

**FORM ADV PART 2A
DISCLOSURE BROCHURE**

William Driscoll Insurance, Inc.

dba

DRISCOLL FINANCIAL

FINANCIAL SOLUTIONS. SIMPLIFIED.

Office Address:

One Park Place, Suite 2, Unit C,
11 Memorial Drive
Plymouth MA 02360

Tel: 508-830-9970

Fax: 508-830-9976

Email: Bill@BillDriscoll.com

Website: www.BillDriscoll.com

This brochure provides information about the qualifications and business practices of William Driscoll Insurance, Inc. . Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 508-830-9970. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about William Driscoll Insurance, Inc. (CRD #285778) is available on the SEC's website at www.adviserinfo.sec.gov

MARCH 5, 2019

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

This update is in accordance with the required annual update for Registered Investment Advisors. Since the last update on April 9, 2018, the following changes have occurred:

- Assets under management has been updated in Item 4.
 - Item 10 has been updated to reflect a change in services.
-

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Item 4: Advisory Business

Firm Description

William Driscoll Insurance, Inc. dba Driscoll Financial was founded in 1993 and began offering investment advisory services in 2016. William R. Driscoll is 100% owner.

Driscoll Financial is a fee-based financial planning, financial consulting and investment management firm. The firm also sells insurance products for a separate yet typical commission.

Driscoll Financial does not act as a custodian of client assets.

An evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement, risk analysis or similar document. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the client on an as-needed basis and may charge fees of their own. Conflicts of interest will be disclosed to the client in the event they should occur.

Types of Advisory Services

ASSET MANAGEMENT

Driscoll Financial offers discretionary and non-discretionary direct asset management services to advisory clients. Driscoll Financial will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors.

Discretionary

When the client provides Driscoll Financial discretionary authority the client will sign a limited trading authorization or equivalent. Driscoll Financial will have the authority to execute transactions in the account without seeking client approval on each transaction.

Non-discretionary

When the client elects to use Driscoll Financial on a non-discretionary basis, Driscoll Financial will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, Driscoll Financial will obtain prior client approval on each and every transaction before executing any transactions.

ERISA PLAN SERVICES - Limited Scope ERISA 3(21) Fiduciary.

Driscoll Financial provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit sharing plans, cash balance plans, and deferred compensation plans.

Driscoll Financial typically acts as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor Driscoll Financial has a fiduciary duty to act in the best interest of the client. The plan sponsor is still ultimately responsible for the decisions

made in their plan, though using Driscoll Financial can help the plan sponsor delegate liability by following a diligent process.

1. Fiduciary Services are:

- Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options. Driscoll Financial acknowledges that it is a fiduciary as defined in ERISA section 3 (21) (A) (ii).
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands Driscoll Financial's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Driscoll Financial is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Driscoll Financial will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

Driscoll Financial may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Driscoll Financial and Client.

3. Driscoll Financial has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

1. Employer securities;

2. Real estate (except for real estate funds or publicly traded REITs);
3. Stock brokerage accounts or mutual fund windows;
4. Participant loans;
5. Non-publicly traded partnership interests;
6. Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
7. Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to Driscoll Financial under this Agreement.

Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, the client will compensate Driscoll Financial on a negotiable hourly fee basis described in detail under “Fees and Compensation” section of this brochure. Services provided include, but are not limited to, retirement planning, financial planning, estate planning, investment planning, tax planning, social security consultation, qualified plan consultation, insurance planning, cash management, risk management, and college planning. Driscoll Financial will collect pertinent data from the client through personal interviews and written questionnaires. A summary will be provided to the client at their request highlighting specific recommendations to the client regarding their individual needs. A conflict of interest exists between the interests of the investment advisor and the interests of the client. The client is under no obligation to act upon the investment advisor’s recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through Driscoll Financial. Financial plans will be completed and delivered inside of ninety (90) days.

SOLICITOR ARRANGEMENTS

Driscoll Financial solicits the services of third party money managers to manage client accounts. In such circumstances, Driscoll Financial receives solicitor fees from the third party money manager. Driscoll Financial acts as the liaison between the client and the third party money manager in return for an ongoing portion of the advisory fees charged by the third party money manager. Driscoll Financial helps the client complete the necessary paperwork of the third party money manager, provides ongoing services to the client, will provide the third party money manager with any changes in client status as provided to Driscoll Financial by the client and review the quarterly statements provided by the third party money manager. Driscoll Financial will deliver the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the third party money manager. Clients placed with third party money managers will be billed in accordance with the third party money manager’s fee schedule which will be disclosed to the client prior to signing an agreement. This is detailed in Item 10 of this brochure.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

Driscoll Financial does not sponsor any wrap fee programs.

Client Assets under Management

As of December 31, 2018, Driscoll Financial has \$26,100,000 in discretionary assets under management and \$900,000 in non-discretionary assets under management.

