



## **Carl Domino Inc.**

### **Part 2A of Form ADV**

#### **The Brochure**

499 Evernia Street  
Suite 220  
West Palm Beach, FL 33401

Tel: 561-833-2882  
Fax: 561-833-5282  
Email: [ca@carldomino.com](mailto:ca@carldomino.com)

**March 11, 2020**

The Brochure provides information about the qualifications and business practices of Carl Domino Inc., (The Registrant). If you have any questions about the contents of this Brochure, or if you would like to request a copy of the Brochure, free of charge, please contact the Registrant's Chief Compliance Officer ("CCO") at 561-833-2882, or email [jv@carldomino.com](mailto:jv@carldomino.com). Carl Domino Inc., (hereinafter "CDI" or the "Firm") is a corporation formed under the laws of the State of Delaware. The information included in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

The Registrant is a registered investment advisor. Registration of an investment advisor does not imply any certain level of skill or training. Additional information about the Registrant is available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 Material Changes

Since our last annual updating amendment filed on March 11, 2019, we have the following material changes to report.

Carl Domino Inc.'s new location is: 499 Evernia Street, Suite 220, West Palm Beach, FL 33401

### **Item 4- Advisory Business**

- Carl Domino Inc. (hereinafter "CDI") is a registered investment adviser based in West Palm Beach, Florida. We are organized as a corporation under the laws of the State of Florida. We have been providing investment advisory services since August 2004. We are owned by Carl Domino and Gina Goldhammer.
- CDI's Advisory Services include: Investment Management Services, Sub-Advisory Services, Advisory Consulting Services, Financial Planning Services.
- We offer discretionary and non-discretionary investment management services. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. If you participate in our discretionary and/or non-discretionary portfolio management services, we require you to sign the applicable contract to manage your account. You may terminate the portfolio management agreement upon 30 days written notice. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement. As part of our investment management services, in addition to other types of investments (see disclosures below in this section), we may invest your assets according to one or more model portfolios developed by our firm.
- CDI Advisory Consulting Services which typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs, investment objectives and goals on an ongoing or periodic basis.
- Financial planning services are provided on either a broad based or a modular basis, depending on an individual Client's preference and request. A broad-based plan involves more detailed review of the Client's overall financial position, objectives and goals.
- If you retain our firm for financial planning and consulting services, we will meet with you to gather information about your financial circumstances and objectives. As required, we will conduct follow-up interviews for the purpose of reviewing and/or collecting additional financial data. Once such information has been reviewed and analyzed, we will provide you with our financial planning recommendations designed to help you achieve your stated financial goals and objectives.
- Clients who have engaged us for investment management services may receive complimentary financial planning at no additional cost.
- We offer sub-advisory services to unaffiliated third party money managers (the "Primary Investment Adviser"). As part of these services, we will provide model portfolios, which the Primary Investment Adviser selects for their clients. We will not directly manage the Primary Investment Adviser's individual client accounts. The Primary Investment Adviser will be responsible for selecting the appropriate model for its clients.
- We do not participate in any wrap fee program.
- We offer advice on equity securities, municipal securities, money market funds, and exchange traded funds ("ETFs"). Additionally, we may advise you on various types of investments based on your stated goals and objective.

#### Item 5- Fees and Compensation

- Our annual fee for investment management services is equal to 1.00% of the market value of your assets under our management. Referrals of new clients from existing clients receive flat 0.90% on the new account and the person who referred the new account also gets that rate. Where we provide investment management services for clients prior to 2016, our advisory fee is based on a percentage of the assets in your account. Refer to *Item 5-Fees and Compensation* for further information.
- You may terminate the portfolio management agreement upon 30 days written notice. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement.
- CDI may also act as a sub-advisor for Registered Investment Advisers. Fees and payment arrangements are negotiable and will vary on a case-by-case basis.
- We offer financial planning and advisory consulting services on an hourly and fixed fee basis. Our hourly rate is \$200 and our fixed fees are negotiable and range between \$1,000 and \$10,000 annually depending on the scope and complexity of the services rendered. The first half of the estimated fee is due in advance of services rendered with the remaining balance payable upon completion of the contracted services. Our fees are negotiable depending upon the complexity and scope of the services rendered. You may terminate the financial planning and consulting agreement upon 30 days written notice to our firm.
- At our discretion, we may offset our financial planning fees to the extent you implement the financial plan through our Investment Management Services.
- The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds.

#### Item 6- Performance Management

- We do not accept performance-based fees or participate in side-by-side management.

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

- A description of the types of securities/investments we may recommend to you and some of their inherent risks associated with these securities/investments were added to *Item 8-Methods of Analysis, Investment Strategies and Risk of Loss*. Refer to Item 8 for further information.

#### Item 9-Disciplinary

- We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

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

- Our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.
- Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.
- Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that

neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

#### Item 13- Review of Accounts

- Carl J. Domino, Executive VP of Investments and Chief Compliance Officer will review client accounts daily and conduct a formal review at least quarterly. Mr. Domino will review financial plans as needed.

#### Item 14- Client Referrals and Other Compensation

- Schwab and Fidelity make available to CDI, other products and services which benefit the Firm but may not benefit CDI's Clients accounts.
- We directly compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this brochure along with the Solicitor's disclosure statement at the time of the referral.

#### Item 16- Discretionary

- Before we can buy or sell securities on your behalf, you must first sign our discretionary and/or non-discretionary management agreement and the appropriate trading authorization forms.

#### Item 18- Financial Information

- CDI does not have any financial conditions or impairments which would prevent the Firm from meeting contractual commitments to Clients. CDI does not take physical custody of Client's funds or securities, or serve as trustee or signatory for Client accounts.
- We do not require the pre-payment of more than \$500 in fees six or more months in advance. Therefore, the Firm does not require to include a financial statement with this brochure.
- We have not filed a bankruptcy petition at any time in the past ten years.

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

- Neither the Firm, nor any of our management persons is compensated for advisory services with performance-based fees.
- Our firm is not actively engaged in any business other than giving investment advice that is not already disclosed above.
- Neither the Firm, nor any of our management persons have any reportable arbitration claims, civil, self-regulatory organization proceeding or administrative proceeding.
- Refer to the Part(s) 2B for background information about management personnel and those giving advice on behalf of the Firm.

