

JW • COLE

ADVISORS

FORM ADV PART 2A

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J.W. COLE ADVISORS, INC.

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This Brochure is published in accordance with the U.S. Securities and Exchange Commission (“SEC”) Form ADV Part 2 requirements as required by SEC rules. The SEC issued a final rule in July 2010 requiring all registered Investment Advisers “IAs” to provide a Firm Brochure in a narrative “plain English” format. This Brochure provides information regarding the qualifications and business practices of J.W. Cole Advisors, Inc. (“JWCA”) in the standard format as detailed by the SEC rule. If you have any questions about the contents of this Brochure, please contact your JWCA Investment Advisor Representative (“IAR”) or JWCA’s corporate office at (866) 592- 6531. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority. The use of the term “Registered” throughout this Brochure does indicate a licensing qualification but it is not intended to imply a certain level of skill. As used in this Brochure, the words “we”, “our” and “us” refer to JWCA and your IAR. The words “you”, “your” and “client” refer to you as either an existing client or prospective client of JWCA.

Additional information about JWCA is available on the SEC’s website at: www.adviserinfo.sec.gov.

EXHIBIT A

SUMMARY OF MATERIAL CHANGES

This Section provides a summary of specific material changes that have been made to the Brochure since the last update on March 27, 2015. We may provide existing advisory clients with this summary in lieu of providing a complete updated Brochure each year. We deliver this summary, or a complete Brochure, each year to existing advisory clients within 90 days of the close of our fiscal year. We recommend you, and all clients, read the entire Brochure. Existing clients receiving the summary of material changes only, may request a copy of the complete Brochure at no charge by contacting our corporate office at (866) 592-6531.

Material Changes

In 2018, the minimum fee for the Asset-Based Advisory Program and Managed Account Solutions (Wrap Solution) was increased to \$400 .

Additional information about us is available at www.jw-cole.com and via the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with us who are registered, or are required to be registered, as an IAR of JWCA.

TABLE OF CONTENTS

COVER PAGE.....	i
EXHIBIT A - SUMMARY OF MATERIAL CHANGES	ii
TABLE OF CONTENTS	iii
ADVISORY BUSINESS	4
FEES AND COMPENSATION.....	7
PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	9
TYPES OF CLIENTS	9
METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS	10
DISCIPLINARY INFORMATION	13
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	14
CODE OF ETHICS	14
BROKERAGE PRACTICES	15
REVIEW OF ACCOUNTS	18
CLIENT REFERRALS AND OTHER COMPENSATION.....	18
CUSTODY	19
INVESTMENT DISCRETION.....	19
VOTING CLIENT SECURITIES	19
FINANCIAL INFORMATION.....	19

ADVISORY BUSINESS

JWCA Owners and Principals

JWCA is a corporation with corporate offices in Tampa, Florida and was formed under the laws of the State of Florida and has been federally registered with the SEC as an IA pursuant to the Investment Advisors Act of 1940 since November 9, 2000. Mr. John Carlson, is the sole Owner, Founding Principal, President, Chief Executive Officer and Chief Financial Officer and as such, owns more than seventy-five (75%) of JWCA's common stock. Mr. Marco Fuentes is the Chief Compliance Officer and is a less than five (5%) shareholder of JWCA.

As described in greater detail in the section below titled "OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS", JWCA is a separately owned entity but under common managerial control with JWC. JWC is a Financial Industry Regulatory Authority ("FINRA") member B/D with corporate offices in Tampa, Florida and Carlsbad, CA.

JWCA has 321 individuals associated as IARs, all of which are appropriately licensed (or satisfy their specific state exemption) and authorized to provide advisory services.

JWCA Advisory Services

We offer a variety of advisory services to you and each advisory service is described in its own section below. The advisory services are tailored for you through a process directed by your IAR, who gathers initial relevant information about your financial objectives, risk tolerances and existing assets; this detailed snapshot is your "financial profile". Your IAR analyzes your financial profile and recommends an advisory service to you designed to assist you with meeting your financial goals in consideration of your financial profile and investment objectives. If you elect to implement your IAR's recommendation, our advisory services may include an investment portfolio consisting of various types of public and private securities, including but not limited to: equities, corporate debt, government obligations, municipal securities, exchange traded funds, unit investment trusts, mutual funds or other pooled investments, options/derivatives, alternative investments, interests in real estate or oil and gas partnerships, annuities/insurance products and other investment instruments. In certain arrangements, you have the ability to impose restrictions on a particular security or category. On an ongoing basis, your IAR will review changes to your financial profile and monitor the advisory services you selected for purposes of making change recommendations to your advisory services.

The advisory services offered by us include, but are not limited to; asset management, investment advice, investment consulting, and financial planning and consulting. Your IAR may act as the investment manager or may recommend other non-affiliated asset managers.

IAR Managed Programs

We offer three types of IAR managed programs, which are delivered to you on a discretionary or non-discretionary basis.

1) **Traditional & Signature Advisory Account Programs a/k/a Portfolio Management Account (“PMA”)**

The Traditional Advisory Account is a fee-based investment advisory account in which your IAR will manage the investment account according to your financial profile. Your IAR will manage your assets on a non-discretionary basis or, if certain qualifications are met and only upon your written authorization, your account(s) may be managed by your IAR on a discretionary basis. Your IAR will deliver ongoing investment advice and monitoring of your security holdings. This advisory program allows you the ability to pay an advisory fee and a nominal transaction fee in lieu of a commission for each transaction.

