

**PROFESSIONAL FINANCIAL SERVICES, INC.
COMPLIANCE (POLICIES AND PROCEDURES) MANUAL**

Professional Financial Services, Inc. is registered as a Registered Investment Advisor (“RIA”), is registered with the Department of Securities in Virginia, Maryland, the District of Columbia, Florida and South Carolina and offers fee for service financial planning services and third party money manager investments.

Professional Financial Services, Inc. (PFS) is the “Registered Investment Adviser (RIA)”. Robert E. Tucker is an “Investment Adviser Representative/IAR” registered under PFS, Inc.’s RIA.

PFS charges fees based upon an hourly rate of \$325 per hour for professional time, \$100 per hour for staff analyst time, and \$40 per hour for administrative time for the development of a financial plan. PFS may charge fees based upon this same hourly rate for updates of a client’s financial plan upon request by the client.

- PFS does not have custody of, or discretionary control over, any client’s funds or securities, nor do we analyze individual securities making recommendations for the client to buy or sell individual securities.
- The decision to implement financial planning recommendations is the sole discretion of the client.
- PFS does not provide legal or tax advice.

All IARs of Professional Financial Services, Inc. are also registered representatives of Grove Point Investments, LLC., (a registered broker-dealer, FINRA, SIPC) and PFS, Inc. and Grove Point Investments, LLC. are not affiliated.

When an IAR of Professional Financial Services, Inc. executes a securities transaction using third party money managers he is functioning as an IAR of PFS, Inc. The IAR of PFS, Inc. is also a Registered Representative of Grove Point Investments, LLC. and will execute all other security transactions that capacity.

When an IAR of Professional Financial Services, Inc. refers a financial planning client of Professional Financial Services, Inc. to an independent third party money manager he is functioning as an IAR of Professional Financial Service, Inc. RIA.

As an IAR of Professional Financial Services, Inc. the IAR may only use products that are approved (and selling agreement signed) by PFS, Inc. The registered representative may use products that are approved by Grove Point Investments, LLC. and will be compensated on the normal commission of the respective investment.

This Manual is intended to be a reference guide to assist IARs in their daily investment advisory activities. However, it should not be considered all-inclusive of the laws, regulations and policies to which PFS and its IARs must adhere. This Manual must be used in conjunction with the Compliance & Procedures Manual issued by our Broker-Dealer, Grove Point Investments, LLC. as well as other policy manuals and memoranda they publish periodically.

1. COMPLIANCE OBLIGATIONS

Robert E. Tucker is responsible for recommending, initiating, and administering policies and procedures that will enable PFS and its IARs to achieve compliance with the various laws and regulations to which they must adhere. This includes, but is not limited to:

1. Supervision of the investment advisory activities of IARs.
2. Interpretation and dissemination of information pertaining to new regulations and policies.
3. Guidance and counseling on disciplinary matters.

2. PROCEDURES FOR ESTABLISHING A FINANCIAL PLANNING RELATIONSHIP

The following procedures must be followed when opening a new financial planning relationship with a customer:

1. You must complete and execute the PFS Client Advisory Agreement. A written contract must be signed in duplicate (one copy for PFS, the other given to the client) outlining the services to be provided and fees to be charged. Fees will be based upon the PFS fee structure as provided in the Form ADV Part 2. We cannot charge more than \$500 in advance for a period of six months or more and if we invoice for these services before they are provided, fees must be prorated if the client elects early termination to the services.
2. We must provide the latest copy of PFS's Form ADV, Part 2A, Part 2B and the Firm's Privacy Policy Disclosure to the client no later than at the time of the signing of the client agreement. The client's signature on the PFS Client Advisory Agreement indicates they have received (1) the ADV, and Part 2A, Part 2B and (2) the Privacy Statement.
3. We must create a client file.
4. We must enter all applicable information into the PFS client Financial Planning file.

Clients are to make checks payable to "Professional Financial Services, Inc."

IARs may not accept checks that are made payable directly to the IAR or their d/b/a. Do not cash or deposit client checks, as this would be considered commingling of client assets and a violation of securities laws. Third party checks and cash are not acceptable payment methods for advisory fees.

We may not accept a check made payable directly to us or our business for any financial planning or advisory services that we provide.

We may not accept cash for any financial planning or advisory services that we provide.

We are required to maintain the following documentation in the client files.

