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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices Kaydan Wealth Management, Inc., and its supervised personnel. If you have any questions about the contents of this brochure, please contact us at the phone number listed above. 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. Please note, where this brochure may use the terms "registered investment adviser" and/or "registered," registration itself does not imply a certain level of skill or training.

Additional information about the firm and its representatives is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment dated March 28, 2019, we have the following material changes to report:

- Going forward, Kaydan Wealth Management will provide continuous management services for client assets on a discretionary basis. The Form ADV has been amended accordingly.
- Item 5 Fees and Compensation has been amended to reflect that Kaydan Wealth Management now offers a fixed fee for their Asset Management Services. Please refer to Item 5 of the ADV Part 2A for additional information on this service.
- Item 15 Custody has been amended to clarify that Kaydan Wealth Management may be in possession of client log-on information. Please refer to Item 15 for additional information on this topic.
- Item 19 Requirements for State Registered Advisers has been amended to include clarification of prior reportable arbitration claim. Please refer to Item 19 for additional information on this topic.

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Item 4 Advisory Business

Established in 1996 by President and principal owner, James B. Kruzan, Kaydan Wealth Management, Inc. ("Kaydan") is a Michigan corporation.

Kaydan provides financial planning and consultation services, including retirement planning solutions, and career transition consulting for business executives. Kaydan also provides asset management services to individuals on a non-discretionary basis through continuous and regular management of client accounts, as described below.

Financial Planning Services

Kaydan provides comprehensive financial plans that are based on the individual client's financial, risk/reward objectives and tax status. Typical planning engagements include:

- Planning for retirement;
- Planning for capital needs;
- Education funding; and
- Income and estate tax planning.

Kaydan's financial planning services typically involve the review of a client's overall financial situation, personal and financial goals, risk tolerance and objectives. Clients receive a written financial plan, including any recommendations made by Kaydan for plan implementation.

Consultation Services

Kaydan provides consulting services that include advice, segmented financial planning, or review of a client's financial situation, as requested by the client. These services may include consulting to corporate executives on a variety of issues including executive benefit programs and retirement plans.

Consulting services may be brief or comprehensive in nature and include ongoing meetings and assessments, reporting and other functions. Consulting clients may or may not receive a formal report from Kaydan, depending upon the needs of the client.

Portfolio Management Services

Kaydan also provides portfolio management services to individuals on a discretionary basis. If the client retains Kaydan for portfolio management services, Kaydan will meet with the client to determine the client's investment objectives, risk tolerance, and other relevant information at the beginning of the advisory relationship.

If the client participates in Kaydan's discretionary portfolio management services, Kaydan will require the client to grant Kaydan discretionary authority to manage the client's account. Discretionary authorization will allow Kaydan to determine the specific securities, and the amount of securities, to be purchased or sold for the client's account without client approval prior to each transaction.

Discretionary authority is typically granted by the investment advisory agreement the client signs with Kaydan and the appropriate trading authorization forms.

Types of Investments

We offer advice on mutual funds, index and exchange-traded funds, stable value accounts (or similar securities) and variable annuities.

Additionally, we may advise you on various types of investments based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

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

Assets Under Management

As of December 31, 2019, Kaydan Wealth Management provides asset management and monitoring services for \$83,952,996 in client assets on a non-discretionary basis. Going forward, Kaydan Wealth Management will provide continuous management services for client assets on a discretionary basis. At this time, we do not have any discretionary or non-discretionary assets under management.

Item 5 Fees and Compensation

Financial Planning & Consultation Services

Fees for financial planning services are negotiable and are provided at an hourly rate, for a flat fee, or part of a quarterly retainer fee. Hourly fees range from \$75.00 to \$550.00 per hour. Flat fees can range from \$750.00 to \$7,500.00. In both cases, fees are dependent on the scope of the project. One half of the fee is due at the engagement of the project with the balance due at the completion of the project. Quarter retainer fees are billed in arrears and range from \$75.00 to \$750.00 - quarterly depending on the scope of the project. No fee is paid more than six months in advance.

