



**Part 2A of Form ADV: *Firm Brochure***

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July 2016

This brochure provides information about the qualifications and business practices of InvesTrust Consulting, LLC. If you have any questions about the contents of this brochure, please contact us at: (405) 843-7046, or by email at: [scarter@investrust.com](mailto:scarter@investrust.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about InvesTrust Consulting, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as the CRD number. InvesTrust Consulting, LLC's number is 108037

InvesTrust Consulting is an SEC-registered investment advisor with its principal place of business in Oklahoma City, Oklahoma. This registration does not imply any level of skill or training.

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## ITEM 2 MATERIAL CHANGES

This Firm Disclosure Brochure, dated July 22, 2016, provides you with a summary of InvesTrust Consulting's policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform clients of the revision(s) based on the nature of the information as follows.

*Annual Update:* We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. If our firm has made revisions that would affect a client's decision making when doing business with us, "material changes", we will provide our clients with either a summary of any materially revised information with an offer to deliver the fully revised Disclosure Brochure within 120 days of our FYE. Alternatively we will provide you with our revised Disclosure Brochure that will include a summary of those changes in this Item. *Non-material* revisions are not delivered to clients, but can be viewed on the SEC investment adviser info site, as noted on the cover sheet of this brochure.

*Material Changes:* Should a material change in our operations occur, depending on its nature, we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

To obtain our firm brochure and brochure supplements (information regarding each of our financial advisors), our Code of Ethics, or our Privacy Policy, please visit us at:

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**The following summarizes new or revised disclosures based on information previously provided in our Firm Brochure dated March 9, 2016:**

### **Item 4** Advisory Business

Types of Advisory Services provided have been revised to include asset management services in addition to consulting services.

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## **ITEM 4    ADVISORY BUSINESS**

### **Firm Description**

InvesTrust Consulting, LLC (“We” or “Firm”) is an SEC-registered investment advisor that has its principal place of business located in Oklahoma City, OK. InvesTrust Consulting, LLC is a wholly owned subsidiary of InvesTrust Wealth Management, LLC, founded in 1985. InvesTrust Wealth Management, LLC is owned 100% by American Fidelity Corporation.

### **Types of Advisory Services**

InvesTrust Consulting is an independent consulting firm that offers customized investment advisory services. Firm Clients are foundations, endowments, pension plans, trusts, high-net worth individuals, insurance companies, and corporations. We provide advisory services on a discretionary and non-discretionary basis as set forth in the Client’s advisory agreement. As a fiduciary, the Firm offers objective advice, accepts no commissions, and has no proprietary products to sell.

InvesTrust Consulting’s services for any Client include, but are not limited to, the following:

- Investment Consulting Services
  - Establishment of Investment Objectives, Goals, and Restrictions
  - Asset allocation Studies/Services
  - Independent Performance Measurement/Aggregation
  - Comprehensive Quarterly Reporting
  - Manager Communication, Selection and Monitoring
- Asset Management Services
- Retirement Plan and Pension Consulting Services
  - Preparation of an Investment Policy Statement (IPS)
  - Monitoring of Investment Performance
  - Educational Support to the Plan Sponsor or Committee
- Macro-Economic Analysis
- Customized/Special Projects
- Bookkeeping (limited basis)

Not all of our Clients receive each of the services described above. We are a fee only advisor. The services we provide to each Client are based on mutually agreed upon engagements with the Client and tailored to fit their particular goals and objectives. Our investment recommendations are not limited to any specific product or service. Clients may impose restrictions on investing in certain types of securities, and we will refine our recommendations accordingly.

## **Investment Consulting Services**

We advise across a broad range of asset classes that include separately managed accounts (investment managers), limited partnerships, commingled vehicles, mutual funds and ETFs. Asset classes include US and International equities, fixed income, and alternative investments (private equity, REITs, hedge funds).

Our process begins with spending as much time as possible with the Client discussing their investment objectives, time horizon and risk tolerance. This knowledge guides us to a strategy that best fits the Client's needs and long-term goals in accordance to their investment policy.

Consulting services are provided on a non-discretionary basis. In performing consulting services, the Firm relies on information received from the Client or the Client's other professionals (attorney, accountant, custodian, etc.), which is deemed to be reliable. The Client is under no obligation to accept or approve any of the recommendations made by InvesTrust Consulting under a consulting agreement or to engage in the services of any such recommended professional. The Client retains ultimate discretion over all decisions and is free to accept or reject any of InvesTrust Consulting's recommendations. The implementation of the Firm's recommendations, including the purchase or sale of securities is solely at the discretion of the Client's custodian or third-party managers. Clients are advised that it remains their responsibility to promptly notify us if there is any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising the previous recommendations and/or services made by InvesTrust Consulting.

