Compliance Manual

OF

HSAX & Co., LLC

1887 Gold Dust Lane

Suite 203 A

Park City, Utah 84060

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Introduction

This Compliance Manual identifies the compliance policies and procedures that have been adopted by HSAX & Co., LLC (the "Firm" or "HSAX") relating to its investment advisory business.

In general, this Compliance Manual's purpose is twofold. First, the Manual provides the Firm's advisory personnel with an introduction to the laws, rules and Code governing investment adviser activities. Second, the Manual provides a framework for the Firm's directors, officers and employees to conduct their respective duties and obligations under both federal and State securities laws with respect to the Firm's investment advisory business. This Manual cannot and does not cover completely all of the possible issues and factual circumstances which may arise in relation to the Firm's advisory business.

Furthermore, additional considerations, requirements and restrictions may apply on a case by case basis. Therefore, all questions and actions with respect to such accounts should be directed to, and approved by, the Chief Compliance Officer ("CCO"). When in doubt, Firm personnel should consult with the CCO before they act**.** This Manual is only a guide. An employee legitimately can be unsure about the Manual's application in a particular situation.

Rule references herein are to the Utah Securities Act (the "Act"), Title R164 of the Utah Administrative Code (the "Code"), the Investment Advisers Act of 1940 (the "Advisers Act") and the rules of the U.S. Securities and Exchange Commission ("SEC"). The "Commissioner" shall refer to the Utah Office of Financial Regulation, Division of Securities.

This Compliance Manual is meant to allow the Firm to maintain supervisory procedures that shall be reasonably designed to achieve compliance with the Act, the Code, and other applicable laws, Code, and rules of self-regulatory organizations. Such supervisory systems must be written and submitted to the Commissioner upon registration. The Firm shall maintain a true, accurate and current copy of the written supervisory procedures at the principal office of the investment advisor and at any other business location of the investment adviser from which the customer or client is being provided or has been provided with investment advisory services.

References herein to the "CCO" are to **Harvey Sax**.

This Compliance Manual is meant to be a guide for Firm personnel and to assist them in the performance of their duties and responsibilities. All officers and employees of the Firm are required to read this Compliance Manual and to sign an acknowledgment (see ***Appendix A***) of receipt and acceptance of the responsibilities outlined below. In addition, all officers and employees of the Firm are required to attend compliance meetings that may be periodically held and are required to read compliance memoranda that may be periodically distributed.

Federal and State Regulations In General

The Advisers Act was enacted by Congress in order to regulate the business of persons providing investment advice or providing investment advisory materials to the public. The National Securities Markets Improvement Act of 1996 ("NSMIA") divided the registration of investment advisers and their representatives between the SEC and the State regulators. Generally, investment advisers with $100 million or more in assets under management will register with the SEC. Most other investment advisers, not meeting the $100 million threshold, will register with the States.

Under the Act, the minimum threshold for investment adviser registration with the SEC is available to two categories of advisers: (1) larger advisers, which are advisors with regulatory assets under management ("Regulatory AUM") of $100 million or more, and (2) mid-sized advisers, which are advisers with Regulatory AUM between $25 million and $100 million and that (a) are not required to be registered in the State in which they maintain their principal office and principal place of business, (b) are not subject to examination as investment advisers by such State, (c) are required to register in 15 or more States, or (d) are advisers to registered investment companies or business development companies. Larger advisers and mid-sized advisers that rely on exemptions in the State in which they have their principal place of business are required to register with the SEC unless an exemption from registration is available. In addition, the SEC will permit the following types of advisers to register with the SEC under the Advisers Act: (1) nationally recognized statistical rating organizations; (2) pension consultants; (3) investment advisers affiliated with registered advisers; (4) advisers expecting to be eligible for registration within 120 days of filing Form ADV; (5) multi-State advisers; and, (6) internet advisers.

Additionally, Rule 203A-1 of the Advisers Act provides a buffer for advisers with Regulatory AUM close to $100 million to determine when to switch between registration with a State authority and with the SEC. An adviser may register with the SEC with Regulatory AUM of at least $100 million, but must register with the SEC once it has Regulatory AUM of $110 or greater, unless an exemption from registration is available. Once registered with the SEC, an adviser does not need to withdraw its registration until the adviser has less than $90 million in Regulatory AUM.

The Act has three exemptions from registration with the SEC: (1) an exemption for the adviser that acts solely as an adviser to private funds that manages Regulatory AUM of less than $150 million from a place of business in the United States ("Private Fund Exemption"); (2) an adviser that manages only venture capital funds ("Venture Capital Fund Exemption"); and (3) an exemption for foreign private adviser with de minimis U.S. investors, clients and assets. An adviser exempt from the registration requirements of the Advisers Act on reliance on the Private Fund Exemption or the Venture Capital Fund Exemption will still be subject to SEC examination and must comply with the reporting requirements of the Exempt Reporting Adviser.

Under the instructions to item 5 of Form ADV, Regulatory AUM are calculated by determining the market value of the securities portfolios to which the adviser provides continuous and regular supervisory or management services or the fair value of such assets where market value is unavailable. The definition requires advisers to calculate regulatory assets under management on a gross basis – advisers cannot deduct outstanding indebtedness or other accrued but unpaid liabilities, including accrued fees, expenses or the amount of any borrowing, from the calculation of regulatory assets under management. Advisers do not have the option of excluding family or proprietary accounts or accounts for which the adviser receives no compensation for its services. It requires portfolio managers to include any uncalled capital commitments to private funds. As a result, Regulatory AUM reported on Form ADV will typically be different from the calculation advisers use in reporting their assets under management to the investors; and the word "regulatory" has been used to clarify that this calculation may be different than the calculation used by an adviser in its Form ADV, Part 2.

In this context, principal office and place of business is where the executive office of the investment adviser is located. This is where the officers, partners, or managers of the investment adviser direct, control, and coordinate the activities of the investment adviser. See SEC Rule 203A-3(c). An investment adviser can have only one principal place of business.

Under Section 61-1-13(q) of the Act, an "investment adviser" includes, subject to certain exclusions and exemptions, any person who for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investments in, purchasing of, or selling of securities; or for compensation and as part of regular business, issues or promulgates analyses or reports concerning securities. The definition also includes a financial planner or other person who as an integral component of other financially related services provides or holds themselves out as providing the investment advisory services described in the preceding sentence to others for compensation as part of a business.

Under Section 61-1-13(r) of the Act, an "investment adviser representative" of an investment adviser means any partner, officer, director of, or person occupying a similar status or performing similar function except clerical or ministerial personnel, who: (i) is employed by or associated with an investment adviser who is licensed or required to be licensed or has a place of business located in this state and is employed by or associated with a federal covered adviser; and (ii) makes a recommendation or otherwise renders advice regarding securities, manages accounts of portfolios of clients, determines which recommendations or advice regarding securities should be given, solicits or negotiates for the sale of or sells investment advisory services, or supervises employees who perform any of the acts previously described.

Rule 164-4-9 exempts from registration as an investment adviser to certain institutional investors.

Any person, other than those who are excluded from the definition of investment adviser or investment adviser representative under Sections 61-1-13(q) and (r) of the Act or who qualify under Rule 164-4-9, who renders services as an investment adviser may not engage in such activity for compensation without first being registered as an investment adviser under the provisions of the Act. Likewise, every person employed or appointed, or authorized by such person to render services, which include the giving of investment advice or acting as a solicitor, cannot conduct such activities unless registered as an investment adviser or an associated person under the provisions of the Act. See Section of 517.12(4) of the Act.

The Commissioner participates in the Central Registration Depository ("CRD") system for the registration of securities dealers and agents. The registrations of investment advisers such as the Firm are processed through the Investment Adviser Registration Depository ("IARD") system. The registration of associated persons of the Firm are processed through the CRD system. These online systems enable dealers and investment advisers to register themselves and their agents and representatives in all desired States via a single electronic form. Registration and renewal fees collected through CRD and IARD are transferred electronically to the Commissioner.

Registration of the Firm and Its Representatives

HSAX is registered with the Commissioner as an investment adviser under the Act and has filed its Form ADV with the

IARD. Form ADV generally requires information about the characteristics of the Firm's business and principal personnel. Part 2A of the Form ADV generally requires information about the advisory services offered by the Firm, including certain disclosures which must be given to advisory clients. Part 2B of Form ADV generally required information about the Firm's advisory personnel on whom the particular client receiving the brochure relies for investment advice. It shall be the responsibility of the CCO to keep the Firm's Form ADV, Part 2A of Form ADV and Part 2B of Form ADV up-to-date.

Current fees applicable in Utah, which shall be remitted to the Commissioner by the CCO, are as follows:

Investment Adviser Firm Fee	$50.00
Each Officer, Partner, Member, or Investment Adviser Representative to be registered in Utah	$50.00

Pursuant to Rule 164-4-2 of the Code, and to determine the qualifications and competency to engage in the business of rendering investment advice, the Commissioner requires written examinations. Investment Adviser representatives must make a passing score on any required examination. Within two years of applying for registration, applicants must make a passing score on any required examination. Specifically, the Regulator requires that each applicant for registration as an investment adviser or associated persons must pass (i) the Uniform Investment Adviser Law Examination (the entry level competency examination) known as the Series 65; or (ii) Uniform Combined State Law Examination known as the Series 66 and the General Securities Representative Examination known as the Series 7.

Under Rule 164-4-2 of the Code, the examination requirements will not apply to individuals who hold one of the following professional designations (i) Certified Financial Planner issued by the Certified Financial Planner Board of Standards, Inc.; (ii) Chartered Financial Consultant awarded by The American College, Bryn Mawr, Pennsylvania; (iii) Personal Financial Specialist administered by the American Institute of Certified Public Accountants; (iv) Chartered Financial Analyst granted by the Association for Investment Management and Research; or (v) Chartered Investment Counselor granted by the Investment Counsel Association of American.

HSAX may be subject to certain state laws in which it conducts business or has investors. The Firm may be required to register with other state securities authorities. The CCO will be responsible for consulting the requirements of the appropriate state securities authority in which the Firm conducts business to determine if such registration is required.

States may require the registration of an associated person/associated person, which is a subset of an investment adviser's supervised person. It is incumbent upon supervised persons to apprise the CCO of those states in which he/she is prospecting or conducting business. At such time, the relevant supervised person will coordinate with the CCO to ensure that all steps are taken to satisfy the applicable registration requirements on a prompt basis.

In the event that the Firm decides to conduct business outside of Utah, the CCO shall be responsible for examining each applicable State's laws with respect to registration of the Firm and its representatives, and will ensuring that the appropriate notification or other filings are made and fees paid.

Further, in the event that the Firm's assets under management exceed $110 million, the Firm must transition from Utah to SEC registration. The Firm will apply for registration with the SEC within 90 days of filing an annual reporting amendment to its Form ADV reporting that it has at least $110 million of assets under management.

Responsibilities and Qualifications of the Chief Compliance Officer

RESPONSIBILITIES OF THE CHIEF COMPLIANCE OFFICER

In fulfillment of the requirement stated above, HSAX has a full-time Chief Compliance Officer located at its principal place of business. Harvey Sax shall serve as the CCO. The primary responsibilities of the CCO include assuring that HSAX's compliance and supervisory procedures are designed to promote compliance with applicable laws, regulations and industry practices; and, to advise those members of the Firm's management with responsibility for supervising the investment advisory activities of the Firm and its associates providing investment advisory services.

The CCO is responsible for all interactions involving the Firm or any of the clients with federal and state governmental securities or investment regulatory agencies/departments/offices, including all required regulatory reporting to such agencies/departments/offices.

The CCO may assign other associates of HSAX to assist in fulfilling his/her responsibilities. *Any duties or responsibilities of the CCO referenced in this compliance manual may be performed by either the CCO or a qualified designee*. However, ultimate responsibility for ensuring that HSAX and its associates comply with the provisions of this manual and the federal and state securities laws, rest with the Firm's management.

QUALIFICATIONS OF THE CHIEF COMPLIANCE OFFICER

In order to serve as the CCO of HSAX, an individual must have adequate financial industry experience. Harvey Sax possesses such qualifications and experience.

REFERENCES TO EMPLOYEES OR ASSOCIATES

There are numerous references made in this Compliance Manual to the conduct of employees or associates of HSAX. If any employees should be hired by the Firm, or associates be utilized for the Firm, then the employee and associate conduct described in this Compliance Manual shall apply to them.

Any violations of the policies or procedures contained in this Manual, or any of the rules or regulations of the applicable regulatory bodies, may be grounds for disciplinary action either by the Firm or by regulatory bodies.

Civil suits and penalties, criminal fines and imprisonment are also possible outcomes for breaches of federal and state securities laws.

1. ADVISORY AGREEMENTS/CONTRACTS

1.1 General

It is the policy of HSAX that a written agreement will be executed by the client and a principal of the Firm, prior to the initiation of any advisory services (the "Advisory Agreement"). For discretionary accounts, the Investment Adviser Representatives must ensure that the client has granted such authority by obtaining the client's signature on the appropriate client Agreement.

HSAX also acts as the general partner and investment manager of Sax Angle Partners, LP ("the Fund"), and as the general partner is solely responsible for the management of the Fund. Investors in the Fund are limited partners (the "Limited Partners").

It is the policy of HSAX that written agreements will be executed by each prospective Limited Partner and a principal of the Firm, prior to an individual or entity being admitted as a Limited Partner in the Fund. Limited partners in the Fund will execute a subscription agreement and a limited partnership agreement (the "Fund Agreements" and, collectively with the Advisory Agreement, the "Agreements"). HSAX shall also provide all prospective Limited Partners with its most recent private placement memorandum.

Each Advisory Agreement or Fund Agreements shall be delivered promptly to the CCO for review before the Advisory Agreement or Fund Agreements are signed. The CCO will verify that the prospective client has the authority to enter into the Agreements and that the Agreements conform with applicable law.