#### Item 20- Additional Information

- In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.
- We will assist you, in conjunction with your legal counsel or other professionals, in filing claims with the claims administrator to participate in any settlement proceeds related to class action settlements involving a security held in your portfolio.

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## Item 4 Advisory Business

### Description of Firm

Carl Domino Inc. (hereinafter "CDI") is a registered investment adviser based in West Palm Beach, Florida. We are organized as a corporation under the laws of the State of Florida. We have been providing investment advisory services since August 2004. We are owned by Carl Domino and Gina Goldhammer.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to Profectus Financial Partners, LLC and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

CDI's Advisory Services include:

- Investment Management Services
- Sub-Advisory Services
- Advisory Consulting Services
- Financial Planning Services

These services may be offered to Clients on an all-inclusive or individual basis. Such services are offered to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. Prior to executing an agreement for services, CDI and the Client will determine the scope of the services to be provided.

### Investment Management Services

We offer discretionary and non-discretionary investment management services. As such, the Firm is generally granted full discretion and authority to manage the account. Accordingly, CDI is authorized to perform various functions, at the Client's expense, without further approval from the Client. Such functions include the determination of securities to be purchased and/or sold; the amount of securities to be purchased and/or sold; the broker dealer to be used; and commission rates to be paid. Once the portfolio is constructed, CDI provides continuous supervision and re-optimization of the portfolio as changes in market conditions and client circumstances may require. In limited circumstances, CDI may execute a non-discretionary arrangement with CDI's Clients, where the Firm obtains Client approval prior to the execution of a trade.

Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use the information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we may customize an investment portfolio for you according to your risk tolerance and investing objectives. Once we construct an investment portfolio for you, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is granted in the investment advisory



agreement you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing.

We may also offer non-discretionary portfolio management services. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account. You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

In providing account management services, we do not accept client restrictions on the specific securities or the types of securities that may be held in your account. Clients who have engaged us for investment management services may receive complimentary financial planning at no additional cost.

As part of our investment management services, in addition to other types of investments (see disclosures below in this section), we may invest your assets according to one or more model portfolios developed by our firm. These models are designed for investors with varying degrees of risk tolerance ranging from a more aggressive investment strategy to a more conservative investment approach. Clients whose assets are invested in model portfolios may not set restrictions on the specific holdings or allocations within the model, nor the types of securities that can be purchased in the model.

CDI will deliver the Firm's disclosure brochure - Form ADV Part 2 - contemporaneously with the Client's execution of an agreement for services. As such, the Client may terminate the management agreement within five days (5) from the date of acceptance without penalty. Thereafter, either party, upon 30 days written notice to the other, may terminate the management agreement.

### **Advisory Consulting Services**

CDI Advisory Consulting Services which typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs, investment objectives and goals on an ongoing or periodic basis. These services typically involve a variety of advisory services regarding the management of the client's financial resources based upon an analysis of their individual needs and includes, but is not limited to:

- Analysis of the Client's financial condition.
- Recommendations to achieve the Client's financial objectives.
- Implementation of investment strategies concurrent with the Client's financial objectives.
- Consultation regarding non-securities related investments.
- Periodic review of the performance of the Client's investments.
- Periodic reallocation of the Client's investments based upon the Client's financial objectives

As part of our Consulting Services we also offer advice and guidance to small business Clients, providing corporate strategic and financial services on a consulting and transaction-oriented basis. The Firm offers strategic financial consulting to upper level corporate management, private placement of financing, consulting, recapitalization, merger, acquisition and divestiture services.

If you retain our firm for financial planning and consulting services, we will meet with you to gather information about your financial circumstances and objectives. As required, we will conduct follow-up interviews for the purpose of reviewing and/or collecting additional financial data. Once such information has been reviewed and analyzed, we will provide you with our financial planning recommendations designed to help you achieve your stated financial goals and objectives. Financial planning recommendations are based on your financial situation at the time we provide our recommendations, and on the financial information you provide to our firm. You have the right to

accept or reject our financial planning recommendations, and you may choose any firm to assist you with implementing our recommendations. While we endeavor at all times to offer our clients specialized services at reasonable costs, the fees charged by other advisers for comparable services may be lower than the fees charged by our firm.

CDI will deliver the Firm's disclosure brochure - Form ADV Part 2 - contemporaneously with the Client executing the agreement for services. As such, the Client may terminate the agreement within five (5) days of the date of acceptance without penalty. Thereafter, either party, upon thirty (30) days written notice to the other may terminate the management agreement.

### **Financial Planning Services**

Financial planning services are provided on either a broad based or a modular basis, depending on an individual Client's preference and request. A broad-based plan involves more detailed review of the Client's overall financial position, objectives and goals. A modular plan focuses on a specific area(s) which the Client has requested and the Advisor provides input and review. In the event a Client selects a modular plan; the Firm's services will be expressly limited to the modules identified by the Client.

Information is obtained through personal interviews with the Client(s), including information pertaining to each Client's goals, objectives, attitude towards risk and investment experience. In the event information contained in documents (e.g. account statements), is obtained or provided by the Client, this information will be reviewed and if it is pertinent, will be incorporated into the financial plan prepared for the Client. The results of the review and analysis by the Advisor are documented in a written financial plan which will be provided to the Client.

Clients who have engaged us for investment management services may receive complimentary financial planning at no additional cost.

The Client may terminate the financial planning agreement within five (5) days from the date of execution without penalty to the Client. After the five-day period, either party may terminate the agreement by providing written notice to the other party. In the event the Client terminates the agreement after five (5) days of execution, the Client will be charged for the portion of work performed by CDI. No other costs will be charged by the Firm. Additionally, there are no transactions based commissions received by CDI on Client transactions.

### **Sub-Advisory Services to Registered Investment Advisers**

We offer sub-advisory services to unaffiliated third party money managers (the "Primary Investment Adviser"). As part of these services, we will provide model portfolios, which the Primary Investment Adviser selects for their clients. We will not directly manage the Primary Investment Adviser's individual client accounts. The Primary Investment Adviser will be responsible for selecting the appropriate model for its clients.