### ***Asset Allocation Studies/Services***

Our firm provides assistance in setting objectives and allocating assets to Clients who request these services, through personal discussions with the Client in which the Client's goals and objectives can be established. We may also provide asset allocation services to accounts on a discretionary and non-discretionary basis. When providing these services on a discretionary basis, InvesTrust Consulting will direct the Client's custodian to execute trades when allocating assets among various assets or assisting plan sponsors with monthly distributions without prior consultation with the Client. While these services are provided without prior client consultation, we do notify the client or their designated contact immediately prior or immediately following any action is implemented. We also provide these services on a non-discretionary basis by providing the Client with our recommendation and it is up to the Client to implement the changes. Account supervision is guided by the Client's stated investment policy. Recommendations to a Client are designed to be appropriate for the needs of the Client and consistent with the Client's investment objectives, time horizon, liquidity needs, and risk tolerance, among other considerations. Clients may impose restrictions on investing in certain securities, types of securities, or industry sectors. Clients may also request that we not implement all of our recommended changes to their portfolios.

### *Performance Verification and Reporting*

We provide reports, at least quarterly, concerning the Client's portfolio allocation and performance. Each report is customized for each Client's portfolio. InvesTrust Consulting relies on information received from the Client or the Client's other professionals (attorney, accountant, custodian, etc.) deemed to be reliable to measure portfolio performance to provide the Client with an aggregate report of the investments under advisement and verifies the performance reported by the investment managers and fund companies. Investment reports contain data that includes, but is not limited to: trailing and calendar performance, allocation, risk statistics, attribution and underlying holdings, where appropriate.

### *Manager Communication, Selection and Monitoring*

Selection and monitoring services consist of analyzing, monitoring and recommending third-party money managers who manage portfolios in what are commonly referred to as "separately managed accounts". Our research/analysis process is completed as described in Item 8. The money managers may manage funds or "funds of funds" which may hold investment types or alternative investments on the behalf of the Client. We review reports provided by the managers and also provide ongoing due diligence of the managers.

For a full description of the services offered by the money managers/funds, Clients should refer to that manager's Firm brochure, advisory contract and/or other disclosure documents. We are available to meet with Clients at least quarterly, or as determined by the Client, to review their portfolio and money managers selected.

### *Other Investment-Related Comments*

InvesTrust Consulting utilizes a team-based approach to client service. Each client will be assigned a primary consultant that is responsible for coordinating the relationship and understanding the Client's specific needs. The investment services/products received by one Client may vary from the products/services received by another Client. Factors such as risk tolerance, time horizon, investment objectives, account size, other assets, etc. will affect the services received and the fees charged.

## **Asset Management Services**

We offer asset management services on a discretionary basis, providing the Client with continuous and on-going supervision over their assets. This means we continuously monitor the Client's account and direct the custodian to place trades when necessary. For Clients where InvesTrust Consulting has discretionary authority, meaning the Firm has the authority to provide allocation services without prior consultation with the Client, when appropriate, we will direct the Client's custodian to implement our recommendations. In some cases, InvesTrust Consulting may direct a custodian to implement recommendations or perform allocation functions for the purpose of rebalancing, but only after such recommendations are accepted by the Client.

## **Retirement Plan and Pension Consulting Services**

The Employee Retirement Income Security Act of 1974 (“ERISA”) sets forth rules under which Plan Fiduciaries may retain investment advisers for various types of services with respect to Plan assets. For these services InvesTrust Consulting will be considered a fiduciary under ERISA. For example, InvesTrust Consulting will act as a fiduciary when providing non-discretionary investment advice to Plan fiduciaries or Plan Sponsors by providing investment recommendations on a regular basis with the understanding the advice will serve as a primary basis for investment decision related to the plan.

We provide advisory services to 401(k), 403(b), and other qualified and non-qualified retirement and deferred compensation plans (“ERISA Plans”) on a non-discretionary basis only. Services may be tailored to Client needs. As mutually agreed upon with the Client, our firm will provide assistance with the development of an investment policy statement, selection of investment vehicles, monitoring of investment performance, and other general pension plan consulting.