Item 5: Fees and Compensation

Method of Compensation and Fee ScheduleASSET MANAGEMENT

Driscoll Financial offers discretionary and non-discretionary direct asset management services to advisory clients. Fees will be based on a 1.25% annual fee in all accounts.

The annual fee may be negotiable. Accounts within the same household may be combined for a reduced fee. Fees are billed quarterly in advance based on the account value on the last day of the previous quarter. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five business days of signing the Investment Advisory Agreement with no obligation. Clients may terminate advisory services with thirty (30) days written notice. Client will be entitled to a pro rata refund for the days service was not provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees.

ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets and will not exceed 1%. Fees may be charged quarterly in advance based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) on the last business day of the previous quarter. If the services to be provided start any time other than the first day of a quarter, the fee will be prorated based on the number of days remaining in the quarter. If this Agreement is terminated prior to the end of the fee period, the client shall be entitled to a prorated refund for the days service was not provided.

The fee schedule, which includes compensation of Driscoll Financial for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. Driscoll Financial does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, Driscoll Financial will disclose this compensation, the services rendered, and the payer of compensation. Driscoll Financial will offset the compensation against the fees agreed upon under this Agreement.

FINANCIAL PLANNING and CONSULTING

Driscoll Financial charges an hourly fee of \$300 for financial planning. Prior to the planning process the client will be provided an estimated plan fee. Lower fees for comparable services may be available from other sources. Payment for financial planning and consulting will either be billed with out of state Clients paying half of the estimated fee at the signing of the agreement with the balance due upon delivery of the completed plan or for in state clients the entire balance due upon delivery. Services are

completed and delivered inside of ninety (90) days. Client may cancel within five (5) days of signing Agreement with no obligation. If the client cancels after five (5) days, any unearned fees will be refunded to the client or Driscoll Financial will be due a pro-rata fee based upon the percentage of work completed. Driscoll Financial reserves the right to waive the financial planning fee if the plan is implemented with Driscoll Financial.

SOLICITOR FEES

Driscoll Financial may utilize the services of a TPM and receive a solicitor fee for soliciting clients. The client will not pay additional advisory fees to the third party money manager for these services. This is detailed in Item 10 of this brochure.

Client Payment of Fees

Investment management fees are billed quarterly in advance, meaning we bill you before the three-month period has started. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Fees for financial plans are either due half upon commencement of the plan with the remainder due upon delivery or all upon plan delivery.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations).

Driscoll Financial, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Investment management fees are billed quarterly in advance, some financial plans are billed 50% in advance.

External Compensation for the Sale of Securities to Clients

Driscoll Financial does not receive any external compensation for the sale of securities to clients, but investment advisor representatives of Driscoll Financial may receive commissions for the sale of securities as registered representatives.

Item 6: Performance-Based Fees and Side-by-Side Management

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Driscoll Financial does not use a performance-based fee structure because of the conflict of interest. Performance based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

Driscoll Financial generally provides investment advice to individuals, high net worth individuals and corporations or businesses.

Client relationships vary in scope and length of service.

Account Minimums

Driscoll Financial does not require a minimum to open an account, however some TPMs utilized by Driscoll Financial may have minimum asset requirements as set forward in their Form ADV Part 2A.

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

Methods of Analysis

Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profit margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume.

When creating a financial plan, Driscoll Financial utilizes client documents such as tax returns and insurance policies and other information obtained from the client. Driscoll Financial's analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the client's specific situation based on the information provided by the client.

The main sources of information include financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Driscoll Financial:

- *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.
- *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.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

Any disciplinary history of Driscoll Financial and its representatives can be obtained from The Commonwealth of Massachusetts Division of Securities.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Neither Driscoll Financial nor any of its employees are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither Driscoll Financial nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

President William R. Driscoll is also a licensed insurance agent. Approximately 20% of Mr. Driscoll's time is spent in these practices. From time to time, he will offer clients products or services from these activities.

These practices represent conflicts of interest because it gives William R. Driscoll an incentive to recommend products and services based on the commission or fees received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products or services through another insurance agent of their choosing.

In addition to his other business activity as an insurance agent, Mr. Driscoll may work as a non-public arbitrator for the Financial Industry Regulatory Authority (FINRA). Mr. Driscoll will serve as arbitrator in industry proceedings. There is no conflict of interest as no products or services are provided to clients.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

Driscoll Financial solicits the services of TPMs to manage client accounts. In such circumstances, Driscoll Financial receives solicitor fees from the TPM. Driscoll Financial acts as the liaison between the client and the TPM in return for an ongoing portion of the advisory fees charged by the TPM. Driscoll Financial is responsible for:

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

Clients placed with TPMs will be billed in accordance with the TPM's Fee Schedule which will be disclosed to the client prior to signing an agreement. When referring clients to a third party money manager, the client's best interest will be the main determining factor of Driscoll Financial.