### **Wrap Fee Programs**

We do not participate in any wrap fee program.

### **Types of Investments**

We offer advice on equity securities, municipal securities, money market funds, and exchange traded funds ("ETFs"). Additionally, we may advise you on various types of investments based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.



Since our investment strategies and advice are based on each client's specific financial situation, the investment advice we provide to you may be different or conflicting with the advice we give to other clients regarding the same security or investment.

### **California Code of Regulations**

Pursuant to California Code of Regulations, 10 CCR Section 260.235.2, Carl Domino Inc. hereby makes the following statement: a conflict exists between the interest of Carl Domino Inc. and the interests of the client. Further, the client is under no obligation to act upon Carl Domino Inc. recommendations, and if the client elects to act on any of the recommendations, the client is under no obligation to effect the transactions through Carl Domino Inc..

All material conflicts of interest under CCR Section 260.238 (k) are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

While the firm endeavor at all times to offer clients its specialized services at reasonable costs, the fees charged by other advisers for comparable services may be lower than the fees charged by Carl Domino Inc.

### **Assets Under Management**

As of December 31, 2019, we managed \$71,986,066 in Client assets on a discretionary basis, and \$296,650 on a non-discretionary basis.

## **Item 5 Fees and Compensation**

### **Investment Management Services**

Our annual fee for investment management services is equal to 1.00% of the market value of your assets under our management. Referrals of new clients from existing clients receive flat 0.90% on the new account and the person who referred the new account also gets that rate. Assets in each of your account(s) are included in the fee assessment unless specifically identified in writing for exclusion. Our annual portfolio management fee is billed and payable, quarterly in arrears, based on the balance at end of billing period.

Where we provide investment management services for clients prior to 2016, our advisory fee is based on a percentage of the assets in your account and is set forth in the following annual fee schedule below. The advisory fee is billed and payable, quarterly in arrears based on the balance at end of billing period.

### **Annual Fee Schedule**

<b>Assets Under Management</b>	<b>Annual Fee</b>
First \$500,000	0.80%
Next \$500,000	0.80%
Remainder fee	0.80%

If the Investment Management Agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

Note: Clients of Kenneth Bowman are billed quarterly in advance based on the end of the balance of the previous billing period.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when the following requirements are met:

- You provide our firm with written authorization permitting the fees to be paid directly from your account held by the qualified custodian;
- We send you an invoice showing the amount of the fee, the value of the assets on which the fee is based, the time period covered by the fee, and the specific manner in which the fee was calculated; and
- The qualified custodian agrees to send you a statement, at least quarterly, indicating all amounts disbursed from your account including the amount of the advisory fee paid directly to our firm.

We encourage you to reconcile our invoices with the statement(s) you receive from the qualified custodian. If you find any inconsistent information between our invoice and the statement(s) you receive from the qualified custodian call our main office number located on the cover page of this brochure.

You may terminate the portfolio management agreement upon 30 days written notice. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the month for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

### **Sub-Advisory Services for Registered Investment Advisers**

CDI may also act as a sub-advisor for Registered Investment Advisers. Fees and payment arrangements are negotiable and will vary on a case-by-case basis.

### **Financial Planning and Advisory Consulting Services**

We offer financial planning and advisory consulting services on an hourly and fixed fee basis. Our hourly rate is \$200 and our fixed fees are negotiable and range between \$1,000 and \$10,000 annually depending on the scope and complexity of the services rendered. The first half of the estimated fee is due in advance of services rendered with the remaining balance payable upon completion of the contracted services.

Our fees are negotiable depending upon the complexity and scope of the services rendered. We will provide you with an estimate of the total time/cost at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify

you and request that you approve the additional fee. All terms of our engagement will be evidenced in the agreement that you sign with our firm. Under no circumstances will we require prepayment of a fee in excess of \$500 for services not performed within six months of the advanced payment.

At our discretion, we may offset our financial planning fees to the extent you implement the financial plan through our Investment Management Services.

You may terminate the financial planning and consulting agreement upon 30 days written notice to our firm. If you have pre-paid financial planning fees that we have not yet earned, you will receive a prorated refund of those fees. If financial planning fees are payable in arrears, you will be responsible for a prorated fee based on services performed prior to termination of the financial planning agreement.

### **Additional Fees and Expenses**

CDI does not represent, warranty, or imply that the services or methods of analysis used by the Firm can or will predict future results, successfully identify market tops or bottoms, or insulate Clients from losses due to market corrections or declines.

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

### **State of California Required Disclosures**

While our firm endeavors at all times to offer clients specialized services at reasonable costs, the fees charged by other investments advisers for comparable services may be lower than the fees charged by our firm.

## **Item 6 Performance-Based Fees and Side-By-Side Management**

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

## Item 7 Types of Clients

CDI generally provides investment advice to individuals, families, pensions, profit sharing plans, trusts, estates, charitable organizations, corporations and foundations. Currently, the Firm does not have a specific minimum account size to open an account. However, it is the Firm's preference to have a \$100,000 minimum for CDI management. The Firm recognizes that there are other factors which may be considered in opening an account for less than \$100,000.

We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

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

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. **It is important that you notify us immediately with respect to any material changes to your financial circumstances, including for example, a change in your current or expected income level, tax circumstances, or employment status.**

### Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts conducting the analysis of securities, the Firm uses several tools, including commercially available software technology, securities rating services, general market and financial information and due diligence reviews. The principle source of information includes: commercially available investment services, financial newspapers, various reports of mutual fund performance, prospectuses and various financial and business magazines, periodicals and issuer-prepared information, including filings with the Securities and Exchange Commission and financial statements. CDI may also use outside consultants, in certain circumstances, to provide expertise in certain areas of information or analysis.

You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

### Carl Domino Value Equity Program

With regards to Carl Domino Inc.'s Large Cap Value Equity Program, CDI is a value/yield manager. The professionals at CDI perform fundamental analysis on individual companies which meet the Firm's dividend yield criteria. Emphasis is placed on underlying values, free cash flows and the identification of a catalyst which will fuel the eventual realization of those values.

