ITEM 1. COVER PAGE FOR PART 2A OF FORM ADV: FIRM BROCHURE

LINDNER CAPITAL ADVISORS, INC.
600 VILLAGE TRACE NE
BUILDING 23, SUITE 300
MARIETTA, GA 30067

FIRM CONTACT:
TODD J. SMALLWOOD, CHIEF COMPLIANCE OFFICER

WEBSITE: WWW.LINDNERCAPITAL.COM

MARCH 2017

This brochure provides information about the qualifications and business practices of Lindner Capital Advisors, Inc. ("LCA"). If you have any questions about the content of this brochure, please contact us by phone at (800) 229-4306, by email at TSmallwood@LindnerCapital.com or visit our website at www.LindnerCapital.com.

Additional information about LCA is also available on the United States Securities and Exchange Commission's website at www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. LCA's CRD number is 108584.

LCA is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply any level of skill or training. You are encouraged to review this brochure and the brochure supplement for the representative who advises you for more information on the qualifications of our firm and your advisor. 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.

ITEM 2. MATERIAL CHANGES

LCA is required to update this brochure at least annually. To receive a copy of our most recent brochure, you may contact us by phone at (800) 229-4306 or by email at TSmallwood@LindnerCapital.com and a copy will be sent to you without charge. You may also obtain a copy of the most recent brochure from the home page of our website at www.LindnerCapital.com by clicking on the "Form ADV Part 2" link.

While there are changes in this brochure as compared to the previous brochure, in our view many of the changes were not material. This item will only list specific material changes to the information in our brochure since the last annual update of March 2016.

Since our last annual amendment filing, LCA has made the following material changes:

1. C. Bryan Wood has resigned as EVP of LCA.

ITEM 3. TABLE OF CONTENTS

Contents

ITEM 4. ADVISORY BUSINESS

LCA is an investment adviser located in Marietta, GA. The firm was incorporated in 1996 and registered with the United States Securities and Exchange Commission in September 1997. LCA was founded by and is currently owned and under the control of Robert J. Lindner.

LCA's core business is providing a turnkey asset management program ("TAMP") to financial professionals. LCA has been successful at this by developing and offering asset-allocated model portfolios to clients who are referred to LCA through representatives of unaffiliated independent registered investment advisers and broker/dealers (referred to as "Solicitor's"). LCA also provides these same services to clients obtained directly through its own investment adviser representatives. Client accounts are managed on a discretionary basis pursuant to instructions and authorization provided by the client in the Investment Management Agreement.

LCA assets under management for discretionary accounts is $511,137,953 and for non-discretionary accounts is $42,385,748 for a total of $553,523,701 as of December 31, 2016.

A. Types of Services

Portfolio Management Services

LCA provides portfolio management services to clients by providing asset-allocated model portfolios. Each model portfolio is designed to meet a particular investment goal. Asset class investments are used to construct the portfolios using predominantly institutional mutual funds. In selecting these assets, LCA gives due consideration to past performance, transaction fees, expense ratios, intrinsic costs, consistency, and management style. LCA creates and maintains model portfolios that range from very conservative to aggressive growth and are designed to meet the varying needs of the investor. The investment advisor representative, together with his/her client, selects the LCA model portfolio to invest in based on the client's specific investment objective, risk tolerance and time horizon. Investments are considered to be long-term in nature, and investors should expect to remain fully invested in their selected asset-allocated model portfolio(s) at all times. For discretionary accounts, LCA performs periodic rebalancing designed to keep portfolios consistent with the client's desired asset allocation.

Investment Supervisory Services

These services include, but are not limited to, the new account opening at the custodian of client's choice, monitoring the funding of the account, establishing the initial investment portfolio, on-going review of the client's portfolio(s), rebalancing, quarterly account performance and fee reporting, debiting of fees, transaction processing, updating client account information, answering client inquiries, wholesaling, marketing, sales support and web-based account access.

Sub-Advisory Services

Acting in a sub-advisory capacity, LCA provides portfolio design, asset allocation and management to various registered investment advisers and broker/dealers. When acting in a sub-advisory capacity, LCA does not perform most of the Investment Supervisory Services listed above; however, LCA does provide wholesaling, marketing and sales support to these registered investment advisers, broker/dealers and the representatives of the firms who recommend LCA portfolios to their clients.