These practices represent conflicts of interest because Driscoll Financial is paid a Solicitor Fee for recommending the TPM and may choose to recommend a particular TPM based on the fee Driscoll Financial is to receive. This conflict is mitigated by the fact that Driscoll Financial and its Investment Advisor Representatives have a fiduciary responsibility to act in the best interest of his clients. Clients are not required to accept any recommendation of TPMs given by Driscoll Financial and have the option to receive investment advice through other money managers of their choosing.

CLS Investments, LLC ("CLS")

CLS allows the client to select multiple strategies within a single custodial account. Strategies from multiple group can be included in an account, however, each strategy has a minimum and the allocation to that strategy must meet the minimum.

| <u>Strategy</u> | <u>Strategy Minimum</u> |
|-------------------------|--------------------------------|
| Tax Transition*..... | \$150,000 |
| ETF Strategies | |
| Core ETF | \$50,000 |
| Core Plus ETF | \$150,000 |
| ETF Managed Income..... | \$150,000 |
| ETF Protection | \$500,000 |
| Focused..... | \$50,000 |
| Master Manager | \$500,000 |
| AdvisorOne..... | \$0 |
| Mutual Funds..... | \$25,000 |
| Variable Annuities..... | \$25,000 |

*For non-qualified account only.

Fee Schedule

For the investment management services listed above, CLS will charge an advisory fee based on a percentage of asset under management by CLS. A portion of the advisory fee is paid out to Driscoll Financial and the remainder is retained by CLS. The annual advisory fee for assets invested in the Tax Transition strategy, ETF strategies, and Master Manager strategy listed above will be as follows:

| Assets Under Management | CLS Retained Portion | Driscoll Financial Retained Portion |
|--------------------------|----------------------|-------------------------------------|
| First \$50,000 | 0.75% | 0.65% |
| Next \$450,000 | 0.60% | 0.65% |
| Next \$500,000 | 0.55% | 0.60% |
| Assets above \$1,000,000 | 0.50% | 0.60% |

For the investment management services listed above, CLS will charge an advisory fee based on a percentage of asset under management by CLS. A portion of the advisory fee is paid out to Driscoll Financial and the remainder is retained by CLS. The annual advisory fee for assets invested in the AdvisorOne strategy listed above will be as follows:

| Assets Under Management | CLS Retained Portion | Driscoll Financial Retained Portion |
|--------------------------|----------------------|-------------------------------------|
| First \$50,000 | 0.00% | 1.25% |
| Next \$450,000 | 0.00% | 1.25% |
| Next \$500,000 | 0.00% | 1.00% |
| Assets above \$1,000,000 | 0.00% | 1.00% |

For asset placed in AdvisorOne strategies, CLS and its affiliates will earn fees directly from the AdvisorOne Funds for providing separate services to the Funds. The Affiliated Funds expenses are subject to fees of up to 1.15% which represents the highest amount of all direct operating expenses of the Affiliated Funds. Included in these operating expenses is the management fee CLS receives for managing the Affiliated Funds.

For the investment management services listed above, CLS will charge an advisory fee based on a percentage of asset under management by CLS. A portion of the advisory fee is paid out to Driscoll Financial and the remainder is retained by CLS. The annual

advisory fee for assets invested in the Mutual Fund strategy listed above will be as follows:

| Assets Under Management | CLS Retained Portion | Driscoll Financial Retained Portion |
|--------------------------|----------------------|-------------------------------------|
| First \$50,000 | 0.60% | 0.65% |
| Next \$450,000 | 0.45% | 0.65% |
| Next \$500,000 | 0.40% | 0.60% |
| Assets above \$1,000,000 | 0.35% | 0.60% |

For the investment management services listed above, CLS will charge an advisory fee based on a percentage of asset under management by CLS. A portion of the advisory fee is paid out to Driscoll Financial and the remainder is retained by CLS. The annual advisory fee for assets invested in the Variable Annuity Managed Strategy listed above will be as follows:

| Assets Under Management | CLS Retained Portion | Driscoll Financial Retained Portion |
|-------------------------------------|----------------------|-------------------------------------|
| Less than \$250,000 | 1.15% | 1.15% |
| \$250,000 but less than \$500,000 | 1.025% | 1.025% |
| \$500,000 but less than \$750,000 | 0.90% | 0.90% |
| \$750,000 but less than \$1,000,000 | 0.775% | 0.775% |
| \$1,000,000 or more | 0.65% | 0.65% |

Driscoll Financial's portion of the fee is negotiable. Fees are assessed quarterly in arrears based on the amount of the assets managed as of the end of the previous quarter. All management fees are withdrawn from the client's account unless otherwise noted. CLS will receive written authorization from the client to deduct advisory fees from their account held by a qualified custodian. CLS will pay Driscoll Financial their share of the fees. Driscoll Financial does not have access to deduct client fees. Clients may terminate their account within five business days of signing the investment advisory agreement with no obligation. For terminations after the initial five business days, CLS will be entitled to a pro-rata fee for the days service was provided in the final quarter. CLS will pay Driscoll Financial their portion of the final fee. Lower fees for comparable services may be available from other sources.