1. Client Advisory Agreement signed by the Client
 - All financial planning software programs must be pre-approved by PFS, Inc. IAR should contact Robert E. Tucker to find out which programs have already been approved.
 - All financial plans are subject to review at the discretion of PFS.

3. OUR OBLIGATIONS TO CLIENTS

The obligations of a Registered Investment Adviser and an Investment Adviser Representative are to deal fairly and to act in the best interest of the client and also include the duty to render disinterested impartial advice; to make suitable recommendations to clients after taking into consideration their needs, financial circumstances and investment objectives; to exercise a high degree of care to ensure that adequate and accurate representations and other information about securities are presented to clients; and to have an adequate basis in fact for recommendations, representations and projections.

Basic Principles

- **Disinterested Advice** - All advice must be in the best interest of the client. An IAR may never put his/her interest ahead of any client, under any circumstances.
- **Disclosure** - All material facts regarding the Investment Adviser must be disclosed to the client (Part 2 of Form ADV). In addition, the IAR must make any appropriate oral disclosures to the client regarding his/her practice or disciplinary history.
- **Conflicts of Interest** - All potential conflicts of interest must be disclosed to a client, including the possibility of a potential conflict by executing transactions through a particular broker/dealer.
- **Confidentiality** - An RIA and its IARs must respect the confidentiality of client records and financial information. Such information should not be disclosed to anyone unless a third party has been granted a legal right to obtain such information, subject to the Firm's Privacy Policy and federal Regulation S-P.
- **Fraud** - An Investment Adviser and its IARs are prohibited from engaging in any conduct that operates as a fraud or deceit upon a client, including misrepresentation, nondisclosure of fees, misappropriation of client funds, etc.

Please refer to our Grove Point Investments, LLC. Registered Representative Compliance & Procedures Manual for additional information on Switching/Investment Exchanges, Multiple Class Shares, Breakpoints, and related operational procedures.

IARs have a fiduciary duty to provide their client disinterested advice that has taken into consideration what is in the best interest of the client, their investment objectives, the suitability of the advice, tax status, and each client's personal financial situation.

If an IAR does not have full knowledge or certification for a particular subject or is not licensed to render advice on a certain topic (e.g., taxes), clients should be referred to other sources (i.e., accountant, attorney, etc.).

It is important that IARs gather and analyze client information sufficient enough to determine a client's goals, objectives, and risk tolerance in order to advise the client on the appropriate investment and/or manager. In making this determination, IARs should consider the following:

- Get to know your client by gathering such information as:

- Liquidity Needs
 - Financial Goals
 - Need for Current Income
 - Objectives
 - Purchasing Power
 - Risk Tolerance
 - Tax Situation
 - Legal Constraints
 - Unique Circumstances
 - Time Horizon for Investing
 - Financial Information & Status
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- **IARs should obtain an understanding of what the client's expectations are and successfully manage those expectations in order to educate the client.**
 - Develop an asset allocation strategy or use the proposed asset allocation generated as part of the particular managed account program that you are offering (refer to your program materials).
 - IARs are required to obtain pertinent information as to the client's financial condition and investment objectives prior to recommending any investment advisory program. If a prospective client refuses to supply information deemed essential, an account should not be opened.

IAR's should periodically review the client's situation for changes in the expected returns, risk assumptions, funding policy, etc., as well as any material changes in a client's life that would affect their financial circumstances.

POTENTIAL CONFLICTS OF INTEREST

As an IAR under PFS, we have a duty to provide investment advice and make investment recommendations solely in the best interest of your client. Our status as an IAR, combined with the fact that IAR's are also registered as Grove Point Investments, LLC securities sales representatives may pose a potential conflict of interest since we may benefit personally when a client purchases or sells recommended securities and/or other products from, to, or through Grove Point Investments, LLC.(as broker-dealer).

It is imperative that IAR's of PFS remain free from compromising influences. Therefore, IARs are absolutely prohibited from making recommendations or rendering advice to clients unless those recommendations and that advice are consistent with the client's investment objectives and financial resources. This means that IAR's are forbidden from making unsuitable recommendations or recommendations that result in excessive trading of a client's account (i.e., churning).