Portfolio Management Services

Kaydan's annual fee for portfolio management services depends upon the market value of the client's assets under Kaydan's management, the type and complexity of the asset management services provided, as well as the level of administration requested either directly or assumed by the client. Assets in each of the client's account(s) are included in the fee assessment unless specifically identified in writing for exclusion.

Such fees are dependent on various factors, including but not limited to, the account/household size, the specific type of service that the client engages Kaydan for, the securities utilized, and the investment strategy employed. The will be charged a certain percentage of assets under management but, in no event will Kaydan's fees exceed 2.15% on an annualized basis.

Advisory fees will be charged quarterly in arrears. The initial fee will be calculated from the date of the agreement or when account is funded, to the end of the quarter. Subsequent fees will be based upon the total assets of client's account at the end of each quarter. Such fees shall become due and payable the following business day.

At Kaydan's discretion, Kaydan may combine the account values of family members to determine the applicable advisory fee. For example, Kaydan may combine account values for you and your children, joint accounts with your spouse, and other types of related accounts.

Kaydan will deduct their fee directly from the client's account through the qualified custodian holding the client's funds and securities. Kaydan will deduct advisory fee only when the client has given Kaydan written authorization permitting the fees to be paid directly from the client's account. Further, the qualified custodian will deliver an account statement to the client at least quarterly. These account statements will show all disbursements from the client's account. The client should review all statements for accuracy.

Termination of Advisory Relationship

A client agreement may be cancelled at any time, by either party, for any reason upon receipt of 5 days written notice. Upon termination of any account, all unearned/unapplied fees will be promptly refunded, prorated based upon the amount of time expended on the engagement prior to termination, and any

earned, unpaid fees will be due and payable. All fees remain negotiable. Agreements for financial planning and consultative services charged on an hourly or fixed fee basis terminate upon delivery of services.

Additional Fees and Expenses

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

Compensation for the Sale of Securities or Other Investment Products

As discussed in Item 10 below and in the respective brochure supplements that accompany this firm brochure, certain investment adviser representatives of Kaydan are also be registered representatives and/or insurance agents with Raymond James Financial Services, Inc., a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. In their capacity as registered representatives, these persons receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. The fees charged by Kaydan for advisory services provided are not impacted by the additional compensation that may be received by Kaydan's representatives in their separate capacities as registered representatives or insurance agents.

This receipt of additional compensation creates a conflict of interest, as the representative may be incented to recommend investment products based upon the compensation received, rather than on the client's needs. Persons providing investment advice to advisory clients on behalf of our firm can select or recommend mutual fund investments in share classes that pay 12b-1 fees when clients are eligible to purchase share classes of the same funds that do not pay such fees and are less expensive. This conflict is also disclosed to clients in the Client Service Agreement. All investment adviser representatives of Kaydan have a fiduciary duty to act in the best interest of the firm's clients and place the interests of the firm's clients ahead of those of the firm or its affiliates in the event of such a conflict. Further, clients may elect to purchase investment products recommended by Kaydan through other brokers or agents not affiliated with Kaydan and are under no obligation to engage the services of the firm's representatives for implementation of any recommendations made by Kaydan.

Item 6 Performance-based fees and Side-by-Side Management

Kaydan does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the client's assets).

Item 7 Types of Clients

Kaydan offers investment advisory services to individuals and high net worth individuals.

In general, Kaydan does not require a minimum dollar amount to open and maintain an advisory account; however, Kaydan has the right to terminate your Account if it falls below a minimum size which, in our sole opinion, is too small to manage effectively.

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

Kaydan's investment approach is fundamental analysis. Fundamental analysis is defined as a general assessment based upon various factors including sale price, asset value, market structure and history. The primary risk in using fundamental analysis is that while the overall health and position of an investment may be good, market conditions may negatively impact the investment. The main sources of research information used by Kaydan include: financial newspapers and magazines, research materials prepared by others, annual reports, prospectuses, filings with the SEC and company press releases.

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

Risk of Loss

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

Other Risk Considerations

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

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

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

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

Horizon and Longevity Risk: The risk that the client's investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that the

client was expecting to hold for the long term. If the client must sell at a time that the markets are down, the client may lose money. Longevity Risk is the risk of outliving the client savings. This risk is particularly relevant for people who are retired, or are nearing retirement.