The Pacific Financial Group, Inc. (TPFG) - Firm SEC #801-18151

Driscoll Financial has entered into a Solicitor's Agreement with The Pacific Financial Group, Inc. TPFG provides investment advice to Clients based on risk assessment questionnaires and meetings designed to determine their goals and risk temperament.

Managed Strategists Program or Customized Portfolios. Client agrees to pay Driscoll Financial a fee for its investment management and other services, which will be determined and assessed as follows:

| Managed Strategists Program or Customized Portfolios | | |
|--|------------------------|--------|
| Assets Under Management | Service | Amount |
| \$0 and Up | TPFG Management Fee | 0.75% |
| | Driscoll Financial Fee | 0.75% |
| | Custodial Fee | 0.25% |
| | Total Annual Fee | 1.75% |

A Client Account that invests in Managed Strategists Program or Customized Portfolios is investing in Portfolios that consist solely of the Pacific Financial Group Mutual Funds (“New Pacific Funds”), a new Group of mutual funds managed by affiliate, Pacific Financial Group, LLC (“PFG”). As investment advisor to the New Pacific Funds, PFG receives investment management fees of up to 1.25% per year, paid by the Funds, for managing the investments of the Funds. Neither Driscoll Financial nor PFG receives any fees directly from the Client, for providing investment management services under this Agreement to the Client.

The management fees paid by the New Pacific Funds to affiliate, PFG, are accrued daily and paid monthly in arrears. The management fees paid to PFG for managing the investments of the New Pacific Funds’ may not include direct trading costs or the cost of custodial services. For custodial platforms that offer and engage PFG in a no-transaction fee (NTF) relationship, up to 0.50% cost is paid exclusively by PFG Prior to investing in any of the New Pacific Funds, the Client should consider carefully the investment objectives, risks, and charges and expenses of each of the New Pacific Funds. The Prospectus for the New Pacific Funds contains this and other important information, and should be read carefully before investing.

Variable Annuity, Variable Universal Life, Core Retirement Management and Separately Managed Accounts. For Variable Annuity, Variable Universal Life, Core Retirement Management and Separately Managed Accounts, Client agrees to pay Driscoll Financial a fee for services provided, which will be determined and assessed as follows:

| Variable Annuity, Variable Universal Life (“VUL”), Core Retirement Management and Separately Managed Accounts | | | |
|---|------------------------|------------------------|----------|
| Maximum Annual Fees: Paid by Client | | | |
| Total Assets | Total Annual Fee | Driscoll Financial Fee | TPFG Fee |
| \$0 to \$500,000 | 2.00% | 1.00% | 1.00% |
| \$500,001 to \$3,000,000 | 1.50% | .75% | .75% |
| \$3,000,001 to \$5,000,000 | 1.00% | .50% | .50% |
| \$5,000,001 to \$10,000,000 | .80% | .40% | .40% |
| \$10,000,001 and up | Subject to negotiation | | |

For Variable Annuity, VUL, Core Retirement Management and Separately Managed Accounts, Client pays fees to Driscoll Financial directly out of the Account that Driscoll Financial is managing, or from an unmanaged source such as a credit card or payment by check. Client will pay Driscoll Financial a fee for its investment management and other services, of which will be a percentage of the market value of all assets in the Account on the last trading day of each calendar quarter, per the fee schedule noted above, and billed in advance. All fees are calculated on a graduated basis; e.g. an account of \$1,000,000 would pay on an annualized basis a total fee, to Driscoll Financial, of 2.00% of the first \$500,000, and 1.50% of the second \$500,000. Driscoll Financial assesses a \$40.00 annual administrative fee (deducted at the rate of \$10.00 per quarter) on all Separately Managed and Variable Annuity Accounts. The above fee schedule may change and can be adjusted for any specific Client of Driscoll Financial. However, it will never be adjusted in such a way that requires any Client to pay an additional amount in fees to cover the services provided by Driscoll Financial, including any referral or solicitation fees. Withdrawal of fees from a variable annuity may constitute a taxable event, and a penalty may be imposed on fees withdrawn from Accounts where the Account holder is

under 59½ years of age. The fees paid by Client to Driscoll Financial, as listed above, may not include trading costs or the cost of custodial services. If applicable and approved by Driscoll Financial, reduced fees will be noted in the Custom Fee Arrangement section of the Amendment.

In any partial calendar quarter, the fees paid by the Client to Driscoll Financial will be prorated based on the number of calendar days that the Account was open during the quarter. Client understands that all Account assets not deemed “unsupervised” on Driscoll Financial’s quarterly published “Portfolio Appraisal” will be included in calculating the value of the Account for purposes of computing Driscoll Financial’s fees. The same assets will also be subject to additional advisory and other fees and expenses, as set forth in the prospectuses of the funds and variable annuities held in Client’s Account. These fees and expenses charged by funds and variable annuities in Client’s Account are ultimately borne, indirectly, by the Client.

