with respect to an Account, additional deposits to the Account will be rejected and any Account features related to management of the Account will be terminated.

Comparing Costs. While you may invest in Fund Interests directly and without the use of HDVAS's investment advisory services, in doing so you would not receive the asset allocation model recommendations available in this Program. These are designed to assist you in determining which Fund Interests are appropriate for you and the amounts to invest in each, based on your investment objectives and personal circumstances. In a Retail Account, Client is no longer eligible for the Credit Amount.

Sales Loads, Transaction, Redemption and Other Fees. Clients generally will not pay any sales loads or transaction fees on the Funds purchased for their Account. In order to protect the interests of long-term investors, certain funds may impose redemption, short-term trading or other administrative fees if shares are not held for a minimum time period. However, such fees will not be charged by Fidelity Funds with respect to Accounts in the Program.

Except as otherwise set forth herein, the Advisory Fee, AMP Platform Fee and Sub-Adviser Fee do not cover charges resulting from trades effected with or through broker-dealers other than NFS, markups or markdowns by broker-dealers, transfer taxes, exchange fees, regulatory fees, odd-lot differentials, handling charges, electronic fund and wire transfer fees, or any other charges imposed by law or otherwise applicable to the Account. One such charge applies to sales of securities made for Accounts - an industry-wide assessment mandated by the SEC totaling a few cents per \$1,000 of securities sold. The amount of this regulatory fee varies over time, and because the amount is not always immediately known, the amount will be estimated and assessed in advance. To the extent that such estimated amount differs from the actual amount of the regulatory fee, Fidelity will retain the excess. These charges will be reflected on the Account's monthly statements and/or trade confirmations delivered to Clients by NFS or their affiliates to the extent applicable. HDVAS does not share in this regulatory fee.

Account Fees and Charges not Covered by Program Fee. Other Account fees not covered by your Program Fee include IRA fees of \$15/year and account closing fees as determined by the Custodian as well as wire fees of \$25 per occurrence.

Funds in Advisory Programs

Use of Fidelity and BlackRock Funds and Potential Conflicts of Interest. Geode will invest Account assets in a mix of mutual funds managed by Fidelity ("Fidelity Funds"), exchange-traded funds ("ETFs") managed by Fidelity ("Fidelity ETFs") and exchange-traded funds managed by unaffiliated investment advisers ("Non-Fidelity ETFs"), and together with Fidelity Funds and Fidelity ETFs ("Funds"), each of which will be Low-Cost Funds. In some cases, Geode may be a Sub-Adviser to the Fidelity Funds and Fidelity ETFs. In selecting Non-Fidelity ETFs for inclusion in the Accounts, Geode will initially select among ETFs advised by BlackRock Investments LLC (or one of its affiliates, collectively "BlackRock"), including iShares® ETFs.

If Low-Cost Funds are not available from BlackRock or Fidelity for any asset class, Geode may select ETFs managed by other third parties; however, it is Geode's expectation that the Account assets will be invested primarily in Funds offered by Fidelity and BlackRock.

In general, it is expected that the Models will be comprised of approximately 6 to 12 underlying mutual funds or ETFs, although the amount of underlying mutual funds and ETFs used may change over time based on market conditions and Geode's long-term investment view. Initially, Geode will invest exclusively in Funds managed by Fidelity or BlackRock, as long as they manage Low-Cost Funds in the applicable asset classes, based on overall cost to Clients of accessing those Funds through the Program (after application of the Credit Amount as described) and Geode's overall familiarity and comfort level with these Funds and their investment processes and risk profiles. Although Geode expects that Account assets will be invested primarily in Funds managed by Fidelity or BlackRock, over time, Geode may select ETFs managed by other third parties based on one or more of the following factors: net cost to investors in the Accounts, tax efficiency, performance, quality and history of portfolio management, portfolio asset size, fund availability and liquidity. To the extent that neither Fidelity nor BlackRock manages a Low-Cost Fund in any applicable asset class at any given time, Geode will assess other Funds on the basis of these same factors.

Compensation to HDVAS and its Advisory Consultants. Your Advisory Consultant will receive a portion of the fees you pay for the Program. This may be up to 100% of the HDVAS portion of the Advisory Fee but it is typically in the 50-94% range. This gives the Advisory Consultant an incentive to recommend the use of *VestAccess* to their clients. In addition, it is expected that many clients with accounts held directly at mutual fund companies will be informed about the features and benefits of *VestAccess*. This does not include shareholder service or 12b-1 fees as charged by the mutual fund sponsor, whether shared with HDVAS or retained by the mutual fund. Shareholder service and 12b-1 fees will not be earned by HDVAS for assets invested in *VestAccess*.

Item 5: Account Requirements and Types of Clients

The Program is designed for individual investors with Accounts of \$5,000 or more. *VestAccess* is not available to non-U.S. trusts, foreign investors, and persons who are not U.S. residents nor is it available for institutional accounts, 529 plans, or Coverdell Education Savings accounts. Margin and check writing capabilities are prohibited on Accounts in the *VestAccess* program.

Item 6: Fund Selection and Evaluation

Geode is responsible, pursuant to a sub-advisory agreement, for establishing the Models, determining the appropriate asset allocation for each Model and managing the assets in each Account on a discretionary basis to correspond to the Model selected for the Account, subject to any reasonable restrictions that are imposed by Client and accepted by Geode. Portfolio managers on Geode's portfolio management team will make investment decisions for each Account to align the Account with the asset allocation strategy for the selected Model, including trading, rebalancing and other ongoing adjustments to the Accounts. For additional information about Geode's investment methodology, the investments selected for your Account, and the risks associated with those investments, please see Geode's ADV, Part 2A brochure.

Neither Geode nor HDVAS shall bear any responsibility for investment management decisions or other actions taken on the basis of any incomplete, misleading or incorrect information relating to any Client, Profile or any Account. Geode is expressly authorized to rely on any direction from HDVAS to manage Client Account in accordance with the Model selected by Client with or without guidance from Advisory Consultant.