Furthermore, any investment advice provided to a client must consider the costs associated with implementing that advice. For example, recommendations regarding the purchase of mutual fund shares should, where appropriate, include information on breakpoints above which sales charges to the client may be reduced. In addition to the foregoing, IARs may not:

- Lend or borrow money, securities, or commodities to or from a client, provided that nothing in this paragraph shall prevent IARs from transacting business on terms generally available to the public with banks or other financial institutions who may be clients of PFS.
- Agree to share in the profits earned or losses incurred by any advisory client's account;
- Warrant or guarantee the success or profitability of any investment advice rendered by the IAR and/or PFS; or
- Misrepresent to any advisory client the IAR's qualifications, the nature of the services being offered, the fees being charged or any other material fact.

DISCRETIONARY ACCOUNTS

IARs may **absolutely not** exercise investment discretion on behalf of their advisory clients. This type of activity is strictly prohibited by PFS's IARs, as our Form ADV does not allow it.

This includes acting as both a Trustee and IAR for a trust account of a client. The prohibition is not intended to preclude Robert E. Tucker from serving as trustees of our employee retirement plans.

CLIENT COMPLAINTS

ALL WRITTEN COMPLAINTS MUST BE SUBMITTED TO ROBERT E. TUCKER and to the GROVE POINT INVESTMENTS, LLC. COMPLIANCE DEPARTMENT IMMEDIATELY FOR HANDLING. UNDER NO CIRCUMSTANCES ARE IARs TO RESPOND, NEGOTIATE SETTLEMENT, OR OTHERWISE REPRESENT PFS's or GROVE POINT'S INTERESTS TO THE COMPLAINANT WITHOUT GUIDANCE AND APPROVAL FROM THE GROVE POINT INVESTMENTS, LLC.COMPLIANCE DEPARTMENT.

All written client complaints must be maintained in a separate file together with any documents relating to the resolution of the complaint. The Grove Point Investments, LLC. Compliance Department, in conjunction with any IAR named in a particular complaint, shall be responsible for addressing the complaint in a prompt and fair manner.

All verbal complaints shall be submitted to the Grove Point Investments, LLC. Compliance Department immediately when received.

4. GENERAL TRADING PRACTICES

Principal Trades

A principal transaction occurs when an Investment Adviser engages in a transaction in which it buys securities from a client for the adviser's own inventory or sells securities to a client from the adviser's own inventory. As an Investment Adviser, pursuant to Section 206(3) of the Advisers Act, PFS may not knowingly sell any security to or purchase any security from an advisory client on a principal basis, without first (1) disclosing to the client in writing (before the completion of the transaction) the capacity in which PFS is acting and (2) obtaining the client's consent to the transaction.

This type of activity is not allowed under the PFS Form ADV. The products and services offered by our Form ADV do not lend themselves to principal trades.

PFS does not maintain an inventory of securities or engage in principal trades. As such, Section 206(3) does not apply.

Combining Commissions and RIA Fees on Packaged Products

If your client purchases a packaged product and wants professional asset management on it, too, the Registered Representative and PFS, Inc. cannot earn BOTH the commissions on the packaged product AND an advisory fee during the first twenty four ("24") months following the date of purchase. This policy applies to all packaged products (Variable Annuities, Variable Universal Life, Load Mutual Funds, etc.)

5. COMMUNICATIONS WITH THE PUBLIC

The following requirements are minimum standards. Other restrictions might apply in particular circumstances. PFS's overriding obligation is to make sure that advertising never misleads clients.

All communications with the public are subject to strict standards set by the SEC and State Securities Commissions. Due to the possible exposure to regulatory problems, it is PFS's policy that the Grove Point Investments, LLC. Compliance Department must review and approve all materials **prior** to use.

- Yellow page ads.
- All magazine or newspaper articles.
- All advertisements including newspaper and magazine ads, billboards, etc.
- All mass mailings (defined as any sales letter being sent to more than 1 person).
- All seminar announcements, invitations and other materials to be given out or discussed at the seminar.
- All brochures and pamphlets.
- All press releases.
- Radio and television commercials and interviews.
- Building and office signs.
- All marketing and sales literature materials from outside sources.
- Web pages.
- Audio business cards.
- Newspaper columns.
- Newsletters.

Advertisements for investment advisory services made through the use of electronic media (i.e., Web site, e-mail) are "advertisements" within the meaning of the Advisers Act and are therefore subject to the same requirements and restrictions that apply to such communications made in paper.

Because industry guidelines, laws, and interpretations are constantly being changed, you should not assume that materials previously reviewed would remain within industry or Grove Point Investments, LLC. Guidelines. If any substantial amount of time has elapsed, materials should be resubmitted for review prior to the next time the advertising material will be used.