Recommendation of Particular Types of Securities

Kaydan recommends various types of securities and does not primarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. A description of the types of securities may be recommended to the client and some of the inherent risks are provided below.

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

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

Leveraged Exchange Traded Funds: Leveraged Exchange Traded Funds ("Leveraged ETFs" or "L-ETF") seeks investment results for a single day only, not for longer periods. A "single day" is measured from the time the L-ETF calculates its net asset value ("NAV") to the time of the L-ETF's next NAV calculation. The return of the L-ETF for periods longer than a single day will be the result of each day's returns compounded over the period, which will very likely differ from multiplying the return by the stated leverage for that period. For periods longer than a single day, the L-ETF will lose money when the level of the Index is flat, and it is possible that the L-ETF will lose money even if the level of the Index rises. Longer holding periods, higher index volatility and greater leverage both exacerbate the impact of compounding on an investor's returns. During periods of higher Index volatility, the volatility of the Index may affect the L-ETF's return as much as or more than the return of the Index. Leveraged ETFs are different from most exchange-traded funds in that they seek leveraged returns relative to the applicable index and only on a daily basis. The L-ETF also is riskier than similarly benchmarked

exchange-traded funds that do not use leverage. Accordingly, the L-ETF may not be suitable for all investors and should be used only by knowledgeable investors who understand the potential consequences of seeking daily leveraged investment results.

Leveraged ETF Leveraged Risk - The L-ETF obtains investment exposure in excess of its assets in seeking to achieve its investment objective — a form of leverage — and will lose more money in market environments adverse to its daily objective than a similar fund that does not employ such leverage. The use of such leverage could result in the total loss of an investor's investment. For example: a 2X fund will have a multiplier of two times (2x) the Index. A single day movement in the Index approaching 50% at any point in the day could result in the total loss of a shareholder's investment if that movement is contrary to the investment objective of the L-ETF, even if the Index subsequently moves in an opposite direction, eliminating all or a portion of the earlier movement. This would be the case with any such single day movements in the Index, even if the Index maintains a level greater than zero at all times.

Leveraged ETF Compounding Risk - Compounding affects all investments, but has a more significant impact on a leveraged fund. Particularly during periods of higher Index volatility, compounding will cause results for periods longer than a single day to vary from the stated multiplier of the return of the Index. This effect becomes more pronounced as volatility increases.

Leveraged ETF Use of Derivatives - The L-ETF obtains investment exposure through derivatives. Investing in derivatives may be considered aggressive and may expose the L-ETF to greater risks than investing directly in the reference asset(s) underlying those derivatives. These risks include counterparty risk, liquidity risk and increased correlation risk (each as discussed below). When the L-ETF uses derivatives, there may be imperfect correlation between the value of the reference asset(s) and the derivative, which may prevent the L-ETF from achieving its investment objective. Because derivatives often require only a limited initial investment, the use of derivatives also may expose the L-ETF to losses in excess of those amounts initially invested. The L-ETF may use a combination of swaps on the Index and swaps on an ETF that is designed to track the performance of the Index. The performance of an ETF may not track the performance of the Index due to embedded costs and other factors. Thus, to the extent the L-ETF invests in swaps that use an ETF as the reference asset, the L-ETF may be subject to greater correlation risk and may not achieve as high a degree of correlation with the Index as it would if the L-ETF only used swaps on the Index. Moreover, with respect to the use of swap agreements, if the Index has a dramatic intraday move that causes a material decline in the L-ETF's net assets, the terms of a swap agreement between the L-ETF and its counterparty may permit the counterparty to immediately close out the transaction with the L-ETF. In that event, the L-ETF may be unable to enter into another swap agreement or invest in other derivatives to achieve the desired exposure consistent with the L-ETF's investment objective. This, in turn, may prevent the L-ETF from achieving its investment objective, even if the Index reverses all or a portion of its intraday move by the end of the day. Any costs associated with using derivatives will also have the effect of lowering the L-ETF's return.