Selection of the Investment Strategy. Geode will invest Accounts according to a set of asset allocation portfolios ("Models") based on the investment and risk profile selected by you alone or in consultation with your Advisory Consultant. The Program is limited to discretionary investments based on the model portfolios described in this Wrap Fee Brochure. You will have the ability to discuss the investment advice you receive in connection with the Program with your Advisory Consultant assigned to your Account. Your Advisory Consultant is affiliated with HDVAS (not Geode) and your Advisory Consultant does not have the ability to trade in your Account, other than to sell In-Kind Securities that do not meet the selected Model Securities. Geode's proprietary algorithmic methodology is applied to suggest an appropriate investment and risk profile that corresponds to a level of risk consistent with the information you provide as part of the Program's online account opening process. This methodology prepares your suggestion using a computerized framework that takes into account a variety of factors, including potentially your financial situation, investment objectives, risk tolerance, and planned investment time horizon. Your investment and risk profile will be generated by Geode's algorithm. In general, your account will not be evaluated individually by HDVAS or Geode personnel; nor will HDVAS or Geode override the outcome of the algorithm with respect to any particular account. The algorithm's suggestion is based solely on the specific questions included in the methodology, and does not attempt to adjust its suggestion based on aspects of your personal situation that are not accounted for by the questions used in our IPQ. The suggested investment and risk profile will reflect one of a series of investment strategies that range from aggressive growth to conservative, and will be based on your investment goal for your Account. In suggesting your investment and risk profile, HDVAS will rely solely on the information you provide in your Client Profile.

VestAccess provides investors with a portfolio of Low-Cost Funds, a significant portion of which are passive investment vehicles that seek to replicate the performance of relevant market indexes, based on their selected investment and risk profile, subject to any reasonable restrictions that you impose on your Account that are accepted by Geode.

In general, your Account's assets will be allocated to mutual funds and ETFs that invest in four primary asset classes: Domestic Stocks (U.S. equity securities); Foreign stocks (non-U.S. equity securities); Bonds (fixed income securities of all types and maturities, including lower-quality debt securities and municipal bonds); and Short-term assets (short-duration investments).

Conflicts of Interest. Clients should understand that Geode has a financial incentive to invest Account assets in Funds that it sub-advises and that this financial incentive creates a conflict between the interests of Geode and HDVAS and their Clients. In addition, due to Fidelity's involvement in

the Program, as described above, conflicts of interest also arise because Fidelity receives an actual or perceived economic or other benefit from Client Accounts in the Program. These conflicts result when, for example: a) Geode invests in a Fund for which Fidelity receives management fees; b) Adviser Client Accounts are serviced by Fidelity and Fidelity receives compensation for providing various services relating to the underlying Funds held in Accounts, which include trade execution and trade clearing fees, shareholder servicing fees, recordkeeping fees, and custody fees; and c) Fidelity receives compensation from the use of BlackRock ETFs by Geode. These conflicts of interest are mitigated by the use of a Credit Amount that reduces the amount of the fees paid by Client, as applicable, for the Program by the amount of compensation received by Geode and Fidelity as a result of investments by the Accounts in Fidelity Funds, Fidelity ETFs and ETFs managed by BlackRock. In addition, Geode's investment professionals do not generally receive differential compensation based on the amount of Fidelity or non-Fidelity products used in the Program.

Pursuant to a contractual long-term marketing arrangement between Fidelity and BlackRock, Fidelity receives compensation from BlackRock in connection with the purchase of BlackRock ETFs in certain Fidelity investment programs, including *VestAccess*. However, any such amounts received by Fidelity as a result of the investment of Account assets in BlackRock ETFs pursuant to this arrangement will be credited towards the fees payable to NFS, as the case may be, and Geode for the Program, as described below. This arrangement allows the Program to offer BlackRock ETFs to Clients at a lower overall cost than other third-party advised ETFs.

HDVAS Acting as Portfolio Manager. Neither HDVAS nor its Advisory Consultants act as portfolio manager for *VestAccess* accounts. As described elsewhere in this Wrap Fee Brochure, Geode has been hired as the Program's Sub-Adviser and thus, the portfolio manager.

Tailoring Services for Individual Clients. *VestAccess* does not provide you with a comprehensive financial or investment plan under the Program but the services provided are tailored to your Client Profile.

Non-Advisory Options. Client may invest directly in the Funds available through *VestAccess* in another account without incurring the advisory fees charged by HDVAS, the sub-advisory fees of Geode or the AMP Platform Fee (as defined below). In this case, however, Client would not receive the professional management services offered by HDVAS and the sub-advisory services of Geode. Client might be subject to sales loads or transaction and redemption charges that are often waived as part of the Program, and Client might not be eligible for certain share classes that are made available through the Program. Participation in *VestAccess* may (or may not) cost more than if Client were to purchase the services separately, depending on several factors, including trading activity and the level of fees.

Performance-Based Fees. *VestAccess* does not charge performance-based fees.

Methods of Analysis and Investment Strategies. Geode's portfolio managers will monitor and review the asset allocation of the Models and the Funds used in such Models from time to time. Geode has the option to change the Funds used in the Models or reallocate the assets in the Models for a number of reasons, which include but are not limited to: a) the weighting of a particular asset class Geode believes has too much or too little representation in a Model based on its asset allocation over time; b) changes in the fundamental attractiveness of a particular Fund; and c) changes in market conditions. Over time, due to market movements, an Account's asset allocation may not match the selected Model. However, Geode will periodically reallocate the investments in an Account in an effort to maintain alignment with the Model selected by HDVAS for the Account over the long term, as deemed necessary in Geode's sole discretion.