It is the responsibility of the CCO 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. No securities transactions are to be executed in a client's account until the account and supporting documents have been reviewed and approved by the CCO.

1.2 Required Disclosures in Advisory Agreement

HSAX requires that it's standard Advisory Agreement be executed before advisory services are provided to a client. As a general practice, HSAX will rely on its standard form investment advisory agreement to the fullest extent possible. An Advisory Agreement executed by the client must be in HSAX's possession and approved before investment advisory services are provided to such client. The CCO will supply all appropriate Firm personnel with the most current copy of HSAX's standard Advisory Agreement. All changes to the standard Advisory Agreement must be approved in advance by the CCO.

The advisory contract will define the scope of the work to be completed for the client, the advisory fees, important disclosures and other terms of our client relationship. The Firm shall not enter into, extend, or renew any Advisory Agreement unless the Advisory Agreement is in writing and discloses the following:

a) the services to be provided;

b) the term of the Advisory Agreement;

c) the advisory fee;

d) the formula for computing the fee;

e) the amount of prepaid fee to be returned in the event of Advisory Agreement termination or nonperformance;

f) an indication of whether the contact grants discretionary power to the advisor; and

g) that no assignment of the Advisory Agreement shall be made by the Firm without the consent of the other party to the Advisory Agreement.

Pursuant to Rule 164-2-1 of the Code, HSAX is prohibited from entering into, extending, or renewing any advisory contract containing performance-based fees that does not meet the following requirements:

a) The client entering into the contract is:

1. A natural person or a company who, immediately after entering into the contract, has at least

$750,000 under the management of the investment adviser;

2. A person who the investment adviser and its investment adviser representatives reasonably believe, immediately before entering into the contract, is a natural person or a company whose net worth, at the time the contract is entered into, exceeds $1,500,000. The net worth of a natural person may include assets held jointly with that person's spouse;

3. A qualified purchaser as defined in section 2(a)(51)(A) of the Investment Company Act of 1940 at the time the contract is entered into; or

4. A natural person who immediately prior to entering into the contract is:

    i. An executive officer, director, trustee, general partner, or person serving in a similar capacity of the investment adviser; or

    ii. An employee of the investment adviser (other than an employee performing solely clerical, secretarial or administrative functions with regard to the investment adviser) who, in connection with his or her regular functions or duties, participated in the investment activities of such investment adviser, provided that such employee has been performing such functions and duties for or on behalf of the investment adviser, or substantially similar functions or duties for or on behalf of another company for at least 12 months.

b) The compensation paid to the Firm with respect to the investment performance of the Client's account is based on a formula with the following characteristics:

1. In the case of securities for which market quotations are readily available, the formula must include the realized capital losses and unrealized capital depreciation of the securities over the period;

2. In the case of securities for which market quotations are not readily available the formula must include:

    i. The realized capital losses of securities over the period, and

    ii. If the unrealized capital appreciation of the securities over the period is included, the unrealized capital depreciation of the securities over the period; and,

    iii. The formula must provide that any compensation paid to the investment adviser under this rule is based on the gains less the losses, computed in accordance with the previous two subsections.

c) The Firm discloses to the Client all material information concerning the Advisory Agreement, including:

1. That the fee arrangement may create an incentive for the investment adviser to make investments that are riskier or more speculative than would be the case in the absence of a performance fee;

2. Where relevant, that the investment adviser may receive increased compensation with regard to unrealized appreciation as well as realized gains in the client's account;

3. The periods which will be used to measure investment performance throughout the contract and their significance in the computation of the fee;

4. The nature of any index which will be used as a comparative measure of investment performance, the significance of the index, and the reason the investment adviser believes that the index is appropriate; and,

5. (Where the investment adviser's compensation is based in part on the unrealized appreciation of securities for which market quotations are not readily available within the meaning of Rule 2a-4(a)(1) under the Investment Company Act of 1940 how the securities will be valued and the extent to which the valuation will be independently determined.

d) The Firm, and any investment adviser representative, who enters into the contract reasonably believes, immediately before entering into the contract that the contract represents an arm's length arrangement between the parties and that the client, or in the case of a client which is a, the person representing the company, understands the proposed method of compensation and its risks

HSAX will notify the client of any change in the membership of the Firm's corporation within a reasonable time after the change.

Once the client executes and returns the Advisory Agreement, the CCO will set up and maintain a separate file for such client, which shall include all client information, including the client's investment objectives and the executed Advisory Agreement. All client files must be maintained chronologically, so that any inspection of the file reveals changes or new information received after the relationship was established. HSAX requires that the associated person obtain and document all client information that is needed for appropriate recommendations to be made.

Only authorized officers and representatives are authorized to execute an Advisory Agreements on behalf of HSAX. The Firm representative who signs an Advisory Agreement on behalf of the Firm is responsible for ensuring that the CCO receives the executed Advisory Agreement before it is forwarded to the client. No additions or deletions may be made to the advisory contract language without prior approval of the CCO.

HSAX's standard advisory fee schedule must be included with every Advisory Agreement. The Firm's fee schedule also is set forth in its Part 2A of Form ADV.

1.3 Fee Disclosures

The investment adviser representative who enters into the contract must reasonably believe, immediately before entering into the contract, that the client understands the proposed method of compensation and its risks.

1. **Standard Fees and Management Fees.**

An adviser, as a fiduciary, must make full and fair disclosure to clients about the fees it charges. Any fees which are not part of the Firm's standard fee schedule must be approved by the CCO before such fees are implemented.

For the Fund, HSAX will assess an annual managed fee to be paid in advance to HSAX on a monthly basis. The monthly management fee will be 1/12 of 2.0% (2.0% per annum) of each Client's closing net asset value for such month.

For its separately managed accounts, the Firm will assess an annual managed fee to be paid in advance to HSAX on a quarterly basis. The quarterly management fee will be 0.25% (1.0% per annum) of each Client's closing net asset value for such quarter.

2. **Performance Fees.**

Rule 164-2-1 of the Code places certain restrictions on how and to whom an investment adviser may charge performance fees, as described in the previous section.

For the Fund, HSAX charges a performance fee equal to 20% of the net capital appreciation allocated to each Limited Partner during each calendar year; provided however, that such Performance Fee shall be subject to a loss carry-forward provision, also known as a "High Water Mark," so that no Performance Fee will be deducted from any Partner's capital account until prior losses allocated to such Partner have been recouped. Performance Fees may be made at any time, in the sole discretion of HSAX, for a Partner who makes a partial or complete withdrawal.

2. BOOKS AND RECORDS

2.1 Responsibility for Preparation and Maintenance

Compliance with the record keeping requirements under Rule R164-5-1 of the Code will satisfy the Commissioner's record keeping requirements for Utah registered investment advisers.

It is the responsibility of the CCO to develop and enforce procedures to ensure that all books and records required under the Code are properly prepared and maintained. However, the CCO may delegate the responsibility for financial and accounting records to another qualified person.

The Commissioner has a right to review all records maintained by registered investment advisers regardless of whether such records are required to be maintained under any specific applicable rule provision.

2.2 Compliance with Books and Records Rule

Registered investment advisers in Utah shall maintain preserve in an easily accessible place the following records for a period of **not less than five years** from the end of the fiscal year during which the last entry was made on such record, the **first two years in the principal office of HSAX**:

1. 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.
2. General and auxiliary ledgers, (or other comparable records) reflecting asset, liability, reserve, capital, income and expense accounts.
3. A memorandum of each order given by the investment adviser for the purchase or sale of any security, of any instruction received by the investment adviser from the client concerning the purchase, sale, receipt or delivery of a particular security, and of any modification or cancellation of any such order or instruction. Such memoranda shall show the terms and conditions of the order, instruction, modification or cancellation; shall identify the person connected with the investment adviser who recommended the transaction to the client and the person who placed such order; and shall show the account for which entered, the date of entry, and the bank or dealer by or through whom executed where appropriate. Orders entered pursuant to the exercise of discretionary power shall be so designated.
4. All check books, bank statements, cancelled checks, and cash reconciliations.
5. All bills, or statements, paid or unpaid, relating to the adviser's business as an investment adviser.
6. All trial balances, financial statements, and internal audit working papers relating to the adviser's business as an investment adviser.
7. **Code of Ethics Recordkeeping**
   i. A copy of the Firm's code of ethics that is in effect or at any time within the past five years was in effect.
   ii. A record of any violation of the code of ethics and any action taken as a result of the violation.
   iii. A record of all written acknowledgements of the code of ethics for each person who is currently, or within the past five years was, a supervised person the Firm.
8. **Holding and Transaction Reports**
   i. Holding Report: A record of every a security in which the adviser or the adviser representative of the adviser has, or by reason of any transaction acquires, any direct or indirect beneficial ownership. The record shall state the following: (a) the title and amount of the security involved; (b) the date and nature of the transaction, including whether it is a purchase, sale or other acquisition or disposition; (c) the price at which the transaction was effected; and (d) the name of the broker dealer or bank with or through whom the transaction was effected.
   ii. Transaction Report: A record of every transaction in which the adviser or the adviser representative of the adviser has acquired any direct or indirect beneficial ownership of a security. The record shall state the following: (a) the title and amount of the security involved; (b) the date and nature of the transaction,

including whether it is a purchase, sale or other acquisition or disposition; (c) the price at which the transaction was effected; (d) the nature of the transaction; and (e) the name of the broker dealer or bank with or through whom the transaction was effected.

iii. A record of the names of persons who are currently or within the past five years were associated persons of the Firm.

iv. A record of any decision and the reasons supporting the decision to approve the acquisition of securities in an initial public offering or in a limited offering by an associated person of the Firm.

v. A record shall not be required for the following: (a) any transaction effected in an account over which neither HSAX or any of its advisory representatives has and direct or indirect influence or control; (b) any transaction in shares issued by a money market fund, shares issued by any open-end fund not under common control with the Firm; (c) bank certificates of deposit, commercial paper, or high quality short-term debt instruments; (d) a security that is a direct obligation of the United States, and (e) transactions effected pursuant to an automatic investment plan.

9. Written procedures, including this compliance manual and privacy policy, to supervise the activities of employees and associated persons that are reasonably designed to achieve compliance with applicable securities laws and regulations as well as any records documenting the Firm's annual review of such procedures.

10. Any internal control report.

11. **Political Contribution Recordkeeping**

12. If the Firm or an associated person of the Firm provides investment advisory services to a government entity and gives a gift, subscription, loan, advance or anything of value as a campaign contribution shall retain records of the following:

i. The names, titles and business residence addresses of all general partners, managing members, executive officers of the Firm any employees who solicit a government entity for the Firm and any person who supervises such employee and any political action committee controlled by the investment adviser (collectively, "covered associates").

ii. All government entities to which the Firm provides or has provided investment advisory services in the past five years but not prior to September 13, 2010.

iii. All direct or indirect contributions made by the Firm or any of its covered associates to an official of a government entity.

iv. All direct or indirect contributions made by the Firm or any of its covered associates to a political party of a state or to a political action committee.

13. A list or other record of all accounts with respect to the funds, securities, or transactions of any client.

14. A copy of each Part 2 of Form ADV and each amendment or revision thereof, given or sent to any client, and a record of the dates that each copy of each Part 2 of Form ADV, and each amendment or revision thereof, was given, or offered to be given, to any client who subsequently becomes a client.

15. **Solicitor Recordkeeping**

i. Evidence of any written agreement in which HSAX agrees to pay a fee to the solicitor.

ii. A signed and dated acknowledgement of receipt from the client evidencing the client's receipt of the Firm's disclosure statement and the written disclosure statement of the solicitor.

iii. A copy of the solicitor's written disclosure statement

15. A file containing a file of all communications received or sent regarding any litigation involving the Firm of any associated person or employee, and regarding any customer or client complaint.

16. Written information about each advisory client that is the basis for making any recommendation or providing any investment advice to the client.

16. A file containing a copy of each document, other than any notice of general dissemination, that was filed or received from any State or federal agency or self-regulatory organization and that pertains to the Firm or its associated persons. The file shall contain all applications, amendments, renewal filings, and correspondence.

Persons registered as investment advisers in Utah shall preserve the following records for a period of **not less than five years** from the end of the fiscal year during which the last entry was made on such record, the **first two years in the principal office of HSAX and the business location from which the customer or client is being provided or has been provided with investment advisory services:**

17. Originals of all written communications received and copies of all written communications sent by HSAX relating to the following: (i) any recommendation made or proposed to be made and any advice given or proposed to be given; (ii) any receipt, disbursement, or delivery of funds or securities; and, (iii) the placing or execution of any order to purchase or sell any security. Provided, however, that the investment adviser shall not be required to keep any unsolicited market letters and other similar communications of general public distribution not prepared by or for the investment adviser.

18. A list or other record of all accounts that identifies the accounts in which the adviser is vested with any discretionary power with respect to the funds, securities, or transactions of any client

19. All powers of attorney and other evidence of the granting of any discretionary authority by any client to HSAX.

20. A copy in writing of each agreement entered into by HSAX with any client, and all other written agreements otherwise relating to the advisers business as an investment adviser.

21. A file containing a copy of each notice, circular, advertisement, newspaper article, investment letter, bulleting, or other communication, including any communication by electronic media, that the adviser circulates or distributes, directly or indirectly, to 2 or more persons who are not connected with the investment adviser. If the notice, circular, advertisement, newspaper article, investment letter, bulletin, or other communication recommends the purchase or sale of a specific security and does not state the reasons for the recommendation, the files shall contain a memorandum of the Firm indicating the reasons for the recommendation.

22. A copy of each brochure and brochure supplement, each amendment or revision thereof that satisfies the requirements of Part 2 of Form ADV, any summary of material changes that satisfies the requirements of Part 2 of Form ADV, and a record of the dates that each brochure and brochure supplement, each amendment or revision thereof, and each summary of material changes not contained in the brochure was given, or offered to be given, to any client who subsequently becomes a client.