Variable Annuities: A variable annuity is a form of insurance where the seller or issuer (typically an insurance company) makes a series of future payments to a buyer (annuitant) in exchange for the immediate payment of a lump sum (single-payment annuity) or a series of regular payments (regular-payment annuity). The payment stream from the issuer to the annuitant has an unknown duration based principally upon the date of death of the annuitant. At this point, the contract will terminate and the remainder of the funds accumulated forfeited unless there are other annuitants or beneficiaries in the contract. Annuities can be purchased to provide an income during retirement. Unlike fixed annuities that make payments in fixed amounts or in amounts that increase by a fixed percentage, variable annuities, pay amounts that vary according to the performance of a specified set of investments, typically bond and equity mutual funds. Many variable annuities typically impose asset-based sales

charges or surrender charges for withdrawals within a specified period. Variable annuities may impose a variety of fees and expenses, in addition to sales and surrender charges, such as mortality and expense risk charges; administrative fees; underlying fund expenses; and charges for special features, all of which can reduce the return. Earnings in a variable annuity do not provide all the tax advantages of 401(k)s and other before-tax retirement plans. Once the investor starts withdrawing money from their variable annuity, earnings are taxed at the ordinary income rate, rather than at the lower capital gains rates applied to other non-tax-deferred vehicles which are held for more than one year. Proceeds of most variable annuities do not receive a "step-up" in cost basis when the owner dies like stocks, bonds and mutual funds do. Some variable annuities offer "bonus credits." These are usually not free. In order to fund them, insurance companies typically impose mortality and expense charges and surrender charge periods. In an exchange of an existing annuity for a new annuity (so-called 1035 exchanges), the new variable annuity may have a lower contract value and a smaller death benefit; may impose new surrender charges or increase the period of time for which the surrender charge applies; may have higher annual fees; and provide another commission for the broker.

All investments carry an inherent risk of loss that clients should be prepared to bear. Questions regarding these risks should be addressed to firm president James Kruzan directly.

Item 9 Disciplinary Information

Investment advisers are required to provide clients with disclosure as to any legal or disciplinary activities deemed material to the client's evaluation of the adviser. Kaydan does not have any disclosable events to report at this time.

Item 10 Other Financial Industry Activities and Affiliations

Registrations with Broker-Dealer

As disclosed above, persons providing investment advice on behalf of Kaydan are registered representatives of RJFS, a securities broker-dealer, member FINRA/SIPC. Notwithstanding the fact that principals and associates of Kaydan may be registered representatives of RJFS, Kaydan is solely responsible for advice rendered and/or services provided in accordance with this Brochure and the agreement entered into by the client and Kaydan.

The client is under no obligation, contractually or otherwise, to purchase or sell securities and/or insurance products through these related persons in their separate capacities as securities representatives of RJFS and/or insurance agencies. However, if the client freely chooses to implement the plan through such individuals the broker/dealer used will be RJFS, and commissions will be earned in addition to any fees paid for advisory services. The commissions may be higher or lower at RJFS than at other broker/dealers.

Investment Adviser Agent

Persons providing investment advice on behalf of Kaydan may be licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to the client. Insurance commissions earned by these persons are separate from Kaydan's advisory fees. Please see the "Fees and Compensation" section in this brochure for more information on the compensation received by insurance agents who are affiliated with our Kaydan.

Neither Kaydan nor any of its management persons are engaged in any other industry related activities or affiliations, including acting as, or being associated with, a futures commission merchant, commodity pool operator, or commodity trading advisor. Further, the firm does not recommend or select other investment advisers for its clients nor does it have other business relationships that create a material conflict of interest to the services provided by the firm to its clients.

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

Code of Ethics: Where the firm may receive compensation from a variety of sources involved with client accounts. The firm has an obligation to ensure that such practices are handled in a fair and ethical manner. Accordingly, the firm has adopted a Code of Ethics which contains certain policies and procedures that must be adhered-to by firm personnel. A copy of the firm's Code of Ethics will be provided to any client upon request.