For the Program, Geode produces a set of asset allocation Models, including selecting a combination of Funds for each Model and manages the assets in each Account on a discretionary basis to correspond to the Model selected by Client and on occasion, with the Advisory Consultant for such Account, all in accordance with the parameters described in Item 4 above. As with any investments, investing in securities involves risk of loss that clients should be prepared to bear. Future returns are not guaranteed, and a loss of principal may occur. There is no guarantee that a particular portfolio will meet its investment objective.

Geode will obtain information from various sources to conduct its analysis and determine the investment strategies. Geode will use both primary sources (e.g., talking directly with fund companies and fund managers) and secondary sources (e.g., analysts' reports that will provide data on the investment strategies, risk profiles, and historical returns). Secondary sources also include a variety of publicly available market and economic information and third-party research, as well as proprietary research generated by Geode. Geode will analyze this information to assist in making allocation decisions among asset classes, as well as in making purchase and sale decisions. HDVAS does not complete a separate review of the performance information provided by Geode for the *VestAccess* program.

Use of Algorithms and Investment Process. Geode uses algorithms, together with human interaction, within its investment management process to manage Accounts in the Program. The process consists of multiple steps which may incorporate algorithmic calculations, but each step is also initiated and/or overseen by Geode portfolio managers or operations professionals. As part of the investment process for the Program, the following steps are performed daily by Geode: data acquisition and quality assurance; portfolio analytics and review; rebalancing and portfolio construction; review and approval of recommended trades; and trade execution. The daily process begins with aggregating data from various systems, including a third-party accounting system, for use in monitoring the portfolios. This data includes account characteristics, portfolio positions and tax lots, deposit and withdrawal requests, transactions and restrictions. Individuals then check this data for completeness, integrity and consistency, reconciling the data to the prior day's information and accounting system records. A third-party service provider is also utilized for reconciliation and account-level and composite performance calculations.

Algorithms are primarily used for two purposes within Geode's investment process with respect to the Accounts: assessing the need to make trades for an Account and determining which trades to make. Inputs in to the algorithms include: position and asset class weights in the portfolios and

benchmarks derived from holdings data quantities and prices; variances of the individual securities and benchmark indices and how the securities move relative to each other; returns of securities; and transaction data, such as cash flows. Generally, algorithms will not be overridden due to market conditions as stressed markets are factored into Geode's portfolio construction process. Nevertheless, trades are not made for any Account without human review and approval.

Geode utilizes a risk-based algorithm to determine whether to make trades to rebalance an Account, which calculates predicted active risk (i.e., tracking error), position drift and asset class drift relative to a benchmark. Maximum active risk and drift tolerance values are determined in advance by the portfolio management team and are regularly reviewed for appropriateness. The portfolio management team will review Account performance and consider historical simulations in determining these values and whether to make any changes.

Geode utilizes a mean-variance optimization algorithm in determining which trades to make for an Account. The optimization algorithm attempts to minimize the risk of a portfolio relative to a benchmark, subject to a set of constraints, including maximum asset class active weights, maximum position active weights, minimum trade sizes, round lots and long only. The algorithm generates a set of trades for an Account that is designed to reduce active risk, position drift and/or asset class drift, calculated based on the difference in portfolio weights before and after running the optimization algorithm. Recommended trades generated by the algorithm will be reviewed, and must be approved, by a human portfolio manager prior to execution. Approved trades are then loaded to a third-party order management system for execution. Further information about an Account's investment strategy can be found on the Digital Platform .

An underlying mutual fund can restrict future trade activity if it deems its excessive trading policy, as outlined in the respective fund prospectus, has been violated (for example a purchase and sale within a 30-day period). As a result, a mutual fund can reject a trade order if it is deemed to represent excessive trading. In order to comply with a mutual fund's trading policies, the Program may be required to suspend investment management of the Account. In such cases, Geode will cease to manage the Account as soon as reasonably practicable. However, the imposition of any such order can take up to one (1) business day to implement, and any trading activity that has commenced or is in process within Geode's trading system shall be completed prior to ceasing management of the Account.

Risks of Loss and Other Risks of Investing

As previously discussed, Geode will invest each Account in a portfolio of investments based on the Model selected by Client for the Account's Profile. In general, all the Accounts managed by Geode in the Program are subject to the list of investment risks discussed below. However, Models applied by Geode with higher concentrations of equity have greater exposure to the risks associated with equity investments, such as stock market volatility and foreign exposure. On the other hand, Models applied by Geode that have higher exposure to fixed income will have greater exposure to the risks associated with bond investments, such as credit risk and bond investment risk and changes in interest rates. All strategies are ultimately affected by impacts to the individual underlying investments made by Funds held in the Accounts, such as changes in an issuer's profitability and credit quality, or changes in tax, regulatory, market or economic developments.

Risk of Loss. All of the Accounts managed by Geode under the Program involve risk of loss since even the most conservative Model will fluctuate in value over time and Client can lose money. Clients should be prepared to bear such losses in connection with investments in the Program. Investments are not a deposit of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Clients can lose money by investing in mutual funds and ETFs. The Models each pose risks, and many factors affect each investment's or Account's performance. Nearly all investments are subject to volatility in non-U.S. markets, through either direct exposure or indirect effects in U.S. markets from events abroad. Additionally, investments that pursue debt exposure are subject to risks of prepayment or default, and Funds that pursue strategies that concentrate in particular industries or are otherwise subject to particular segments of the market (e.g., municipal funds' exposure to the municipal bond market or international or emerging markets funds' exposure to a particular country or region) are often significantly impacted by events affecting those industries or markets. Additionally, investments are subject to operational risks, which can include risks of loss arising from failures in internal processes, people, or systems, such as routine processing errors or major systems failures, or from external events, such as exchange outages.