Enhanced Portfolio & Investment Centre Program® (EPIC)

The Total TPFG Fees, paid by the Client to TPFG, other than as provided for below, shall consist of the Program Fee, retained by TPFG, and the Financial Professional Fee, paid by TPFG to Driscoll Financial. The Total TPFG Fees are a percentage of the market value of all Assets in the Account on the last trading day of each calendar quarter, per the fee schedule noted below, and billed in advance. In any partial calendar quarter, the Total TPFG Fees will be prorated based on the number of calendar days that the Account was open during the quarter. Client understands that all Account Assets not deemed “unsupervised” will be included in calculating the value of the Account for purposes of computing the Total TPFG Fees. Client authorizes the Custodian to deduct from the Account and pay to TPFG the Total TPFG Fees for each calendar year quarter. Client understands that TPFG may need to liquidate securities to raise requisite funds to pay the Total TPFG Fees. TPFG will send to the Custodian and the Client a statement showing the amount of the Total TPFG Fees due. The statement sent to the Client will also include the Account value on which the fees were based and how the fees were calculated. It is the responsibility of the Client to verify the accuracy of the fee calculation when Client receives the statement. The Custodian will send Client a monthly or quarterly statement (depending on the custodian) showing all amounts paid from the Account, including the Total TPFG Fees paid by Custodian to TPFG. The maximum annual Total TPFG Fees is outlined in the table below. The fee schedule below may change and can be adjusted for any specific client of TPFG. However, it will never be adjusted in such a way that requires any client to pay a Financial Professional Fee that exceeds the Maximum Financial Professional Fee paid to Driscoll Financial set forth below.

| Total Assets | Total Annual Fee | Driscoll Financial Fee | TPFG Fee |
|----------------------------|------------------|------------------------|----------|
| Up to \$250,000 | 1.95% | Up to 1.5% | .45% |
| \$250,001 to \$500,000 | 1.95% | Up to 1.5% | .45% |
| \$500,001 to \$1,000,000 | 1.95% | Up to 1.5% | .45% |
| \$1,000,001 to \$2,000,000 | 1.95% | Up to 1.5% | .45% |
| \$2,000,001 and up | 1.95% | Up to 1.5% | .45% |

Strategist Fee. Certain Strategists may charge the Client a separate fee (the “Strategist Fee”) for managing a Model Portfolio or SMA. For each such Model Portfolio or SMA, the amount of the annual Strategist Fee shall not exceed 1.00% of the Client’s Assets invested in the Strategist’s Model Portfolio or Separately Managed Account (“SMA”). The Strategist Fee shall be: (i) based on the period of time the Client’s Assets were invested

in the Model Portfolio or SMA; (ii) collected by TPFPG, on behalf of the Strategist, from the Client's Account, each quarter, in advance; (iii) computed and charged to the Client's Account in the same manner as the Total TPFPG Fees; and (iv) after collected by TPFPG, paid by TPFPG to the Strategist. Client understands that TPFPG may need to liquidate securities to raise requisite funds to pay the Strategist Fee, on behalf of the Client. The amount of the annualized Strategist Fee shall be disclosed to Driscoll Financial and/or Client in a timely manner, and may be amended by the Strategist, upon providing Driscoll Financial and/or Client with no less than thirty (30) days' written notice.

AssetMark Inc.

AssetMark shall pay Driscoll Financial an ongoing, annual-rate compensation, referred to as the "Financial Advisors Fee" or "FA Fee" at rate of up to 1.50% as negotiated and agreed between the Client and Driscoll Financial.

This relationship will be disclosed to the client in each contract between Driscoll Financial and Third Party Money Manager. Driscoll Financial does not charge additional management fees for Third Party managed account services. Client's signature is required to confirm consent for services within Third Party Investment Agreement. Client will initial Driscoll Financial's Investment Advisory Agreement to acknowledge receipt of Third Party fee Schedule and required documents including Form ADV Part 2 disclosures.

The total fees charged by AssetMark will include the FA Fee in addition to the portfolio fees shown in the fee schedules below:

| Strategies | | | | | |
|--|--|----------------------------------|------------------------|---|--|
| | GuideMark/ Affiliated Mutual Fund ¹ | Third-Party MF ^{1,2} | Proprietary ETF, MF | Clark Fixed Income Total Return (FITR) ³ | Third-Party ETF, MF/ETF Blend ³ |
| <\$250K | 0% | .45% | .45% | .55% | .50% |
| \$250-\$500K | 0% | .40% | .40% | .40% | .35% |
| \$500-\$1M | 0% | .35% | .35% | .35% | .30% |
| \$1-\$2M | 0% | .30% | .30% | .33% | .28% |
| \$2-\$3M | 0% | .20% | .20% | .30% | .25% |
| \$3-\$5M | 0% | .20% | .20% | .25% | .20% |
| \$5M+ | 0% | .20% | .20% | .15% | .10% |
| Minimum | \$10,000 | \$25,000 | \$25,000 | \$25,000 | \$25,000 |
| Supplemental Strategist Fee | | | | Third-Party ETF, MF/ETF Blend ³ | |
| BlackRock MAI, JP Morgan Global Flexible | | | | .10% | |
| New Frontier, State Street, Black Rock RFI | | | | .20% | |
| Windham | | | | .40% | |
| Julex, Model Capital, WestEnd Advisors | | | | .50% | |
| Beaumont | | | | .65% | |

| Guided Portfolios | | | | |
|--|---|------------|--------------|-------------------|
| | GPS Fund Strategies ⁴ / Guided Income Solutions | Clark FITR | GPS Select | Custom GPS Select |
| <\$250K | 0% | .55% | .65% | .65% |
| \$250-\$500K | 0% | .55% | .65% | .65% |
| \$500-\$1M | 0% | .50% | .60% | .60% |
| \$1-\$2M | 0% | .45% | .55% | .55% |
| \$2-\$3M | 0% | .35% | .45% | .45% |
| \$3-\$5M | 0% | .30% | .40% | .40% |
| \$5M+ | 0% | .25% | .35% | .35% |
| Minimum | \$10,000 - \$50,000 | \$250,000 | \$50K-\$100K | \$250,000 |
| Supplemental Strategist Fee | | | | Custom GPS Select |
| Savos US Risk Controlled | | | | .10% |
| Savos GMS, Savos PMP, Windham | | | | .20% |
| Julex, Model Capital, WestEnd Advisors | | | | .30% |
| Beaumont | | | | .40% |

| Separately Managed Accounts | | |
|------------------------------------|---|-------------|
| | Parametric Custom Portfolios ⁵ | Custom |
| <\$250K | .75% | 1.05% |
| \$250-\$500K | .75% | 1.05% |
| \$500-\$1M | .75% | .99% |
| \$1-\$2M | .70% | .94% |
| \$2-\$3M | .70% | .90% |
| \$3-\$5M | .70% | .85% |
| \$5M+ | .60% | .75% |
| Minimum | \$250K-\$750K | \$500K-\$1M |

| Supplemental Manager Fee | Equity/Balanced | Custom |
|--------------------------|-----------------|--------|
| William Blair | | .05% |
| City National Rochdale | | .15% |

| Separately Managed Accounts-Fixed Income | | | |
|---|--|--|----------------------------------|
| | Third-Party Laddered Fixed Income ⁵ | Proprietary Laddered Fixed Income ⁵ | Active Fixed Income ⁵ |
| <\$250K | .31% | .20% | .30% |
| \$250-\$500K | .31% | .20% | .30% |
| \$500-\$1M | .31% | .20% | .25% |
| \$1-\$2M | .26% | .15% | .20% |
| \$2-\$3M | .26% | .15% | .20% |
| \$3-\$5M | .26% | .15% | .20% |
| \$5M+ | .26% | .15% | .20% |
| Minimum | \$125,000 - \$250,000 | \$25,000 | \$25K-\$250K |
| Supplemental Manager Fee | | | Active Fixed Income ⁶ |
| Clark Capital (Tax and Tax-Free) | | | .20% |
| Nuveen | | | .35% |

| Savos | | | |
|--------------|--------------|----------|--------------------|
| | Preservation | GMS/PMP | US Risk Controlled |
| <\$250K | .75% | 1.00% | .90% |
| \$250-\$500K | .50% | .80% | .75% |
| \$500-\$1M | .50% | .75% | .70% |
| \$1-\$2M | .45% | .70% | .65% |
| \$2-\$3M | .45% | .70% | .65% |
| \$3-\$5M | .40% | .70% | .65% |
| \$5M+ | .30% | .60% | .55% |
| Minimum | \$25,000 | \$25,000 | \$25,000 |

| Administrative Accts/Individual Third-Party MFs | | |
|--|---|----------------|
| | General Securities ⁵ or Custodial Sweep ⁶ | Individual MFs |
| <\$250K | 0% | .25% |
| \$250-\$500K | 0% | .15% |
| \$500-\$1M | 0% | .10% |
| \$1-\$2M | 0% | .10% |
| \$2-\$3M | 0% | .10% |
| \$3-\$5M | 0% | .10% |
| \$5M+ | 0% | .10% |
| Minimum | \$10,000 | \$10,000 |