Participation or Interest in Client Transactions

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

Personal Trading Practices

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

Aggregated Trading

Kaydan or persons associated with Kaydan may buy or sell securities for the client at the same time Kaydan or persons associated with Kaydan buy or sell such securities for Kaydan's own account. Kaydan may also combine its orders to purchase securities with the client's orders to purchase securities ("aggregated trading"). Refer to the *Brokerage Practices* section in this brochure for information on Kaydan aggregated trading practices.

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

Item 12 Brokerage Practices

Kaydan recommends the brokerage and custodial services of Raymond James Financial Services, Inc. ("RJFS") a securities broker-dealer and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. The client's assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. In recognition of the value of the services the Custodian provides, the client may pay higher commissions and/or trading costs than those that may be available elsewhere.

Kaydan seeks to recommend a custodian/broker that will hold the client's assets and execute transactions on terms that are, overall, the most favorable compared to other available providers and their services. Kaydan consider various factors, including:

- Capability to buy and sell securities for the client's account itself or to facilitate such services.
- The likelihood that the client trades will be executed.
- Availability of investment research and tools.
- Overall quality of services.

- Competitiveness of price.
- Reputation, financial strength, and stability.
- Existing relationship with Kaydan and its other clients.

Research and Other Soft Dollar Benefits

Kaydan does not have any soft dollar arrangements.

Economic Benefits

As a registered investment adviser, Kaydan has access to the institutional platform of the client's account custodian. As such, Kaydan will also have access to research products and services from the client's custodian and/or other brokerage firm. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to Kaydan in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms, and are not considered to be paid for with soft dollars. However, the client should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

Brokerage for Client Referrals

Kaydan does not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

Kaydan routinely require that the client directs it to execute transactions through RJFS. As such, Kaydan may be unable to achieve the most favorable execution of your transactions and the client may pay higher brokerage commissions than might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

Persons providing investment advice on behalf of our Kaydan who are registered representatives of Raymond James Financial Services, Inc. will recommend Raymond James Financial Services, Inc. to the client for brokerage services. These individuals are subject to applicable rules that restrict them from conducting securities transactions away from Raymond James Financial Services, Inc. unless Raymond James Financial Services, Inc. provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through Raymond James Financial Services, Inc. It may be the case that Raymond James Financial Services, Inc. charges higher transactions costs and/or custodial fees than another broker charges for the same types of services. If transactions are executed through Raymond James Financial Services, Inc., these individuals (in their separate capacities as registered representatives of Raymond James Financial Services, Inc.) may earn commission-based compensation as result of placing the recommended securities transactions through Raymond James Financial Services, Inc. This practice presents a conflict of interest because these registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. The client may utilize the broker-dealer of the client's choice and have no obligation to purchase or sell securities through such broker as, Kaydan recommends. However, if the client does not use Raymond James Financial Services, Inc., Kaydan may not be able to accept the client's account. See the *Fees and Compensation* section in this brochure for more information on the compensation received by registered representatives who are affiliated with Kaydan.

Aggregated Trades

Kaydan does not combine multiple orders for shares of the same securities purchased for advisory accounts it manages (the practice of combining multiple orders for shares of the same securities is commonly referred to as "aggregated trading"). Accordingly, the client may pay different prices for the same securities transactions than other clients pay. Furthermore, Kaydan may not be able to buy and sell the same quantities of securities for the client and the client may pay higher commissions, fees, and/or transaction costs than other clients.

Item 13 Review of Accounts

The firm's President, James Kruzan, will monitor the client's account on an ongoing basis to identify situations that may warrant specific actions be taken or recommended with respect to the client's investments or overall investment portfolio. Such reviews include, but are not necessarily limited to, suitability, performance, asset allocation, change in investment objectives and risk tolerance, concentrations and prohibited products. In addition, the client's IAR will provide regular investment advice or investment supervisory services, review the client's portfolio(s) and communicate with the client at least annually, for conformity with the respective portfolios, investment objectives, changes in the client's financial situation, account performance and any reasonable restrictions to be imposed as to the specific assets or types of securities to be included or excluded from the client's portfolio(s).