### ***Preparation of an Investment Policy Statement (an "IPS")***

We will assist the Plan Sponsor or Committee to determine an appropriate investment strategy that reflects the Plan Sponsor's stated investment objectives of the overall plan. We will then prepare a written Investment Policy Statement (“IPS”) with the Client detailing those requirements and restrictions, as appropriate.

### ***Monitoring of Investment Performance***

We monitor the Plan’s investments based on the procedures and timing intervals agreed upon by the Plan Sponsor. We review the Plan’s portfolio and will make recommendations to the Plan Sponsors, as needed.

### ***General Retirement and Pension Plan Consulting***

We may also provide periodic educational support regarding general investment principles to the Plan Sponsor or Committee.

Plan Sponsors may engage our firm to provide a review of their retirement or pension plans. Areas reviewed include, but are not limited to items such as fiduciary liability, investment policy statement, plan investments and administrative fees.

## **Macro-Economic Analysis**

Our firm presents to Clients, quarterly economic analysis that provides general information on various financial topics including, but not limited to, pension data, inflation, unemployment, housing growth, and other broad economic data. This service is provided to Clients at their request and is not intended to meet the objectives or needs of any specific individual/institution.

## **Bookkeeping and Other Services**

Bookkeeping services are available to Clients, on a limited basis and is based on the information provided by the Client.

To meet the unique needs of each Client, our firm may offer other financial-related consulting services, research and recommendations not described in this Brochure.

## **Publication of Periodicals or Newsletters**

Our firm periodically publishes newsletters providing general information on various broad economic topics. The newsletter information is purchased from Forefield, a third-party newsletter provider. These newsletters and the information provided in them are not intended to meet the objectives or needs of any specific individual. Our newsletters are distributed at no charge.

## **Tailored Relationships**

InvesTrust Consulting tailors services to the specific needs of each individual Client. Agreements may not be assigned without Client consent. Our agreements can be customized to the specific needs of the Client, such as:

- The amount and types of reporting to be provided, including frequency.
- The frequency of face to face meetings.
- Providing for discretionary services: allowing our firm to direct the Client's custodian to make and execute trades when allocating assets among various assets, per the Client's investment policy
- Other specific needs or services can be described.

Either InvesTrust Consulting or the Client may terminate the agreement with 30 days written notice.

InvesTrust Consulting provides, at least quarterly, written reports evaluating our Clients' asset allocation, manager performance, and investment strategy.

InvesTrust Consulting does not participate in any wrap fee programs.

## **Assets under Advisement**

As of 12/31/2015, InvesTrust Consulting advises on approximately \$1,472,348,438 in assets for approximately 14 Clients. Approximately \$62,335,883 are advised on a discretionary basis, and \$1,410,012,555 are advised on a non-discretionary basis. Of the total, \$611,598,618 is reported as "regulatory assets under management."



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## **ITEM 5 FEES AND COMPENSATION**

InvesTrust Consulting is a fee only advisor. Prior to the start of any Client relationship, InvesTrust Consulting enters into an agreement with the Client that outlines the terms and conditions of the relationship, including a description of the services to be provided and all associated fees. Invoices are sent directly to the Client or their designated representative and payment is rendered to the Firm. InvesTrust Consulting does not directly debt fees from Client accounts.

InvesTrust Consulting does not have a standard fee schedule as fees vary depending on the complexity of the services requested. All fees are negotiable. InvesTrust Consulting may charge a pre-determined fixed fee, hourly fee or fees based on a percentage of assets. Depending on the scope of the services requested, there may be a minimum fee threshold.

InvesTrust Consulting's consulting fees are all-inclusive, covering all of the services outlined the Client's agreement. We do not charge for reasonable travel and other expenses in connection with our services unless otherwise agreed upon by the Client. If there are expenses for services requested by the Client, above and beyond the scope of the agreement, those fees will be negotiated by InvesTrust Consulting and the Client.

InvesTrust Consulting, in its sole discretion, provides services to clients at a lesser fee based upon certain criteria (e.g., historical relationship, type of assets, types of services provided, anticipated future earning capacity, anticipated future additional assets, related accounts, account composition, negotiations with Clients, etc.). Therefore, some existing "grandfathered" Clients may pay a lower fee that has been negotiated.

### ***Billing***

Fees are billed monthly or quarterly, in arrears, meaning that we invoice Clients after the billing period has ended. For example: A \$5,000,000 account would be billed as follows: Market value at the end of the quarter December 31<sup>st</sup> of \$5,000,000 @ 0.40%= \$20,000/4= \$5,000 quarterly fee due in March.