Stationery

We must use PFS stationery that has been approved by the Grove Point Investments, LLC. Compliance Department, which appropriately discloses our relationship to Grove Point Investments, LLC.

Business Cards

As with stationery, we may only use PFS business cards that have been approved by the Grove Point Investments, LLC. Compliance Department.

Material Provided By Outside Sources

The use of articles from publications outside of PFS without the written consent of the publisher is considered a violation of copyright law. As such, no reproduction, in part or in whole, from any publication may be sent to clients without the approval of the publisher.

Additionally, PFS will require IARs to obtain approval from the Communications Review division of the Grove Point Investments, LLC. Compliance Department of any materials obtained from outside sources **prior** to distribution to any individual.

Speaking Engagements

PFS may be held responsible for the content of any speech or lecture given by its IARs. That responsibility extends to any invited guest speakers.

Talks and lectures sponsored by IARs should be broadly educational in nature. Additionally, they should provide only impersonal advisory services and should not provide specific or general investment advice. Keep in mind that any advertisement related to the speaking engagement must receive prior approval by the Grove Point Investments, LLC. Compliance Department.

Advertising

It is the policy of Professional Financial Services, Inc that all advertising materials be approved by the Grove Point Investments, LLC. compliance Department prior to use.

Although PFS is free to advertise its services, it cannot publish, circulate or distribute any advertisement applicable to its advisory business which:

- Contains testimonials by a client;
- Refers, directly or indirectly, to past specific recommendations which were or would have been profitable to any person, unless PFS sets out or offers to furnish a list of all recommendations made within the immediately preceding period of not less than one year, and provide certain additional information;
- Represents that any graph, chart, formula or other device being offered that can in and of itself be used to determine which securities to buy or sell, or when to buy or sell them; or represents that any such graph, chart, formula or other device will assist any person in making his own decisions as to which securities to buy or sell and when to buy or sell them, unless the advertisement prominently discloses the limitations thereof and the difficulties with respect to its use;
- Contains any statement to the effect that any report, analysis or other service will be furnished free or without charge, unless such report, analysis or other service will be furnished entirely free and without any condition or obligation; or
- Contains any untrue statement of a material fact, or a statement, which is otherwise false or misleading.

6. BOOKS AND RECORDS

All investment advisory files of our clients are kept in one location and are owned by PFS.

- **Client File** - All client files should contain the following items if applicable:
 - New Accounts Forms;
 - Confirmation of Receipt of PFS, Inc.'s Privacy Policy and Form ADV Part 2 (signed Financial Planning Agreement);
 - Transactional Paperwork;
 - Copies of wills, trusts, powers of attorney and/or other documents;
 - Copy of financial plan and/or recommendation(s);
 - Correspondences to and from the client;
 - Copies of client checks;
 - Copies of all Client Agreements/Advisory Agreements containing all signatures; and
 - Copy of any request from or to a client to terminate the Client Agreement.

Pursuant to a request by the United States Securities & Exchange Commission, please note in your client's file any information relating to client termination (including the reason for such termination).

- **Complaint File**

The file should contain copies of any complaints received from advisory clients, and any correspondence directed to the client in effort to resolve the complaint. A file labeled "Complaints" is required, even if it is empty.

- **Advertising File**

This file should contain copies of all notices, reports, circulars, advertisements, publications, and letters sent to two (2) or more persons at the same time or period of time, with evidence of approval from the Grove Point Investments, LLC. Compliance Department.

- **Correspondence File**

This file should contain copies of all correspondence sent to advisory clients. Copies of all correspondence received from an advisory client may be maintained in this file or the individual client file.

- **Securities Positions File**

PFS maintains a Transaction History file for each IAR which contains the following information:

- Name of security;
- Amount of the transaction;
- Date and nature of the transaction (i.e., purchase or sale);

Securities position information is required to be reported to PFS (Robert E. Tucker) no later than 10 days after the transaction was affected.

It is our practice to preserve all records for six years after a client leaves the firm.

PFS maintains all books and records that relate to investment advisory activities separately from your other securities activities, including the IARs Grove Point Investments, LLC. Commission-based business.

7. POLICIES AND PROCEDURES TO PREVENT INSIDER TRADING ABUSES

Confidential Information and Insider Trading

In general, the Firm forbids any IAR, director, officer or other employee (hereafter, "Covered Persons") from:

- (i) utilizing non-public information regarding clients and other persons or entities for personal gain; and
- (ii) disclosing information regarding clients and other persons or entities acquired through the Company to persons outside the employ of PFS.