2) **Asset-Based Advisory Account Program**

The Asset-Based Advisory Account is a “wrap” fee investment advisory account in which your IAR will manage your investment account(s) according to your financial profile. Your IAR will manage your assets on a non-discretionary basis or, if certain qualifications are met, and only upon your written authorization may your IAR manage your assets on a discretionary basis. Your IAR will deliver ongoing investment advice and monitoring of your security holdings. This advisory program allows you the ability to pay an asset-based advisory fee, which covers certain transaction costs within the advisory fee in lieu of a commission for each transaction.

For further information please refer to the JWCA Form ADV Part 2A Appendix Wrap Fee Program Brochure.

3) **Managed Account Solutions Program**

The Managed Account Solutions (“MAS”) program is a tri-party investment advisory program sponsored by Envestnet Asset Management, Inc. (“Envestnet”) and the clearing custodial firm, National Financial, LLC (“NFS”). The MAS program consists of an extensive range of investment advisory services, including: Separately Managed Accounts, Mutual Fund Solutions, ETF Solutions, Unified Managed Accounts, Multi-Manager Accounts and an IAR Directed Model Program, which allows your IAR to manage the portfolio by using Envestnet’s services. Clients who select the MAS program will also receive Envestnet’s Form ADV Part 2A, which provides greater detail regarding the program sponsor.

Third-Party Investment Advisers

We offer clients advisory services through Third-Party Investment Advisers (“TPIAs”) also known as “third-party asset managers”, “outside money managers” or “unaffiliated investment advisers” who manage your assets. We maintain an approved list of TPIAs and make these TPIAs available for your IAR to recommend these managers to you according to your financial profile. Your IAR may recommend for you to use one or more of the TPIAs available from our approved list. On an ongoing basis, your IAR monitors changes to your financial profile and the TPIA you selected and provides continued advice for you to adjust the TPIA if necessary.

Participation in Other Advisory Service Programs

We may offer clients other investment advisory services in connection with a fee program sponsored by another financial services firm (e.g. B/D, IA). As described in the asset-based account program above, a wrap fee program will arrange for you to pay the sponsoring financial services firm an advisory fee which covers all costs including: the advisory fee in connection with the management of the assets; transaction costs; custodial fees and any other related fees for services received. In such cases where we are selected to provide any of these listed services, we may receive compensation directly from the other firm sponsoring the advisory program.

As with our other advisory programs, your IAR collects information for your initial financial profile and recommends which advisory program may best assist with helping to meet your financial goals. After you select the advisory program, your IAR will review changes to your financial profile, arrange periodic meetings and recommend any necessary adjustments to your investment strategy.

Financial Planning & Consulting

We also offers financial planning & consulting services to you on matters involving securities and non-securities topics, including, but not limited to: tax planning; asset allocation; estate planning; investment planning; risk management; retirement planning and college planning. Your IAR will consult with you to discuss your goals, objectives, risk tolerance, and any special or particular circumstance unique to you. After analyzing your individual circumstances, objectives and risk profile, your IAR will present recommendations to you, either verbally or in a written financial plan. Your IAR may prepare other special reports on these matters for you at your request.

To implement the advice you received from your IAR, your IAR may recommend that you work with other professionals, such as other B/Ds, IAs, attorneys or accountants. Your IAR may also recommend that you utilize various financial products to assist with helping to meet your financial goals. You are under no obligation to act on any of the financial planning recommendations provided to you by your IAR, and you may choose to implement the recommendations through other unaffiliated service providers or through your IAR.

Your IAR will base the financial planning recommendations on your initial financial profile provided at the time of engagement. JWCA does not guarantee or promise that your financial goals and objectives will be met. It is your obligation to review your analysis and provide updates when your financial situation, goals, objectives, or needs change, so your IAR can adjust your plan accordingly.

Variable Annuity Sub-Account Management

We may also assist you with managing your variable annuity insurance products that you currently own including any variable annuity contract you may have purchased through your IAR in their capacity as a Registered Representative (“RR”) of JWC. Variable annuity insurance products may contain sub-accounts, which are portfolios of investment assets. Based upon your financial profile, your IAR may recommend an advisory service designed to assist you with selecting which sub-accounts may best help you meet your financial goals. Your IAR may also recommend that you select a TPIA who will manage the sub-accounts according to your financial profile. This advisory service is separate from our other services pursuant to a written Annuity Advisory Agreement.

Assets Under Management

Your IAR may manage your assets on a discretionary or non-discretionary basis. As of this filing, we manage \$902,499,874 of client assets on a discretionary basis and \$1,014,307,043 of client assets on a non-discretionary basis.

FEES AND COMPENSATION

IAR Managed Programs Fee

Although you may negotiate fees under certain circumstances, fees may be charged at a flat rate or on a tiered schedule, the default advisory fee tiered schedule for IAR Managed Programs is as follows and your fee may be higher or lower than the default fee: (maximum allowable fee = 3.00% / minimum allowable fee = 0.25%)

Tier Fee Schedule

Assets	Default Annual Fee
Initial \$250,000	2.65%
\$250,001 - \$500,000	2.45%
\$500,001 - \$1,000,000	1.75%
\$1,000,001 - \$2,000,000	1.50%
Above \$2,000,000	Negotiable

The advisory fee is based on a percentage of the current market value of the assets in your account(s) under our management. The advisory fee is charged quarterly, in advance or in arrears. The advisory fee schedule is set forth in your written Agreement. We calculate the advisory fee at the end of each calendar quarter using the ending market value of your assets in your account(s) on the last business day of the quarter. We receive asset valuations from the custodian(s) of your account(s) and do not independently verify or value your assets. We prorate the initial and closing advisory fee based on the number of days advisory services are rendered to you in the calendar quarter. Prorated amounts are due upon execution or termination of your Agreement. Advisory fees are limited to a 0.25% minimum and a 3.00% maximum. Upon notification to us by you or your IAR, advisory fees will be adjusted for significant additions or withdrawals to your account during the quarter.