Retirement Planning Services

LCA serves as an Investment Manager as defined in Section 3(38) of the Employee Retirement Income Security Act of 1974 ("ERISA") to clients maintaining a defined contribution or defined benefit plan(s). As a fiduciary, LCA will provide to the plan sponsor a vetted list of individual mutual funds in addition to asset-allocated retirement model portfolios and a money market fund. Plan assets are maintained in accounts held by certain independent and unaffiliated broker/dealer custodians and may contain assets not managed by LCA. LCA will not act as a fiduciary to the Plan for any outside assets, in other words, assets not managed by LCA. If a Plan Sponsor does not have an Investment Policy Statement ("IPS"), LCA will work with the Plan Sponsor to prepare and provide one.

Separately Managed Account Platforms through Custodians (SMA)

LCA participates in the separately managed account programs offered by our custodians; TD Ameritrade Separate Account Exchange (TDAI SAE), Charles Schwab Managed Accounts Marketplace®, and Fidelity Separate Account Network (SAN).

Pass-Thru Services

Two arrangements exist whereby LCA makes access available to open-end mutual funds offered by Dimensional Fund Advisors at the lowest cost share class that may be available to LCA. In addition, LCA offers due diligence services in accordance with LCA's customary investment management policies. LCA will continue with these two existing arrangements, however, does not anticipate offering this service to new relationships.

ITEM 5. FEES AND COMPENSATION

LCA charges client accounts an annual investment management fee, billed quarterly, based on the assets under management. In addition, the Solicitor who referred the account to LCA will also charge a fee based on the client's assets under management. Both fees are mutually agreed upon and disclosed in the LCA Solicitor's Disclosure & Fee Sharing Agreement, a part of the Investment Management Agreement that is executed when the account is opened. Clients may elect to have the fee charged to each individually managed account; charged to one account for multiple managed accounts, or pay by check. The client may request that related accounts be combined in order to meet fee breakpoints to reduce the investment management fee charged. The custodian will send monthly or quarterly statements reflecting all payouts from accounts, including the investment management fee if it is deducted from the account. The client is encouraged to verify the charges.

Accounts that have deposits of cash and/or securities of $50,000 or greater during any given month are charged a pro-rated investment management fee which is calculated for the number of days the account is managed during the quarter. Clients will have five (5) business days to rescind the contract during which time the client will be entitled to a full refund of any fees paid. LCA's fees are billed on a pro-rata annualized basis quarterly in advance or in arrears. The fees may be calculated upon the market value of a client's account on the last business day of the quarter or they may be calculated using the account's Average Daily Balance during the previous quarter. What determines when fees are billed and how fees are calculated is determined by the billing procedures of the investment firm that LCA provides its services to under a Solicitor Agreement or a Sub-Adviser Agreement. If an account is closed during the quarter and has been billed in advance, the client will receive a refund of any prepaid unearned fees. If the account is billed in arrears, the client will receive a statement requiring payment of earned fees but not yet paid.

Fees charged by LCA for portfolio management services and investment supervisory services are separate and distinct from any fees charged by mutual funds or exchange traded funds, which are disclosed in the fund's prospectus. The custodian may also charge fees which may include, but are not limited to, ticket charges, fees as a result of account termination, wired funds, returned/cancelled check, and overnight express.

LCA reserves the right to waive or reduce the investment management fee for certain accounts, such as employee accounts and personal accounts of solicitors who refer business to us. The standard fee schedules and minimum account sizes indicated for portfolio management services and investment supervisory services are negotiable and as a result, clients with similar assets may have differing fee schedules and pay different fees. Clients will be charged a fee on all assets (securities, cash and cash equivalents) in the account unless otherwise agreed upon between parties.

The standard TAMP fee schedule for only LCA's portion of the fee, which is determined by portfolio, is shown below.