Please refer to your Grove Point Investments, LLC. Registered Representative Compliance & Procedures Manual for additional information on this topic.

Because our Form ADV does not allow for individual trading, or for underwriting, the applicability of this section is limited. As such, the Firm is not required to have, and thus does not have, a "Chinese Wall" or a "Restricted List/Watch List".

All information obtained from a client or other person or entity in the ordinary course of business is regarded as confidential unless it is, beyond any doubt, widely known and not detrimental information that might be embarrassing to a client or other person. In addition, PFS forbids Covered Persons from trading, either personally or on behalf of others, on material non-public information or communicating material non-public information regarding any client or other person to others in violation of the law. This conduct is frequently referred to as "insider trading."

PFS's prohibition of insider trading applies to every Covered Person. Violation of the policies or procedures set forth below may result in disciplinary action, including but not limited to termination. Moreover, insider trading can result in the imposition of civil and criminal penalties under federal and state law. Therefore, it is imperative that every Covered Person read and understands the following policies and procedures. Any questions in this area should be directed to the Robert E. Tucker and the Grove Point Investments, LLC. Compliance Department.

The term "insider trading" is not defined in the federal securities laws, but generally is used to refer to the use of material non-public information to trade in securities (whether or not one is an "insider"). The term may also refer to communications of material non-public information to others.

While the law concerning insider trading is not static, it is generally understood that the law prohibits:

- Trading by an insider, while in possession of material non-public information; or
- Trading by a non-insider, while in possession of material non-public information, where the information either was disclosed to the non-insider in violation of an insider's duty to keep it confidential or was misappropriated; or
- Communicating material non-public information to others.

Who is an Insider?

The concept of “insider” is broad. It includes officers, directors and employees of a company.

In addition, a person can be a “temporary insider” if he or she enters into a special confidential relationship in the conduct of a company’s affairs and as a result is given access to information solely for purposes related to such relationship. A temporary insider can include, among others, a company’s attorneys, accountants, investment bankers, consultants, bank lending officers, and the employees of such organizations. In addition, PFS may become a temporary insider of another company with which it is negotiating or for whom it is performing services. According to the United States Supreme Court, a company must expect the outsider to keep the disclosed non-public information confidential and the relationship must at least imply such a duty before the outsider will be considered an insider.

What is Material Information?

Trading on inside information is not a basis for liability unless the information is material.

Information is deemed “material” if there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions, or if the information is reasonably certain to have a substantial effect on the price of a company’s securities.

Information that should be considered material includes, but is not limited to:

- Increases or decreases in dividends;
- Declarations of stock splits and stock dividends;
- Financial announcements including periodic results and forecasts, especially earnings release and estimate of earnings;
- Changes in previously disclosed financial information;
- Mergers, acquisitions or takeovers;
- Proposed issuances of new securities.
- Significant changes in operations;
- Significant increases or declines in backlog orders or the award or loss of a significant contract;
- Significant new products to be introduced or significant discoveries of oil and gas, minerals or the like;
- Extraordinary borrowings;
- Major litigation (civil or criminal);

- Financial liquidity problems;
- Significant changes in management;
- The purchase or sale of substantial assets; and
- significant regulatory actions.

What is Non-Public Information?

Information is non-public until it has been effectively communicated to the marketplace. One must be able to point to some act to show that the information is generally public. For example, information found in a report filed with the Securities and Exchange Commission (“SEC”) or appearing in *Dow Jones News*, *Reuters Economic Services*, *The Wall Street Journal* or other publications of general circulation would be considered public.

Preventive Procedures

The following procedures have been established to help PFS’s IARs avoid insider trading and to help PFS prevent, detect and impose sanctions against insider trading. **Every officer, director, employee and IAR must follow these procedures or risk serious sanctions, including dismissal, substantial personal liability and criminal penalties.**

Since all IARs of Professional Financial Services, Inc. are also Registered Representatives of Grove Point (a registered broker-dealer), we will immediately report any suspected insider trading activities to the Grove Point Investments, LLC. Compliance Department.

If you have any questions about these procedures, you should promptly consult the Robert E. Tucker or the Grove Point Investments, LLC. Compliance Department.