The advisory fees are exclusive of and in addition to brokerage commissions, transaction fees and other clearing and execution costs incurred.

Additionally, if you are not provided a copy of this Form ADV Part 2A at least 48 hours prior to signing the Agreement, you may terminate the Agreement within 5 business days of signing and receive a full refund of all fees paid.

Third-Party Investment Adviser Fees

All TPIA advisory fees are charged in accordance with your Agreement signed with the TPIA. Advisory fees or minimum investment requirements imposed by the TPIA may or may not be negotiable. The TPIA will custody your assets with their corresponding custodian(s).

TPIAs may or may not be wrap programs. Any fees or charges for brokerage and custodial services incurred in connection with the TPIA's management of your account(s) are in addition to the TPIA's investment advisory fee. Depending on the arrangement with the TPIA, your advisory fee for the advisory services provided by us may be paid by the TPIA or directly from the custodian(s) of your assets.

Variable Annuity Sub-Account Management

Although you may negotiate fees under certain circumstances, fees may be charged at a flat rate or on a tiered schedule, the default advisory fee tiered schedule for Variable Annuity Sub-Account Management is as follows and your fee may be higher or lower than the default fee: (maximum allowable fee = 2.00% / minimum allowable fee = 0.25%)

Tier Fee Schedule

Assets	Default Annual Fee
Initial \$500,000	1.25%
\$500,000 - \$1,000,000	1.00%
\$1,000,001 - \$2,000,000	0.75%
Above \$2,000,000	Negotiable

The advisory fee is based on a percentage of the current market value of the assets in your account(s) under management. The advisory fee is charged quarterly, in advance or in arrears. The advisory fee schedule is set forth in your written Agreement. We calculate the advisory fee at the end of each calendar quarter using the ending market value of your assets in your account(s) on the last business day of the quarter. The market value is determined by your Annuity Company. We do not independently verify or value your assets.

Your IAR, in their capacity as RRs of JWC may receive commissions on the sale of variable annuities to you. In addition to commissions, variable annuities may also carry internal fees. These commissions and fees may create a conflict of interest if your IAR recommends a variable annuity purchase to you, and as a result, we receive commission on your purchase in addition to the advisory fees for sub-account management. If we receive such commissions in addition to our advisory fees, your IAR must disclose this conflict of interest to you when the Agreement is executed. Advisory fees on annuity sub-account management are limited to a 2.00% maximum.

There are also Third-Party Investment Advisers who can be selected by you to manage the sub-accounts in your variable annuity. Under this relationship, you will pay the TPIA's management fee (and any other fees as identified in the TPIA's ADV Part II) per their agreement and you will also pay us a Solicitor's Fee for the referral made by your IAR to the TPIA. This Solicitor's Fee is negotiable and the default fee is 1%.

Financial Planning & Consulting

Clients electing to engage us for financial planning & consulting services may choose to be charged an hourly rate or a flat fee. This advisory fee may be negotiated by you prior to executing the Agreement. We may charge up to \$350.00 per hour for these advisory services. Client's electing a flat fee for financial planning services may pay the advisory fee in advance with the IAR responsible for providing proof the advisory service was delivered. Clients electing the hourly rate may be requested by their IAR to pay upon execution of your Agreement, upon delivery of the advisory services to you or upon a combination of either.

Either party may terminate the Agreement at any time by providing the other party with written notice. Upon termination, we will refund any unearned advisory fees paid by you based upon the amount of documented time your IAR worked on the financial plan prior to the termination of the Agreement. You may terminate your Agreement within five business days of signing the Agreement to receive a full refund of all advisory fees paid.

Direct Billing to Your Custodian

Generally, your signed Agreement authorizes us to bill advisory fees to the custodian(s) of your account(s), and directs your custodian(s) to debit advisory fees from your account(s). Your statements produced by the custodian(s) will reflect each advisory fee deduction from your account(s). You may withdraw the authorization for direct billing of these fees at any time by notifying us or your custodian(s) in writing.

General Information Regarding Mutual Funds and Sub-Accounts

All fees paid to us for advisory services are separate and distinct from the fees and expenses charged by mutual funds or sub-accounts, which are described in each mutual fund's or variable annuity's prospectus. Generally, these internal fees include a management fee and other expenses. Your IAR, in their capacity as RRs of JWC may receive 12B-1 distribution fees and other commissions from investment companies in connection with the placement of client funds into certain investment companies. You should review all JWCA fees and those fees charged by mutual funds, variable annuities and others to fully understand the total amount of fees you are paying. At their discretion, your IAR may choose to pay for your associated transaction costs.