23. Documentation describing the manner used to compute managed assets under Item 4.E of Part 2A of Form ADV, if the method differs from the method used to compute regulatory assets under management in Item 5.F of Part 1A of Form ADV.

24. A memorandum describing any legal or disciplinary event listed in Part 2 of Form ADV and presumed to be material, if the event involved the investment adviser or any of its supervised persons and is not disclosed in the brochure or brochure supplement[1]

25. A written acknowledgement from each client of receipt of the Firm's brochure or disclosure document

26. All accounts, books, internal working papers, and any other records or documents that are necessary to form the basis for or demonstrate the calculation of the performance or rate of return of any or all managed accounts or securities recommendations in any notice, circular, advertisement, newspaper article, investment letter, bulletin or other communication that the investment adviser circulates or distributes, directly or indirectly, to 10 or more persons (other than persons connected with such investment adviser); *provided, however,* that, with respect to the performance of managed accounts, the retention of all account statements, if they reflect all debits, credits, and other transactions in a client's account for the period of the statement, and all worksheets necessary to demonstrate the calculation of the performance or rate of return of all managed accounts shall be deemed to satisfy the requirements of this paragraph.

27. Records which identify the name of the associated person providing investment advice as described in paragraphs 21 and 27 above or identify the physical address, mailing address, e-mail address, or telephone number of the business location where such investment advice is provided.

[1] The memorandum must explain the investment adviser's determination that the presumption of materiality is overcome, and must discuss the factors described in Item 9 of Part 2A of Form ADV or Item 3 of Part 2B of Form ADV.

28. If the Firm has custody or possession of securities or funds of any client, the Firm must retain:

    i. A journal or other record showing all purchases, sales, receipts and deliveries of securities for such accounts and all other debits and credits to such accounts.

    ii. A separate ledger account for each such client showing all purchases, sales, receipts and deliveries of securities, the date and price of each purchase and sale, and all debits and credits.

    iii. Copies of confirmations of all transactions effected by or for the account of any such client.

    iv. A record for each security in which any such client has a position, which record shall show the name of each such client having any interest in such security, the amount or interest of each such client, and the location of each such security.

    v. A memorandum describing the basis upon which you have determined that the presumption that any person controlling or controlled by the Firm is not operationally independent has been overcome.

29. If the Firm has discretion over a client's portfolio, the Firm must retain:\

    i. Records showing separately for each such client the securities purchased and sold, and the date, amount and price of each such purchase and sale.

    ii. For each security in which any such client has a current position, information from which the Firm can promptly furnish the name of each such client, and the current amount or interest of such client.

30. If the Firm exercises proxy voting authority with respect to a client's securities, the Firm must retain:

    i. Copy of the Firm's proxy voting policies and procedures

    ii. A copy of each proxy statement that the Firm receives regarding client securities.[2]

    iii. A record of each vote cast by the Firm on behalf of a client.[3]

    iv. A copy of any document created by the Firm that was material to making a proxy voting decision on behalf of a client.

    v. A copy of each written client request for information on how the adviser voted proxies on behalf of the client, and a copy of any written response by the Firm.

2.3 Electronic Email Communications

In transmitting electronic mail ("e-mail") communications, all HSAX personnel should realize that, since these communications can be accessed by HSAX at any time, there should be no expectation of privacy or confidentiality by Firm personnel with respect to these communications. HSAX has the capability to access, review, copy, and print any messages sent, received, or stored on the e-mail system. Moreover, the Firm has the ability to access, review, copy, and print any messages which have been permanently deleted by Firm personnel. HSAX reserves the right to access, review, copy, and print any message at any time, and, in turn, to disclose such messages to any party it deems appropriate, including the SEC and any other applicable regulatory bodies. Use of the Firm's e-mail system by Firm personnel constitutes an individual's consent to the Firm's recording and monitoring of that individual's e-mail communications.

Use of HSAX's e-mail system to engage in any communications that are in violation of any State or federal law and/or are in violation of any Firm policy, including but not limited to transmission of defamatory, obscene, discriminatory, or harassing messages, pictures or images is strictly prohibited. HSAX prohibits any and all forms of discrimination, including but not limited to discrimination based on age, race, gender, sexual orientation or religious or political beliefs. The use of the Email System to discriminate on any or all of the aforementioned bases is inappropriate and strictly prohibited.

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[2] The Firm may satisfy this requirement by relying on a third party to make and retain, on the investment adviser's behalf, a copy of a proxy or may rely on obtaining a copy of a proxy statement from the SEC's EDGAR system.

[3] An investment adviser may satisfy this requirement by relying on a third party to make and retain, on the investment adviser's behalf, a record of the vote cast.

HSAX reserves the right (through, without limitation, content filtering software, computer checks by the CCO or his/her designee or third parties contracted by HSAX) to intercept, monitor, review, copy, record, disclose or take such other necessary action on any and all email composed, distributed, received or stored using the Email System. The CCO may, on a periodic basis, selectively review a random sample of HSAX personnel e-mails transmitted over the Firm e-mail system for compliance with the policies articulated in this statement as well as the overall Firm compliance manual.

2.4 Complaints and Complaint File

All written and verbal complaints received by employees should immediately be forwarded to the CCO. The original written complaint and copies of all letters and memoranda relating to the complaint will be retained in a special file titled Customer Complaints, with a copy of the complaint placed in the client's personal file.

In the event that a client files a written complaint or makes an inquiry that requires response and resolution, and if there was a portfolio manager of the Firm that was handling the account, it will be the CCO's responsibility to promptly discuss the substance of the matter with the client's portfolio manager. The CCO would evidence review and disposition of the complaint by drafting a memo detailing notes of his review and conclusions. The original complaint and copies of all letters and memoranda relating to the complaint will be retained in a special file titled Customer Complaints, with a copy of the complaint placed in the client's personal file. It is the responsibility of the CCO to respond to each complaint promptly and to retain any subsequent correspondence from the client on the matter.

Any associate of HSAX who receives any material verbal complaint from a client must immediately notify his/her supervisor of the nature of the complaint. The term "material" in this context means any matter that could adversely affect the reputation of HSAX or has a potential likelihood of regulatory or legal action against HSAX or any of our associates. Any doubt on the materiality of a complaint should be referred to the CCO for resolution.

2.5 Record Retention and Coding

The Firm may maintain and preserve records on computer tape, electronic imaging or by disk, or other computer storage medium if, in the ordinary course of the Firm's business, the records are created by the adviser on electronic media or received by the Firm solely on electronic media or by electronic data transmission.

If the records are produced or reproduced by photographic film or computer storage medium, the following criteria are followed:

1. Arranging the records and indexing the films or computer storage media to permit the immediate location of any particular record;
2. Being ready at all times to promptly provide a facsimile enlargement of film, a computer printout, or a copy of the computer storage medium that the Commissioner by its examiners or other representatives may request;
3. Storing, separately from the original, one other copy of each film or computer storage medium for the time required;
4. With respect to records stored on computer storage medium, maintaining procedures for maintenance and preservation of, and access to, records in order to reasonably safeguard these records from loss, alteration or destruction; and,
5. With respect to records stored on photographic film, at all times having facilities available for immediate, easily readable projection of the film and for producing easily readable facsimile enlargements.

2.6 Records to be Maintained Upon Termination

Persons registered as investment advisers in Utah shall preserve for at least three years after the termination of the enterprise partnership articles and any amendments thereto, articles of incorporation, charters, minute books, and stock certificate books of the Firm and of any predecessor.

Before ceasing to conduct or discontinue business, the Firm shall arrange for and be responsible for the preservation of the books and records for the remainder of each period specified above. The Firm shall notify the Commissioner in writing of the exact address where the books and records will be maintained.

3. BROKERAGE & TRADING PRACTICES

3.1 Best Execution & Brokerage Selection

As a fiduciary, HSAX has a duty to obtain the best execution for all transactions it executes on behalf of each of its clients. Generally, the price at which the security is bought/sold and the charges associated with such transactions are indicative but not determinative of best execution. Therefore, the broker who charges the lowest possible rate is not necessarily the broker who provides the best execution.

Best Execution Policy

It is HSAX's policy in selecting brokers to obtain "best execution" of transactions effected on behalf of its clients.

The Firm's policy is to obtain reasonable commission rates in cents per share traded and low minimum ticket charges. However, the Firm believes that, while commissions are an important variable, the key element in achieving the best execution on a securities trade is price. Also important are responsiveness of the executing broker, our assessment of the value of research received and "price improvements" on limit orders.

The Firm requests documentation outlining policies for achieving "best execution" from broker/dealers through whom the Firm places client orders. Relationships with broker/dealers will be reviewed on a regular basis to assess the reasonableness of commissions charged, the value of services received and the quality and price of services which may be available through others.

Brokerage Selection

In selecting brokers to effect securities transaction, HSAX will consider factors it deems relevant. As such, the Firm will execute securities transactions for clients in such a manner that the client's total cost or proceeds in each transaction is the most favorable under all the circumstances and, in selecting brokers, will consider all factors it deems relevant, including, but not limited to:

- clearance and settlement capabilities,
- quality of confirmations and account statements,
- the ability of the broker to settle the trade promptly and accurately,
- the financial standing, reputation and integrity of the broker-dealer,
- the broker-dealer's access to markets, research capabilities, market knowledge, and any "value added" characteristics,
- HSAX's past experience with the broker-dealer, and,
- HSAX's knowledge of negotiated commission rates and spreads currently available,
- HSAX's past experience with similar trades.

HSAX will periodically evaluate the performance of the brokers it uses and may change the brokers it uses from time to time. HSAX has established an approved list of brokers for the execution of client securities transactions, and HSAX's associated persons have been instructed to select brokers only from that approved list.

3.2 Directed Brokerage

If a client directs HSAX to use a particular registered representative or brokerage firm, such instructions must be in writing. The client may at any time change such instructions by giving written notice to the Firm. It is the responsibility of the Firm to advise the client in writing that as a result of such brokerage, client may pay a higher brokerage commission than might otherwise be paid if HSAX had been granted discretion to select a broker to handle the client's account. If a client directs the Firm to use a particular registered representative or brokerage firm, the client will be advised that the Firm may be unable to bunch, block, or aggregate his/her trades with those of other clients. The inability to bunch trades may result in the client's trades being executed at a price different from trades that are bunched and which may be less favorable.

3.3 Soft Dollar Transactions

Section 28(e) of the Securities Exchange Act of 1934 (the "1934 Exchange Act") provides a "safe harbor" for money managers who use their clients' commission dollars to purchase brokerage and research services. The safe harbor provides protections against claims that the money manager may have violated a fiduciary duty to its client if it does not pay the lowest possible commission but receives items from the broker-dealer in exchange for the direction of client commissions.

The elements that must be satisfied before a money manager can claim the protection of Section 28(e) are as follows:

1. The manager may only be supplied with "brokerage" or "research services." In many instances, the determination of what constitutes brokerage and research is difficult.
2. The services must be "provided" by the broker-dealer. This means either that the services must be supplied directly by the broker-dealer, or, if supplied by a third party, the broker-dealer must agree with the third party vendor that the broker-dealer will be solely responsible for any payments due to the vendor. If the broker-dealer is unable to pay, the money manager must not be responsible.
3. The money manager must have investment discretion in placing the brokerage and selecting the investments.
4. The commissions paid must be reasonable in relation to the services provided.
5. Commissions must be used to purchase services. No principal or riskless principal transactions are permitted.
6. The brokerage placed must be for securities transactions. Commodities and futures transactions are not permitted.
7. If a research product or service has both research and non-research uses, only the research portion of the use is within the Section 28(e) safe -harbor. An allocation will be made between the research and non-research functions, with the portion of the use of the service allocable to research being paid with commission dollars and the non-research portion being paid with HSAX's own money.

In addition to the above criteria, in order to "soft dollar" any services, the Firm must maintain appropriate records of its soft dollar transactions (e.g., purchase orders, and records of determination of mixed-used allocations and service valuations), ensure that overall best execution is being obtained and make appropriate disclosure to clients of the items that the Firm intends to soft dollar.

Absent special circumstances, all soft dollar arrangements entered into by the Firm will be in compliance with Section 28(e).

HSAX requires approval from the CCO prior to entering into any soft-dollar arrangement.

3.4 Purchasing Hot Issues

"Hot issue" securities are securities of a public offering which trade at a premium in the secondary market whenever such secondary market begins.

Generally, FINRA rules prohibit a FINRA member from selling any hot issue to an officer, director, partner, employee, or agent of any FINRA member or broker-dealer, or to any account in which any of these persons have a beneficial interest. If HSAX manages an account in which a FINRA member's partners, directors, officers or employees have a beneficial interest (such as an employee's IRA, or a pension or profit–sharing plan for a broker–dealer's employees), that account also may not purchase a hot issue security.

It is HSAX's policy that no securities may be purchased in a public offering for any of its advisory clients.

3.5 Principal Trades

In a principal trade, an adviser or affiliate buys securities from or sells securities to a client, for the adviser's or the affiliate's own proprietary account.

The CCO requires that clients receive disclosures about the nature of the transaction and consent to each principal transaction prior to completion of such principal trade. The disclosure and consent is good only for the particular transaction.

It is HSAX's policy not to engage in principal transactions for itself or any of its affiliates.

3.6 Order Allocations/Aggregation

Transactions for each client account are generally effected independently. However, when HSAX decides to purchase or sell the same securities for several clients at approximately the same time, HSAX may (but is not required to) aggregate such transactions. When doing so, HSAX will aggregate and allocate orders only in a manner which ensures fairness to each advisory client.