Identifying Inside Information

Before trading, **for yourself or others**, in the securities of a company about which you or your client may have potential inside information, ask yourself the following questions:

1. **Is the information material?** Is this information that an investor would consider important in making his or her investment decisions? Is this information that would substantially affect the market price of the securities if generally disclosed?
2. **Is the information non-public?** To whom has this information been provided? Has the information been effectively communicated to the marketplace by being published in *The Wall Street Journal* or other publications of general circulation?

If, after consideration of the above, we believe that the information is material and non-public, or if we have questions as to whether the information is material and non-public, we should take the following steps:

1. report the matter immediately to Grove Point Investments, LLC. Compliance Department.
2. do not purchase or sell the securities on behalf of ourselves or others;
3. do not communicate the information inside or outside PFS, other than to the Grove Point Investments, LLC. Compliance Department; and
4. After the Grove Point Investments, LLC. Compliance Department has reviewed the issue, we will be instructed to continue to refrain from trading and communicating the information or we will be allowed to trade and communicate the information.

Personal Securities Trading

A Covered Person who believes that he or she has or is uncertain whether information in his or her possession is, material non-public information concerning certain securities should obtain clearance from the Grove Point Investments, LLC. Compliance Department prior to effecting a trade in such securities. The Grove Point Investments, LLC. Compliance Department shall promptly notify the Covered Person of clearance or denial of the trade. Notification of approval or denial to trade may be verbally given; however, if verbally given, it shall be confirmed in writing within 72 hours thereafter. The Compliance Department's clearance of any particular trade will be made in reliance on the facts presented, including all written material information provided by the Covered Person; however, such clearance does not constitute legal advice and there can be no assurance that any particular trade, even if cleared by the Grove Point Investments, LLC. Compliance Department will comply with law.

Each Covered Person remains individually responsible for compliance with federal and state securities laws and the policies and procedures set forth in this Manual.

As a registered representative of Grove Point Investments, LLC. We are required, prior to opening any personal brokerage account at a clearing firm not associated with Grove Point, to request a "407" permission letter from Grove Point Investments, LLC. Compliance to open such brokerage account. Such permission will be granted subject to duplicate monthly statements being sent to Grove Point Investments, LLC. Directly from the outside warehouse.

Restricting Access to Material Non-Public Information

Information in our possession that we identify as material and non-public may not be communicated to anyone, including principals, officers, directors or employees of PFS, except as provided above. In addition, care should be taken so that such information is secure. For example, all files including computer files containing material non-public information should be restricted; conversations in public places, such as restaurants, elevators and airplanes should be limited to information that is neither sensitive nor confidential; cellular and speaker phones should not be used if, as a result, the conversation may be heard by a party who does not have a "need to know." In addition,

appropriate restrictions should be placed on the trading activities of employees and their families.

If you become aware of a violation of PFS's insider trading procedures, whether inadvertent or otherwise, you should report that fact immediately to Robert E. Tucker and to Grove Point Investments, LLC. Compliance Department.

Communications with Outsiders

Typically, any disclosable material information is communicated to the financial community through the issuance of press releases and the filing of periodic reports. All requests for information from outside parties regarding the general business or financial condition of an advisory client or other person or entity should be referred to the client, to the other person or to one of the officers of that company. Courts have treated the confirmation of information in some circumstances to constitute tipping.

Reports

In order that management may be advised on certain of the investment activities of all of the persons subject hereto, every Covered Person is required to file with Robert E. Tucker reports of every securities transaction in which he/she has any direct or indirect beneficial ownership or interest, other than commissions or other remuneration, relating to securities of issuers on a Restricted List that will be published and distributed as necessary from time to time by the company. In addition, every Covered Person is required to file a report if and when his/her beneficial interest in a particular class of an issuer's securities equals or exceeds $\frac{1}{2}$ of 1% of the total of such securities outstanding.

Generally, a person is regarded as the beneficial owner of securities held in the name of his/her spouse or minor children. Absent special circumstances, such report is required where a person obtains benefits substantially equivalent to ownership, e.g., application of income derived from such securities to maintain a common home, to meet expenses which such person otherwise would meet from other sources, or the ability to exercise a controlling influence over the purchase, sale or voting of such securities. A person may also be regarded as the beneficial owner of securities held in the name of another person, trust, or other organization, if, by reason of any contract, understanding, relationship, agreement, or other arrangements, he/she obtains or may be in position at any time to obtain there from benefits substantially equivalent to those of ownership. Moreover, the fact that the person is a relative or relative of a spouse and sharing the same home as the reporting person may in itself indicate that the reporting person would obtain benefits of ownership, if he/she can vest or divest title in him/herself at once or at some future time.