If your IAR, in their capacity as a RR with JWC, elects to receive a commission on certain investments made with assets held in your account(s), your IAR is required to waive the advisory fee on these assets for a period of time. Other fee excluded assets may be marked as such by your IAR when there is no true active management or investment advice being given, for example: fixed income securities being held to maturity; securities with disadvantaged tax consequences; restricted, control, affiliate, employee securities or other investments you may have an attachment to; and existing investments not recommended to you by your current IAR. The time period of these advisory fee exclusions will be determined on a case-by-case basis. The payments requiring advisory fee waiver do not include any 12b-1 payments, which are not considered commissions for purposes of fee waiver consideration. It is important to note that the resulting commission paid to your IAR may be higher than the amount of your advisory fee as agreed upon in your signed Agreement.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

JWCA does not charge any performance-based fees (fees based on a share of capital gains or on a share of capital appreciation of your assets). There may be some TPIAs who charge performance-based fees and you should review their ADV Part II to identify such fees.

TYPES OF CLIENTS

JWCA provides the advisory services described above to: individuals; partnerships, pension and profit-sharing plans; trusts; estates; charities, corporations and other entities.

JWCA may impose certain conditions for starting or maintaining an advisory account(s). Generally, our Traditional and Signature Advisory Account Programs require a minimum of \$10,000, MAS Program requires a minimum of \$25,000.00 of cash and/or securities and our Asset-Based Advisory Account programs requires \$100,000.00 to establish and maintain an advisory account(s). We may terminate the Agreement if the account(s) do not meet the minimum amount required. At our discretion, we may waive this requirement if, for example, you have additional or related accounts that collectively exceed the minimum requirements.

TPIAs may require larger minimums or may impose minimum fees. Please review all Agreements and request your IAR to explain any fees or account requirements prior to executing your written Agreement.

JWCA does not require a minimum account size for financial planning services.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Methods of Analysis

Your IAR may employ one or more of the following methods of investment analysis to evaluate securities for potential investment recommendations:

Fundamental Analysis: A technique that attempts to identify investment opportunities by comparing an estimated true value of a company versus its current market value as opposed to identifying the investment opportunity through an analysis of the company's security price movements. The estimated value is conducted by assessing the company's current financial condition and consideration of other important company factors including, but not limited to: revenue projections; profitability; competitive advantages; liability exposure; management expertise; industry outlook; etc. Because it can take a long time for the market to reflect the company's value, one risk associated with this method of analysis is that gains may not be realized until the security's market price rises to the company's estimated true value. Furthermore, the information collected may be incorrect resulting in an inaccurate estimate of earnings, which may be the basis for the investment's value. If the company's security prices adjust rapidly to new information, relying upon fundamental analysis for investment opportunity may not result in favorable performance.

Technical Analysis: A technique involving the analysis of past securities price movements to identify trends and attempt to forecast future price movements for potential investment opportunities. Unlike fundamental analysis, technical analysis does not analyze the company's value, but instead, analyzes the security's price movement in the market. Charting is a form of technical analysis in which the price and volume information for a security is analyzed using mathematical equations. The results are then graphically represented to illustrate patterns and identify potential investment opportunities. Cyclical analysis is another form of technical analysis which focuses on the regularity of movements in the market and times trading to coincide with anticipated market cycles. Technical analysis studies the supply and demand in the market in an attempt to determine what direction, or trend, will continue in the future. However, there are risks involved with the technical analysis method, including the risk that trends will change unpredictably and that market timing results may not be favorable if the charts do not accurately predict the future price movements. Daily changes in securities prices may follow random patterns and may not be predictable with any reliable degree of accuracy.

Your IAR obtains information from a number of sources, both public and by purchase, including financial newspapers and magazines, inspections of corporate activities, research materials prepared by third-parties, corporate rating services, annual reports, prospectuses and filings with the SEC and company press releases. JWCA believes these resources for information are reliable and regularly depend on these resources for allowing your IAR to make investment recommendations; however, JWCA is not responsible for the accuracy or completeness of this information.

Investment Strategies

The investment strategy recommended for you is based upon the initial financial profile information you provided to your IAR. It is important to at least annually review with your IAR your investment objectives, risk tolerance, tax objectives, liquidity needs and any other relevant financial consideration prior to choosing an investment strategy. All investments carry a certain degree of risk and no one particular investment style or portfolio manager is suitable for all types of investors.

Your IAR may use a variety of investment strategies depending on your circumstances, financial objectives and needs. Your IAR may recommend implementing one or more of the following investment strategies: long-term purchases (generally held at least a year); short-term purchases (generally held less than a year); trading (typically held less than 30 days); margin transactions (purchase of a security on credit extended by a securities company); and option transactions (call and put positions).

Your IAR may recommend implementing these strategies using various types of investments, including but not limited to, public and private securities, including: equities, corporate debt, government obligations, municipal securities, exchange traded funds (“ETFs”), unit investment trusts (“UITs”), mutual funds & index funds or other pooled investments, options/derivatives, alternative investments, interests in real estate or oil and gas partnerships, annuities/insurance products and other investment instruments. Experience has shown that well diversified portfolios generally offer the best opportunity for investment success. Therefore, IARs often recommend varied mutual fund portfolios to promote diversification within various asset classes; such as industry sectors, domestic/international, or equities/bonds. Your IAR may recommend periodic purchases, sales, and exchanges of those mutual fund shares within mutual fund families and across different mutual fund families when there are opportunities based upon changes in your financial profile, market conditions, or other financial developments.

Your IAR may advise you on any other types of investments that may be appropriate based upon your financial profile. Your IAR may also provide advice on any type of investment existing in your portfolio at the inception of the advisory relationship or on any investment on which you requests advice.