Payment in full is due upon receipt of invoice. Clients are billed directly. We do not debit Client accounts directly, and we do not bill in advance.

The Client may elect to have the invoice sent directly to their custodian and have the custodian pay InvesTrust Consulting directly. If this option is selected, a copy of the quarterly invoice is also sent to the Client. The Client must direct their custodian to pay us directly and also notify us of their election.

Our agreements may be canceled by either party with thirty days written notice. Should cancellation occur during the course of a quarter, fees for that quarter will be due and payable.

### *Additional Fees and Expenses*

All fees that Clients pay to InvesTrust Consulting for advisory services are separate and distinct from fees/expenses charged to Clients by third-party firms. These fees and charges which Clients pay, include:

- Custody fees/charges, which may include transactions costs/fees from the purchase/sale of securities, wire charges, etc.
- Brokerage fees/charges, which may include fees charged by an agent or agent's company to process transactions between the buyer and seller.
- Investment manager fees and expenses for management of investment assets
- Fees and expenses charged by mutual funds, alternative investments, and exchange traded funds ("ETFs")

The fees and expenses for investment managers, mutual funds, alternative funds and ETFs are described in each fund's advisory contract, prospectus or offering information. These fees will generally include a management fee, other fund expenses and, a possible distribution fee. Typically the mutual funds recommended by our Firm to Clients are "no-load" mutual funds. You should review both fees charged by funds and by InvesTrust Consulting to fully understand the amount of fees you will be charged related to your investments.

Clients should be aware that similar services may be available from other firms, including other consulting firms, at a higher or lower cost than that available through our firm. Additionally, a Client could invest in investment funds, mutual funds or ETFs directly, without the services of our firm. However, in doing so, a Client would not receive the services provided by us which are designed, among other things, to assist our Clients in determining which investment managers, mutual funds, etc. are most appropriate for each Client's financial condition and objectives.

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## **ITEM 6 PERFORMANCE-BASED FEES**

InvesTrust Consulting does not charge performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a Client.

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## **ITEM 7    TYPES OF CLIENTS**

InvesTrust provides consulting services to:

- High Net Worth Individuals
- Insurance Companies
- Pension and profit sharing plans (other than plan participants)
- Trusts
- Charitable organizations
- Corporations or business entities

Client relationships vary in scope and length of service. The minimum account size and fee are negotiable.

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## **ITEM 8    METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### *Methods of Analysis*

In formulating investment advice as an independent consultant, InvesTrust Consulting's methods of analysis include conductive asset allocation studies; if the Client does not have an investment policy in place, evaluating the Client's investment objectives, risk tolerance and current investment policy; and performing investment manager due diligence.

### *Investment Policy Statement Review/Development*

When hired, the first step we undertake to ensure that our investment advice is tailored to the Client, is to spend considerable time with the appropriate members of the Client's Staff, Board, and/or Investment Committee in order to understand the overall objectives, risk tolerance, liquidity constraints, and the details of its current investment policy statement. This knowledge enables us to then develop, with the Client input, a strategy that is most likely to produce long-term success for the Client.

These conversations generally focus on the following areas:

- Objectives, risk tolerance, and time horizon
- Spending policy and development efforts
- Asset allocation strategy
- Investment restrictions (i.e., social restrictions, security types, etc.) imposed by the Client
- Historical performance data - total portfolio & individual investment manager

Based on these discussions, we produce an action plan to the Client for review, comment, and approval. In conjunction with the above, we perform asset allocation and investment manager reviews and recommendations.

### *Asset Allocation Review & Recommendation*

We attempt to identify an appropriate ratio of equities, fixed income, alternatives, and cash that meets the Client's investment goals and risk tolerance. We recommend annual asset allocation reviews, but will seek to review more frequently if there are either changes in the Client's objective and risk tolerance.

Our advice, with regard to asset allocation, is based on the belief that market timing is not effective, and that strategic, long-term view of asset allocation is the best approach. We also believe in a diversified portfolio. While a diversified portfolio does not guarantee protection against loss, concentrating assets in any one area or market represents a risk that can and should be avoided.

A risk of asset allocation is that the Client may not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the ratio of equities, fixed income, alternatives, and cash will change over time due to stock and market movements and, if not corrected, will no longer be in compliance with the Client's investment policy. We advise Clients to consider this potential risk as part of setting an asset allocation strategy. Further risks for any portfolio include the risk of loss, both short-term (which can be temporary) as well as long-term (which tends to be permanent).