Aggregation of transactions will only occur when HSAX believes that such aggregation is consistent with the Firm's duty to seek best execution and best price for clients, and it consistent with HSAX's advisory agreement with each client for which trades are being aggregated. Generally, aggregated transactions are averaged as to price and transaction costs and will be allocated among participating accounts in proportion to the purchase and sale orders placed for account on any given day.

HSAX provides investment advisory services to a number of different clients which have similar objectives or purchase the same or similar a general matter, the following procedures should be followed whenever securities are purchased or sold in a block for several accounts and then allocated among the accounts:

1. The allocation procedure must be fair to all accounts. No account should be favored over another account unless reasons, consistent with the best interests of each account, are documented. All allocation costs should be shared on a pro rata basis based on a client's participation.
2. The Firm will aggregate orders only when it is consistent with both the duty to seek best execution and clients' Advisory Agreements;
3. All allocations should be made as soon as possible with pre-trade allocations the most desirable. An allocation decision should never be delayed until the day after securities are purchased or sold in a block without the approval of the CCO.
4. In order to permit a review by the CCO of allocation decisions, order tickets should be time stamped when the order is placed, when the order is filled, and when the order is allocated to individual accounts. HSAX will maintain accurate records for each client account in the aggregated trade of securities held by, bought and sold for that account.
5. HSAX will not receive additional compensation as a result of an aggregated trade.
6. The CCO shall establish specific procedures for the bunching of securities transactions of clients. Special procedures are necessary when bunching client transactions with those of HSAX employees.

In some cases, certain client accounts may be excluded from aggregated block trades due to legal or regulatory concerns, or client restrictions.

3.7 Trade Errors

At no time will HSAX's clients be disadvantaged by trade errors. All errors in client accounts will be recorded and resolved in the client's favor as soon as practicable.

The Firm's policy is that when a trading error occurs, a client must be made whole. The Firm has established an error account through which it affects error correction procedures with respect to clients' accounts.

Trading errors often involve the purchase or sale of the wrong securities, or the correct securities in the wrong amount. When an account receives the wrong securities, the securities must be reallocated to the correct account at the trade date price. If an account is under-allocated securities in a purchase transaction, the order should be completed as soon as reasonably practicable at the price at which the original securities were purchased. If an account is over-allocated securities in a purchase, and the portfolio manager determines that it would be suitable for the other accounts participating in the order to purchase additional securities, the over-allocated securities may be reallocated among other accounts at the trade date price and in a manner consistent with the original allocation to those accounts. If, however, the portfolio manager determines that the over-allocated securities would not be suitable for the other accounts, then the over-allocated portion must be sold into the market. If that sale results in a gain, the sale will be effected from the account, and the gain belongs to the account; if the sale results in a loss, the sale will be effected from the Firm error account, which will absorb the loss.

HSAX will maintain a list of trading errors relating to client accounts. The list will detail the transaction date of the trading errors, securities involved, broker-dealer involved, and a summary of the error and its solution. If any financial

disbursements were to the client or to HSAX as a settlement of the trading error, they will be disclosed detailing the amount in the list of trading errors relating to client accounts.

Under no circumstances may soft dollars be used to correct errors. All reallocations due to trading errors must be documented, and the CCO must approve all reallocations.

4. CODE OF ETHICS

The Act generally does not impose restrictions on the types of securities that can be purchased for client accounts. However, the Firm will comply with its clients' investment guidelines and any restrictions such clients impose on the Firm's management of client assets.

There are potential conflicts of interest inherent in trading by investment advisory personnel at the same time that they are providing investment advice to their clients.

HSAX has adapted a Code of Ethics to specify and prohibit transactions deemed to create conflicts of interest (or at least the potential for or the appearance of such a conflict), and to establish reporting requirements and enforcement procedures relating to personal trading by Applicant personnel. The restrictions on trading by HSAX personnel for their own accounts are described in the Code of Ethics and Insider Trading Policy. The Code and Policy are attached to this Compliance Manual as ***Appendix C***.

HSAX will observe high standards of commercial honor and just and equitable principles of trade in the conduct of business. HSAX and its associated persons will act primarily for the benefit of the clients. HSAX and its employees will refrain from the following practices:

- Unsuitable Recommendations
- Improper Use of discretionary authority
- Excessive trading
- Unauthorized trading
- Borrowing money from or loaning money to a client
- Misrepresenting qualifications, services or fees.
- Failure to disclose source of a report or recommendation
- Charging unreasonable fees
- Failure to disclose conflicts of interest
- Guaranteeing performance
- Failure to protect confidential information
- Taking custody of client funds or assets without complying with the custody safekeeping requirements under the Act and the Advisers Act.
- Improper advisory contract.

5. CUSTODY OF CLIENT FUNDS AND SECURITIES

5.1 Compliance with Custody Rule

Pursuant to Rule R164-2-2, "custody" means holding, directly, or indirectly, client funds or securities, or having any authority to obtain possession of them or the ability to appropriate them. Custody includes (1) possession of client funds or securities (but not of checks drawn by clients and made payable to third parties) unless you receive them inadvertently and you return them to the sender promptly but in any case within three business days of receiving them; (2) any arrangement (including a general power of attorney) under which you are authorized or permitted to withdraw client funds or securities maintained with a custodian upon your instruction to the custodian; and (3) any capacity (such as general partner of a limited partnership, managing member of a limited liability company or a comparable position for another type of pooled investment vehicle, or trustee of a trust) that gives you or your supervised person legal ownership of or access to client funds or securities.

The Firm must safeguard client assets in compliance with Rule R164-2-2 (the "Custody Rule"). Neither the Firm nor any supervised person should ever have physical custody of any client's cash, cash equivalents or securities. If any supervised person receives any such funds or securities from a client or any third party, the supervised person must contact the CCO immediately and ensure that the funds or securities are returned to the sender in an appropriate manner. The Utah definition of custody states that if an advisor "holds, directly or indirectly, client funds or securities or has the authority to obtain possession of them" then an advisor is deemed to have custody of client assets. In certain circumstances, and in accordance with a limited power of attorney executed by our clients, the Firm has the ability to directly debit fees from client accounts. This authority, although limited, means that the Firm is deemed to have custody in these circumstances.

Qualified Custodians

All funds and securities of client portfolios must be maintained with a "qualified custodian" (as defined under the Custody Rule). The term "qualified custodian" includes banks, savings associations, registered broker/dealers, and registered futures commission merchants (commodities brokers) and certain foreign institutions.

The qualified custodian will send the client a quarterly statement showing all account activity. A qualified custodian approved by the CCO must be selected prior to the receipt of any cash proceeds from clients. If the qualified custodian (or transfer agent for mutual fund shares) is a Related Person of the Firm, then the qualified custodian must provide an internal control report to the Firm in accordance with the Custody Rule.

5.2 Utah Custody Requirements

In the event the Firm is deemed to have custody of client funds or securities it will comply with the safekeeping requirements of Rule 69W-600.014 as follows:

1. A qualified custodian shall maintain the funds and securities in a separate account for each client under each client's name, or in accounts that contain only funds and securities of the Firm's clients under the name of the Firm as agent or trustee for each client.
2. If the Firm opens an account with a qualified custodian on behalf of its client, either under the client's name or under the Firm's name as agent, the Firm shall notify the client in writing of the qualified custodian's name, address, and the manner in which the funds or securities are maintained. The notice shall be given promptly when the account is opened and following any changes to the information.
3. Account statements must be sent to clients by either:
    a. Qualified custodian. If a qualified custodian maintains accounts containing funds or securities, the qualified custodian may send account statements to clients if the investment adviser has a reasonable basis for believing that the qualified custodian sends an account statement at least quarterly to each of the adviser's clients for whom the custodian maintains funds or securities and that the account statement sets forth all transactions in the account during the period and identifies the amount of funds and amount of each security in the account at the end of the period.
    b. The Firm. If account statements are not sent by the qualified custodian in accordance with paragraph (a), the Firm shall send an account statement at least quarterly to each client for whom it has custody of funds or securities. The account statement shall set forth all transactions in the account during the period and identify the amount of funds and amount of each security of which it has custody at the end of the period.

4. The client funds and securities of which the adviser has custody are verified by actual examination at least once during each calendar year by an independent public accountant, pursuant to a written agreement between the adviser and the accountant, at a time that is chosen by the accountant without prior notice or announcement to the adviser and that is irregular from year to year. The written agreement must provide for the first examination to occur within six months of registering as an investment adviser, except that, if the adviser maintains client funds or securities pursuant to this section as a qualified custodian, the agreement must provide for the first examination to occur no later than six months after obtaining the internal control report. The written agreement must require the accountant to:

    a. File a certificate on Form ADV-E with the Commissioner within 120 days of the time chosen by the accountant in paragraph (a)(4) of this section, stating that it has examined the funds and securities and describing the nature and extent of the examination;

    b. Upon finding any material discrepancies during the course of the examination, notify the Commissioner within one business day of the finding; and

    c. Upon resignation or dismissal from, or other termination of, the engagement, or upon removing itself or being removed from consideration for being reappointed, file within four business days Form ADV-E accompanied by a statement that includes:

        i. The date of such resignation, dismissal, removal, or other termination, and the name, address, and contact information of the accountant; and

        ii. An explanation of any problems relating to examination scope or procedure that contributed to such resignation, dismissal, removal, or other termination.

5.3 Direct Fee Deduction

The Firm has custody by having fees directly deducted from client accounts held by a qualified custodian, the Firm shall comply with each of the following requirements in addition to the above requirements:

Written authorization. The investment adviser shall obtain prior written authorization from the client to deduct advisory fees from the account held with the qualified custodian.

Notice of fee deduction. Each time a fee is directly deducted from a client account, the investment adviser shall concurrently send the qualified custodian notice of the amount of the fee to be deducted from the client's account and send the client an invoice itemizing the fee. Itemization shall include the formula used to calculate the fee, the amount of assets under management on which the fee is based, and the time period covered by the fee.

Notice of safeguards. The investment adviser shall notify the Commissioner on Form ADV that the investment adviser intends to use the safeguards specified in this subsection.

Waiver of surprise audit requirement. If the above steps are taken with respect to client accounts where fees are directly debited, the Firm does not need to comply with the surprise audit requirement.

5.4 Firm Custody Procedures

HSAX may be deemed to have custody relating to automatic deduction of advisory fees from client advisory accounts.

Generally, however, HSAX does not permit employees or the Firm to accept or maintain custody of client funds and/or assets. It is the Firm's policy that all funds, securities, and other assets of each client will be maintained in the name of the respective clients and held for safekeeping by the bank, broker-dealer, or other qualified custodian handling that client's respective account.

This policy relates to the **handling of client funds and/or securities**. It is the expressed policy of HSAX that the Firm will not take physical custody of client funds or securities. Avoidance of custody will be accomplished through the following procedures:

1. Certificates. Should a certificate for any security be received into the offices of HSAX through the mails or other delivery service, such certificate shall be immediately, and on same date of receipt, taken to the custodian.
2. Checks. Employees of HSAX are prohibited from ever holding customer funds or securities in any capacity as custodian for a client account. Receipts of checks and payment of funds will be recorded promptly by the CCO in

the Firm's check register or similar journal. Checks made payable to an account custodian must be forwarded to the account custodian for deposit to a client account within 24 hours of when it was received. Employees should never accept possession of client securities for safekeeping, or hold client checks in excess of three business days pending pick up by the client.

All accounts are maintained with a qualified custodian, directly under the client's name. This qualified custodian provides statements directly to the client or his or her independent representative on at least a quarterly basis.

In the event that an employee of HSAX receives funds, securities, or other assets from a client, such employee must immediately notify the CCO and arrange to return such funds, securities, or other assets to the client within 3 business days of receiving them. The CCO will prepare a memo for the client file, documenting the event and its resolution and include a copy of the letter sent to the client explaining the reason for the return of the assets.

The Firm generally shall prohibit any employee, officer, and/or the Firm from:

- Having signatory power over any client's checking account;
- Having the to power to unilaterally wire funds from a client account;
- Acting as a investment adviser to any investment partnership;
- Physically holding cash or securities of any client;
- Holding any client's securities or funds in HSAX's name at any financial institution;
- Receiving the proceeds from the sale of client securities or interest or dividend payments made on a client's securities or check payable to the Firm except for advisory fees;
- Having general power of attorney over a client's assets; and
- Holding client's assets with an affiliate of HSAX where the Firm, its employees, or officers have access to advisory clients.

No associated person of the Firm is permitted to borrow money or securities from any HSAX client, nor are associates permitted to lend money to any client, unless approved in writing by the CCO.

Should the Firm ever be deemed to have custody, the records required to be made and kept shall include the following:

1. A journal or other record showing all purchases, sales, receipts, and deliveries of securities, including certificate numbers, for all accounts and all other debits and credits to the accounts.
2. A separate ledger account for each client showing all purchases, sales, receipts and deliveries of securities, the date and price of each purchase and sale, and all debits and credits.
3. Copies of confirmations of all transactions effected by or for the account of any client.
4. A record for each security in which any client has a position that shows the name of each client having any interest in each security, the amount or interest of each client, and the location of each security.

These records are required to be made and kept for a period of **not less than five years** from the end of the fiscal year during which the last entry was made on such record, the **first two years in the business location from which the customer or client is being provided or has been provided with investment advisory services.**

6. EMPLOYEES

6.1 Employee Screening

HSAX will not knowingly hire or become associated with any person who may be ineligible to be associated with a registered investment adviser. Such persons would include, for example, those convicted of certain criminal violations or those enjoined from employment in the securities industry. With any prospective employee, HSAX will seek background information from the applicant and other materials as are appropriate under the circumstances. The CCO will be responsible for conducting these checks.

Notably, an application for registration may be denied, suspended, or revoked if the Commissioner finds that the person has been convicted of any felony, or of a misdemeanor offense that directly relates to its duties and responsibilities.