Risk of Loss

Investing in securities involves risk of loss and electing to follow the advice your IAR provides, indicates you have understood, prepared for and accepted this potential outcome. Investors may face various risks, but not limited to any or all of the following types of investment risks:

Market Risk: The values and prices of securities may fluctuate in reaction to tangible events such as an underlying security’s operating results or to intangible events such as political, social, economic, or the forces of investor supply and demand. Security values may decline upon negative influences from any of these circumstances.

Interest Rate Risk: Fixed income securities typically have an inverse relationship with the movements of interest rates meaning the yields obtained from existing bonds will generally decrease during periods of rising interest rates.

Credit Risk: Risk that an issuer may fail to satisfy the terms of the obligation with respect to the timely payment of interest and the repayment of the amount borrowed; often referred to as default risk. Two additional forms of credit risk are credit spread risk. Credit Spread Risk is the risk investors experience when the values of debt instruments fluctuate because of the premiums required by market participants to obtain additional yield over risk-free alternatives and Downgrade Risk is the risk that bond prices will decline due to a downgrade in its credit rating as assigned by agencies such as Moody's or S&P.

Liquidity Risk: Risk that a given security or asset cannot be traded quickly enough in the market to prevent or minimize a loss.

Business Risk: The probability of loss inherent in an organization's operations and environment that may impair its ability to experience profit.

Inflation Risk: The uncertainty over the future real value of assets due to the prevailing economic conditions.

Political Risk: Risk that investment returns could suffer as a result of political changes or instability.

Your IAR offers advice about a wide variety of investment types and various types of public and private securities, including: equities, corporate debt, government obligations, municipal securities, ETFs, UITs, mutual funds & index funds or other pooled investments, options/derivatives, alternative investments, interests in real estate or oil and gas partnerships, annuities/insurance products and other investment instruments each having unique types and levels of risk of loss. Your IAR will discuss these risks with you in determining the investment objectives that will guide your investment advice for your account. Your IAR will explain and answer any questions you have about these kinds of investments, which present special considerations such as the following.

Investing in securities involves risk of loss that you should be prepared to bear. Attempting to obtain higher rates of return on investments typically involves accepting higher levels of risk. JWCA and your IAR do not represent, warrant or imply that the services or methods of analysis used can or will predict future results, successfully identify market ceilings or floors, or insulate you from losses due to market corrections or declines. Your IAR will work with you to attempt to identify the balance of risks and rewards that is appropriate and comfortable for you. However, it is still your responsibility to ask questions if you do not understand fully the risks associated with any investment or investment strategy.

Also, while your IAR strives to render his/her best judgment on your behalf, many economic and market variables are beyond our control and these variables may affect the performance of your investments. JWCA and your IAR cannot assure you that your investments will be profitable or that no losses will occur in your investment portfolio. Past performance is one consideration with respect to any investment or investment adviser, but it is not a predictor of future performance.

Mutual Funds, Index Funds and ETFs

Mutual Funds, Index Funds and ETFs typically charge their shareholders various advisory fees and expenses associated with the establishment and operation of the funds. These fees will generally include a management fee, shareholder servicing, other fund expenses, and sometimes a distribution fee. If the fund also imposes sales charges, you may pay an initial or deferred sales charge. These separate fees and expenses are disclosed in each fund's current prospectus, which is available from your IAR, the fund or we can provide it to you upon request.

Consequently, for any type of fund investment, it is important for you to understand that you may be paying two levels of advisory fees and expenses: one layer of fees and expenses is paid at the fund level and one layer of advisory fees is paid to JWCA. In addition, many mutual funds pay shareholder servicing fees (12b-1 fees) to B/Ds and their RRs in consideration of their services to the fund's shareholders. As described below, our IARs may be RRs of JWC and, as such, may receive this type of compensation with respect to client assets invested in these funds. However, if the mutual fund pays 12b-1 fees to any of our IARs who are RRs for accounts which are categorized as Employee Retirement Income Security Act of 1974 ("ERISA") qualified plan accounts; we apply such fees to offset plan administration fees for the plan participants.

Furthermore, your IAR will primarily recommend "no-load" funds, which do not have a commission or sales charges because the shares are distributed directly by the investment company, instead of going through a secondary distributing party.

Variable Annuities

Variable annuities are complex investments offered by insurance companies. Investment in a variable annuity contract is subject to general market risk and the insurance company's credit risk. These and other risks are described in the variable annuities' prospectuses. Variable annuities are regulated under both securities and insurance laws and the related rules and regulations. Variable annuities may offer benefits and features which may or may not have value to you depending on your circumstances, which your IAR may discuss with you. Similar to other investments, commissions are paid for the purchase of variable annuities and there may be surrender charges for early liquidation, which are clearly listed in the product's prospectus. You may find additional information about these commissions, surrender charges, and other expenses in the prospectus.

Similar to mutual funds, insurance companies may charge a variety of fees and charges against the assets invested in the sub-accounts of the insurance contract. As noted above, this typically means there are two layers of advisory fees incurred: one layer by the insurance company and one layer to JWCA for your advisory services.

As described in more detail in the section below titled "OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS", many of our IARs are also RRs with JWC and licensed to sell general securities products such as variable annuities. If you choose to establish a brokerage account from your IAR in their capacity as a RR of JWC, you should be aware they will likely receive compensation in connection with the sale of those products. In an effort to mitigate this conflict of interest, JWCA does not require you to purchase any brokerage products recommended by your IAR through JWC; you may choose to use an unaffiliated B/D.