Asset Allocation and Diversification. The performance of Accounts in the Program is dependent on the allocation of assets among various asset classes and the selection of underlying Funds. There is a risk that Geode's decisions regarding asset allocation and the selection of underlying Funds will cause an Account's performance to lag relevant benchmarks or will result in losses. While allocations to multiple asset classes can reduce risk, risk cannot be completely eliminated with diversification. Asset allocation and diversification do not guarantee a profit or protect against loss.

Algorithms. As described above, Geode utilizes algorithms as part of its investment management process in managing Accounts in the Program. The algorithms assume that portfolio holdings quantity and price data is accurate and complete. There is a risk that the algorithms and data input into the algorithms could have errors, omissions, imperfections and malfunctions (collectively, "Algorithm Issues"). Any decisions made in reliance upon incorrect data expose clients to potential risks (with or without the use of algorithms). Algorithm Issues are often extremely difficult to detect. Some Algorithm Issues may go undetected for long periods of time and some may never be detected. It is also possible that the algorithms do not accurately and efficiently forecast security and portfolio risk. These risks are mitigated by testing and human oversight of the algorithms and their output. Geode believes that the testing and monitoring performed on its algorithms and their output will enable Geode to identify and address those Algorithm Issues that a prudent person managing a similar investment program would identify and address. But Algorithm Issues are an inherent risk of investing in the Program and there is no assurance that the algorithms will always work as intended or produce the optimal results.

Cybersecurity Risk. With the increased use of technologies to conduct business, Geode and its affiliates are susceptible to information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events and arise from external or internal sources.

Cyberattacks include, but are not limited to: gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information; corrupting data, equipment or systems; or causing operational disruption. Cyberattacks are also carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting the Program, Geode or its affiliates, HDVAS or its affiliates, or any other service providers (including, but not limited to accountants, custodians, transfer agents, and financial intermediaries used by a fund or an account) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with the ability to calculate net asset value (“NAV”), impediments to trading, the inability to transact business, destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which a Fund or Account invests, counterparties with which a Fund or Account engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and service providers), and other parties.

Investing in Mutual Funds and ETFs. Clients bear all the risks of the investment strategies employed by the mutual funds and ETFs held in their Accounts, including the risk that a mutual fund or ETF will not meet their investment objectives. For the specific risks associated with a mutual fund or ETF, please see its prospectus.

ETFs. An ETF is a security that trades on an exchange and may seek to track an index, commodity, or a basket of assets like an index fund. Some ETFs are actively managed and do not seek to track a certain index or basket of assets. However, ETFs used in the Program generally will be passive investment vehicles that seek to replicate the performance of relevant market indices. ETFs can trade at a premium or discount to their NAV and are affected by the market fluctuations of their underlying investments. They also have unique risks depending on their structure and underlying investments.

Money Market Fund. Cash balances in an Account are held in a money market fund. An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. It is possible for a money market fund to lose money.

Risks Relating to Underlying Funds. In addition, the underlying Funds held within Adviser Client Accounts are subject to the following specific risks, although not every risk is applicable to every Fund:

Quantitative Investing. Securities selected in Funds using quantitative analysis can perform differently from the market as a whole as a result of the factors used in the analysis, the weight placed on each factor, changes to the factors’ behavior over time, market volatility, or the quantitative model’s assumption about market behavior.

Stock Investments. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Different parts of the market can react differently to these developments. In addition, stock investments are subject to risk related to market capitalization as well as company-specific risk.

Foreign Exposure. Foreign securities are subject to interest rate, currency exchange rate, economic, regulatory, and political risks, all of which generally are greater in emerging markets. These risks are particularly significant for Funds that focus on a single country or region or emerging markets. Foreign markets are often more volatile than U.S. markets and can perform differently from the U.S. market. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile. Foreign exchange rates can also be extremely volatile.

Bond Investments. In general, the bond market is volatile, and fixed-income securities carry interest rate risk. As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term bonds. The ability of an issuer of a bond to repay principal prior to a security’s maturity can cause greater price volatility if interest rates change, and if a bond is prepaid, a bond fund may have to invest the proceeds in securities with lower yields. Fixed-income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Unlike individual bonds, most bond funds do not have a maturity date, so holding them until maturity to avoid losses caused by price volatility is not possible. In addition, investments in certain bond structures can be less liquid than other investments, which would make them more difficult to trade effectively.

Credit Risk. Changes in the financial condition of an issuer or counterparty and changes in specific economic or political conditions that affect a particular type of security or issuer can increase the risk of default by an issuer or counterparty, which can affect a security’s or instrument’s credit quality or value. Lower-quality debt securities and certain types of other securities involve greater risk of default or price changes due to changes in the credit quality of the issuer.

Derivatives. Certain Funds selected by Geode for investment in Client Accounts may contain derivatives, such as swaps and exchange-traded futures. Generally speaking, a derivative is a financial contract whose value is based on the value of a reference asset. Investments in derivatives subject these Funds to risks different from, and possibly greater than, those of the underlying securities, assets, or market indexes. Some derivatives involve leverage and provide investment exposure in an amount exceeding the initial investment. As a result, the use of derivatives causes these Funds to be more volatile, because leverage tends to exaggerate the effect of any increase or decrease in the value of a fund’s portfolio securities.

Municipal Bonds. The municipal market can be affected by adverse tax, legislative, or political changes and the financial condition of the issuers of municipal securities. Municipal funds normally seek to earn income and pay dividends that are expected to be exempt from federal income tax. If a fund investor is a resident in the state of issuance of the bonds held by the fund, interest dividends are sometimes exempt from state and local income taxes. Income exempt from regular federal income tax (including distributions from tax-exempt, municipal, and money market funds) may be subject to state, local, or federal alternative minimum tax. Certain Funds normally seek to invest only in municipal securities generating income exempt from both federal income taxes and the federal alternative minimum tax; however, outcomes cannot be guaranteed, and the Funds sometimes generate income subject to these taxes. For federal tax purposes, a fund's distributions of gains attributable to a fund's sale of municipal or other bonds are generally taxable as either ordinary income or long-term capital gains. Redemptions, including exchanges, can result in a capital gain or loss for federal and/ or state income tax purposes. Tax code changes could impact the municipal bond market. Tax laws are subject to change, and the preferential tax treatment of municipal bond interest income may be removed or phased out for investors at certain income levels.