INVESTMENT FIRMS BY CATEGORY

| Strategies | | | | Guided Portfolios |
|--|--|---|---|---|
| GuideMark ^{1,8} / Altegris Mutual Fund ¹ | Third-Party MF ^{1,2} | Proprietary ETF, MF ⁷ | Third-Party ETF, InstitutionalMF ³ | Custom GPS Select |
| Altegris, Litman Gregory ⁹ , New Frontier ⁹ , Global GuideMark [®] Market Blend ⁹ , US GuideMark [®] Market Blend ⁹ , Individual GuidePath [®] Funds, GuideMark [®] Funds | Alpha Simplex, DoubleLine, Eaton Vance, JP Morgan Global Standard, JP Morgan Absolute Return, JP Morgan Multi- Asset Income, Litman Gregory | Aris Asset Builder, Aris Income Builder, Aris Personal Values, AssetMark Market Dimensions Portfolios, AssetMark Wealth Builder SM , Market Blend ETF Portfolios | American Funds, Beaumont, BlackRock MAI, BlockRock RFI, JP Morgan Global Flexible, Julex, Model Capital, New Frontier, State Street, Windham, WestEnd Advisors | All strategists (plus Savos UMA Strategies) in the Strategies table are available for both Custom GPS Select and Multiple Strategy Accounts |

| Separately Managed Accounts | Separately Managed Accounts-Fixed Income ¹⁰ | | | Individual Mutual Funds |
|---|--|--|--|-----------------------------------|
| Custom | Active Fixed Income ⁵ | Proprietary Laddered Fixed Income ^{5,7} | Third-Party Laddered Fixed Income ⁵ | |
| Aris Custom High Net Worth, City National Rochdale, Clark Capital Personalized UMA, William Blair | Clark Capital Taxable Fixed Income, Nuveen, Savos | Savos | Eaton Vance | AQR, DoubleLine, Neuberger Berman |

¹Mutual Funds used within these strategies are primarily comprised of NTF (No Transaction Fee) Funds including A share and retail share classes

²Third-Party Mutual Fund Strategies are also charged \$37.50 per quarter. At some custodians, this is charged as a Custody Fee, while at other custodians it is charged as a Platform Administrative Fee.

³Annual Minimum Platform Fee: \$350 (this fee is waived on American Funds, JP Morgan Global Flexible and Multiple Strategy Accounts)

⁴GPS Fund Strategies fees waived for proprietary and affiliated mutual funds

⁵Transaction-based fees at custodians

⁶Custodial sweep or money market fund selected by AssetMark

⁷Proprietary solution types refer to those offered by AssetMark, Savos or Aris

⁸AssetMark is the investment adviser to the GuideMark® Funds

⁹This strategy contains GuideMark® mutual funds

¹⁰Custom and Fixed Income = Individually Managed Account

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

Code of Ethics Description

The employees of Driscoll Financial have committed to a Code of Ethics (“Code”). The purpose of our Code is to set forth standards of conduct expected of Driscoll Financial employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of Driscoll Financial. The Code reflects Driscoll Financial and its supervised persons’ responsibility to act in the best interest of their client.

One area which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

Driscoll Financial's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of Driscoll Financial may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Driscoll Financial's Code is based on the guiding principle that the interests of the client are our top priority. Driscoll Financial's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Driscoll Financial and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Driscoll Financial and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as trading ahead of client transactions, employees are required to disclose all reportable securities transactions as well as provide Driscoll Financial with copies of their brokerage statements.

The Chief Compliance Officer of Driscoll Financial is William R. Driscoll. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Driscoll Financial does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide Driscoll Financial with copies of their brokerage statements.

The Chief Compliance Officer of Driscoll Financial is William R. Driscoll. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Driscoll Financial may recommend the use of a particular broker-dealer such as TD Ameritrade Institutional, a Division of TD Ameritrade, Inc., Member FINRA/SIPC or may utilize a broker-dealer of the client's choosing. Driscoll Financial will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Driscoll Financial relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Driscoll Financial.

Driscoll Financial participates in the TD Ameritrade Institutional program. TD Ameritrade, Inc. ("TD Ameritrade") is an independent SEC-registered broker-dealer and is not affiliated with Driscoll Financial. TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Driscoll Financial receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 14).

- *Directed Brokerage*
Driscoll Financial does not allow directed brokerage.
- *Best Execution*
Investment advisors who manage or supervise client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.
- *Soft Dollar Arrangements*
The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by Driscoll Financial from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, Driscoll Financial receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of Driscoll Financial. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when Driscoll Financial receives soft dollars. This conflict is mitigated by the fact that Driscoll Financial has a fiduciary responsibility to act in the best interest of its clients and the services received are beneficial to all clients.