DISCIPLINARY INFORMATION

As an IA registered with the SEC, we must inform you of all material facts regarding any legal or disciplinary events that may be influential to your evaluation of our firm. On January 30, 2004, the State of Virginia entered an order against Mr. Carlson, in conjunction with our firm for failure to exercise diligent supervision over firm agents. Without admitting or denying to any of the State of Virginia's allegations, Mr. Carlson agreed to a monetary fine of \$3,500.00 and a fee of \$1,500.00 for investigation costs. This agreement was made in an effort to avoid the costs associated with any protracted administrative proceeding.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As stated above, JWCA is a separately owned entity but under common managerial control with JWC, a nationally registered independent B/D with corporate offices in Tampa, FL and Carlsbad, CA. Many of the IARs associated with us are also independent RRs of JWC. In the capacity of RR with JWC, these individuals may earn commissions on the sale of securities and insurance products. This creates a conflict of interest when your IAR recommends the purchase of product for which your IAR receives a commission. JWCA mitigates such conflict by not requiring you to purchase any recommended brokerage products from our IARs or through JWC. You may purchase such products from an unaffiliated B/D. Additionally, our IARs may further mitigate this conflict by waiving their advisory fee on these products, as described above in the "Fees and Compensation" section.

Also, some of our IARs are licensed to practice as accountants, attorneys, insurance agents or in other professional capacities and they may provide accounting, legal, tax or other professional services to you which may be separate and distinct from our services. However, when an IAR recommends for you to utilize this separate service, it creates a potential conflict of interest. To mitigate such potential conflict, JWCA does not require you to utilize these separate services offered by your IAR nor are you required to implement any tax, legal, investment or other recommendations. You are free to use an unaffiliated accountant, attorney, insurance agent or any other professional of your choice.

Further, in some instances, we may allow your IAR to independently own their own Investment Adviser ("IA") firm. In such cases, your IAR may be dually registered as an IAR of JWCA and their own IA. As a result, your IAR may provide advisory services to you under their own IA or under JWCA as described in your written Agreement.

When you use an affiliated business to purchase or sell securities or insurance, or to obtain accounting, tax, legal or other professional services, you will incur commissions, fees, and charges which are not part of JWCA's advisory fees. These additional sources of compensation to our IARs create a conflict of interest, which you should carefully consider in determining to implement the advice from your IAR.

CODE OF ETHICS

JWCA has adopted a Code of Ethics describing the standards of business conduct we expect all officers, directors, employees, and IARs to follow. Our Code also describes certain reporting requirements which individuals associated with us or employed by us must comply.

JWCA and our IARs may buy or sell securities for our own accounts, otherwise known as proprietary accounts and your IAR may also recommend to you and other clients, securities which they are investing in personally or recommending to other clients. While this creates a conflict of interest, generally, we aggregate or "block" orders for your account and our proprietary accounts into one large order in accordance with our trade aggregation and allocation policy in order to ensure all impacted accounts receive fair pricing. These aggregated orders may achieve better execution for all participating accounts and we fairly allocate those benefits among all participating accounts, mitigating any potential conflict.

JWCA does not act as principal in any securities transactions. JWC, in its capacity as a B/D, may act as principal when buying or selling fixed income securities. In these situations, your trade confirmation will notify you that JWC acted as principal for such transaction. Our Chief Compliance Officer, Mr. Marco Fuentes, or qualified delegate, monitors these transactions, and if a conflict of interest arises in these transactions, we promptly notify you of such a conflict. We maintain internal policies which prohibit IARs from knowingly buying or selling securities from a client, as principal and effecting agency cross transactions involving a client. However, it is possible that the executing B/D, without your IAR's knowledge or our knowledge, could inadvertently cross your transaction. In order to mitigate and prevent such conflicts, our Chief Compliance Officer, Mr. Marco Fuentes, or qualified delegate, reviews cross transactions as well as transactions by employees and related persons in an effort to minimize any conflicts of interest.

You may request a copy of our Code of Ethics by contacting our corporate office, at (866) 592-6531 or email at: compliance@jw-cole.com.

BROKERAGE PRACTICES

Brokerage & Soft Dollars

J.W. Cole Financial, Inc. Brokerage Services

Although JWCA does not require you to use a specific B/D to execute securities transactions for your account, we have established a relationship with our affiliated B/D, JWC and its clearing firm, NFS and custodian firm, Institutional Wealth Services ("IWS"), which are both subsidiaries of Fidelity Investments. If you do not direct us otherwise and without written pre-approval from us allowing the use of another B/D; your IAR will utilize JWC, NFS or IWS to execute securities transactions for your account. When selecting JWC as the B/D, and to fulfill our duty of best-execution, we considered JWC's variety of services, financial stability and competitive commission rates in our effort to provide brokerage services that meet your needs. JWCA also considered that your IAR is likely an independent RR of JWC, which may result in your total payment of commissions and fees to be in excess of those which JWC (or another broker) may charge for transactional services alone. JWCA allows for this in consideration of the additional advisory services provided. However, JWCA must determine, in good faith, that the amount of any commission or transaction fee paid is reasonable in relation to the value of the brokerage services provided. This is viewed in terms of either a particular transaction or our overall responsibilities with respect to accounts as to which we exercise investment discretion. We evaluate other B/Ds from time to time, to determine if a better combination of services and commission rates are available for our clients.