### *Investment Manager Review & Recommendation*

Based on the Client's asset allocation strategy, we evaluate both existing and new third-party investment managers and funds by using qualitative (management expertise, industry cycles, non-qualitative) and quantitative (looking at various statistical measures of return and risk as well as the specific holdings of a portfolio) factors. A risk of investing with any third-party manager or fund who has been successful in the past, is they may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a mutual funds or third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, thereby making it a less suitable investment for our Clients. Moreover, as we do not control the fund or manager's daily business and we may be unaware of a potential lack of internal controls necessary to prevent business, regulatory, or reputational deficiencies. We continually review and monitor Clients' investment managers in an attempt to mitigate these specific risks.

### *Sources of Data for Analysis*

The main sources of information include data provided by Clients, custodial banks, investments manager reports/commentary, fund providers (e.g. mutual funds, financial newspapers and magazines, research materials prepared by others (prospectuses)) and in-person meetings. We consider the investment views of other financial professionals, such as separate account managers and mutual fund managers to gain additional insights. InvesTrust Consulting also obtains information via industry investment data service providers such as PSN Enterprise, Investor Force, Morningstar, and the World Wide Web.

## *Investment Strategies*

The primary investment strategy used is driven by the Client's investment policy and their needs. We employ a long-term strategic approach as our Clients typically have a long time horizon. A long-term approach carries the risk that an investment portfolio may experience greater short-term volatility and losses than would be the case if that portfolio were managed with a short-term focus. We believe portfolios should be well-diversified to a variety of economic and market conditions. And, that attempts to predict short-term market behavior via market timing strategies should be avoided. The investment strategy employed by each Client is unique, as no one strategy applies to all Clients. Investment options and restrictions are driven by the Client. We do not recommend individual securities to Clients.

Alternatively, we recommend products and services that may be suitable for each client relative to their specific circumstances. Investment recommendations are not limited to any specific product or service. We advise across a broad range of investment vehicles that include investment managers, mutual funds and ETFs. The asset classes within these vehicles include US and International equities, fixed income, and alternative investments (private equity, REITs, hedge funds). Clients may impose restrictions on investing in certain types of securities, and we will refine our recommendations accordingly.

## *Risk of Loss*

Investing in securities involves risk of loss that the Client should be prepared to bear. All investment strategies carry the risk of loss, as no investment is guaranteed. Our investment approach constantly keeps the risk of loss in mind. The degree of risk associated with an investment depends on the type of security and/or strategy involved. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

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## **ITEM 9 DISCIPLINARY INFORMATION**

InvesTrust Consulting, nor its employees, have been involved in any legal or disciplinary events in the past 10 years that would be material to a Client's evaluation of InvesTrust Consulting or its personnel.

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## **ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### *Financial Industry Activities*

InvesTrust Consulting is not registered as a securities broker-dealer, nor are any of its employees registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

InvesTrust Consulting is not registered as a futures commission merchant, commodity pool operator or a commodity trading advisor, nor are any of its employees registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

### *Affiliations*

InvesTrust Consulting is under common control with its affiliates, InvesTrust, N.A., a banking/thrift institution and InvesTrust Retirement Services, an independent retirement plan services provider. Certain Supervised Persons of InvesTrust Consulting also serve in similar capacities for InvesTrust, N.A. and/or InvesTrust Retirement Services. InvesTrust Consulting shares the same principal place of business with these affiliates. Though InvesTrust Consulting does not recommend the services of our related parties, InvesTrust, N.A. does serve as custodian to some of InvesTrust Consulting's Clients, creating a conflict of interest under these circumstances. InvesTrust Retirement Services administers the 401(k) for one of InvesTrust Consulting's Clients, creating a conflict of interest.

### **InvesTrust, N.A.**

InvesTrust, N.A. – is a special purpose national bank, chartered by the Office of the Comptroller of the Currency of the United State of America. InvesTrust, N.A offers trust, custodial, investment management and other services. InvesTrust, N.A. acts as the custodian for some InvesTrust Consulting Client assets.