Additional monitoring of accounts is provided by compliance, operations and sales management personnel located within various offices. These reviews are conducted at least annually and are designed to ensure that the advisory services provided to the client are consistent with the client's investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

The individuals conducting reviews may vary from time to time, as personnel join or leave the firm. Kaydan will not provide the client with additional or regular written reports. The client will receive trade confirmations and monthly or quarterly statements from the client's account custodian(s).

As discussed in Item 4 above, financial planning clients receive a written financial plan. Consultation clients may or may not receive a formal report from Kaydan, depending upon the needs of the client. Kaydan does not provide reports to asset management clients. Asset management clients receive reports, at a minimum, quarterly from the qualified custodian, detailing transactions, fees, and account holdings.

Item 14 Client Referrals and Other Compensation

Kaydan does not compensate others nor receive compensation for client referrals. As mentioned previously in Item 5 and Item 10, persons providing investment advice on behalf of Kaydan may be licensed insurance agents, and are registered representatives with RJFS. For information on the conflicts of interest this presents, and how Kaydan addresses these conflicts, refer to the *Fees and Compensation* section.

Refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with your account custodian.

Item 15 Custody

Use of Client Log-in Credentials

Our firm or persons associated with our firm may be in possession of client log-on information to the client's investment accounts. In general, where our account access gives us the ability to control client funds and securities, we are deemed to have custody. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer or other independent, qualified custodian.

Any account over which we are deemed to have custody is subject to an annual surprise audit by an independent CPA or audit firm.

Item 16 Investment Discretion

Before Kaydan can buy or sell securities on the client's behalf, the client must first sign a discretionary management agreement. If the client engages Kaydan to provide investment advisory services on a discretionary basis, Kaydan has the authority to determine the selection and amount of securities to be purchased or sold for the client's account(s) without obtaining the client's consent or approval prior to each transaction. The client may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for their account(s). For example, the client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or impose restrictions or prohibitions of transactions in the securities of a specific industry or security. Refer to the *Advisory Business* section above for more information on our discretionary management services.

Item 17 Voting Client Securities

Kaydan does not vote proxies. All proxy statements are sent directly to the client by the broker-dealer, investment company, or transfer agent of record. Questions regarding such statements may be addressed directly with the firm.

Item 18 Financial Information

By law, investment advisers are required to disclose certain financial information about their financial condition to clients. Kaydan maintains no financial commitment (lawsuits, bankruptcies, etc.) that might impair its ability to meet contractual and fiduciary commitments to clients.

Item 19 Requirements for State Registered Advisers

Refer to the Part(s) 2B for background information about our principal executive officers, management personnel and those giving advice on behalf of our firm.

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

Neither our firm, nor any persons associated with our firm are compensated for advisory services with performance-based fees. Refer to the *Performance-Based Fees and Side-By-Side Management* section above for additional information on this topic.

Neither our firm, nor any of our management persons have any reportable arbitration claims, civil, self-regulatory organization proceedings, or administrative proceedings with the exception of James Kruzan, President and Principal Owner.

Arbitration Award

On February 2, 2006, a customer complaint action was commenced against James Kruzan seeking monetary damages in the amount of \$336,344 (Case No. 2006-016422). The complaint alleged unsuitable investments in equities, inappropriate investment advice, misstatements and omissions, churning, misappropriation of funds, conversion, unauthorized transactions, improper executions, fraud, failure to supervise, breach of fiduciary duty and failure to communicate. Mr. Kruzan denied all allegations of wrongdoing. Following arbitration proceedings led by the arbitration panel of the NYSE, Mr. Kruzan was ordered to pay the claimant the sum of \$29,000.

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

Item 20 Miscellaneous: Additional Information

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

Class Action Lawsuits: Kaydan does not determine if securities held by the client are the subject of a class action lawsuit or whether the client are eligible to participate in class action settlements or litigation nor does Kaydan initiate or participate in litigation to recover damages on the client's behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by the client.

Privacy: Kaydan prohibits the sharing of any client information with others unless authorized by the client or as otherwise provided by law. A copy of the firm's privacy policy may be obtained upon request.

Business Continuity: In the event of a disruption to the normal course of business, Kaydan has formulated plans to counter extended delays in service. A copy of the firm's business continuity plan may be obtained upon request.