6.2 Employee Solicitations

An employee soliciting clients for the Firm must not be subject to any statutory disqualification, must disclose to the client his affiliation with the Firm, and must enter into a written agreement with the Firm, which the CCO shall provide to prospective solicitor-employees. Under Section 61-1-13(r) of the Act, employee solicitors must register as an "investment adviser representatives."

7. FILINGS & REPORTS

7.1 Annual Amendments

All registrations for investment advisers, and their agents or representatives expire at the end of each calendar year and must be renewed timely for the registrant to remain registered to do business in Utah. The CCO is responsible for ensuring that all required renewals and amendments to Form ADV are made on a timely basis.

The Firm is required to timely amend its information when an event occurs that causes an answer to a question on its application to become incorrect. HSAX is responsible for maintaining the accuracy of the information contained in its Form ADV. Amendments to Form ADV are effected with the IARD.

7.2 Other Disclosures and Reports

HSAX shall also disclose to clients and prospective clients any financial, legal or disciplinary event that is material to an evaluation of, the Firm's integrity or ability to meet its contractual commitments to clients (which includes certain information with respect to a financial condition of the Firm or with respect to employees who have a disciplinary history). This information must be disclosed to clients before further investment advice is given to the clients. With respect to prospective clients, this information shall be disclosed at least 48 hours before entering into any written or oral investment advisory contract, or no later than the time of entering the contract if the client has the right to terminate the contract without penalty within five business days after entering into the contract. The CCO shall make the determination whether such an event requires disclosure and the manner of such disclosure.

7.3 Annual Financial Statements

As a result of having custody over client funds, MCM must file an audited balance sheet with the Commissioner within 90 days of the Firm's fiscal year end. Each balance sheet filed under this regulation shall be (a) be audited by an independent certified public accountant; (b) prepared in conformity with generally accepted accounting principles; and (c) accompanied by a note stating the principles used to prepare it, the basis of included securities or assets, and any other explanations required for clarity.

The CCO shall ensure compliance with the appropriate annual financial reporting requirements are met on a timely basis.

7.4 State Registrations

HSAX will monitor and maintain all appropriate Firm registration filings and associated person registrations that may be required for providing advisory services to our clients in any location. Upon receipt of new client Agreement, the CCO will verify that HSAX and any associated person are properly registered or notified in the home state of the client. In addition, prior to the annual renewal period at calendar year end, the CCO will compare the home addresses for all clients to determine appropriate notifications and registrations for the Firm and any associated persons. The CCO shall maintain an annual review log to confirm the above has been complied with, and shall initial the same.

7.5 Registrations Renewal

Registration renewals for the Firm and advisory representatives are paid via the Firm's IARD account. The IARD renewal statements become available on the system each year in early November. Deadline for payment is generally prior to the second week of December. Failure to pay a renewal fee in a timely manner may result in termination of the registration by the applicable regulatory authority.

7.6 Amendments to Form U4

All states that require registration of associated persons have mandated that associated persons file a Form U4. All employees who are registered as associated persons have a continuing obligation to amend and update information required by Form U4 as changes occur. Firm associated persons should report to the CCO any update to the following items:

(1) Professional designations

(2) Identifying Information/Name Change

(3) Residential History

(4) Employment History

(5) Other/Outside Businesses

(6) Any event which would lead to an affirmative answer to any disciplinary disclosure questions.

8. FINANCIAL & DISCIPLINARY INFORMATION

8.1 Disciplinary Disclosure

HSAX must disclose relevant facts about any legal or disciplinary "event" which would be material in evaluating the Firm's integrity or ability to meet contractual commitments to clients. Any required disciplinary disclosures are to be reported on the appropriate sections of ADV Part 1A Disclosure Reporting Pages for HSAX. It is the responsibility of the CCO to ensure that any disciplinary information requiring disclosure is promptly reported on HSAX's amended Form ADV.

9. FORM ADV & BROCHURES DELIVERY

9.1 Form ADV

With respect to the ADV, material inaccuracies should be considered as those facts or information which a client or prospective client would consider important in their decision to engage HSAX for advisory services. All employees should report to the CCO any information in the Form ADV and/or the Disclosure Document that such employee believes to be materially inaccurate or omits material information.

It is important Form ADV contains current and accurate information. In addition to the *annual updating amendment*, the Firm must amend its Form ADV by filing additional amendments (known as: other-than-annual amendments) PROMPLTY if:

Information about the Firm that was provided in response to the following Items becomes inaccurate IN ANY WAY:

Item Number	***Description***
Item 1 of Part 1A	Identifying Information
Item 3 of Part 1A	Form of Organization
Item 9 of Part 1A	Custody
Item 11 of part 1A	Disclosure Information
Item 1 of Part 1B	State Registration
Items 2A through 2F of Part 1B	Additional Information: (Contact Info/Bond/Judgments & Liens/Arbitration/Civil Judicial Action)
Item 2I of Part 1B	Additional Information: Custody

Information provided about the Firm in response to the following items becomes MATERIALLY inaccurate:

Item Number	***Description***
Item 4 of Part 1A	Successions
Item 8 of Part 1A	Participation or Interest in client Transactions
Item 10 of Part 1A	Control Persons
Items 2A through 2G of Part 1B	Other Business Activities

Information provided about the Firm in the Brochures (Both Part 2A of Form ADV and Part 2B of Form ADV) becomes MATERIALLY inaccurate.

The CCO will maintain copies of all amendments.

9.2 Parts 2A and 2B of Form ADV/Written Disclosure Documents

HSAX clients are entitled to certain information about the Firm**.** When the advisory relationship is first established, an investment adviser is required to deliver a document to each client disclosing important information about the adviser. Part 2A of an adviser's Form ADV (or another disclosure statement which contains at least the information disclosed on Part 2A of Form ADV)(the "disclosure statement"), will be provided to all prospective clients before entering into an advisory contract with such client and offered or provided to existing clients under certain circumstances. The disclosure statement, also called the Firm Brochure, will be delivered to the prospective client not less than 48 hours before entering into the Firm's Advisory Agreement (defined below), or at the time of entering into the Firm's Advisory Agreement; provided that the client has a right to terminate the Advisory Agreement without penalty within five business days after entering into the contract.

Additionally, a proposed client is to be given a Brochure Supplement (Part 2B of Form ADV) for each supervised person who: (1) formulates investment advice for that client and has direct client contract; or (2) makes discretionary investment decisions for that client's assets, even if the supervised person has no direct client contract. The supplement brochure must

be given to each client at or before the time when that specific supervised person begins to provide advisory services to that specific client.

HSAX's Advisory Agreement must contain an acknowledgment by the client that the client has received the disclosure statement. The Firms current standard Advisory Agreement can be obtained from the CCO.

Proof of delivery of HSAX's Part 2 will be evidenced by the client's signing the client Agreement.

A copy of the written agreement and all attachments will be maintained in the customer file.

An investment adviser is also required to annually deliver or offer to deliver, without charge, the disclosure statement to existing clients. The Firm shall maintain a record of both the initial delivery of the disclosure statement and all annual offers thereafter.

Copies of the Firm's current disclosure statement may be obtained from the CCO.

The CCO is responsible for ensuring that the client receives the disclosure statement.

10. PORTFOLIO MANAGEMENT

10.1 Setting Up Client's Account

For its managed account program, the Firm should interview prospective clients to discuss the various advisory services available through KAM and assist the client in selecting the advisory services appropriate for that client's investment needs. Prior to commencing the interview, the Firm will provide the client with Part 2 of the Firm's Form ADV or any other disclosure statements used to describe the Firm's advisory activities and other important information. The Firm will also obtain all supporting documents necessary to set up the account. With respect to joint accounts, the Firm will confirm that all parties to the account for whom advisory services are being provided have signed the client Agreement.

No trading may occur in a client's account until the Advisory Agreement, with supporting documents, have been completed and reviewed by the CCO for any exceptions to KAM's account criteria, and executed by the Firm.

Discretionary Trades for securities may be entered for execution only if KAM has received prior written authorization from the client for such transactions. Evidence of the Firm's authority to manage a client's account on a discretionary basis will be documented by the Advisory Agreement.

All written authority granted to KAM by the client will be restricted to "limited trading authority", giving the Firm the power to only purchase and sell securities for the account. At no time will KAM 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.

10.2 Determining Suitability

HSAX must make suitable recommendations to clients in light of their particular needs, financial circumstances and investment objectives, and must have an adequate basis in fact for its recommendations, representations and projections.

Investment advisers are prohibited from making unsuitable recommendations. HSAX shall not recommend to any client to whom investment supervisory, management, or consulting services are provided the purchase, sale or exchange of any security without reasonable grounds to believe that the recommendation is suitable for the client on the basis of information furnished by the client after reasonable inquiry concerning the client's investment objectives, financial situation and needs, and any other information known by the investment adviser or the associated person.

In setting up an account, the associated person should obtain basic investment information about the prospective client and maintain a record such information. The Firm uses a risk profile suitability questionnaire to obtain information from the client that will help determine investment suitability for that client. The CCO will use this information to monitor the ongoing activity in the client's account and ensure that such activities are in accordance with the financial requirements and investment objectives shown on the client investment questionnaire and/or obtained and documented in client interviews. Any securities transactions which deviate from the client's investment objectives will be discussed with the associated person handling the account. If it appears to the CCO that such deviations are inconsistent with the client's stated objectives and are frequent in number, the CCO may, at his discretion, consult the client to confirm the accuracy of the information in the client file. If the client's objectives have changed, the CCO should require updated documentation before any further trades are entered for the account. In addition to requiring updated documentation, on a client directed trade, the CCO has the authority to require that the client execute a written notice for the purchase of any security that is totally inconsistent with the client's investment objectives. The notice will state, in substance, that the client understands that the security in question is inconsistent with the client's investment objectives and that the order to purchase the security is at the client's insistence and risk.

The Firm uses a risk profile suitability questionnaire to obtain information from the client that will help determine investment suitability for that client.

10.3 Managing the Client's Account

It is the associated person's responsibility to keep informed of any changes in their client's financial situation. In managing accounts, each associated person is required to maintain regular communications with his/her clients. At a minimum these communications will include the following:

1. At least annually, advisory representatives will undertake a comprehensive review of each of his/her accounts to

assess the client's financial situation and individual investment needs. In addition, each portfolio manager should evaluate the portfolio if he/she should become aware of any changes in any client's investment objectives or financial circumstances as shown in the client documentation. All updated information will be maintained in the client's files. The associated persons will maintain a log to ensure that all client accounts are reviewed at least on an annual basis.

2. In addition to the daily review of executed and unexecuted order memoranda, the CCO will review the activity in each account at least quarterly to determine if the account has been managed in a manner consistent with the client's investment objectives. The CCO shall have the independent authority to discuss any questionable activities in any account with the respective client.

3. KAM will ensure that the qualified custodians of the clients in the Firm's managed account program will provide each client with a quarterly review and analysis of his/her account. It is the responsibility of each portfolio manager to keep his/her clients apprised of relevant changes in the economy, market conditions, and about KAM's investment views and expectations for the economy and the markets.

The CCO shall prepare a memo to document the accounts that were reviewed for the above criteria, and note any deficiencies that were found.

10.4 Monitoring Account Activity

After an account has been approved for a specific investment program, the Firm will monitor the trading activities in the account to ensure that the securities purchased or sold are consistent with the client's investment objectives. The Firm will also look for any evidence of excessive trading or conflicts of interest with the client.

The Firm is not permitted to enter any order for the purchase or sale of securities for any non-discretionary account without first consulting with and receiving the client's approval for such transaction. Should there be an employee of the Firm found to have committed serious or repeat violations of the conduct described in the above sections, that person will be referred to the CCO for appropriate action.

10.5 Investment Restrictions

The Firm will comply with its client's guidelines and any restrictions such clients impose on the Firm's management of client assets.

10.6 Portfolio Disclosure Obligations – Five percent Positions

With large positions, HSAX's personnel generally should adhere to three guidelines.

1. Contact the CCO when the Firm controls the voting or disposition of four percent of any class of voting stock. Federal securities law, including Section 13 of the 1934 Exchange Act, imposes disclosure obligations on investors whose "beneficial ownership" exceeds five percent of a class of equity securities. The "beneficial owner" of a security is not necessarily the record owner but the "person" that exercises voting and/or dispositive control of the securities. To ensure that these questions are addressed in a timely manner, the CCO should be notified when any position reaches the four percent threshold.

2. Avoid entering into agreements with other investors with respect to actions relating to portfolio companies. If two or more investors agree to act in concert with respect to a particular company, then each member of the group is deemed to "own" all the securities held by each member of the group. At the very least, such a relationship imposes a complicated disclosure regimen. As a general rule, the Firm should maintain its independence. That does not mean that the Firm personnel cannot discuss the merits of portfolio companies with other investment professionals. It is important, however, that these conversations not end in agreements regarding a joint course of action.

3. Take no action to exercise control over a portfolio company. As a matter of general policy, the Firm will not seek operating control of the companies in which it directs investments. When the Firm's clients cumulatively take a large position in a company's voting securities, investment personnel should exercise particular caution to avoid any activities that could be viewed as an attempt to control the company. The Firm should not be seen to be directing management in the operation of the company's business nor mandating the activities of the company's authority of directors. There may be exceptions to this general policy in specific instances, including those in which a fund or other client makes significant investments in publicly–held companies (and/or seeks representation on the company's authority of directors). The CCO should be notified if any of the above exceptions are contemplated.

10.7 Termination of Accounts

Every client has the right to terminate his/her advisory agreement with HSAX at any time upon written notice. Any pre-paid advisory fees will be prorated to the date of termination and any unearned advisory fees will be promptly returned to the client.

Upon the termination of any account, if the Firm employed a portfolio manager which handled that account, the portfolio manager will prepare a memo detailing the reasons for account termination. The customer file will be forward to the CCO for review. The CCO should be aware of trends of account termination or any potential complaints and should call the customer to discuss if correspondence from customer indicates any concerns. The CCO will maintain a log of all terminated accounts, including the name of the portfolio manager, account termination date and reason for termination.