Additionally, JWCA has an expense sharing agreement with JWC in connection with providing us with office space, office equipment, and administrative services in return for JWCA directing securities transactions for execution and clearing to JWC, NFS and IWS. This agreement provides a financial benefit to JWCA which does not directly benefit you. However, to mitigate this conflict of interest, you may direct us to utilize a different unaffiliated B/D, as described in more detail below under the "Directed Brokerage" section.

Any commissions or transaction fees you pay as a result of a securities transactions for your account, will be determined according to standard commission rates in effect at JWC or as negotiated by you and your IAR in their capacity of an RR with JWC. Commissions paid by you may or may not be higher than commissions paid at other B/Ds. JWC may provide customary market reports and other value-added services to their RRs, which your IAR may use to benefit your accounts and all accounts and not only those accounts with JWC, NFS and IWS.

Other Brokerage Services

Although JWCA does not require you to use a specified B/D; with prior written approval from us, some of our IARs may elect to establish a brokerage relationship with B/Ds other than JWC. JWCA has the ability to accommodate such requests after conducting a due diligence review of the B/D's trading platform, service capabilities and fees. Upon our approval, your IAR will have the option to recommend which B/D may be most appropriate for your needs. This relationship will include the B/D serving as custodian and offering brokerage services for your accounts. Although our IARs refer most clients to JWC, you should understand that other brokerage service providers may execute trades at a lower overall cost and they retain any and all commissions or transaction fees associated with trades affected on their platform. JWCA is independently owned and operated and JWC is the only brokerage service provider we are affiliated with. Other brokerage service providers offer various services, such as institutional trading and custodial services. However, the program or services may only be available to us if we maintain certain levels of our client assets with them (typically at least \$10 million). As a result, these services may be contingent upon us committing a specific amount of business or assets in custody, to the brokerage service provider and JWCA cannot make any guarantee we will be able to continue to meet this requirement and therefore the available service may be terminated.

Typically these brokerage services include the execution of securities transactions, custody and access to mutual funds and other investments that are otherwise generally available only to institutional investors or to accounts with a significantly higher minimum initial investment. Generally, if you choose to utilize one of these brokerage service platforms to serve as your custodian, the B/D typically will not charge your accounts a separate custodial fee, but instead will charge commissions and other transaction-related or asset-based fees for securities trades that are executed through their trading platform and clearing firm.

Benefits Received

JWC, NFS, IWS and other brokerage service providers may offer us other products and services that assist us in managing and administering clients' accounts, but may not directly benefit your account. JWCA may use many of these products and services to service all or some substantial number of our client accounts including utilizing these services for accounts that are not utilizing the alternate brokerage service. These products and services include software and other technology that (1) provide us access to client account data, such as trade confirmations and account statements; (2) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (3) provide market reports, pricing and other economic data; (4) facilitate payment of our fees from our clients' accounts; and (5) assist with back-office functions, recordkeeping and client reporting.

JWC, NFS, IWS and other brokerage service providers may also offer other services intended to help us manage and further develop our business enterprise, such as compliance, legal, business consulting, publications, conferences on practice management and business succession, and access to employee benefits providers, human capital consultants and insurance providers. These other brokerage service providers may also provide other benefits to us, such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend for you to custody your assets at NFS, IWS or an alternative brokerage service provider, your IAR may take into account the availability of some of these products and services and other arrangements as part of the total mix of factors considered, in addition to the nature, cost or quality of custody and brokerage services, which may create a potential conflict of interest. However, to mitigate this conflict, JWCA does not limit the benefit of these products and services to only clients utilizing the alternative brokerage service as their custodian. JWCA allows the use of the market data and other services provided by the brokerage service providers or other institutions with which our clients have accounts for the benefit of all clients. Unless directed otherwise by you, we seek to negotiate commissions, mark-ups, and other brokerage fees to ensure a reasonable rate based on multiple factors including execution prices which we review annually to determine their reasonableness.

Directed Brokerage

While our receipt of market reports and other services or products from JWC, NFS, IWS or other brokerage service provider may create an incentive for your IAR to recommend such institutions to you as your custodian, we mitigate this conflict by allowing you to direct us, in writing, to use a different custodian. With written pre-approval, you may participate in directed brokerage and you should understand that, in the case of such a directed brokerage arrangement:

- You are solely responsible for negotiating the terms and arrangements with these B/Ds, and we have no responsibility for reviewing the fairness of those terms and arrangements;
- We will not seek better execution services or prices from other B/Ds in connection with transactions for your account;
- We will not be able to “block” or “aggregate” transactions for your account with transactions for our other clients not subject to a similar such arrangement;
- We will not monitor the performance of, or services provided by the B/D you choose; and
- As a result, you may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for your account than would otherwise be the case.

However, we may seek better execution services or better prices from other B/Ds or “block” your transactions for execution, if such action is required by law or fiduciary duties, including but not limited to, the fiduciary duty provisions under ERISA, as amended, if you are a plan subject to ERISA, or if the designated B/D is unable or unwilling to effect a particular transaction or transaction, which may occur with certain transactions involving fixed-income securities. If you choose to direct brokerage, from time to time we may ask you to confirm your direction to use an alternative brokerage firm.

Trade Allocation Policy

JWCA has adopted a trade allocation policy to govern how we handle the aggregation of orders for more than one client’s account. From time to time, and only where appropriate, we may aggregate orders for securities transactions for more than one client and, in appropriate circumstances, may include proprietary accounts. In doing so, we strive to treat each client fairly and try not to favor one client or a proprietary account over another client. When executed, we will allocate the aggregated order in accordance with policies and procedures intended to achieve fair treatment. The purpose of aggregating orders is for our administrative convenience and, in some transactions, to obtain better execution for the aggregated order than might be achieved by processing each of the transactions separately.