Legislative and Regulatory Risk. Investments in your Account may be adversely affected by new (or revised) laws or regulations. Changes to laws or regulations can impact the securities markets as a whole, specific industries and individual issuers of securities. The impact of these changes is not always known for some time.

Risks of Relying on Information and Data Provided By Others. Sub-Adviser's analysis methods rely on the assumption that the companies whose funds and securities are recommended for purchase and sale, the rating agencies that review such funds and securities, and other available sources of information about such funds and securities, are providing accurate, reliable and unbiased data and information. Sub-Adviser cannot guarantee that analyses and recommendations will not be compromised by or free from any inaccurate, incomplete, or misleading data and information provided by such other third parties.

Long-Term Purchases Risk. Sub-Adviser typically recommends that clients purchase investments with the intention of holding them for one year or longer. This recommendation is made because Sub-Adviser believes the investments to be undervalued at the time of purchase and/or because Sub-Adviser chooses to recommend exposure to a particular asset class over time, regardless of the current projection for such class. A risk of a long-term investment strategy is that by holding an investment for a longer period of time, the client is not be able to take advantage of potential short-term gains. Moreover, if the analysis is incorrect, an investment can decline sharply in value before it is sold.

Volatility and Correlation Risks. Clients should be aware that Sub-Adviser's asset selection process is based in part on a careful evaluation of past price performance and volatility in order to evaluate future probabilities. However, it is possible that different or unrelated asset classes exhibit similar price changes in similar directions, which can adversely affect Client and become more acute in times of market upheaval or high volatility. Past performance is no guarantee of future results, and any historical returns, expected returns or probability projections do not reflect actual future performance.

Risks Associated with Limitations of Web-Based Investing. Web-based advice has significant limitations that clients should consider before subscribing to or signing up for HDVAS's services and the *VestAccess* Program. Specifically, in a web-based advisory arrangement, an individual does not always receive the benefits of face-to-face, telephone, or otherwise individualized interaction with an Advisory Consultant, which may limit the individual's ability to ask questions or relay important information. In the Program, Client will have access to and should take advantage of speaking with your Advisory Consultant for guidance and questions.

Clients should understand that investing in any security, including Fund Interests, involves a risk of loss of both income and principal. There can be no assurance that Sub-Adviser's or HDVAS's investment advice and recommendations will be successful or that Client's investment objective will be achieved.

Errors. Geode and HDVAS maintain policies and procedures that address the identification and correction of errors, consistent with applicable standards of care, to ensure that clients are treated fairly when an error has been detected. In the event that an incident or event occurs that disrupts normal, investment-related activities with respect to one or more Accounts, the determination of whether an incident constitutes an error is made by Geode, HDVAS or NFS, as applicable, in their sole discretion. Geode, NFS or HDVAS will review the relevant facts and circumstances of each incident. If the incident is deemed to be an error, all involved parties will work to resolve the error in a timely manner.

In the event that an error has been made, the Account will be returned to the position it would have held had no error occurred. This corrective action may result in financial or other restitution to the Account or inadvertent gains being reversed out of the Account. The corrective action may result in a corresponding loss to Geode, HDVAS or NFS, depending on the cause of the error. Other measures to correct an error can be facilitated through a fee credit or a deposit to the applicable Account which can result in a taxable gain for taxable accounts. Unless prohibited by applicable regulation, the gains and losses from the error (or a series of errors) will be calculated to arrive at a net amount. Client will be compensated for any net loss by HDVAS if it is deemed to be HDVAS's fault. If there is a net gain and the error is deemed to be the fault of HDVAS, the net gain will be retained by HDVAS. HDVAS is not obligated to follow any single method of resolving errors.

Other Operational Risk. Additionally, Accounts are subject to operational risks which include risks of loss arising from failures in internal processes, people, or systems, such as routine processing incidents or major systems failures, or from external events, such as exchange outages. These incidents, as well as incidents resulting from the mistakes of third parties, are not eligible for compensation by Geode or HDVAS.

In certain instances, a "do-not-trade" order will be placed on an Account for reasons including, but not limited to, processing a trade correction request or to comply with a court order. For the period when a do-not-trade order is in place, the Program will suspend management of the Account

and will not monitor the Account for potential buys and sells of securities. Additionally, any deposits to the Account during this do-not-trade period will not be invested. Neither Geode nor HDVAS is responsible for any market loss experienced as a result of a do-not-trade order.

Policies and Procedures Relating to Voting Client Securities. Neither HDVAS nor Geode vote proxies on behalf of clients in the Program, nor will they offer any consulting or assistance to clients with respect to proxies, legal proceedings, bankruptcies or class actions involving securities held or previously held in the Account. The NFS account application signed by Clients allows NFS to provide Client's information to corporations whose securities are held in the account for the purpose of additional corporate communications, including proxies and class action settlements. Client retains sole authority to vote proxies, participate in potential class action settlements or respond to other information received in these corporate communications.

Item 7: Client Information Provided to Portfolio Managers

The information you provide in response to the questions asked on the Digital Platform will be the sole basis for the model suggestions provided to you in connection with the Program. HDVAS will not consider any other investments you own in formulating the investment advice provided to you under this Program, even if HDVAS has access to information about other investments you own or other Client information.

You have an ongoing obligation to update your Client Profile if there are any changes to the information provided, including information relevant to your investment objectives or risk tolerance. Updates can be made by contacting your Advisory Consultant or by updating your Profile on the Digital Platform.