11. PRIVACY OF CLIENT INFORMATION

11.1 Privacy Policy

As general policy, HSAX will not disclose personal financial information about any client to non-affiliated third parties except as necessary to establish and manage the client's account(s) or as required by law. In these situations, personal financial information about a client may be provided to the broker/dealer or other custodian maintaining these accounts.

In addition, HSAX restricts access to a clients' non-personal financial information to those who need to know such information in order to provide products or services to clients. HSAX maintains physical, electronic, and procedural safeguards that comply with federal standards to guard each client's personal financial information. Such safeguards include, among other things, restricting information contained on the client Investment Questionnaire or in any client documentation supporting the written agreement to each client's personal account portfolio manager, the portfolio manager's supervisor, and the Firm's CCO or such other persons as the CCO deems as needing to know the information. A hard copy of client personal financial information is maintained in HSAX's central files, and is secured (locked) after normal business hours. Electronic access to client personal financial information is restricted to the client's account portfolio manager handling the account through HSAX's local area network (LAN). Electronic LAN access is available to persons with a legitimate business need for access to such information.

In the course of client relationships, HSAX gathers and maintains personal, non-public information regarding its clients' financial circumstances and investment objectives. HSAX is committed to maintaining the privacy and confidentiality of this client information. Accordingly, HSAX has adopted a privacy policy in accordance with the Gramm-Leach-Bliley Act privacy regulations which require investment advisers to determine and disclose how they treat nonpublic information about their clients and potential clients.

1. The Firm may collect nonpublic personal information about the Firm's clients and potential clients from the following sources:
    a. Information received from account applications, written questionnaires, interviews/conversations, information forms and other client interactions;
    b. Information about transactions with the Firm, any affiliates of the Firm, or others; and
    c. Information the Firm obtains or receives from a consumer reporting agency.
2. All client information is to be maintained in the Firm's master client files and/or stored on appropriate electronic media. Information from potential clients may be filed in temporary files, but shall be subject to the same restrictions and limitations as other client files outlined below.
3. Firm personnel are prohibited from sharing or disclosing nonpublic information regarding any client or potential client of the Firm, except (i) as necessary to service client accounts including, without limitation, the settlement, billing, processing, clearing, or transferring of client transactions; or (ii) as otherwise directed by a client. Access to all client files and information, whether in paper or electronic format, is limited to Adviser personnel for the purposes of servicing client accounts.
4. Firm personnel may not remove client files or information from the Firm's premises unless (i) it is necessary to service client accounts; and (ii) prior approval is obtained from the Chief Compliance Officer.
5. All client files are secured at the end of each business day, and exterior doors always remain locked.
6. All computers are set up so they 'lock' when not in use, requiring a password to gain access.
7. Traffic flow in the office is restricted, and no individuals, other than employees, are allowed free access to areas where client information is held.
8. Employees working remotely must utilize passwords to gain access to the Firm system servers.
9. The Firm will provide clients with a privacy policy notice (the "Privacy Notice") when the client engages the Firm for advisory or other services. The Privacy Notice details the types of nonpublic client information the Firm collects, the information the Firm shares with third parties or with affiliates, the kinds of third parties with which the Firm shares information, the policies and practices the Firm has in place to protect the confidentiality and security of

nonpublic client information; the procedures the Firm has in place to permit clients or potential clients to opt out of information sharing arrangements with third parties (inapplicable to the Firm so long as the Firm only shares information with third parties for purposes of servicing client accounts), and the Firm's disposal policy.

10. The Firm shall deliver an updated Privacy Notice to all of its clients annually, even if the notice has not changed since the previous year.
11. A copy of the Firm's current Privacy Notice is attached as ***Appendix B***.
12. HSAX has undertaken to protect client information in the course of its disposal as well. Employees either utilize personal desk-side shredders or place material to be shredded in a secure retention container.
13. The Chief Compliance Officer is responsible for evaluating Firm's compliance with this privacy policy on an ongoing basis.

11.2 Delivery of Privacy Policy

Initial delivery to each client of HSAX's Privacy Notice shall be made by the CCO upon the execution of an investment advisory agreement ("Client Agreement") with the client. The Client Agreement shall contain a clause acknowledging receipt as evidence of delivery of the initial Privacy Policy.

In addition, each active client of HSAX will be provided with a copy of the Privacy Notice annually. The CCO will maintain an "Annual Privacy File" which will contain the following information:

1. Copy of statement page with note that the Privacy Notice is included;
2. Copy of the Privacy Notice in place at that time; and
3. List of names to which the notice was sent.

If at any time HSAX amends it's Privacy Notice, the Firm shall provide each client a copy of the revised notice. If a client decides to close their account(s) or become an inactive client, the Firm will adhere to the privacy policies and practices as described above.

12. PROMOTIONAL ACTIVITIES

12.1 Requirements

An investment adviser is prohibited from using any advertisement that contains any untrue statement of material fact or that is otherwise misleading. The prohibition includes publishing, circulating, or distributing any advertisement that does not comply with SEC rule 206(4)-1.

The Advisers Act defines "advertising" to include any circular, prospectus, or other material or any communication by radio, television, Internet, pictures or similar means used in connection with a sale or purchase or an offer to sell or purchase any security..

The Commissioner regulates closely the manner in which investment advisers portray themselves and their investment returns to existing and prospective investors, including how performance information, charts and graphs are presented. The following guidelines should be used to ensure the Firm's compliance with these rules.

12.2 Advertising Guidelines

The following devices or sales presentations, and the use thereof in any advertising shall be deceptive or misleading practices:

1. Comparison charts or graphs that show a distorted, unfair or unrealistic relationship between the Firm's past performance, progress or success and that of another company, business, industry or investment media;
2. The use of a lay-out, format, size, kind and color of type so as to attract attention to favorable or incomplete portions of the advertising matter, or to minimize less favorable, modified or modifying portions necessary to make the entire advertisement a fair and truthful representation;
3. Statements or representations which predict future profit, success, appreciation, performance or otherwise relate to the merit or potential of the securities unless such statements or representations clearly indicate that they represent solely the opinion of the publisher;
4. Making generalizations, generalized conclusions, opinions, representations and general statements based upon a particular set of facts and circumstances unless those facts and circumstances are stated and modified or explained by such additional facts or circumstances as are necessary to make the entire advertisement a full, fair, and truthful representation;
5. The use of sales kits or film clips, displays or exposures, which, alone or by sequence and progressive compilation, tend to present an accumulative or composite picture or impression of certain, or exaggerated potential, profit, safety, return or assured or extraordinary investment opportunity or similar benefit to the prospective purchaser;
6. Distributing any non-factual or inaccurate data or material by words, pictures, charts, graphs, or otherwise, based on conjectural, unfounded, extravagant, or flamboyant claims, assertions, predictions or excessive optimism;
7. Any package or bonus deal, prize, gift, gimmick or similar inducement, combined with or dependent upon the sale of some other product, contract or service, unless such unit or combination has been fully disclosed and specifically described and identified in the application as the security being offered;
8. Other devices or sales presentations that are fraudulent or would tend to work a fraud under the securities laws of Utah.

12.3 Performance Advertising

The Advisers Act permits a registered investment adviser to advertise its past performance (both actual performance and hypothetical or model results) only if the advertisement satisfies the following requirements:

1. Sets out or offers to furnish a list of all recommendations made by such investment adviser within the immediately preceding period of not less than one year from such advertisement;
2. Discloses the name of each such security recommended, the date and nature of each such recommendation, the market price at that time, the price at which the recommendation was to be acted upon and the market price of each such security as of the most recent practicable date;

3. Discloses whether and to what extent the advertised results reflect the reinvestment of dividends or other earnings;
4. Does not suggest or make claims about the potential for profit without disclosing the potential for loss; or
5. Does not omit any of the facts material to the performance figures.

The investment adviser must retain records to support the calculation of any advertised performance.

12.4 Firm Advertising Policies

The CCO has the responsibility for implementing and monitoring the Firm's policy and for reviewing advertising and marketing materials to insure any materials are consistent with the Firm's policy and regulatory requirements. The CCO will maintain a central file containing a copy of each advertisement, including the date and means of distribution. HSAX has adopted the following procedures:

1. All advertisements and promotional materials must be reviewed and approved prior to use by the CCO;
2. The initialing and dating of the advertising and marketing materials will document approval;
3. Each employee is responsible for ensuring that approved materials are not used or modified without the express written authorization of the CCO;
4. The CCO will review other written communications prepared for existing clients or prospective clients including quarterly letters;
5. Marketing materials will be retained for five years, including all documentation underlying performance presentations, including calculation worksheets and account statements.

This policy applies to marketing materials distributed in print, facsimile, electronic or any other form.

13. SOLICITATION ARRANGEMENTS & REFERRAL FEES

13.1 General

No arrangement to pay employees or third parties for the referral or solicitation of clients may be entered into without the CCO's prior approval. The CCO will take all necessary action, including the relevant background checks of the solicitors, to assure compliance under applicable law, including Rule 206(4)-3 under the Advisers Act. Generally, the following conditions apply to such arrangements.

13.2 Third Party Solicitation Arrangements

HSAX shall not pay a cash fee, directly or indirectly, to a solicitor with respect to solicitation activities unless the solicitation arrangement meets all of the following requirements pursuant to Section 69W-600.0131 of the Code.

The cash fee shall be paid to a solicitor only under the following circumstances:

1. The written agreement describes the solicitation activities to be engaged in by the solicitor on behalf of HSAX and the compensation to be received, contains an undertaking by the solicitor to perform the solicitor's duties under the agreement in a manner consistent with the instructions of HSAX and requires the solicitor to provide the client with a current copy of HSAX's written disclosure document and the solicitor's written disclosure document.
2. HSAX receives from the client, before or when entering into any written or oral HSAX contract with the client, a signed and dated acknowledgment of receipt of the Firm's written disclosure statement and the solicitor's written disclosure document.
3. HSAX makes a bona fide effort to ascertain whether the solicitor has complied with the written agreement required, and HSAX has a reasonable basis for believing that the solicitor has complied with the agreement.

The solicitor must furnish to the client a separate written disclosure document which shall contain the following information:

1. The name of the solicitor;
2. The name of the investment adviser (HSAX);
3. The nature of the relationship, including any affiliation, between the solicitor; and HSAX;
4. A statement that the solicitor will be compensated for the solicitation services by HSAX;
5. The terms of the compensation arrangement, including a description of the compensation paid or to be paid by the solicitor; and,
6. The amount in addition to the advisory fee that the client will be charged for the costs of the solicitor's services, and any differences in fees paid by the clients if the difference is attributable to the existence of any arrangement in which HSAX has agreed to compensate the solicitor for soliciting clients for, or referring clients to, HSAX.

A person who meets the following conditions cannot serve in the capacity of a solicitor: (a) is subject to an order by any regulatory body that censures or places limitations on the person's activities, or that suspends or bars the person from association with an investment adviser; and, (b) was convicted within the previous 10 years of any felony or misdemeanor involving the purchase or sale of any security, taking a false oath, the making of a false report, bribery, perjury, burglary, larceny, theft, robbery, extortion, forgery, counterfeiting, fraudulent concealment, embezzlement, fraudulent conversion, misappropriation of funds or securities, or conspiracy to commit any such act.

The CCO shall ensure that the client executes a written acknowledgment form acknowledging that the client received the Firm's disclosure statement and the solicitor's disclosure statement, which shall be retained in accordance with the Firm recordkeeping procedures. The CCO shall prepare the solicitation agreement, the solicitation statement and the solicitation acknowledgment form.

14. VIOLATIONS – REPORTING AND PENALTIES

It is the policy of HSAX that each employee and the Firm must strictly comply with the provisions of the Manual. The Firm understands that from time to time this Manual may be inadvertently violated. If an inadvertent violation occurs, it should promptly be reported to the Chief Compliance Officer.

Willful or repeated violation of the Compliance Manual or failure to promptly report any violation so that it may promptly be corrected will subject the violator to disciplinary action up to and including possible termination of employment by the Firm.

15. VOTING, TENDER OFFERS & CLASS ACTIONS

15.1 The Fund

An investment adviser has a fiduciary duty to vote proxies in the best interests of the client and to treat clients fairly. The Department of Labor takes the position that an investment adviser must vote the proxies of its managed accounts which are covered by ERISA unless the governing plan document provides otherwise.

As investment manager to the Fund, HSAX will exercise all rights, powers, and privileges of ownership in all Fund property. HSAX will retain the right to vote, give assent, and execute all proxies with relation to Fund investments. HSAX will also retain the right to take any action with respect to securities owned by the Fund that are named in or subject to any class action lawsuits.

15.2 Separately Managed Accounts

HSAX, as a matter of policy and practice, has no authority to vote proxies on behalf of advisory clients. HSAX may offer assistance as to proxy matters upon a client's request, but the clients always retain the proxy voting responsibility.

The CCO has the responsibility for the implementation and monitoring of our proxy policy and to ensure that the Firm does not accept or exercise any proxy voting authority on behalf of clients without an appropriate review and change of the Firm's policy with the appropriate regulatory requirements being met and records maintained.

HSAX, as a matter of policy and practice, will take no action and will not render any advice with respect to any securities held in any client's account that are named in or subject to class action lawsuits. HSAX will forward to a client any information received by HSAX regarding class action legal matters involving any security held in the client's account.

The CCO has the responsibility for the implementation and monitoring of our class action policy and for ensuring all information received by HSAX regarding a class action lawsuit involving any security held the client's account is forwarded to the relevant client.

In the event that a material conflict arises between our Firm's interest and that of clients of HSAX's managed account program, our Firm will vote the proxies in accordance with our fiduciary duty to the clients. A written record will be maintained describing the conflict of interest, and an explanation of how the vote taken was in the client's best interest. HSAX may refrain from voting a proxy if the cost of voting the proxy exceeds the expected benefit to the client.