However, a person is generally not regarded as having a beneficial interest when he/she is dealing as trustee other than as described in this paragraph. Except as provided below, a report must be delivered to Grove Point Investments, LLC. Compliance Department by way of providing duplicate brokerage statements of account or a report on GROVE POINT INVESTMENTS, LLC.'s form "Report of Securities Transactions" (a copy of which may be

obtained from the Compliance Department) within ten (10) business days after the end of each month in which transactions have been effected. Such reports will be reviewed by the Compliance Department and may be reviewed periodically by counsel. Questionable or violative transactions will be referred to the Board of Directors.

Any Covered Person must immediately file a report with the Compliance Department if and when such person's beneficial interest in a particular class of a public reporting issuer's securities equals or exceeds $\frac{1}{2}$ of 1% of such outstanding securities.

All such reports shall be treated confidentially, except that they will be subject to review by certain principals, officers or directors of the Company, or other regulatory organizations, to the extent that they may exercise regulatory jurisdiction over the Company.

Resolving Issues Concerning Insider Trading

If doubt remains as to whether information is material or non-public, or if there is any unresolved question as to the applicability of interpretation of the foregoing procedures, or as to the propriety of any action, the subject information must be presumed to be material and non-public and all officers, directors and employees must discuss the matter with the Grove Point Investments, LLC. Compliance Department before trading or communicating the information to anyone.

Sanctions

When it is determined that there has been a violation of these policies and procedures on insider trading, management may make a report to the SEC and/or take such other action (including dismissal) as may be warranted by the circumstances. In the event that any Covered Person violates the policies and procedures set forth in this Manual, PFS reserves the right, as management of the Firm may deem appropriate in the circumstances, to suspend such person (without pay), to terminate such person and make the appropriate report thereof to the SEC or other state or federal regulatory or self-regulatory organization, or to impose monetary sanctions (without limitation). Nothing set forth herein shall constitute limitations or waiver of any right, remedy or recourse of PFS against anyone found to be in violation of the policies and procedures set forth in this Manual. False statements made on a Report of Securities Transactions shall constitute just cause for dismissal. In addition to the other sanctions described in this Manual, no one will be permitted to retain any benefit from a transaction, which is found to violate the letter or spirit of PFS's policies and procedures on insider trading.

The current portfolio positions, transactions, and financial plans of clients must be kept confidential. If such information should become known to an advisory associate, whether in the line of duty or otherwise, he/she should not reveal it to anyone unless it is properly part of his/her work to do so. Should anyone ask about a particular portfolio or financial plan, or whether a security was sold or bought, the advisory associate should reply that this is an improper question.

8. TOPICS COVERED ELSEWHERE

This section notes topics that are located elsewhere or that are not applicable.

Other Financial Industry Activities and Affiliations

Affiliations

Robert E. Tucker, President of PFS, is a registered representative of Grove Point Investments, LLC. (FINRA/SIPC). Grove Point is a registered broker-dealer. When Robert E. Tucker place trades for a client's account, they are placed through Grove Point Investments, LLC. unless they are investments with a PFS, Inc. approved third party money manager. Grove Point Investments, LLC. is otherwise unaffiliated with Professional Financial Services, Inc.

RECOMMENDATION OR SELECTION OF OTHER ADVISORS AND CONFLICTS OF INTEREST

Financial advisors are related persons of Professional Financial Services and a FINRA registered representative of Grove Point Investments, LLC., Financial advisors act as the liaison between the client and the TPMM in return for the financial advisory fee charged. Financial advisors are responsible for:

- helping the client complete the necessary paperwork of the TPMM;
- providing ongoing services to the client;
- updating the TPMM with any changes in client status which is provide to us by the client;
- reviewing the quarterly statements provided by the TPMM; and
- delivering the Form ADV Part 2 and the Privacy Notice of the TPMM to the client.

Clients placed with TPMMs will be billed in accordance with the TPMM's Fee Schedule which will be disclosed to the client prior to signing an agreement. When referring the investment management services of a TPMM to clients, the client's best interest, based on individual circumstances and needs, will be the financial advisors' main determining factor.