TRADITIONAL, STRATEGIC FIXED INCOME, STRATEGIC ALTERNATIVE and GLOBAL PORTFOLIOS	ANNUAL FEE
$0 to $249,999	60 basis points
$250,000 to $599,999	55 basis points
$600,000 to $999,999	50 basis points
$1,000,000 to $4,999,999	45 basis points
$5,000,000 to $9,999,999	40 basis points
$10,000,000 and above	negotiable

STRATEGIC ALTERNATIVE BLEND PORTFOLIO	ANNUAL FEE
$0 to $249,999	70 basis points
$250,000 to $599,999	65 basis points
$600,000 to $999,999	60 basis points
$1,000,000 to $4,999,999	55 basis points
$5,000,000 to $9,999,999	50 basis points
$10,000,000 and above	negotiable

DEFENSIVE PORTFOLIO	ANNUAL FEE
$50,000 minimum	40 basis points

TACTICAL ECONOMIC PORTFOLIO (sub-advised by W Capital)	ANNUAL FEE
$100,000 to $4,999,999	80 basis points
$5,000,000 to $9,999,999	75 basis points
$10,000,000 and above	65 basis points

SUB-ADVISOR and SMAs	ANNUAL FEE
Traditional, Strategic Fixed Income, Strategic Alternative, Defensive and Global Portfolios	40 basis points
Strategic Alternative Blend Portfolio	47 basis points
Tactical Economic Portfolio	60 basis points

For qualified plans, fees are deducted from the plan assets in accordance with the instructions provided by the Plan Sponsor to the third party administrator ("TPA"). LCA works with various TPAs. Depending on the TPA, fees may be paid to LCA and the solicitor on a monthly basis or a quarterly basis. Both LCA's fees and the solicitor's fees are disclosed in the Written Fee Disclosure Statement & Fee Sharing Agreement, a part of the Investment Management Agreement that was executed by the Plan Sponsor when the account was opened.

There may be additional fees incurred by the Plan for Plan related services that are not provided by LCA, including but not limited to plan administration, custody, and mutual fund fees. The cost of any service other than LCA's portfolio management services is not included as part of LCA's annual fee.

The qualified plan standard fee schedule for only LCA's portion of the fee, which is determined by the amount of assets in the plan, is shown below.

QUALIFIED RETIREMENT PLANS	ANNUAL FEE
Minimum Fee $1,000 and a Maximum Fee of $20,000	20 basis points

For non-ERISA accounts maintained by record keepers, fees are deducted from the account assets in accordance with the instructions provided by the participant to the record keeper. Depending on the record keeper, fees may be paid to LCA and the solicitor on a monthly basis or quarterly basis. LCA's fees are disclosed in the Investment Strategist Fee Agreement signed by the participant. The Solicitor's fee is disclosed in the record keeper's Account Application and Agreement which is also signed by the participant when the account is opened.

There may be additional fees incurred by the account for services that are not provided by LCA, including but not limited to administration, custody, and mutual fund fees. The cost of any service other than LCA's portfolio management services is not included as part of LCA's annual fee.

The non-ERISA standard fee schedule for only LCA's portion of the fee, which is determined by the selected portfolio, is shown below.

NON-ERISA 403(b)/457 APPROVED PORTFOLIOS (EQ=EQUITY, FI = FIXED INCOME)	ANNUAL FEE
Defensive Portfolio (EQ 0:FI 100)	30 basis points
Conservative Portfolio (EQ 25:FI 75)	30 basis points
Moderate Portfolio (EQ 40:FI 60)	30 basis points
Moderate Growth Portfolio (EQ 60:FI 40)	30 basis points
Growth Portfolio (EQ80:FI 20)	30 basis points
Aggressive Growth Portfolio (EQ 100:FI 0)	30 basis points
Strategic Alternative Portfolio	30 basis points
Strategic Alternative Blend Portfolio	40 basis points
Tactical Economic Portfolio	45 basis points

UMA PLATFORM	ANNUAL FEE
Traditional 20/80 Portfolio	30 basis points
Traditional 35/65 Portfolio	30 basis points
Traditional 50/50 Portfolio	30 basis points
Traditional 65/35 Portfolio	30 basis points
Traditional 80/20 Portfolio	30 basis points
Traditional 95/5 Portfolio	30 basis points
Defensive Capital Portfolio	30 basis points
Strategic Fixed Income Portfolio	30 basis points
Strategic Alternative Portfolio	30 basis points
Strategic Alternative Blend Portfolio	40 basis points
Tactical Economic Portfolio	45 basis points

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

LCA does not manage accounts for a performance-based fee or participate in side-by-side management. Performance based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

ITEM 7. TYPES OF CLIENTS

LCA provides its services to individuals, high net-worth individuals, pension and profit sharing plans, charitable organizations, small businesses and corporations.