APPENDIX A

HSAX & Co., LLC
Compliance Manual Receipt Acknowledgement

I, the undersigned employee of HSAX & Co., LLC, Inc., hereby acknowledge receipt of the Compliance Manual including, without limitation, the Code of Ethics and Privacy Policy, for HSAX & Co., LLC. I have read and understood the Compliance Manual and its supporting Exhibits having asked any and all necessary questions of the Chief Compliance Officer in relation to such Compliance Manual.

Having acknowledged receipt and comprehension of the Compliance Manual and its supporting Exhibits, I will act in accordance with the policies set forth therein.

Dated as of _____, 20__.

Signature:

_____

Print Name:

_____

APPENDIX B

Privacy Policy

Introduction
HSAX & Co., LLC ("HSAX" or the "Firm") takes measures to ensure that the use and disclosure of your private personal information is consistent with applicable law.

Our Consumer Information Privacy Policy ("Privacy Policy") explains what nonpublic personal information we collect, why the Firm collects it, how the Firm protects your nonpublic personal information, and how and why, in certain cases, the Firm shares such information amongst HSAX or with other parties. Our Privacy Policy may be amended from time to time. Our Privacy Policy applies to nonpublic personal information collected or used when the Firm offers investment products or services to individuals for personal, family, or household purposes. This disclosure is made on behalf of the Firm listed in the "Application of Privacy Policy for HSAX & Co., LLC" section below.

Our Privacy Policy applies only to individual Firm investors (both current and former investors) who have a direct relationship with HSAX. If you own HSAX investment products or receive HSAX services in the name of a third-party broker dealer, investment adviser, or other financial service provider, that third party's privacy policies may apply to you.

Information That We Collect and May Disclose

HSAX collects information from and about you in order to provide the superior level of service that you expect. Nonpublic personal information about you may include: your name, mailing address, e-mail address, tax identification number, age, account information, investment amounts in our companies, marital status, number of dependents, assets, debts, income, net worth, employment history, financial statements, beneficiary information, personal bank account information, credit history information, broker dealer, financial advisor, IRA custodian, account joint owners and other similar parties, the Firm's investment products and services you purchase, your account balance or transactional history with the Firm, the fact that you are or have been an investor in a Firm sponsored investment and particulars related to any such investment.
Specific examples of personal information that the Firm may collect and may disclose to affiliates and certain third parties include:

- Information the Firm receives from you on applications, subscription agreements, or other forms. Examples include your name, mailing address, and e-mail address.
- Information about your transactions with the Firm, its affiliates, and others such as account balances, payment history, account activity and financial statements.
- Information obtained from others, such as credit reports from consumer credit reporting agencies.

How We Use and Disclose Information

HSAX and third-party service providers work together to provide a variety of investment products and services, and they may need to share some or all nonpublic personal information collected on you to maintain an efficient and effective network of products and services. HSAX believes that by sharing information about you and your accounts among our companies and partners, the Firm is better able to serve your investment needs and to suggest services or educational materials that may be of interest to you. The responsible use and disclosure of the nonpublic personal information the Firm collects is crucial to our ability to provide our clients with the type of goods and services they expect, and may occur under a variety of different circumstances. For example, the Firm may:

- Use your personally identifiable information internally for the purposes of furthering our business, which may include analyzing your information, matching your information with the information of

others, processing services, maintaining accounts, resolving disputes, preventing fraud and verifying your identity.

- Disclose your personally identifiable information when required by law, such as requests for personal information in connection with a judicial, administrative or investigative matter.

- Use and disclose your personally identifiable information on an aggregate basis. This means that the Firm combines parts of your information with parts of the information from our other users without including your name, complete telephone number, complete e-mail address or your street address, in the combination. Examples of how the Firm uses aggregate information include determining and disclosing demographic information such as the average income of investors in our funds.

Sharing Amongst HSAX Affiliates and Nonaffiliated Service Providers
HSAX may share your personally identifiable information among Firm affiliates engaged in investment or other related financial service activities. Examples might include customer-initiated service requests, establishing and managing your investor accounts, completing your investor transactions, and sharing information with parties acting at your request and on your behalf, such as your broker-dealer, financial advisor, joint owners and IRA custodian.

Sharing With Nonaffiliated Service Providers
HSAX may disclose your personal information to nonaffiliated service providers who perform business functions on our behalf, which may include marketing of our own investment products and services, check printing, and data processing. Nonaffiliated third party service providers often aid us in the efficient and effective delivery of services and there may be circumstances where it is necessary to disclose nonpublic personal information the Firm collects to such parties. However, before the Firm discloses nonpublic personal information to a nonaffiliated party, we require them to agree to keep our investor information confidential and secure and to use it only as authorized by us. Also, HSAX will only share your nonpublic information with nonaffiliated third parties under circumstances not covered by state or federal law "opt-out" notice exceptions, such as servicing a financial product or service authorized by the customer, resolving consumer disputes, and protecting against potential fraud or unauthorized transactions. Should this policy ever change in the future, you will be given adequate notice and the option to "opt-out" of such disclosure.
HSAX may also disclose the following information to companies that perform marketing services on our behalf or to other financial institutions with which the Firm has joint marketing agreements:

- Information the Firm receives from you on applications or other forms, such as your name, address, social security number, assets and income.

- Information about your transactions with us, our affiliates, or others, such as your payment history, and parties to the transactions.

- Information the Firm receives from a consumer reporting agency, such as your creditworthiness and credit history.

HSAX requires all joint marketers to have written contracts with us that specify appropriate use of your personal information, require them to take steps to safeguard your personal information, and prohibit them from making unauthorized or unlawful use of your personal information. HSAX does *not* share, sell, or rent your personal private information with outside marketers who may want to offer you their own products and services to you.

How the Firm Protects Your Information
HSAX maintains a comprehensive information security program designed to ensure the security and confidentiality of customer information, protects against threats or hazards to the security of such information, and prevents unauthorized access. This program includes:

- Procedures and specifications for administrative, technical and physical safeguards.

- Security procedures related to the processing, storage, retention and disposal of confidential information.

- Programs to detect, prevent and when necessary respond to attacks, intrusions or unauthorized access to confidential information.

- Restricting access to customer information to employees who need to know that information to provide products and services to you, and appointing specific employees to oversee our information security program.

Availability of Our Privacy Policy
HSAX will provide notice of our Privacy Policy annually, as long as you maintain an ongoing relationship with us.

Notification of Changes to Our Privacy Policy
If HSAX decides to change our Privacy Policy, the Firm will notify its investors. If at any point we decide to use or disclose your personally identifiable information in a manner different from that stated at the time it was collected, HSAX will notify you in writing. The Firm will otherwise use and disclose a user's or an investor's personally identifiable information in accordance with the Privacy Policy that was in effect when such information was collected.

Change in Control
If HSAX experiences a "change in control" (defined below), then the Firm may amend our information practices as described in this Privacy Policy. The Firm will disclose your personally identifiable information to the company or other legal entity that succeeds the company subject to the change in control. The privacy policy of the succeeding legal entity will then govern the personally identifiable information that the applicable firm had collected from you under this Privacy Policy. However, if applicable law prohibits the succeeding legal entity's privacy policy from governing your personally identifiable information, then this Privacy Policy shall continue to govern. "Change in control" means any of the following events:

- A reorganization, merger, consolidation, acquisition or other restructuring involving all or substantially all of HSAX's voting securities and/or assets, by operation of law or otherwise.

- Insolvency.

- A general assignment for the benefit of creditors.

- The appointment of a receiver.

- The filing of a bankruptcy or insolvency proceeding.

- The liquidation of assets.

Application of Privacy Policy for HSAX & Co., LLC
This Privacy Policy applies to the following companies: HSAX & Co., LLC and their respective subsidiaries and all other funds or entities created in the future that offer investment products or services to individuals for personal, family, or household purposes.

APPENDIX C

Code of Ethics

Of

HSAX & Co., LLC

1887 Gold Dust Lane

Suite 203 A

Park City, Utah 84060

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1. General Provisions

1.1 Professional Responsibilities

HSAX & Co., LLC ("HSAX") is registered as an investment adviser with the U.S. Securities and Exchange Commission. HSAX is dedicated to providing effective and proper professional investment management services to a wide variety of advisory clients. HSAX's reputation is a reflection of the quality of our employees and their dedication to excellence in serving our clients. To ensure these qualities and dedication to excellence, our employees must possess the requisite qualifications of experience, education, intelligence, and judgment necessary to effectively serve as investment management professionals. In addition, every employee is expected to demonstrate the highest standards of moral and ethical conduct for continued employment with HSAX.

The SEC and the courts have stated that portfolio management professionals, including registered investment advisers and their representatives, have a fiduciary responsibility to their clients. In the context of securities investments, fiduciary responsibility should be thought of as the duty to place the interests of the client before that of the person providing investment advice. Failure to do so may render the adviser in violation of the anti-fraud provisions of the Advisers Act.

Fiduciary responsibility also includes the duty to disclose material facts that might influence an investor's decision to purchase or refrain from purchasing a security recommended by the adviser or from engaging the adviser to manage the client's investments. The SEC has made it clear that the duty of an investment adviser to not engage in fraudulent conduct includes an obligation to disclose material facts to clients whenever the failure to disclose such facts might cause financial harm. An adviser's duty to disclose material facts is particularly important whenever the advice given to clients involves a conflict or potential conflict of interest between the employees of the adviser and its clients.

As a fiduciary, HSAX owes an undivided duty of loyalty to its clients, and thus demands the highest standards of ethical conduct and care by all HSAX. It is HSAX's policy that all HSAX Personnel conduct themselves so as to avoid not only actual conflicts of interest with HSAX's clients, but also that they refrain from conduct which could give rise to the appearance of a conflict of interest that may compromise the trust our clients have placed in us.

This Code of Ethics (or "Code") has been adopted by HSAX in order to set forth applicable policies, guidelines and procedures that promote ethical practices and conduct by all of the Firm's managers, officers and employees (collectively, these managers, officers and employees are referred to within this section as "employees"). Under Rule 204A-1 of the Investment Advisers Act of 1940, HSAX is required to establish, maintain and enforce written procedures reasonably necessary to prevent its employees from violating provisions of the Act with respect to personal securities trading and fiduciary obligations. In meeting such responsibilities with our clients, HSAX has adopted this Code of Ethics regarding the purchase and/or sale of securities in the personal accounts of our employees or in those accounts in which our employees may have a direct or indirect beneficial interest. The Code is also intended to lessen the chance of any misunderstanding between HSAX and our employees regarding such trading activities.

In those situations where employees may be uncertain as to the intent or purpose of this Code, they are advised to consult with the Chief Compliance Officer ("CCO" or Harvey Sax). The CCO may, under circumstances that are considered appropriate, grant exceptions to the provisions contained in this Code only when it is clear that the interests of HSAX's clients will not be adversely affected. All questions arising in connection with personal securities trading should be resolved in favor of the interest of the clients even at the expense of the interest of our employees. The senior management of HSAX will satisfy themselves as to the adherence to this policy through periodic review and reports by the CCO.

1.2 Failure to Comply

Strict compliance with the provisions of this Code shall be considered a basic condition of employment with HSAX. It is important that employees understand the reasons for compliance with this Code. HSAX's reputation for fair and honest dealing with its clients and the investment community in general could be seriously damaged as the result of even a single security transaction considered questionable in light of the fiduciary duty owed to our clients. Employees are urged to seek the advice of the CCO for any questions as to the application of this Code to their individual circumstances. Employees should also understand that a material breach of the provisions of this Code may constitute grounds for disciplinary action and/or termination of employment with HSAX.

2. Covered Persons

2.1 Supervised Persons

- 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.

2.2 Access persons

Any supervised persons who:

- Has access to non-public information regarding any client's purchase or sale of securities, or non-public information regarding the portfolio holdings of any fund the adviser or its affiliates manage; or
- Is involved in making securities recommendations to clients, or has access to such recommendations that are non-public; and,
- All HSAX directors, officers, and partners.

If there is any question by a supervised person as to whether they are also considered an access person under this Code, they should consult with the CCO for clarification on the issue.

2.3 Family Members

For purposes of personal securities reporting requirements, HSAX considers the access persons defined above to also include the person's immediate family (including any relative by blood or marriage living in the employee's household), and any account in which he or she has a direct or indirect beneficial interest (such as a trust).

3. Business Conduct Standards

3.1 Compliance with Laws and Regulations

All supervised persons must comply with all applicable state and federal securities laws including, but not limited to, the Investment Advisers Act of 1940, Regulation S-P and the Patriot Act as it pertains to Anti-Money Laundering.

All supervised 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 by making a statement that omits material facts;
- To engage in any act, practice or course of conduct which operates or would operate as a 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.

3.2 Conflicts of Interest

HSAX, as a fiduciary, has an affirmative duty of care, loyalty, honesty, and good faith to act in the best interests of its clients. Compliance with this duty can be achieved 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.

Conflicts among Client Interests. Conflicts of interest may arise in which the firm or its supervised persons have reason to favor the interests of one client over another client (*e.g.,* larger accounts over smaller accounts, accounts compensated by lower ticket charges to the Investment Adviser Representative ("IAR") over accounts not so compensated, accounts in which employees have made material personal investments, accounts of close friends or relatives of supervised persons). HSAX specifically prohibits inappropriate favoritism of one client over another client which would constitute a breach of fiduciary duty.