Examples of catalysts are merger or management uncertainty, bad press and increasing business opportunity. CDI's universe of securities includes stocks with above average yields as they provide a measure of downside protection and are less volatile than stocks with little or no dividends. Yield also provides an objective characteristic identifying undervalued equities. Currently, the Firm will not purchase a stock unless it is yielding 1.8% or higher, and if the yield falls below 0.8%, the security is targeted for sale.

The Firm's buy and sell disciplines are strictly observed. However, certain instances might occur whereby basic sell disciplines are observed by the Chief Investment Officer. This may be appropriate when there is an extreme overall market decline. Every effort will be made to communicate the suspension to the Client, if the sell discipline should occur. The Firm's discipline strategy is designed to produce above-average, long-term results while taking less than market risk. Although most of our excess returns are attributable to bottom-up stock selection, companies do not operate independent of the macro-economic environment. Accordingly, our success, in active equity management, is the result of the application of a disciplined process, centered on exploiting inefficiencies uncovered through extensive research. This investment philosophy has been utilized by our Firm's executives for over forty five years and has been in use since 1987.

All Large Cap Value Client portfolios are individually managed for consistency. These portfolios are constantly monitored by the five analysts covering them. Each portfolio is invested in 45 to 50 stocks approximately, equally weighted. CDI maintains fully invested portfolios and does not believe in market timing. As such, cash is a residual of the investment process. Typically, the Firm's portfolios have an average 3-6% and no more than 10% cash.

**NOTE:** Since the Firm does not follow the GIPS sector classifications for all the securities held in the large cap value portfolios, there could be instances, due to our internal classification of a holding, whereby a sector weighting is more than 20%, as stated above. If such an instance occurs full explanation of the sector classification difference will be presented. Additional information on our Buy/Sell discipline is available upon request.

The key differentiating factors of our Firm's large cap value equity product is a low portfolio turnover and high dividend yield relative to Russell 1000 Value Index.

By design, the Firm's large cap value investment style is a disciplined strategy which is risk averse in nature and provides above average, long-term returns with less than market risk. As a manager of domestic equities, CDI can offer a superior investment process which uniquely uses dividends as a key selection component. The Firm's advantage and defining characteristic rests in CDI's multi-dimensional approach to stock selection. Many value managers completely eschew macroeconomic implications and focus entirely on stock selection. In contrast, CDI is a true bottom-up investment manager, using top-down macroeconomic and sector analysis only to set the stage for our fundamental analysis. CDI's active approach to risk control, enables the Firm to construct portfolios, with risk characteristics, which compare favorably with CDI's benchmarks, while increasing the likelihood of superior risk-adjusted returns.

#### ***CDI's Fixed Income Investment Protocol & Philosophy***

In most instances CDI accommodates Client's needs. A macro-evaluation is made in consultation with a Client as to quality level, deviation and trading strategy. Instruments are typically purchased from custodians offerings.

Bonds are not readily saleable, except for commercial paper and US Treasuries. The important judgment made pertaining to investment in bonds is the old "adage", about not only obtaining the receipt of Client's interest but also Client's principal.

To this end, the Firm's policy, as well as knowing customer risk tolerances in investing, requires mainly a short duration using laddered type arrangement of like amounts of principal, maturing annually from 1 to 7 years. US Treasuries, Corporate Bonds and Notes, and Municipal Tax Exempt Debt, are most frequently fixed vehicles of choice and are rated as investment grade BAA-BBB or better.

Of late, short corporate debt has been used in blended portfolios with other laddered types of debt or with equities.

Not only have yields been higher, but the visibility through research into the companies and balance sheets have made it possible to determine the risk of average to the company; something that is very difficult to determine in the taxable and non-taxable sovereign and municipal debt. Therefore, CDI requires careful research, rating scrutiny, leverage ratio scrutiny and short duration laddering to protect the Firm's portfolios against undue risk in fixed investing. Most important is the lengthy experience and disciplines of CDI portfolio managers in applying this practice.

### **Risk of Loss**

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

### **Other Risk Considerations**

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive, but should be considered carefully by a prospective client before retaining our services.

**Liquidity Risk:** The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price or it may not be possible to sell the investment at all.

**Credit Risk:** Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.

**Inflation and Interest Rate Risk:** Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.

**Horizon and Longevity Risk:** The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired, or are nearing retirement.



## **Recommendation of Particular Types of Securities**

We primarily recommend equities, municipal bonds, exchange traded funds and money market funds. However, we may advise on other types of investments as appropriate for you since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment.

**Money Market Funds:** A money market fund is technically a security. The fund managers attempt to keep the share price constant at \$1/share. However, there is no guarantee that the share price will stay at \$1/share. If the share price goes down, you can lose some or all of your principal. The U.S. Securities and Exchange Commission ("SEC") notes that "While investor losses in money market funds have been rare, they are possible." In return for this risk, you should earn a greater return on your cash than you would expect from a Federal Deposit Insurance Corporation ("FDIC") insured savings account (money market funds are not FDIC insured). Next, money market fund rates are variable. In other words, you do not know how much you will earn on your investment next month. The rate could go up or go down. If it goes up, that may result in a positive outcome. However, if it goes down and you earn less than you expected to earn, you may end up needing more cash. A final risk you are taking with money market funds has to do with inflation. Because money market funds are considered to be safer than other investments like stocks, long-term average returns on money market funds tends to be less than long term average returns on riskier investments. Over long periods of time, inflation can eat away at your returns.

**Municipal Securities:** Municipal securities, while generally thought of as safe, can have significant risks associated with them including, but not limited to: the credit worthiness of the governmental entity that issues the bond; the stability of the revenue stream that is used to pay the interest to the bondholders; when the bond is due to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same amount of interest or yield to maturity.

**Stocks:** There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy. In general, larger, better established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

**Mutual Funds and Exchange Traded Funds:** Mutual funds and exchange traded funds ("ETF") are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds

do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

## **Item 9 Disciplinary**

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

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

### **Affiliated Entity**

Associated persons and/or executive officers of our firm are also separately licensed to practice law and are affiliated with the Law Office of Carl Domino, PLLC through common control and ownership. If you require legal services, we will recommend that you use the services of our affiliate. Our advisory services are separate and distinct from the compensation paid to our affiliate for their services. This affiliated firm is otherwise regulated by the professional organizations to which it belongs and must comply with the rules of those organizations. These rules may prohibit paying or receiving referral fees to or from investment advisers that are not members of the same organization.