Generally, the minimum opening value of an account is $100,000 for portfolios other than Defensive and Strategic Fixed Income, which is $50,000. Clients choosing to invest in our Traditional Portfolios with less than a $100,000 initial investment will automatically by invested in the Global Portfolios. (see details in Item 4) Account minimums are subject to negotiation.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STATEGIES AND RISK OF LOSS

Methods of Analysis

LCA's investment philosophy revolves around Modern Portfolio Theory ("MPT"). The essence of MPT is to maximize a portfolio's expected return given a level of risk. This outcome is achieved through diversification, investing in asset classes and having a long-term investment time horizon (generally a minimum of three years). LCA designs model portfolios based on these assumptions. When choosing the actual investments, LCA evaluates institutional mutual fund managers using the due diligence criteria established by FI360 and are selected based upon (i) their performance relative to their peer group, (ii) their performance relative to assumed risk, (iii) the inception date of the product, (iv) the correlation relative to their peer group, (v) the assets they have under management, (vi) their consistency between their holdings and their investment style, (vii) the expense ratios or fees charged and (viii) the stability of the organization.

The LCA Investment Committee meets regularly to evaluate the LCA Model Portfolio allocations. The Investment Committee meets on quarterly basis to evaluate market conditions, macro-economic trends, LCA model performance, asset class performance, and individual mutual fund performance. The Investment Committee may recommend allocation changes to a model portfolio based on fundamental and quantitative analysis.

Quantitative Analysis. To perform a quantitative analysis, LCA uses mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share and then predict changes to that data. The risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Asset Allocation. Rather than focusing primarily on securities selection, attempts are made to identify an appropriate ratio of equities, fixed income, and cash suitable to the client's investment goals, risk tolerance, and time horizon.

One of the risks of asset allocation is that a 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, and cash will change over time due to market movements and, if not adjusted, will no longer be appropriate for the client's goals. To overcome this, each asset in a portfolio is given a target percentage and a tolerance band that indicates if an asset is over/under weighted. Every client's model portfolio is checked on a quarterly basis and rebalanced to the target weights if prudent to do so.

Mutual Fund and/or ETF Analysis. The experience and track record of the manager of the mutual fund or ETF is reviewed in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. The underlying assets in a mutual fund or ETF are reviewed in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. The funds or ETFs are monitored in an attempt to determine if they are continuing to follow their stated investment strategy.

One of the risks of a mutual fund and/or ETF is that as for all investments, past performance does not guarantee future results. A manager who has been successful in the past may not be able to replicate that success in the future. In addition, as LCA has no control of the underlying investments in a mutual fund and/or ETF, managers of different funds held by the client may purchase the same security, thus increasing the risk to the client if that security were to fall in value. An additional risk is that a manager may deviate from the stated investment mandate or strategy of the mutual fund and/or ETF, a circumstance that could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that certain data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies

LCA offers four (4) portfolio series that are distinct from one another; however, they share an overarching philosophy that the strategy must be appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations.

LCA believes that the fee an investor pays plays a significant role in his/her investment performance and therefore each portfolio series utilizes low cost institutional mutual funds and ETFs. All of the strategies are designed for the long-term investor and we recommend the client has a minimum three-year time horizon for their investment. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk for a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are not correct, a security may decline sharply in value before we make the decision to sell.

Traditional Portfolio Series

The Traditional Portfolio Series has six qualified and six taxable portfolios that are based on risk objectives, ranging from Very Conservative to Aggressive Growth. Each portfolio is designed with the following core principles:

- **Markets Work**. Capital markets do a good job of fairly pricing all available information and investor expectations about publicly traded securities.
- **Diversification is key**. Comprehensive, global asset allocation can neutralize the risks specific to individual securities.
- **Risk and return are related**. The reward for taking on increased levels of risk is the potential to earn greater returns.
- **Portfolio structure explains performance**. The asset classes that comprise a portfolio and the risk levels of those asset classes are responsible for most of the variability of portfolio returns.