We reserve the right to refuse to open an account for you if we do not, based solely on our judgment, receive the necessary information from you. Pursuant to the terms of the Advisory Agreement you have represented that you are a U.S. resident. If you move out of the U.S.A., you must notify us as soon as possible. If this happens, your Advisory Agreement will be terminated as soon as practicable upon notification. Your account assets will be transferred at your direction or moved to a Retail Account at NFS as outlined above in the Terminated Accounts section.

HDVAS may obtain and share information concerning your account with any of our affiliates and any nonaffiliated parties necessary to effect, administer, enforce or complete transactions, or to service providers in accordance with the applicable federal and state laws. Your Advisory Consultant will have access to certain information about your account, including your account balance.

Item 8: Client Contact with Portfolio Manager

Clients may contact their Advisory Consultant via email or by telephone. Direct contact with the Sub-Adviser is handled through the Digital Platform. HDVAS is responsible for promptly notifying Geode in writing, through the online platform, electronic mail or other electronic means of any changes to the selection of a Model for any Account that may affect the manner in which Geode should allocate or invest the assets in your Account.

Item 9: Additional Information

Disciplinary Information. In the past 10 years, HDVAS has not been involved in any material disciplinary events as an investment adviser. To obtain information about HDVAS's disciplinary history, or to verify HDVAS has not been involved in any material disciplinary event, you may visit: <http://www.adviserinfo.sec.gov/> For information on any broker/dealer related disciplinary events of HDVIS or NFS you may visit: brokercheck.finra.org.

Other Financial Industry Activities and Affiliations. HDVAS's affiliated broker-dealer, HD Vest Investment Securities, Inc. ("HDVIS"), shares certain compliance and back-office personnel with HDVAS. HDVAS relies on HDVIS's shared personnel for, among other things, performing anti-money laundering and related compliance checks as part of client intake. HDVIS also provides other services as broker/dealer of record for Accounts in the Program. Additional information about HDVIS's disciplinary history and other information may be seen by visiting: finra.org/brokercheck.

Account Composition and Performance. The Account's composition and performance will change over time for a variety of reasons including a change in asset allocation strategies. Those differences can arise each time the investment strategy is adjusted or rebalanced, including, but not limited to, the following instances: (a) when the Account is established and the initial investment positions are established; (b) when Client contributes additional capital to Account; (c) when Client revises Profile information and causes HDVAS to revise the investment strategy for the Account; (d) each time the Advisory Fee is charged and paid from the Account; and (e) any time Sub-Adviser adjusts its algorithm by which the composition of the Account is maintained. On any such adjustment, the Sub-Adviser may adjust the investment strategy for the Account at its discretion.

Account Reviews. Clients will receive account statements and trade confirmations at least quarterly as provided by NFS on behalf of HDVAS. Client Statements contain a description of all activity in the Account during the preceding period, including all transactions made on behalf of the Account, all contributions and withdrawals made by Client, all fees and expenses charged to the Account, and the value of the Account at the beginning and end of the period. Account documents will be provided electronically through the Digital Platform. HDVAS does not review individual Client Accounts on a regular basis but does complete at least an annual review of the Sub-Adviser activities and performance. The Advisory Consultant will review the Account and discuss the Account with the Client at least annually.

Additional Compensation. HDVAS or its affiliates earn markups or amounts in addition to the charges imposed by Custodian transaction charges imposed by Custodian in certain instances. This Schedule of Fees is provided at Account opening and not all charges listed are applicable to *VestAccess* Accounts. HD Vest uses this compensation to defray other costs associated with its business or retains it for its own account.

Advisory Consultant Changes. If Advisory Consultant assigned to Account terminates with HDVAS for whatever reason, Client's Account will be assigned to another Advisory Consultant and Client will be notified via email.

Best Execution. HDVAS is obligated to seek best execution for its customers. Best execution is generally characterized as the process by which an adviser seeks the most favorable terms for its clients. It is often associated with seeking the lowest transaction cost (e.g., lowest commission) for brokerage services rendered combined with best market price in order to minimize total purchase cost or maximize total sales proceeds. Other brokerage and trading services are also considered in analyzing execution practices, including but not limited to, trading expertise, reputation and integrity, market access, confidentiality, promptness of execution, clearance and settlement, order positioning, financial stability and fairness in resolving disputes.

With respect to the Program, Geode expects to place substantially all of the trades for the Accounts with NFS if HDVAS and Geode reasonably believe that the quality of execution of the transaction is comparable to what could be obtained through other qualified brokers or dealers. The quality of NFS's execution capabilities, the nature of the Funds that will be purchased on behalf of clients and because Clients will not be charged commissions on transactions executed through NFS are important factors in this assessment.

Brokerage activities not directed by Geode, including but not limited to, margin trading or trading of securities by anyone other than Geode (including by Clients, their Advisory Consultants or HDVAS), will not be available to Client Accounts in the Program. The exception is that HDVAS must initiate the required sale of securities not included in the Model upon transfer into the Account.

Client Referrals and Other Compensation. HDVAS does not provide compensation for referrals to the Program nor does HDVAS receive referrals from NFS, Fidelity or Geode for our role in the Program. HDVAS does not earn sales compensation, 12b-1 fees or service fees on investments in *VestAccess* accounts.

Code of Ethics. Clients of HDVAS are entitled to expect high ethical standards of conduct in all of their dealings with us. HDVAS strives to foster a culture that supports our ability to meet our Clients' expectations. To assist us in minimizing potential conflicts and prevent inappropriate activity, we have developed a Code of Ethics ("COE"). The COE defines "Access Persons" and describes standards of conduct, personal securities transactions, securities covered by the COE, insider trading, conflicts of interests and confidentiality. If you are Client or prospective Client and would like to receive a copy of the current HDVAS Code of Ethics please send an e-mail to HDVAdvisoryCompliance@hdvest.com or to HDVAS, 6333 N. State Highway 161, 4th Floor, Irving, TX 75038.