## **Item 11 Code of Ethics, Participation or Interest in Client Transactions & Personal Trading.**

### **Description of Our Code of Ethics**

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

### **Participation or Interest in Client Transactions**

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

### **Personal Trading Practices**

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

### **Block Trading**

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("block trading"). Refer to the *Brokerage Practices* section in this brochure for information on our block trading practices.

A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

## **Item 12 Brokerage Practices**

CDI does not maintain custody of Client assets (which we manage and give advice). Although the Firm may be deemed to have custody of Client's assets if the Client grants CDI authority to withdraw assets from the Client's account. (See *Item 15 - Custody*, below). Clients assets must be maintained in an account with a "qualified custodian," generally a broker dealer or bank. CDI recommends that our Clients use Charles Schwab & Company Inc., (Schwab), a registered broker-dealer, member of SIPC, as the qualified custodian.

CDI is independently owned and operated and is not affiliated with Schwab and Fidelity. Schwab and Fidelity hold our Clients assets in a brokerage account and buy and sell securities when CDI gives Schwab or Fidelity instructions to do so. While CDI might recommend to use Schwab or Fidelity as custodian/broker, the Client will decide whether to do so and may contract in an account agreement directly with the preferred custodian. The Firm does not open any accounts for Clients, although CDI may assist a Client in doing so. Even though the Client's accounts may be maintained at Schwab, the Firm can still use other brokers to execute trades for the Client's account as described below.

CDI seeks to select a custodian/broker who will hold the Client's assets and execute transactions on terms which are, overall most advantageous when compared to other available providers and their services identified by best execution procedures. CDI considers a wide range of factors, including the following:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody).
- Capability to execute and settle trades (buy and sell securities for Client's account).
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, Bonds, mutual funds, exchange-traded funds [ETF's] etc.)
- Availability of investment research and tools which assist the Firm in making investment decisions.
- Quality of services.
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.), and willingness to negotiate the prices.
- Reputation, financial strength and stability.
- Prior service to CDI and the Firm's other Clients.

For CDI Clients' accounts, which Schwab/Fidelity maintains, Schwab/Fidelity does not charge our Clients' separately for custody services, but is compensated by charging the Client commissions, or other fees, on trades which Schwab/Fidelity executes and which settle into the Clients' Schwab/Fidelity account. If it is chosen to trade using a "prime broker" or "trade away", Schwab/Fidelity charges the Client a flat dollar amount as a "prime broker" or "trade away" fee for each trade which it executes, using a different broker-dealer. However, when the securities which are bought or the funds from securities are sold, they are deposited (settled) into the Client's Schwab/Fidelity account. These fees are in addition to the commissions or other compensation the Client pays the executing broker dealer. To minimize Clients' trading costs, the Firm has Schwab or Fidelity execute most trades for that Client's account. CJD has determined that having Schwab or Fidelity execute most trades is consistent with the Firm's duty to seek "best execution" for our Clients' trades. Best execution means the most favorable terms for transactions based on all relevant factors, including other similar custodians.

CDI maintains relationships with a limited number of other broker-dealers. While a Client is free to select a broker or other service provider of his or her choosing, the Firm typically recommends that a Client establishes an account with a brokerage firm with which CDI has an existing relationship. As to such brokers CDI might, in certain circumstances, be deemed to be receiving a benefit in the form of research, market information, and/or administrative services. While the Firm believes the service providers recommend by/or with which CDI has relationships (including the brokerage firms), provide benefits to the Client, each Client is expressly advised to evaluate any recommended broker or other service provider to ensure that they are acceptable to the Client.

Where a separate account manager is used, the separate account manager may select the broker-dealer to execute the transactions in the portfolio which he/she is managing. In such a case the separate account manager will have the responsibility to negotiate the amount of commissions charged.

CDI has adopted a Policy on Selecting Brokers and Dealers which requires "best execution", adherence to fiduciary duty and compliance with the law are paramount considerations in selecting a broker or dealer to effect transactions for Client accounts. In determining whether a certain broker or dealer is likely to provide best execution in a particular transaction, the Firm considers factors which it deems relevant to the broker's or dealer's execution capability, including e.g., commission rates, resolution of trade errors, settlement capabilities, trade execution, block trading capabilities, available research, products and services received, the reputation and financial stability of the broker or dealer.

Best execution is not measured solely by reference to commission rates. Paying one broker a higher commission rate than another broker, is permissible if the difference in cost is reasonably justified by the quality of the brokerage services offered. Also, CDI may cause the account to pay a higher commission in recognition of the value of "research services" and additional brokerage products and services a broker-dealer provides, or may be willing to provide, as described more fully below. Currently, CDI has soft dollar agreements with Jones Trading, the Interstate Group and Charles Schwab & Company, through which CDI receives research dollars as soft dollar commissions for computer research software. The Firm believes that these arrangements do not cause any significant conflict of interest when choosing a broker. Specific inquiries regarding these relationships are available upon request.

Beyond a broker's ability to provide the "best execution", CDI will also consider the value of "research" and additional brokerage products and services a broker-dealer has provided or will provide. This is known as paying for those services or products with "soft dollars". Because such services might be considered to provide a benefit to CDI, the Firm might be considered to have a conflict of interest in allocating Client brokerage business. CDI may receive benefits by selecting a certain broker or dealer to execute Clients transactions. The transaction compensation charged by the specific broker or dealer might not be the lowest compensation so the Firm has the ability to negotiate a better rate.

"Research" products and services, which CDI may receive from broker-dealers, currently include The Interstate Group and Jones Trading. These products and services may consist of economic surveys, data, and analysis; financial publications; recommendations or other information about product services (e.g. computer services and equipment, including hardware, software and data bases), which provide lawful and appropriate assistance to the Firm in the performance of CDI's investment decision-making responsibilities. Consistent with Section 28(e), brokerage products and services consist primarily of computer services and software which permit the Firm to effect securities transactions and perform functions incidental to transaction execution. Generally, CDI uses such products and services in the conduct of our investment decision making, not just for those accounts whose commissions may be considered to have been used to pay for the products or services.