Each portfolio consists of allocations towards equities, fixed income, and cash equivalents by investing in mutual funds and ETFs. Each portfolio has exposure to many various asset classes, with each asset class having a target percentage that is strategically assigned. The goal of diversification in the way the portfolios are implemented is to achieve the most efficient risk/return relationship given a risk tolerance.

Defensive Portfolio Series

The Defensive Portfolio Series consists of allocations that invest only in fixed income securities. There are two distinct strategies offered under this series, the Defensive Capital and the Strategic Fixed Income portfolios. The Defensive Capital portfolio seeks to achieve positive absolute returns and higher yields than money market funds or cash equivalents. The goal is preservation of capital and low volatility. This portfolio is available for both qualified and taxable accounts. The Strategic Fixed Income portfolio seeks to provide current income with low to moderate volatility. This portfolio invests in riskier assets than the Defensive Capital to achieve the higher current income.

Diversification plays a major role in each strategy. LCA uses many different fixed income asset classes to lower the risk of the portfolio. For instance, the allocations can include, but are not limited to, government issued debt, corporate debt, inflation protected securities, mortgage-backed securities, and asset-backed securities. From there we can diversify further by investing in fixed income securities of various credit qualities and maturities, as well as international debt.

Contemporary Portfolio Series

The Contemporary Portfolio Series models are designed for investors with complex investment needs requiring advanced risk allocation strategies. The portfolios offer diversification and asset allocation using combinations of equities, fixed income, alternatives, tactical solutions, and cash investments. This series has two unique strategies, the Strategic Alternative and the Strategic Alternative Blend portfolios.

The Strategic Alternative portfolio seeks long term growth of capital with an emphasis on minimizing downside volatility. The strategy was developed as a buy and hold similar to the Traditional portfolio series, however with the addition of an allocation towards low or negatively correlated alternative investments.

The Strategic Alternative Blend also seeks long term growth of capital with an emphasis on minimizing downside volatility. This portfolio differs in that while it does have a static allocation towards equities, fixed income and alternatives, there is also an allocation dedicated to dynamic asset allocation. The dynamic asset allocation portion of the portfolio will move between all equities, half equities and half fixed income, and all fixed income based on a quantitative approach to analyzing market conditions. The goal for the dynamic asset allocation is to shift allocations to avoid large market downturns.

Tactical Economic

The Tactical Economic is a dynamic asset allocation portfolio that seeks long term growth of capital with moderate downside volatility. The portfolio is a quantitative model that generates signals for an allocation shift between Growth, Balanced, and Defensive mode. Growth mode will be mostly equities, Balanced mode will be split evenly between equities and fixed income, and Defensive mode will be mostly fixed income. This portfolio utilizes both ETFs and mutual funds as investments.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. 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 buy more than 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.

Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

ITEM 9. DISCIPLINARY INFORMATION

LCA is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have not been a party to any material legal or disciplinary proceedings.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Lindner Capital Advisors is under common control with the following entities:

<u>Private Wealth Advisory Group, Inc. ("PWAG")</u>
PWAG is a Georgia state registered investment adviser offering financial planning services to clients. Some officers and investment adviser representatives of Lindner Capital Advisors are also officers and investment adviser representatives of PWAG.

<u>The Lindner Group, Inc.("LGI")</u>
LGI Is an insurance general agency that receives the fixed insurance compensation for those investment advisor representatives of LCA and PWAG that are insurance licensed.

<u>The Lindner Family Foundation, Inc.</u>
A non-profit 501(c)(3) that was established to benefit children in need of medical care and/or education, abused spouses, and animal welfare.

Nancy Warnick and Stephen Cain, investment adviser representatives of LCA, are also registered representatives of Kovack Securities, an unaffiliated registered broker/dealer, member of FINRA and SIPC. As such, these individuals are licensed to sell securities for separate commission based compensation.

Robert Lindner, Nancy Warnick, Paul Lorentzen, Bryan Wood, and Stephen Cain, investment adviser representatives of LCA, are also insurance agents and therefore licensed to sell insurance for separate commission based compensation.

Paul Lorentzen, investment adviser representative of LCA, is also a Certified Public Accountant and employed by the accounting firm of Lorentzen & Trifari, CPA's P.C. He provides accounting services that are separate and distinct from LCA's advisory services and are provided for separate and typical compensation.