Competing with Client Trades. HSAX 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. In order to avoid any potential conflict of interest between HSAX and its clients, securities transactions for the accounts of access persons in the same security as that purchased/sold for advisory accounts should be entered only after completion of all reasonably anticipated trading in that security for those accounts on any given day. If after completion of all anticipated trading for client accounts, a trade is executed for an access person's personal account on that same day at a price better than that received by the client; the access person must notify the CCO who will prepare a memorandum detailing the circumstances of the transaction. If after reviewing the transaction, the CCO determines that a potential conflict of interest exists, they shall have the authority to make any necessary adjustments, including canceling and re-billing the transaction to such other account(s) as appropriate. Such memoranda and any corrective action taken will be recorded and maintained in HSAX's compliance files.

No Transactions with Clients. HSAX specifically prohibits supervised persons from knowingly selling to or purchasing from a client any security or other property, except securities issued by the client.

3.3 Personal Securities Transactions

Personal securities transactions by access persons are subject to the following trading restrictions:

Initial Public Offerings (IPO). Access persons are prohibited from acquiring any securities in an initial public offering without first obtaining written pre-clearance from the CCO. The prior approval must take into account, among other factors, whether the investment opportunity should be reserved for clients, and whether the opportunity is being offered to an individual by virtue of their position with HSAX.

Upon receiving a request for pre-clearance, the CCO will review the intended transaction for consideration. The final decision will then be sent in writing to the access person requesting the permission for the IPO. Only upon receipt of the written approval from the CCO can the access person then engage in the purchase of the requested IPO. The access person making the request and the CCO must maintain final written approval or denial for their files.

Limited or Private Offerings. Access persons are prohibited from acquiring any securities in a limited offering (i.e. private placement) without first obtaining written pre-clearance from the CCO. The prior approval must take into account, among other factors, whether the investment opportunity should be reserved for clients, and whether the opportunity is being offered to an individual by virtue of their position with HSAX.

Upon receiving a request, the CCO will review the intended transaction for consideration. The final decision will then be sent in writing to the access person requesting the permission for the limited offering. Only upon receipt of the written approval from the CCO can the access person then engage in the purchase of the requested limited offering. The access person making the request and the CCO must maintain final written approval or denial for their files.

3.4 Outside Business Interests

A supervised person who seeks or is offered a position as an officer, trustee, director, or is contemplating employment in any other capacity in an outside enterprise is expected to discuss such anticipated plans with HSAX's CCO prior to accepting such a position. Information submitted to the CCO will be considered as confidential and will not be discussed with the supervised person's prospective employer without the supervised person's permission.

HSAX does not wish to limit any supervised person's professional or financial opportunities, but needs to be aware of such outside interests so as to avoid potential conflicts of interest and ensure that there is no interruption in services to our clients. Understandably, HSAX must also be concerned as to whether there may be any potential financial liability or adverse publicity that may arise from an undisclosed business interest by a supervised person.

3.5 Personal Gifts

Accepting Gifts. On occasion, because of their position with the company, supervised persons of HSAX may be offered or may receive without notice, gifts from clients, brokers, vendors or other persons. Acceptance of extraordinary or extravagant gifts is prohibited. Any such gifts must be declined and returned in order to protect the reputation and integrity of HSAX. Gifts of nominal value (i.e., a gift whose reasonable value, alone or in the aggregate, is not more than $100 in any twelve month period), customary business meals, entertainment (e.g. sporting events), and promotional items (i.e., pens, mugs, T-shirts) may be accepted. All gifts received by a supervised person of HSAX that might violate this Code must be promptly reported to the CCO.

Solicitation of Gifts. HSAX's supervised persons are prohibited from soliciting gifts of any size under any circumstances.

Giving Gifts. HSAX's supervised persons may not give any gift with a value in excess of $100 per year to an advisory client or persons who do business with, regulate, advise or render professional service to HSAX.

3.6 Reporting of Violations

All supervised persons of HSAX must promptly (upon discovery of violation) report violations of the code to the CCO as the situation dictates. If the CCO is unavailable, the violation must then be reported to any executive officer of the firm.

4. Insider Trading

In 1989, Congress enacted the Insider Trading and Securities Enforcement Act to address the potential misuse of material non-public information. Courts and the Securities and Exchange Regulator currently define inside information as information that has not been disseminated to the public through the customary news media; is known by the recipient to be non-public; and has been improperly obtained. In addition, the information must be

material, e.g. it must be of sufficient importance that a reasonably prudent person might base their decision to invest or not invest on such information.

The definition and application of inside information is continually being revised and updated by the regulatory authorities. If a HSAX supervised person believes they are in possession of inside information, it is critical that they not act on the information or disclose it to anyone, but instead advise the CCO or a principal of HSAX accordingly. Acting on such information may subject the supervised person to severe federal criminal penalties and the forfeiture of any profit realized from any transaction.

Although this section is included under the provisions of this Code, it is, in fact, a separate set of procedures required under Section 204A of the Advisers Act and is included in Exhibit A. All HSAX supervised persons are required to read and acknowledge having read such procedures annually.

5. Reporting Requirements

5.1 Scope

The provisions of this Code apply to every security transaction, in which an access person of HSAX has, or by reason of such transaction acquires, any direct or indirect beneficial interest, in any account over which they have any direct or indirect control. Generally, an access person is regarded as having a beneficial interest in those securities held in their name, the name of their spouse, and the names of their minor children who reside with them. An access person may be regarded as having a beneficial interest in the securities held in the name of another person (individual, partnership, corporation, trust, custodian, or another entity) if by reason of any contract, understanding, or relationship they obtain or may obtain benefits substantially equivalent to those of ownership. An access person does not derive a beneficial interest by virtue of serving as a trustee or executor unless the person, or a member of their immediate family, has a vested interest in the income or corpus of the trust or estate. However, if a family member is a fee-paying client, the account will be managed in the same manner as that of all other HSAX clients with similar investment objectives.

If an access person believes that they should be exempt from the reporting requirements with respect to any account in which they have direct or indirect beneficial ownership, but over which they have no direct or indirect control in the management process, they should so advise the CCO in writing, giving the name of the account, the person(s) or firm(s) responsible for its management, and the reason for believing that they should be exempt from reporting requirements under this Code.

5.2 Reportable Securities

Section 202(a)(18) of the Advisers Act defines the term "Security" as follows:

Any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, pre-organization certificate or subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas or other mineral rights, any put, call straddle, option, or privilege on any security (including a certificate of deposit) or on any group or index of securities (including any interest therein or based on the value thereof), or any put, call straddle, option or privilege entered into on a national securities exchange relating to a foreign currency, or in general, any interest or instrument commonly known as a "security" or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing.

For the purposes of this Code, the term "Reportable Securities" means all such securities described above except:

- Direct obligations of the United States;

- Bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements;
- Shares issued by money market funds;
- Shares issued by open-end funds other than reportable funds (*Note*: The term "Reportable Funds" means any fund whose investment adviser or principal underwriter controls you, is controlled by you, or is under common control with you.); and,
- Shares issued by unit investment trusts that are invested exclusively in one or more open-end funds, none of which are reportable funds.

If there is any question by an access person as to whether a security is reportable under this Code, they should consult with the CCO for clarification on the issue before entering any trade for their personal account.

5.3 Reporting Exceptions

Under Rule 204A-1, access persons are not required to submit:

- Any report with respect to securities held in accounts over which the access person has no direct or indirect influence or control;
- A transaction report with respect to transactions effected pursuant to an automatic investment plan (*Note:* This exception includes dividend reinvestment plans.); and,
- A transaction report if the report would duplicate information contained in broker trade confirmations or account statements that HSAX holds in its records so long as HSAX receives the confirmations or statements no later than 30 days after the end of the applicable calendar quarter.

5.4 Initial/Annual Holdings Report

Initially

Any employee of HSAX who during the course of their employment becomes an access person, as that term is defined in sub-section 2.2 of this Code, must provide the CCO with an Initial/Annual Securities Holdings Report Certification no later than 10 days after the employee becomes an access person. The holdings information provided in conjunction with this certification must be current as of 45 days before the employee became an access person.

Annually

Every access person must submit an Initial/Annual Securities Holdings Report Certification to the CCO due by the last business day of January of each year. The annual holdings requirement will be satisfied through receipt by the CCO of year-end statements received directly from the custodian. The CCO will review each statement for any evidence of improper holdings, trading activities, or conflicts of interest by the access person.

5.5 Quarterly Transaction Reports

Every access person must arrange for the CCO to receive duplicate statements for all brokerage accounts. Following receipt of the quarterly statements, the CCO will review each statement for any evidence of improper trading activities or conflicts of interest by the access person. After careful review of each report, the CCO will sign and date the report attesting that they conducted such review. Quarterly securities transaction reports are to be maintained by the CCO in accordance with the records retention provisions of Rule 204-2(a) of the Advisers Act.

6. Form ADV Disclosure

A description of the Code will be provided in HSAX's Form ADV Part II. With the description, a statement will be made that HSAX will provide a copy of the Code to any client or prospective client upon request.

7. Acknowledgment of Receipt

HSAX supervised persons must acknowledge, initially and annually, that they have received, read, and understand, the above Code of Ethics regarding personal securities trading and other and other potential conflicts of interest and agree to comply with the provisions therein. In addition, supervised persons must agree to acknowledge any subsequent amendments to the Code (within specified time frame set forth in any future communications notifying of an amendment) by any means deemed by HSAX to satisfactorily fulfill the supervised person's obligation to read, understand, and agree to any such amendment.

EXHIBIT A

HSAX & Co., LLC

Insider Trading Policies

Overview and Purpose

The purpose of the policies and procedures in this Section (the "Insider Trading Policies") is to detect and prevent "insider trading" by any person associated with HSAX & Co., LLC ("HSAX"). The term "insider trading" is not defined in the securities laws, but generally refers to the use of ***material, non-public information*** to trade in securities or the communication of material, non-public information to others.

General Policy

(a) Prohibited Activities

All HSAX Personnel are prohibited from engaging in the following activities:

(i) Trading or recommending trading in securities for any account (personal or client) while in possession of material, non-public information about the issuer of the securities; or

(ii) Communicating material, non-public information about the issuer of any securities to any other person.

The activities described above are not only violations of these Insider Trading Policies, but also may be violations of applicable law.

(b) Reporting of Material, Non-Public Information

All HSAX Personnel who possess or believe that he or she may possess material, non-public information about any issuer of securities must report the matter immediately to the Compliance Officer. The Compliance Officer will review the matter and provide further instructions regarding appropriate handling of the information to the reporting individual.

Material Information, Non-Public Information, Insider Trading and Insiders

(a) Material Information. "Material information" generally includes:

(i) Any information that a reasonable investor would likely consider important in making his or her investment decision; or

(ii) Any information that is reasonably certain to have a substantial effect on the price of an issuer's securities.

Examples of material information include the following: dividend changes, earnings estimates, changes in previously released earnings estimates, significant merger or acquisition proposals or agreements, major litigation, liquidation problems, and extraordinary management developments.

(b) **Non-Public Information.** Information is "non-public" until it has been effectively communicated to the market, and the market has had time to "absorb" the information. For example, information found in a report filed with the U.S. Securities and Exchange Commission, or appearing in Dow Jones, Reuters, The Wall Street Journal, or other publications of general circulation would be considered "public."

(c) **Insider Trading.** While the law concerning "insider trading" is not static, it generally prohibits:

(i) Trading by an insider while in possession of material, non-public information;

(ii) Trading by non-insiders while in possession of material, non-public information, where the information was either disclosed to the non-insider in violation of an insider's duty to keep it confidential or was misappropriated; and,

(iii) Communicating material, non-public information to others.

(d) **Insiders.** The concept of "insider" is quite broad, and includes all employees of a company. In addition, any person may be a temporary insider if she/he enters into a special, confidential relationship with a company in the conduct of that company's affairs and, as a result, has access to information solely for the company's purposes. Any person associated with HSAX may become a temporary insider for a company it advises or for which it performs other services. Temporary insiders may also include the following: a company's attorneys, accountants, consultants, bank lending officers, and the employees of such organizations.

Penalties for Insider Trading

The legal consequences for trading on, or communicating, material, non-public information is severe, both for individuals involved in such unlawful conduct and their employers. A person can be subject to some or all of the penalties below, even if he/she does not personally benefit from the violation. Penalties may include:

- Civil injunctions;
- Jail sentences;
- Revocation of applicable securities-related registrations and licenses;
- fines for the person who committed the violation of up to three times the profit gained (or loss avoided), whether or not the person actually benefited; and,
- Fines for the employee or other controlling person of up to the greater of $1,000,000 or three times the amount of the profit gained (or loss avoided).

In addition, HSAX's management will impose serious sanctions on any person who violates the Insider Trading Policies. These sanctions may include suspension or dismissal of the person or persons involved.

EXHIBIT B

HSAX & Co., LLC

Initial Account Holdings Statement

The undersigned new employee of HSAX & Co., LLC, _____, hereby certifies the following:

1. The undersigned has received, read and understands the policies and procedures set forth in the HSAX & Co., LLC Code of Ethics.

2. The undersigned hereby represents and warrants that set forth below (or attached hereto) is an account statement that reports the undersigned's accounts and securities holdings (list of brokerage accounts and securities in which the covered person has a direct or indirect beneficial interest) as of _____, 20_____.

Dated as of this ___ day of _____, 20_____.

Signature:

_____

EXHIBIT C

HSAX & Co., LLC

Annual Update and Certification

The undersigned, _____, hereby certifies the following:

1. The undersigned has received, read and understands the policies and procedures set forth in the HSAX & Co., LLC Code of Ethics. To the undersigned's knowledge, the undersigned has not violated or materially failed to comply with the provisions of the Code of Ethics, including, without limitation, the Personal Trading Policies and applicable laws referenced therein.

2. The undersigned hereby represents and warrants that set forth below (or attached hereto) is an annual account statement that reports the undersigned's accounts and securities holdings (list of brokerage accounts and securities in which the covered person has a direct or indirect beneficial interest) as of December 31, 20_____.

Dated as of this ___ day of _____, 20_____.

Signature:

_____