Recommending different TPMMs may represent conflicts of interest because financial advisors are paid a fee for providing advisory services to clients working with TPMMs and may choose to recommend a particular TPMM to clients based on the fee he is to receive. This conflict is mitigated by the fact that financial advisors 1) have a fiduciary responsibility to act in the best interest of their clients; 2) clients are not required to accept any recommendation of a particular TPMM given by financial advisors; 3) clients have the option to receive investment advice through other money managers of their choosing and 4) the Investment Advisory Agreements of the TPMMs that the financial advisors recommend limits the maximum fee (including both program and advisory fees) that can be charged to clients.

SOLICITATION ACTIVITIES

- PFS does not use third party solicitors.

Our Form ADV does not allow for the following:

- Soft Dollars Arrangements
- Custody
- Trading, Trading Errors, Allocation, Aggregation, Best Execution & Directed Brokerage
- Telemarketing pursuant to the Federal Communication Commission Cold Calling Rule
- Gifts, Rebates, Contributions, or Other Payments
- Proxy Voting by either PFS or the Investment Advisor Representative
- Idle Cash

Please refer to the PFS Form ADV and/or your Grove Point Investments, LLC. Registered Representative Compliance & Procedures Manual for additional information on these related topics.

9. POLICIES AND PROCEDURES FOR CYBERSECURITY AND CLIENT DATA PROTECTION

Professional Financial Services, Inc. gives ongoing attention to ensure the latest technology is used for the protection of customer information and records. This effort is central to the firm's overall Privacy Policy.

Applicability: The firm's cybersecurity and client data protections policies and procedures apply to all IARs and Non-registered Assistants for all activities related to Professional Financial Services, Inc.

Passwords: IARs and assistants are prohibited from sharing their passwords to the Grove Point Investments, LLC's website and NetX360. Passwords must be used to gain access to all computers and devices. Computers are to be set to lock out the user after 30 minutes of inactivity.

Anti-virus and Firewall: The firm requires the use of an anti-virus program and firewall protection for all computers used in the course of our business. IARs are required to keep their anti-virus program and firewall updated.

External Emails: IARs and Non-registered Assistants are required to use the firm's Smarsh email system for all business-related emails. IARs and Non-registered Assistants are required to use the firm's Smarsh Encrypt tool for **external** emails containing confidential client information.

Physical Access: Properly securing our office is crucial to protecting confidential client information. Physical safeguards include locking offices and/or file cabinets, logging off workstations and servers when unattended, securing private information sent to copiers, fax machines, and printers, shredding or otherwise properly disposing of paper records containing private information, securing laptops, servers and network infrastructure equipment, and encryption of all other computers.

Termination of Non-registered Assistants: When a Non-Registered Assistant is no longer employed, access to PFS's internal systems and firm vendors must be de-activated, if previously granted to the assistant. If we shared your sponsor or other passwords (such as branch Wi-Fi) with your assistant, we must immediately change the password. We also are required to deactivate the assistant's access to data stored on the Branch Office computers and devices and obtain the assistant's keys and access cards.

Encryption: PFS requires that all computers (desktops, laptops and servers), mobile devices (smartphones and tablets) and portable storage devices with client information be encrypted.

Encryption Standards:

- Required Minimum Encryption Strength: 128 AES
- Preferred Encryption Strength: 256 AES
- For iPhones and iPads, generally password protection is enough.

Operating System (OS) Standards: PFS requires that the operating system used for all computers (desktop, laptops and servers) be versions that are current supported with security updates from the manufacturer.

Security Updates and Patches: PFS requires all computers and mobile devices be updated to address critical security vulnerabilities, which is referred to as “security patching.” The OS must automatically detect and install security patches.

Client Data Disposal: If confidential client information is no longer needed, the IAR must ensure that the selected disposal method is adequate to prevent unauthorized access to or use of confidential information.

- Paper records may be burned, pulverized or shredded so long as the confidential information cannot be read or reconstructed.
- PFS requires that when disposing of any computer, mobile device and/or portable storage device IARs ensure that all client data is removed and destroyed so that it is rendered inaccessible.

Security Breach: All employees are required to promptly notify Robert E. Tucker at the first indication of a data security breach or potential security breach.

Such breaches, or potential breaches, include:

- Lost or stolen computer, laptop, server, smartphone, tablet, or portable storage device
- Hacked email
- Virus, malware, ransomware, or other type of technical breach.
- Lost or stolen documents
- Office break-in