JWCA will not knowingly aggregate orders for a client having a directed brokerage relationship with a client who does not have a directed brokerage relationship with the same B/D. A consequence of not aggregating a client’s order with other orders for the same securities is that the client may not obtain as favorable of a price or as low of a cost in a separate transaction as clients whose orders have been aggregated.

Each account that participates in an aggregated order will participate at the average share price for all transactions ordered by our firm in that security on a given business day. If permitted by the B/D effecting the transaction, transaction costs will be shared on a pro rata basis. Some B/Ds charge brokerage commissions on each participating client in accordance with the size of that client’s share of the aggregated order, regardless of the total size of the

aggregated order. If an aggregated order is not filled in its entirety, it will be allocated among participating accounts on a fair and equitable basis, which is typically done a pro rata basis.

REVIEW OF ACCOUNTS

JWCA monitors all client accounts on a continuous basis. Typically, our IARs also review their clients' accounts. Other factors may trigger additional reviews, such as changes in market conditions, changes in your financial situation or investment objectives, large deposits or withdrawals from your account or your request for an additional review. In these instances, Mr. Marco Fuentes, our Chief Compliance Officer, or qualified delegate will conduct the review. Mr. Marco Fuentes is responsible for the supervision of the reviews.

If we provide you with portfolio management services, we may, in some cases, prepare portfolio reports depending on the size of your account and whether or not the money manager, B/D or custodian involved in the relationship regularly produce reports. In most cases, custodians and third-party investment advisers prepare and send written reports directly to our clients or to your IAR who in turn distributes it to you. In addition, you will receive a report, at least quarterly, from the custodian for your account regarding transactions and holdings within your account.

CLIENT REFERRALS AND OTHER COMPENSATION

Client Referrals

JWCA must disclose any economic benefits our IARs or we receive for providing investment advice and other services to you. As described in the "OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS" section above, our IARs may receive additional compensation from JWC for transacting brokerage products to you. Also, our IARs, as licensed insurance agents, accountants, attorneys or other professional may receive commission when they sell these other professional products or services that are separate and distinct from JWCA to you. As we described above, while this may create a conflict of interest, we mitigate this conflict by not requiring you to purchase such other products or professional services through our affiliated agencies or representatives, and you may purchase the products from another B/D, insurance agency, legal firm or accounting practice.

Also, as disclosed above in the "BROKERAGE PRACTICES" section, we may receive certain benefits, services and products from various B/D and custodians for utilizing their services.

We may also receive additional compensation from some third-party investment adviser platforms based upon the amount of business our IARs or we referred to the third-party investment adviser. For example, we have an agreement with Envestnet under which Envestnet provides us with a portion of the program fee charged to clients' accounts utilizing the MAS program. The compensation from this and other agreements may be significant. These types of agreements financially benefit us and do not directly benefit clients' accounts placed with such platforms. In addition, our receipt of this compensation creates a conflict of interest because our IARs may have an incentive to recommend you use third-party money managers or programs that provide such additional compensation. However, to mitigate this conflict we do two things: We do not directly share this revenue with our IARs to minimize the potential for a conflict, and we do not require you to use such money managers, and you may choose a different management platform.

Solicitation Arrangements

We must also inform you, if we or a related person, directly or indirectly compensates a third-party for referring clients to us. From time to time, we may engage solicitors to market our services. If we do so, you will receive a separate solicitor's disclosure brochure describing our solicitation arrangements, the compensation we pay to the solicitor, and the terms of that relationship. You will also receive a copy of this Brochure.

CUSTODY

You will receive statements from the B/D, bank or other qualified custodian that holds and maintains your investment assets at least quarterly. We urge you to carefully review such statements and compare such official custodial records to the account statements we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

INVESTMENT DISCRETION

Your IAR will manage your assets on either a discretionary or nondiscretionary basis. If your IAR manages your assets on a discretionary basis, we generally receive discretionary authority in writing from you at the beginning of our advisory relationship in your Agreement. If you choose to do so, discretionary authority grants your IAR the ability to determine, without obtaining your specific consent, the securities to buy or sell for your portfolio and the amount of securities to buy or sell. In all cases, your IAR is required to exercise such discretion consistent with your account objectives, risk tolerance, and any written investment guidelines and restrictions you established with us in writing to limit our discretionary authority in relation to your account(s).

Also, you may sign an Agreement with your custodian, which generally includes a limited power of attorney granting your IAR the authority to direct and implement the investment and reinvestment of your assets within the account, but this limited power of attorney does not grant your IAR the authority to transfer or withdrawal assets from your account(s).

VOTING CLIENT SECURITIES

As a matter of firm policy and practice, JWCA will not be responsible for responding to proxies solicited with respect to annual meetings or special meetings of shareholders of securities held in your account. Proxy solicitation materials will be forwarded to you for your direct response and voting.

FINANCIAL INFORMATION

As an SEC registered IA, we must provide you with certain financial information or disclosures about our financial condition if we have financial commitments that impair our ability to meet contractual and fiduciary commitments to

you. We have not been the subject of a bankruptcy proceeding and do not have any financial commitments that would impair our ability to meet any contractual or fiduciary commitments to you.