CDI's use of soft dollars is done in a manner which satisfies the requirements of the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934. This means that CDI considers all factors described above, before placing orders with a certain broker. The Firm determines what payable commissions are reasonable in relation to the value of all the brokerage and research products and services the broker-dealer provides. In some cases, the commissions charged by a certain broker for a specific transaction or set of transactions may be greater than the amount another broker, who did not provide research services or products, might charge.

CDI does not exclude a broker-dealer from receiving business simply because the broker-dealer has not been identified as providing soft dollar research products and services. Although the Firm may not be willing to pay the same commission to such a broker-dealer, as it would have paid if the broker-dealer provided such products and services.

As part of CDI's fiduciary duty to Clients, the Firm always endeavors to put the interests of Clients first. However, Clients should be aware that the receipt of economic benefits by CDI in and of itself creates a potential conflict of interest.

CDI does not use Client brokerage to compensate, or otherwise reward any brokers for Client referrals. However, CDI does have contractual arrangements with one or more employees or outside consultants under which the employee(s)/consultants will receive compensation from CDI for the establishment of new business/client relationships. The compensation is in the form of a referral fee, which is based on a percentage of the advisory or management fee collected.



Incentive based remuneration to the employee/consultant is predicated on the prospect by engaging in an investment advisory or investment management agreement with CDI. Such agreements will comply with the requirements set forth in Rule 206(4)-3 of the Investment Advisers Act of 1940, and/or applicable state statutes to the extent they apply. Under these arrangements, the Client does not pay higher fees than CDI's normal/typical advisory or management fees.

For discretionary accounts, CDI will generally aggregate orders with respect to a security if such aggregation is consistent with achieving best execution for the various Clients accounts. When orders are aggregated, each participating account will receive the weighted average share price for all transactions in a security effected to fill such orders on a given business day. Transaction costs will be shared "pro-rata", based upon each account's participation in the transaction. Commissions for block transactions are based on the individual account relationship with the qualified custodian and will typically vary on an account by account basis, e.g., commissions might be higher or lower predicated on the individual account meeting preset minimums established by the custodian.

CDI aggregates Client transactions for discretionary accounts. However, CDI does not aggregate transactions for non-discretionary accounts. Accordingly, Clients are hereby advised that non-discretionary accounts may receive different prices for the same securities transactions than discretionary accounts. In addition, Clients who do not enter into a non-discretionary arrangement with the Firm, may not be able to buy and sell the same quantities of securities and may be charged higher commissions or fees than Clients who enter into a discretionary arrangement.

## **Item 13 Review of Accounts**

### **Investment Management Reviews**

Client accounts are monitored daily with a formal review conducted at least quarterly. Additional reviews may be provided at the Client's request, based on deposits and/or withdrawals in the account, material changes in the Client's financial condition, or at the Portfolio Manager's discretion. Personnel currently performing reviews are:

Carl J. Domino, Executive VP of Investments and Chief Compliance Officer. The individuals conducting reviews may vary from time to time, as personnel join or leave CDI.

CDI will provide Clients with a quarterly progress statement regarding their account, and will make such written quarterly and annual reports concerning the investment management activities pursuant to the terms of the executed agreement for services. Additionally, the custodian holding the Client's funds and securities will send the Client a confirmation of every securities transaction and a brokerage statement at least quarterly. We suggest that our Client's review their brokerage statements and compare them to the reports distributed by CDI.

### **Financial Planning Reviews**

Carl J. Domino, Executive VP of Investments and Chief Compliance Officer will review financial plans as needed, depending on the arrangements made with you at the inception of your advisory relationship to ensure that the advice provided is consistent with your investment needs and objectives. Generally, we will contact you periodically to determine whether any updates may be needed based on changes in your circumstances. Changed circumstances may include, but are not limited to marriage, divorce, birth, death, inheritance, lawsuit, retirement, job loss and/or disability, among others. We recommend meeting with you at least annually to review and update your plan if needed. Additional reviews will be conducted upon your request and may be subject to additional fees. Written updates to the financial plan will be provided in conjunction with the review or as requested. If you implement financial planning advice, you will receive trade confirmations and monthly or quarterly statements from your account custodian(s).



## Item 14 Client Referrals and Other Compensation

CDI receives an economic benefit from Schwab & Fidelity in the form of support products and services it makes available to the Firm and other independent investment advisors whose Clients maintain their accounts with Schwab or Fidelity. How these products and services benefit CDI and the related conflicts of interest are described above (See *Item 12 - Brokerage Practices*). The availability of products and services is not based on CDI giving investment advice, such as buying certain securities for our Clients.

Also, Schwab and Fidelity make available to CDI, other products and services which benefit the Firm but may not benefit CDI's Clients accounts. However, some of these other products and services assist CDI in managing and administering Client accounts.

Listed below are products and services which include software and other technology:

- a. Provide access to Client account data (i.e. trade confirmations and account statements).
- b. Facilitate trade execution and allocation of aggregated trade orders for multiple Client accounts.
- c. Provide research, pricing information and miscellaneous market data.
- d. Facilitate payment of CDI's fees from Client accounts.
- e. Provide assistance with back-office functions, record keeping and Client reporting.

Generally, many of the above services may be used to service all or a substantial number of CDI's Client accounts, including accounts not maintained at Schwab Institutional. In addition, Schwab Institutional makes available to the Firm, other services intended to assist CDI manage and further develop the Firm's business enterprise. These services may include: consulting; publications and conferences on practice management; information technology; business succession; regulatory compliance; and marketing.

Also, Schwab may make available, arrange and/or pay for these types of services rendered to CDI by independent third parties. Schwab Institutional may discount or waive fees which the corporation would otherwise charge for some of these services or pay all or part of the fees of a third party providing these services to CDI.

CDI may receive from Fidelity, without cost, computer software and related systems support, which allows the Firm to better monitor Client accounts which are maintained at Fidelity. CDI may receive the software at no cost, because CDI renders Investment Management Services to Clients who maintain accounts with Fidelity and whose aggregate total assets exceed the established minimum required for an Investment Adviser to receive the software without cost. In addition, Fidelity may provide other discounts for purchased software, which permits CDI to better advise the Clients on their investments.