Financial Information. We do not require or solicit prepayment of more than \$1200 in fees per client more than 6 months in advance, so we are not required to provide a balance sheet in this Wrap Fee Brochure. In addition, we have no financial conditions that are reasonably likely to impair our ability to meet our contractual commitments to clients. Neither HDVAS nor its affiliates have been the subject of a bankruptcy petition during the past 10 years.

In-Kind Securities. To the extent that Client desires to contribute securities ("In-Kind Securities") to their Account, such In-Kind Securities will be liquidated by HDVAS unless they are identical (including with respect to share class) to those that would be purchased for the Account in accordance with the Model selected for such Account ("Model Securities"). Except for Model Securities, HDVAS will liquidate In-Kind Securities as soon as practicable and in such manner as deemed appropriate by HDVAS at Client's risk and expense. The proceeds from the liquidation of In-Kind Securities will then be held in the core Fidelity money market fund, and further investment of these proceeds will be made by Geode in accordance with the Model selected for the Account as soon as reasonably practicable.

Geode will retain Model Securities and allocate them to the Account in accordance with the Model selected for the Account by Client. In the event that excess Model Securities are transferred into an Account, Geode will liquidate such excess Model Securities as soon as practicable and in such manner as deemed appropriate by Geode. Transferring excess Model Securities into an Account acts as a direction by Client and HDVAS to Sub-Adviser to sell such excess Model Securities. The proceeds from the liquidation of excess Model Securities will then be held in the core Fidelity money market fund, and further investment of these proceeds will be made by Geode in accordance with the Model selected for the Account as soon as reasonably practicable.

It is possible that Clients can realize a taxable event when shares of excess Model Securities or other In-Kind Securities are sold. Geode does not consider the potential tax consequences of these sales. Neither Geode nor HDVAS will be liable to any Client for the prices obtained as a result of any sale of excess Model Securities or other In-Kind Securities transferred into an Account.

Individual Equities and Bonds. While a client can deposit individual stocks or bonds into the account upon initial funding HDVAS will instruct the Custodian to promptly sell such individual equities or bonds in the account. No ticket charges or commissions will be assessed on these transactions if sold at NFS in a *VestAccess* Account.

Model Maintenance. Additionally, from time to time, Geode portfolio managers may monitor and review the asset allocation of the Models and the Funds used in such Models. Geode is responsible for the suitability and appropriateness of Funds used in the Models. Geode has the authority to change the Funds used in the Models or to reallocate the assets in the Models at any time for a number of reasons, which includes but is not limited to: (i) the weighting of a particular asset class Geode believes has too much or too little representation in a Model based on its asset allocation over time; (ii) changes in the fundamental attractiveness of a particular Fund; and (iii) changes in market conditions. Geode modifies the Funds held

in an Account to accommodate new fund allocations and Fund closures. Changing the asset allocation of the Models and the Funds used in such Models can result in a taxable gain for taxable accounts.

National Financial Services LLC as Custodian. Client understands that at this time only one broker-dealer is available to act as Custodian for the Program and that by choosing *VestAccess*, they are also choosing to use the Program's Custodian. Client understands that all securities transactions for the Account will be executed through the Custodian, who is responsible for executing, clearing and settling transactions and maintains custody of the assets in the Account. Client understands that use of other custodians could result in lower prices or more favorable execution. Client will receive the price at which such orders for its securities are executed in the marketplace. It is important to note that in the case of mutual funds, execution is made at the net asset value of the fund. HDVAS is not paid any commissions or transaction charges for transactions that occur in the Account. Only the Sub-Adviser is authorized to give instructions to Custodian with respect to investment decisions regarding the Account. Client understands that other programs are available from other investment advisers that offer a choice of custodians.

Client further understands and agrees that the Program is a discretionary investment advisory program and not a self-directed brokerage service. Unlike self-directed brokerage accounts, clients in the Program do not enter individual buy and sell orders for specific securities to be executed at particular times. Rather, Sub-Adviser places orders to buy or sell securities with the Custodian, consistent with the discretionary authority granted to it by HDVAS on behalf of Clients, which includes, among other things, the authority to select which securities to buy and sell and when to place orders for the execution of securities. Clients who want to control the specific securities that are bought and sold in the Account should not invest through the Program.

Participation or Interest in Client Transactions. Sub-Adviser may enter into transactions for your Accounts in securities in which an HDVAS director, officer, or employee may also invest directly or own indirectly. This poses a conflict of interest to the extent that transactions in such securities on behalf of HDVAS Clients may advantage such related persons. No solicited transactions in Blucora (Nasdaq: BCOR) are permitted in the *VestAccess* Program although certain unaffiliated mutual funds and ETFs may include Blucora in their holdings.

Personal Trading. Advisory Consultants may have personal accounts in the *VestAccess* Program but their accounts will be treated the same as any other Client Account. Advisory Consultants will not be able to direct any trading in their personal account or in Client Accounts.

Privacy Policy. HDVAS will not sell Client information to other companies for marketing purposes. HDVAS employs reasonable security standards and safeguards to protect our Client's personal information and prevent fraud. For more information, please read our Privacy Statement at hdvest.com.

Rebalancing Account. Geode will rebalance an Account in accordance with instructions from HDVAS to change the selection of a Model for a particular Account or Account Profile at any time (whether or not as a result of changes made by Client to the Profile selected for such Account). Geode will generally make such changes as soon as reasonably possible, even if such changes may trigger additional trading or, in the case of taxable accounts, tax consequences. HDVAS will not change the selected Model without updated information provided by Client that triggers the need for an update to Client's profile.