Lorentzen & Trifari may recommend LCA to accounting clients in need of advisory services. Conversely, LCA may recommend Lorentzen & Trifari to advisory clients in need of accounting services. There are no referral fee arrangements between our firms for these recommendations. However, referrals may create the potential for a conflict of interest. Lorentzen & Trifari's accounting services do not include the authority to sign checks or otherwise disburse funds on behalf of any of LCA's advisory clients. Paul Lorentzen spends the majority of his business hours on his accounting practice.

Robert Lindner serves on the TD Ameritrade Institutional President's Council ("Council"). The Panel consists of independent investment advisors that advise TD Ameritrade Institutional ("TDA Institutional") on issues relevant to the independent advisor community. The Council meets in person on average 1-2 times per year and conducts periodic conference calls on an as needed basis. At times, Council members are provided confidential information about TDA Institutional initiatives. Council members are required to sign confidentiality agreements. TD Ameritrade, Inc. ("TD Ameritrade") does not compensate Council members. However, TD Ameritrade pays or reimburses Mr. Lindner for the travel, lodging and meal expenses he incurs in attending Council meetings. The benefits received by LCA or its personnel by Mr. Lindner serving on the Council do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by LCA or Mr. Lindner in and of itself creates a potential conflict of interest and may indirectly influence LCA's recommendation of TD Ameritrade for custody and brokerage services.

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

LCA has adopted a Code of Ethics that sets forth high ethical standards of business conduct that we require of all our employees, including compliance with applicable federal securities laws such as, but not limited to, insider trading and personal securities transactions. LCA and its personnel owe a duty of loyalty, fairness, and good faith toward our clients and have an obligation to adhere not only to the specific provisions of the LCA Code of Ethics, but to the general principles that guide that Code. Protecting the firm's clients and the firm's reputation by educating employees about their fiduciary duty and the laws governing their conduct is the main purpose of the Code. A copy of the LCA Code of Ethics is available upon request by calling 800-229-4306.

LCA, its employees or affiliated persons have no financial interest of any kind in the same securities it recommends to its clients. LCA recommends only transactions in asset-allocated model portfolios constructed of institutional mutual funds, alternative investments and ETF's; not in individual equities, bonds or other securities as such.

LCA employees and affiliated persons have duplicate copies of all personal brokerage account statements sent to LCA Compliance for review. Because the securities recommended by LCA are generally not "reportable securities," the LCA Code of Ethics does restrict the ability of LCA's employees and affiliated persons to invest in the same asset-allocated model portfolios that are recommended to clients. However, pre-clearance of trades in "reportable securities" is required to provide additional assurance that client's interests are put first.

ITEM 12. BROKERAGE PRACTICES

LCA does not recommend the custodian to be used for the execution of trades for client accounts. However, LCA does work with only a select group of custodians from which clients can choose such as TD Ameritrade Institutional, Charles Schwab & Company, Inc., and Fidelity Brokerage Services LLC. Some of the factors that LCA considers when choosing a custodian include the following products and services (provided without cost or at a discount):

- Access to duplicate client confirmations and statements, research-related products and tools, and consulting services;

- Access to a trading desk serving adviser participants; access to block trading (which provided the ability to aggregate securities transactions for execution and then allocates the appropriate shares to client accounts);

- The ability to have advisory fees deducted directly from client accounts, access to an electronic communications network for client order entry and account information;

- Access to mutual funds with no transaction fees and to certain institutional money managers, access to discounts on compliance, marketing, research, technology and practice management products or services provided to LCA by third-party vendors.

Based on the client's selection of custodian, all trades for that account are then placed through their selected custodian. The clients are typically charged a fee for all trades placed at that given custodian. LCA periodically reviews these charges to make sure that the clients achieve the best execution overall. The custodian(s) do not provide any soft-dollar arrangements or soft-dollar benefits to LCA for their services. LCA does not maintain custody of any assets.

As a matter of policy and practice, LCA does not generally enter block trades for clients; therefore, client transactions are placed separately for each individual account. Consequently, certain client trades may be executed before others at a different price. Additionally, our clients may not receive volume discounts available to those advisers who place block trades for their clients.