As a fiduciary, CDI always endeavors to act in the best interest of the Firm's Clients. However, CDI's recommendation for Clients to maintain their assets in accounts at Schwab or Fidelity, may be based in part on benefits provided to CDI by the availability of some of the foregoing products and services, not solely on the nature, cost, or quality of custody and brokerage services provided by Schwab or Fidelity, which may create a potential conflict of interest.

### Client Referrals/Solicitors

We directly compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this brochure along with the Solicitor's disclosure statement at the

time of the referral. If you become a client, the Solicitor that referred you to our firm will receive either a one-time fixed referral fee at the time you enter into an advisory agreement with our firm or a percentage of the advisory fee you pay our firm for as long as you are a client with our firm, or until such time as our agreement with the Solicitor expires. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our Solicitors disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where the Solicitor's compensation is less favorable.

### **Employee Compensation Arrangements**

We have entered into contractual arrangements with an employee of our firm, under which the individual receives compensation from our firm for the establishment of new client relationships. Employees who refer clients to our firm must comply with the requirements of the jurisdictions where they operate. The compensation is a percentage of the advisory fee you pay our firm for as long as you are a client with our firm, or until such time as our agreement with the Solicitor expires. You will not be charged additional fees based on this compensation arrangement. Incentive based compensation is contingent upon you entering into an advisory agreement with our firm. Therefore, the individual has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

## **Item 15 Custody**

Under government regulations, CDI is deemed to have custody of the Client's assets if, e.g., the Client authorizes the Firm to instruct the custodian to deduct CDI's advisory fees directly from the Client's account [or if the Client grants CDI the authority to move funds to another person's account]. The custodian maintains actual custody of the Client's assets. The Client will receive account statements directly from their custodian at least quarterly. Statements will be sent to the Client's email or postal mailing address on record. Also, the Firm urges Clients to review and compare their statements with the quarterly reports provided to them by CDI. (See Item #4 above for cross-reference).

### **Custody Due to Standing Letter of Authorization**

CDI may assist clients with transfer of their assets between two or more of a client's accounts maintained at the client's custodian, or maintained with multiple custodians. CDI will ensure that the client has authorized CDI in writing to make such transfers and will ensure that a copy of such authorization is provided to the custodian(s). This authorization shall specify the name and account numbers on the sending and receiving accounts to ensure the sending custodian has a record that the client has identified the accounts for which the transfer is being effected as belonging to the client. This ability to transfer a client's assets between the client's accounts maintained at one or more qualified custodians if the client has authorized the adviser in writing to make such transfers causes our firm to exercise limited custody over your funds or securities. Pursuant to Rule 206(4)-2 (the "Custody Rule"), CDI has taken steps to have controls and oversight in place to support the no-action letter issued by the SEC on February 21, 2017 (the "SEC no-action letter"). With respect to third party standing letters of authorization ("SLOA") where a client may grant CDI the authority to direct custodians to disburse funds to one or more third party accounts, we are deemed to have limited

custody. However, we are not required to comply with the surprise examination requirement of the Custody Rule if we are otherwise in compliance with the seven representations noted in the February 21, 2017 no-action letter. Where the Adviser acts pursuant to a SLOA, we believe we are making a good faith effort to comply with the representations noted in the SEC's no-action letter. Additionally, since many of those representations involve the qualified custodian's operations, CDI will collaborate closely with its custodians to ensure that the representations would be able to be met.

## Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and the appropriate trading authorization forms.

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

## Item 17 Voting Client Securities

In general, CDI will determine how to vote proxies based on our reasonable judgment when a vote, most likely, will produce favorable financial results for CDI's Clients. Proxy votes generally will be cast in favor of proposals which maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management and maintain or increase the rights of shareholders. Generally, proxy votes will be cast against proposals having the opposite effect. In addition, the Firm will consider both sides of each proxy issue. Consistent with the Firm's paramount commitment to the financial investment goals of CDI's Clients, social considerations will not be considered absent, contrary to Client's instructions. Unless we receive specific instructions from you, we will not base votes on social considerations.

Conflicts of interest between the Firm or a principal of the Firm and CDI's Clients, in respect of a proxy issue, conceivably may arise, e.g., from personal or professional relationships with a company or with the directors, candidates for director, or senior executives of a company who is the issuer of Client securities.

If the Compliance Officer determines a material conflict of interest exists, the following procedures will be followed:

- a. The Firm may disclose the existence and nature of the conflict to the Client(s) owning the Client securities, and seek directions on how to vote the proxies.
- b. CDI may abstain from voting, particularly if there are conflicting Client interests (e.g., where Client accounts hold different Client securities in a competitive merger situation).
- c. The Firm may follow the recommendations of an independent proxy voting service in voting the proxies.

CDI keeps certain records required by applicable law pertaining to the Firm's proxy voting activities for Clients and shall provide proxy-voting information to Clients upon their written or oral request. A copy of CDI's proxy-voting policies is available to Clients upon request.

In the event you wish to direct our firm on voting a particular proxy, you should contact our main office at the phone number on the cover page of this brochure with your instruction.

## **Item 18 Financial Information**

CDI does not have any financial conditions or impairments which would prevent the Firm from meeting contractual commitments to Clients. CDI does not take physical custody of Client's funds or securities, or serve as trustee or signatory for Client accounts. We do not require the pre-payment of more than \$500 in fees six or more months in advance. Therefore, the Firm does not require to include a financial statement with this brochure.

We have not filed a bankruptcy petition at any time in the past ten years.

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

Neither the Firm, nor any of our management persons is compensated for advisory services with performance-based fees. Please refer to the "Performance-Based Fees and Side-By-Side Management" section above for additional information on this topic.

Our firm is not actively engaged in any business other than giving investment advice that is not already disclosed above.

Neither the Firm, nor any of our management persons have any reportable arbitration claims, civil, self-regulatory organization proceeding or administrative proceeding.

Neither the Firm, nor any of our management persons have a material relationship or arrangement with any issuer of securities.

Refer to the Part(s) 2B for background information about management personnel and those giving advice on behalf of the Firm.