In addition, Geode will review and rebalance individual Accounts on a periodic basis, as deemed necessary in Geode's sole discretion, based on a variety of factors. For example, market conditions or an upturn or downturn in a particular investment may cause a "drift" away from the appropriate long-term risk level associated with the Model selected for an Account. Geode may choose to rebalance an Account to bring it back in line with an appropriate risk level and asset allocation for such Model. Other factors may include, but are not limited to, seeking to: (i) take advantage of or limit the effect of taxes, (ii) re-balance or deploy assets in the event of meaningful withdrawals or deposits of assets, and (iii) take advantage of perceived changes in dividend rates. Account rebalancing of this sort may take place at any time, in Geode's sole discretion, as long as the balance in the Account is appropriate to do so. As described in Item 8 above, Geode utilizes algorithms, together with human interaction, within its investment management process in making rebalancing decisions.

In general, Geode anticipates that Account rebalancing will occur periodically throughout the year, but the frequency of rebalancing for some Accounts varies significantly based on market conditions, deposits and withdrawals, dividend rates and a variety of other factors. In general, the investments selected through the asset allocation will seek to replicate the exposure of the stated Model and generally will not seek to increase potential returns by overweighting or underweighting any asset class. In determining whether the Account requires trading on a given day, Geode generally relies on the prior night's closing values of the securities held in the Account, except for ETFs for which Geode may choose to consider the impact of intra-day price changes. In general, Geode does not attempt to conduct intra-day account evaluations, and Geode does not generally attempt to time intra-day price fluctuations in its decisions to buy or sell securities. Geode does not anticipate that each Account will be traded each day.

Restricted Equity Awards to Certain Advisors. In 2019, HDVAS will award restricted stock units in its ultimate parent company, Blucora, Inc. (Nasdaq: BCOR), to 50 Advisors who achieve the highest dollar amount of advisory net flow over the period October 2018 through September 2019. Advisory net flow is defined as advisory inflow less advisory outflow. Inflows consist of new account assets and any contributions to existing accounts via asset transfer or cash contribution. Outflows consist of advisory accounts closed and withdrawals from existing advisory accounts. Specifically excluded from the calculation of advisory net flow are reinvestments of earnings and advisory fees. HDVAS expects to make similar equity awards in future years.

Calculation of advisory net flow, and an Advisor's receipt of an equity award, has no connection to any particular HDVAS advisory platform, program, product, product type, or product sponsor, nor to the amount of advisory fees HDVAS or the Advisor receives. This equity award program will not affect your account's performance or the costs you pay for participation in the Program. The equity award program may nonetheless create a conflict of interest for your Advisor to recommend that you transfer assets into the Program or not transfer assets out of the Program. HDVAS endeavors at all times to maintain supervisory and compliance controls to ensure that such recommendations are in the best interest of advisory clients, but you should be aware of this potential conflict.

Risk Tolerance and Model Definitions

- *Conservative* – Investors seek to preserve their initial principal in this account, with minimal risk, even if that means the account does not generate significant income or returns and may not keep pace with inflation.
- *Moderate with Income* – Investors are willing to accept some risk to their initial principal and tolerate some volatility to seek dividends, and understand that they could lose a portion of the money invested.
- *Moderate* – Investors are willing to accept some risk to their initial principal and tolerate some volatility to seek higher returns, and understand that they could lose a portion of the money invested.
- *Balanced* – Investors that do not need current income and want some growth potential. Likely to have some fluctuations in value, but less than overall stock market.
- *Growth with Income* – Investors seek growth potential with a need for some current income. Portfolio will likely be slightly less volatile than those with a Growth Risk Tolerance.
- *Growth* – Investors seek good growth potential without a need for current income. Portfolio will have some volatility but not as much as those invested in all stocks.
- *Aggressive Growth* – Investors are willing to accept maximum risk to their initial principal to aggressively seek maximum returns, and understand they could lose most, or all, of the money invested.

Tax and Legal Advice. HDVAS does not provide tax or legal advice.

Tax Information. NFS is required to report certain taxable gain/loss and holding-period information on “covered securities” to the IRS on Form 100-B (which will be sent electronically as part of the client's year-end consolidated tax-reporting statement). In addition, the Program provides estimated tax basis, corresponding realized and unrealized gain and loss, and holding-period information as a courtesy. Regardless of whether the information is reported to the IRS or only as a courtesy, information reported by NFS may not reflect all adjustments required for tax-reporting purposes. For example, transactions occurring in other accounts may require clients to make adjustments not captured by a client's 1099-B or the Program.

Trade Allocation Policies. Geode can, when feasible and when consistent with the fair and equitable treatment of all client accounts and best execution, enter into block orders for execution in accordance with established procedures. Geode will aggregate trades when, in its judgment, aggregation is in the best interest of all clients involved, taking into consideration the advantageous selling or purchase price, any applicable transaction costs and other expenses, and trading requirements. When orders are aggregated, it is to facilitate seeking best execution, to negotiate more favorable commission rates and other expenses, or to allocate equitably among clients the effects of any market fluctuations that might have otherwise occurred had these orders been placed independently. The transactions are allocated by Geode in a manner believed by it to be appropriate and equitable in accordance with its allocation policy. Once complete, the average price obtained is assigned to each of the Accounts involved in the block order.

Geode's allocation policy seeks to assure that each Account is treated fairly and that no Account managed by Geode in the aggregate is consistently disadvantaged over time. In the rare case when supply/demand is insufficient to satisfy all outstanding trade orders for Accounts, generally the amount executed is distributed among participating accounts pro-rata according to order size, whether the transaction is a buy or a sell. Geode's trade allocation policy also identifies circumstances under which it is appropriate to deviate from the general allocation criteria.

Account transactions can be executed by Custodian at approximately the same time as other client accounts managed by HDVAS or the Sub-Adviser, and if the transactions are large in relation to the trading volume on that particular day, the price may be different than it would be for the execution of a smaller transaction.

Trading and Execution Services. HDVAS does not have any formal or informal soft-dollar arrangements related to the Program and does not receive soft-dollar benefits from any brokers or dealers in connection with the Program.