InvesTrust, N.A. is a wholly owned by InvesTrust Wealth Management, LLC. (InvesTrust Consulting's parent company), therefore InvesTrust, N.A. and InvesTrust Consulting are under common control of InvesTrust Wealth Management. Additionally, InvesTrust, N.A. and InvesTrust Consulting share human capital. While InvesTrust, N.A. and InvesTrust Consulting are separate entities, all employees are

employees of InvesTrust Wealth Management. As such, some of InvesTrust Consulting's employees may also serve as employees of InvesTrust, N.A. This means some employees receive compensation that is related to their work for InvesTrust, N.A. For example, David Thompson is the Chairman and CEO of both InvesTrust Consulting and InvesTrust, N.A. Our relationship with InvesTrust, N.A. could be perceived as a conflict of interest since it may cause us to favor the use of InvesTrust, N.A. by our Clients. Because of this conflict of interest, InvesTrust Consulting does not recommend InvesTrust, N.A. be used as a custodian for our Clients. In the few cases where InvesTrust, N.A. does serve as custodian to an InvesTrust Consulting Client, it is at the Client's request or in circumstances where it is in the best interest of the Client. In those cases, precautions are taken and controls are in place to separate the functions/actions of custodian and consultant. The services that InvesTrust, N.A. provides are separate and different from our advisory services and are billed separately for those services. There are no referral fee arrangements between our two firms for recommendations. We resolve this conflict through this disclosure.

In some cases, InvesTrust Consulting and InvesTrust, N.A. share software for Client reporting. Access to reporting software is limited to the staff that works directly with those Client accounts. As requested, InvesTrust Consulting will assist InvesTrust, N.A. in the research and selection of mutual funds provided to their Trust Investment Committee. InvesTrust Consulting provides these services to InvesTrust, N.A. at no charge.

Because of the relationship with InvesTrust, N.A., InvesTrust Consulting is subject to an annual surprise examination.

#### **InvesTrust Retirement Services, LLC.**

InvesTrust Retirement Service, LLC. – is an independent retirement services provider. InvesTrust Retirement Services offers plan document design, administration, record keeping, education, and compliance for new and existing; 401(k), 403(b), 457, and non-qualified defined benefit plans.

InvesTrust Retirement Services is wholly owned by InvesTrust Wealth Management, LLC. (InvesTrust Consulting's parent company), therefore InvesTrust Retirement Services and InvesTrust Consulting are under common control of InvesTrust Wealth Management. Additionally, InvesTrust Retirement Services and InvesTrust Consulting share human capital. While InvesTrust Retirement Services and InvesTrust Consulting are separate entities, all employees are employees of InvesTrust Wealth Management. As such, some of InvesTrust Consulting's employees may also serve as employees of InvesTrust Retirement Services. This means some employees receive compensation that is related to their work for InvesTrust Retirement Services. For example, Shannon Carter provides investment research to both InvesTrust Consulting and InvesTrust Retirement Services. Our relationship with InvesTrust Retirement Services could be perceived as a conflict of interest since it may cause us to favor the use of InvesTrust Retirement Services by our Clients, where appropriate. Because of this conflict of interest, InvesTrust Consulting does not recommend InvesTrust Retirement Services be used as a retirement plan provider for our Clients. InvesTrust Retirement Services currently serves as provider to one InvesTrust Consulting Client and to a related party. In those cases, precautions are taken and controls are in place to separate the functions/actions of the plan provider and consultant. The services that InvesTrust Retirement Services provides are separate and different from our advisory services and are billed separately for those services.

There are no referral fee arrangements between our two firms for recommendations. We resolve this conflict through this disclosure.

In some cases, InvesTrust Consulting and InvesTrust Retirement Services share software for investment research and reporting. Access to software is limited to the staff whose job duties are directly related to the specific software. As requested, InvesTrust Consulting will assist InvesTrust Retirement Services in the research and selection of mutual funds provided to their Clients. InvesTrust Consulting provides these services to InvesTrust Retirement Services at no charge.

### **American Fidelity Corporation**

American Fidelity – is the owner of InvesTrust Wealth Management, LLC (InvesTrust Consulting’s parent company). American Fidelity Corporation owns American Fidelity Assurance, a well-capitalized, highly rated national insurance underwriter. InvesTrust Consulting provides consulting services to various American Fidelity entities for a fee as negotiated by each entity.

### **American Fidelity Assurance Company**

As mentioned above, American Fidelity Assurance is a well-capitalized, highly rated regional insurance underwriter. InvesTrust Consulting does not share human capital or residence with American Fidelity Assurance Company.