ITEM 13. REVIEW OF ACCOUNTS

Periodically, but at least quarterly, LCA Trading will review clients' model investment portfolios and if necessary, rebalance assets to bring them closer to their initial model investment portfolio allocation, unless the client or his/her advisor has requested otherwise. More frequent rebalancing may take place when clients make significant additions to or withdrawals from their account. Re-allocations may also occur when clients give instructions to change their model investment portfolio.

In addition to the confirmation of transactions and monthly/quarterly statements that clients receive from their custodian, LCA provides clients with a quarterly report summarizing account performance, balances, fees and holdings.

LCA encourages advisors whose clients have an account at LCA, to contact their clients on a periodic basis and to notify LCA if there are any changes to their risk tolerance, investment objective, goals, financial situation, liquidity needs, tax status, life events or any other material changes to the client's profile since inception of the account or the last review of the account with the client.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

LCA has entered into agreements with Solicitors (unaffiliated independent registered investment advisers and broker/dealers) whose representatives offer LCA's services to their clients. For clients who retain LCA for investment management services, LCA agrees to compensate the Solicitor, who in turn will compensate the Solicitor representative. The total fee that will be charged to a client is disclosed in the Solicitor Disclosure Statement and Fee Sharing Agreement that is part of the LCA Investment Management Agreement which is executed by both parties when the account is opened. Solicitor representatives are required to provide prospects and new clients with LCA's current Form ADV, Part 2A and Privacy Policy. Advisory fees paid to LCA by clients referred by Solicitor representatives are not increased as a result of the referral.

It is LCA's policy not to accept or allow our associated persons to accept any form of compensation, including cash, sales awards, or other prizes, from a non-client in conjunction with any advisory services we provide to our clients.

ITEM 15. CUSTODY

LCA does not take direct custody of client assets, but is allowed the ability to withdraw or direct the payment of fees from the client account through the custodian.

As part of the fee billing process, LCA notifies the client's custodian of the fee amount to be deducted from the client's account. This procedure is authorized by the client in the executed Investment Management Agreement. On at least a quarterly basis, the custodian is required to send the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other details.

Clients should contact LCA immediately if they believe there is an error in their custodial or LCA statement.

ITEM 16. INVESTMENT DISCRETION

LCA is hired by clients to provide discretionary investment management services, in which case LCA places the required trades to construct a model portfolio in a client's account without contacting the client for permission prior to each trade. Authorization to implement investment decisions such as investment selection and rebalancing is given to LCA by the client when the Investment Management Agreement is executed. LCA manages the model portfolio on a continuous basis.

ITEM 17. VOTING CLIENT SECURITIES

LCA does not vote or give advice on how to vote proxies for securities held in client accounts. The custodian(s) is notified on all new account paperwork that proxy material is to be forwarded to the client's address of record. Clients should receive proxies or other solicitations directly from their custodian(s), record keeper(s), or transfer agent(s). LCA may receive a duplicate of proxy material from the custodian however, it is for information purposes only.

ITEM 18. FINANCIAL INFORMATION

As a registered investment advisor that maintains discretionary authority over client accounts, LCA has no financial condition that is reasonably likely to impair its ability to meet contractual obligations to clients.

LCA does not require or solicit prepayment of more than $1,200 in fees per client, six months or more in advance.

LCA, Robert Lindner or any affiliated firm has not been the subject of a bankruptcy petition at any time.

LCA's CEO, Robert Lindner, has extended a loan to LCA, the proceeds of which are used to fund part of LCA's operating expenses. The terms of the loan have been approved by LCA's Board of Directors. Interest on the loan is payable by LCA. Mr. Lindner, may call all or a part of the loan at any time although he has informed LCA that he has no current intent to call the entire loan. Were Mr. Lindner to call part of the loan or the entire loan at a time when LCA lacked sufficient revenue to meet its operating expenses without the loan proceeds, LCA would immediately seek other potential sources of financing and provide clients with any required further disclosures related to such financing or lack thereof. LCA owns, pays for and is the beneficiary of a life insurance policy on the life of Mr. Lindner in an amount greater than any obligation under the loan agreement.

Other officers, directors, and/or management personnel of the firm may make loans to the company under the same stipulations at his/her own discretion.