### **State of California Required Disclosures**

All material conflicts of interest under CCR Section 260.238 (k) are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

## **Item 20 Additional Information**

### **Trade Errors**

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

**Class Action Lawsuits**

We will assist you, in conjunction with your legal counsel or other professionals, in filing claims with the claims administrator to participate in any settlement proceeds related to class action settlements involving a security held in your portfolio. We may also work with your legal counsel to determine whether you are eligible to participate in class action litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held in your portfolio.

**Carl J. Domino, CFA**

**CRD No. 818537**

**Carl Domino, Inc.**

**499 Evernia Street, Suite 220  
West Palm Beach, FL 33401**

**Telephone: (561) 833-2882  
Facsimile: (561) 833-5282**

**December 2, 2019**

**FORM ADV PART 2B  
BROCHURE SUPPLEMENT**

**This brochure supplement provides information about Carl J. Domino that supplements the Carl Domino, Inc. brochure. You should have received a copy of that brochure. Please contact us at (561) 833-2882 if you did not receive Carl Domino, Inc.'s brochure or if you have any questions about the contents of this supplement.**

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



## Item 2 Educational Background and Business Experience

*Year of Birth:* 1944

### **Formal Education after High School:**

- Florida State University, B.A., Business, 1966
- Harvard University, M.B.A., 1972
- Nova Law School Juris Doctorate. 2014

### **Business Background for the Previous Five Years:**

- Carl Domino, Inc., President/CEO/Chief Investment Officer/CCO, Member Investment Committee, 07/2004 to Present.

### *Certifications:*

- **The Chartered Financial Analyst CFA** and Certification Mark (collectively, the "CFA marks") are professional certification marks granted in the United States and internationally by the CFA Institute.

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charter holders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

*High Ethical Standards* - The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charter holders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

*Global Recognition* - Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA Charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charter holders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

*Comprehensive and Current Knowledge* - The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and

professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning. The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).

### **Item 3 Disciplinary Information**

Form ADV Part 2B requires disclosure of certain criminal or civil actions, administrative proceedings, and self-regulatory organization proceedings, as well as certain other proceedings related to suspension or revocation of a professional attainment, designation, or license. Mr. Domino has no required disclosures under this item.

### **Item 4 Other Business Activities**

Carl Domino is an attorney and owner of Law Office of Carl Domino, PLLC and receives compensation. Mr. Domino's duties as an attorney and owner of Law Office of Carl Domino, PLLC creates a conflict of interest to his provision of advisory services through Carl Domino, Inc. as clients of Carl Domino Inc. may also be clients of the Law Office of Carl Domino. If you require legal services, we will recommend that you use the services of Law Office of Carl Domino. Clients are required to enter into a separate agreement with the Law Office of Carl Domino to receive legal services from Mr. Domino. The services provided by Mr. Domino through Law Office of Carl Domino are separate and distinct from any advisory services provided by Carl Domino Inc. The law firm is otherwise regulated by the professional organizations to which it belongs and must comply with the rules of those organizations.

### **Item 5 Additional Compensation**

Mr. Domino does not receive any additional compensation for providing advisory services beyond that received as a result of his capacity as President, Chief Compliance Officer and Chief Investment Officer of Carl Domino, Inc.

### **Item 6 Supervision**

As President and Chief Compliance Officer, Carl Domino supervises the advisory activities of Carl Domino Inc. Mr. Domino can be reached at (561) 833-2882.

### **Item 7 Requirements for State Registered Advisers**

Carl Domino does not have any reportable arbitration claims, has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.

**Bert Joseph Moerings**

**Carl Domino Inc.**

**499 Evernia Street, Suite 220  
West Palm Beach, FL 33401**

**Telephone: 561-833-2882**

**Facsimile: 561-833-5282**

**July 23, 2019**

**FORM ADV PART 2B  
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Bert Joseph Moerings that supplements the Carl Domino Inc. brochure. You should have received a copy of that brochure. Contact us at 561-833-2882 if you did not receive Carl Domino Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Bert Joseph Moerings (CRD # 337519) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 Educational Background and Business Experience

### **Bert Joseph Moerings**

*Year of Birth:* 1946

*Formal Education After High School:*

- Spring Hill College, BS Economics, 9/1965 - 5/1969

*Business Background:*

- Carl Domino Inc., President, 5/2018 - Present
- Oppenheimer & Co., Inc., Director of investments, 4/2017 - 3/2018
- Independent Portfolio Consultants, Inc., Managing Director, Senior Consultant, 7/2002 - 11/2016
- Managed Account Services, LLC, Vice President - Investments, 5/2010 - 11/2016
- Jesup & Lamont Securities Corp., Vice President - Investments, 3/2006 - 5/2010
- Advest, Inc., Vice President, 7/1993 - 3/2006
- Portfolio Management Services, Inc., Chairman, 4/1999 - 7/1993
- Dominick & Dominick, Incorporated, Vice President/Representative, 11/1987 - 7/1993
- CMC Services, Inc., President, 3/1986 - 8/1988
- Money Concepts, Director, 2/1986 - 11/1987

## Item 3 Disciplinary Information

Form ADV Part 2B requires disclosure of certain criminal or civil actions, administrative proceedings, and self-regulatory organization proceedings, as well as certain other proceedings related to suspension or revocation of a professional attainment, designation, or license. Mr. Bert Joseph Moerings has no required disclosures under this item.

## Item 4 Other Business Activities

Bert Joseph Moerings is not actively engaged in any other business or occupation (investment-related or otherwise) beyond his capacity as President of Carl Domino Inc. Moreover, Mr. Moerings does not receive any commissions, bonuses or other compensation based on the sale of securities or other investment products.

## Item 5 Additional Compensation

Bert Joseph Moerings does not receive any additional compensation beyond that received as an President of Carl Domino Inc.

## Item 6 Supervision

In the supervision of our associated persons, advice provided is limited based on the restrictions set by Carl Domino Inc., and by internal decisions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and documented suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and with our internal guidelines.

My supervisor is: Carl Domino, Chief Compliance Officer

Supervisor phone number: 561-833-2882

## **Item 7 Requirements for State Registered Advisers**

Bert Joseph Moerings does not have any reportable arbitration claims, has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.