### **American Fidelity Securities**

American Fidelity Securities- is a broker-dealer and a subsidiary of American Fidelity Assurance. InvesTrust Consulting does not recommend the services of American Fidelity Securities and InvesTrust Consulting does not share human capital or residence with American Fidelity Securities. No conflict of interest exists under these circumstances.

### **First Financial Securities**

First Financial Securities- is a broker-dealer under common ownership of American Fidelity Assurance and American Fidelity Corporation. InvesTrust Consulting does not recommend the services of First Financial Securities and InvesTrust Consulting does not share human capital or residence with First Financial Securities. No conflict of interest exists under these circumstances.

### **First Fidelity Bank, N.A.**

First Fidelity Bank- is a banking institution with locations in Oklahoma and Arizona. First Fidelity Bank and InvesTrust Consulting are under common control of American Fidelity Corporation. InvesTrust Consulting may refer a client to First Fidelity Bank for services, if appropriate. Neither the Firm nor its employees receive compensation from First Fidelity Bank for referrals. InvesTrust Consulting does not share human capital or residence with First Fidelity Bank. No conflict of interest exists under these circumstances.



## **INSURICA**

INSURICA Insurance Management Network- is an independent agency that specializes in core industries and business disciplines. INSURICA and InvesTrust Consulting are under common ownership of American Fidelity Corporation. InvesTrust Consulting may refer a client to INSURICA for services, if appropriate. Neither the Firm nor its employees receive compensation from INSURICA for referrals. InvesTrust Consulting does not share human capital or residence with INSURICA. No conflict of interest exists under these circumstances.

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## **ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

InvesTrust Consulting has adopted a Code of Ethics (“Code”) designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 (“Advisers Act”). The employees of InvesTrust Consulting have committed to a Code of Ethics which sets forth high ethical standards of business conduct. Employees are required, on behalf of InvesTrust Consulting to always act in the best interests of our Clients. In addition, all supervised persons are expected to comply with the spirit and letter of all applicable laws, regulations and company policies, and be sensitive to, and act appropriately in, situations that may give rise to actual as well as perceived conflicts of interest or violations of this Code.

A copy of our Code of Ethics is available to our Clients and prospective Clients. Clients may request a copy by contacting us at 405-843-7046.

The Code also sets forth the principals of fiduciary responsibility that our employees are to follow. The Code places de minimis limits on gifts given to and received from employees.

InvesTrust Consulting does not have any proprietary products. Neither InvesTrust Consulting nor its employees would recommend to Clients, or buy or sell for Client accounts, securities in which InvesTrust Consulting or its employees may have a direct material financial interest.

Client accounts are invested in open-end mutual funds, ETFs, and with third-party managers, so there is little opportunity for a conflict of interest between personal trades by InvesTrust Consulting’s access persons and trades in Client accounts, even when such accounts invest in the same securities. Additionally, InvesTrust Consulting does not place trades in Client accounts, all trades are placed with the Client’s custodian or investment manager. In the event of a conflict of interest, the policy is to place Client’s interests first. Trades by access persons are reviewed quarterly by the Chief Compliance Officer. Her trades are reviewed by Peter Junkin. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets. InvesTrust Consulting and its employees may buy or sell securities that are also held by Clients.

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## **ITEM 12 BROKERAGE PRACTICES**

InvesTrust Consulting does not select or recommend broker-dealers for Client transactions. When we recommend or select a separate account manager (investment manager) for a Client, each such investment manager has the responsibility to determine the brokerage firms used for the best execution of transactions. InvesTrust Consulting does not execute trades on publicly-traded individual securities. Any purchases or redemptions we direct on behalf of a client are executed by the Client's qualified custodian.

InvesTrust Consulting is periodically engaged to conduct searches for custodians, however the client selects the provider.

While our Affiliate, InvesTrust, N.A. does receive soft dollar benefits, however InvesTrust Consulting does not receive any advantage from those benefits. InvesTrust Consulting does not engage in any soft dollar fee arrangements or other revenue generating programs. We do not accept compensation from any person or entity other than our Clients, as this would create a conflict of interest. By only taking compensation from our Clients, we are working only with their best interests in mind.

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## **ITEM 13 REVIEW OF ACCOUNTS**

Account reviews are performed at least quarterly by both a Consultant and Analyst, with a focus on asset allocation, adherence to the Client's stated investment objectives and guidelines and investment performance.

Written reports are produced, at least quarterly. These reports typically contain performance reports reflecting absolute, relative and risk-adjusted performance, analysis of risk, style, peer group ranking, benchmark comparison and other fundamental analysis customized for each Client's reporting requirements. However, communications with Clients are usually more frequent as Consultants are available for calls and meetings, as needed, as part of our services. Account reviews are performed more frequently when market conditions dictate.

More frequent reviews will be triggered by material changes in variables including but not limited to Client specific circumstances, product underperformance, style changes, and market conditions. Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a Client's situation. In those circumstances, the Client's lead consultant will review and assist the Client in updating the Client's Investment Policy Statement.

Clients are encouraged to compare reports provided by InvesTrust Consulting with the statements delivered separately to the Client by the qualified custodian.

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## **ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION**

InvesTrust Consulting has been fortunate to receive many Client referrals over the years. The referrals came from current Clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. InvesTrust Consulting does not compensate referring parties for these referrals.

InvesTrust Consulting does not receive any economic benefit, including any form of compensation, from any third-party or individual providing any services to our Clients. And, we do not accept referral fees or any form of remuneration from other professionals when a prospect or Client is referred to them.

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## **ITEM 15 CUSTODY**

InvesTrust Consulting is not a custodian. However, we are deemed to have indirect custody due to our affiliation with InvesTrust, N.A. InvesTrust Consulting does not hold Client assets or accept assets under any circumstance. All assets are held at qualified custodians chosen by the Client(s). For Clients where InvesTrust, N.A. is custodian, InvesTrust Consulting has procedures in place to safeguard the Client. Additionally, we are subject to an annual surprise audit by an independent public accountant. Account statements are delivered directly to Clients by the custodian, at their address of record by the custodian, at least quarterly.

InvesTrust Consulting does not produce account statements for Clients. Reports compiled by InvesTrust Consulting use data provided by the investment managers/vehicles and the Client's custodial statements. InvesTrust Consulting urges Clients to compare the account statements received directly from their custodians to the investment reports provided by our Firm. From time to time, the information in reports from InvesTrust Consulting may differ from the information in custodial statements due to timing of trades, interest, or other similar issues.

As disclosed in the Brochure, InvesTrust Consulting provides bookkeeping services on a very limited basis to Clients, at their request. Because these services may include check writing or bill paying services, we may have Client identifying information and electronic access to Client accounts, but InvesTrust Consulting does not have signatory authority. By definition, these services and account access give us "custody" of these accounts according to the SEC regulations under which we operate. Clients who engage us for bookkeeping services receive separate account statements from their custodian as well as from InvesTrust Consulting. In all instances, Clients should compare the information received from their custodian to the information received from InvesTrust Consulting for any discrepancies.

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## **ITEM 16 INVESTMENT DISCRETION**

InvesTrust Consulting provides advisory services on a discretionary and non-discretionary basis as set forth in the Client's advisory agreement. InvesTrust Consulting may be given the authority to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold and direct the Client's custodian to execute the recommended transactions and to rebalance accounts in compliance with the Client's investment policy. However, in most cases, InvesTrust Consulting consults with the Client prior to each occurrence as the Client retains ultimate discretion.

The Client approves the custodian to be used and the fees paid to the custodian. InvesTrust Consulting does not receive any portion of the transaction fees or commissions paid by the Client to the custodian on trades.

Discretionary trading authority facilitates directing the Client's custodian to execute trades in Client accounts on their behalf so that we may promptly implement the investment policy that Clients have approved in writing. However, InvesTrust Consulting does not place trades directly with a broker and we do not execute trades on publicly-traded individual securities. Trades placed for Client accounts are solely done through the Client's custodian at InvesTrust Consulting's direction.

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## **ITEM 17 VOTING CLIENT SECURITIES**

As a matter of policy, InvesTrust Consulting does not have authority to vote on proxies on behalf of Clients. In the event the Clients elect to vote their own proxies, we will assist in making sure that Clients are set up to receive all proxies from their custodian(s). If Clients choose not to vote their proxies, they will give their investment manager(s) the authority to vote on Clients' behalf. Any questions regarding the solicitations that Clients may have are addressed to their investment manager(s).

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## **ITEM 18 FINANCIAL INFORMATION**

InvesTrust Consulting does not have any financial impairment that will preclude the firm from meeting contractual commitments to Clients.

InvesTrust Consulting does not require or solicit the prepayment for more than \$1,200 in fees six months or more in advance.

InvesTrust Consulting has not been the subject of a bankruptcy petition at any time during the past ten years.