Aggregating Securities Transactions for Client Accounts

Driscoll Financial is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of Driscoll Financial. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed quarterly by the Chief Compliance Officer of Driscoll Financial. Account reviews are performed more frequently when market conditions dictate. Financial Plans are considered complete when recommendations are delivered to the client and a review is done only upon request of client.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive account statements no less than quarterly for managed accounts. Account statements are issued by Driscoll Financial's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

As disclosed under Item 12 above, Driscoll Financial participates in TD Ameritrade's institutional customer program and Driscoll Financial may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Driscoll Financial's participation in the program and the investment advice it gives to its Clients, although Driscoll Financial receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Driscoll Financial participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate 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; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Driscoll Financial by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by Driscoll Financial's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Driscoll Financial but may not benefit its Client accounts. These products or services may assist Driscoll Financial in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Driscoll Financial manage and further develop its business enterprise. The benefits received by Driscoll Financial or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Driscoll Financial endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Driscoll Financial or its related persons in and of itself creates a conflict of interest and may indirectly influence the Driscoll Financial's choice of TD Ameritrade for custody and brokerage services.

Advisory Firm Payments for Client Referrals

If a Client is introduced to Driscoll Financial by either an unaffiliated or an affiliated solicitor (herein "Solicitor"), Driscoll Financial may pay the Solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act as well as any applicable state securities regulations. Referral fees are paid solely from Driscoll Financial's investment management fee and do not result in any additional charges or higher fees to the Client. The Solicitor will provide the Client with a copy of Driscoll Financial's Disclosure Brochure along with a Solicitor's Disclosure Statement containing the terms and conditions of the solicitation arrangement including compensation.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance report statements prepared by Driscoll Financial.

Driscoll Financial is deemed to have constructive custody solely because advisory fees are directly deducted from client's accounts by the custodian on behalf of Driscoll Financial.

Item 16: Investment Discretion

Discretionary Authority for Trading

Asset management services can be provided on a "discretionary" basis. When Driscoll Financial is engaged to provide asset management services on a discretionary basis, Driscoll Financial will monitor Client accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to Client investments, Driscoll Financial will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. Client may receive, at their request, written or electronic confirmations from your account custodian after any changes are made to their account. Clients will also receive quarterly statements from their account custodian. Clients engaging us on a discretionary basis will be asked to

execute a Limited Power of Attorney (granting Driscoll Financial discretionary authority over the Client accounts) as well as an investment management agreement that outlines the responsibilities of both the Client and Driscoll Financial. However, Driscoll Financial consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

Driscoll Financial generally recommends that Clients utilize TD Ameritrade Institutional to act as the broker-dealer/custodian for their accounts.

Item 17: Voting Client Securities

Proxy Votes

Driscoll Financial does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. Driscoll Financial will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because Driscoll Financial does not serve as a custodian for client funds or securities and Driscoll Financial does not require prepayment of fees of more than \$500 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Driscoll Financial has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither Driscoll Financial nor its management has had any bankruptcy petitions in the last ten years.

Item 19: Requirements for State Registered Advisors

Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

None to report.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

William R. Driscoll, MBA, CFP[®], CLU[®]

DRISCOLL FINANCIAL
FINANCIAL SOLUTIONS. SIMPLIFIED.

Office Address:

One Park Place, Suite 2, Unit C,
11 Memorial Drive,
Plymouth MA 02360

Tel: 508-830-9970
Fax: 508-830-9976

Email: Bill@BillDriscoll.com

Website: www.BillDriscoll.com

This brochure supplement provides information about William R. Driscoll and supplements Driscoll Financial's brochure. You should have received a copy of that brochure. Please contact William R. Driscoll if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about William R. Driscoll (CRD #2894833) is available on the SEC's website at www.adviserinfo.sec.gov.

MARCH 5, 2019

Brochure Supplement (Part 2B of Form ADV) Supervised Person Brochure

Principal Executive Officer

William R. Driscoll, MBA, CFP®, CLU®

- Year of birth: 1958
-

Item 2 Educational Background and Business Experience

Educational Background:

| | |
|------|--|
| 1988 | Babson College Masters of Business Administration in Management |
| 1976 | Boston College Bachelors of Arts in History |

Business Experience:

| | |
|--------------------|--|
| 11/2016 to Present | William Driscoll Insurance, Inc. dba Driscoll Financial Investment Advisor Representative |
| 01/1993 to Present | William Driscoll Insurance, Inc. President/Insurance Agent |
| 01/2015 to Present | FINRA Non-Public Arbitrator |
| 02/2011 to 12/2016 | IC Advisory Services, Inc. Investment Advisor Representative |
| 02/2011 to 12/2016 | The Investment Center, Inc. Registered Representative |
| 03/2004 to 02/2011 | QA3 Financial LLC Investment Advisor Representative |
| 03/2004 to 02/2011 | QA3 Financial Corp. Registered Representative |

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients. CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Chartered Life Underwriter (CLU®): Chartered Life Underwriter is a designation granted by the American College. CLU® designation requirements:

- Successfully complete CLU® coursework: five required and three elective courses.
- Meet the experience requirements: Three years of business experience immediately preceding the date of the use of the designation are required. An undergraduate or graduate degree from an accredited education institution qualifies as one year of business experience.
- Take the Professional Ethics Pledge.
- When you achieve the CLU® designation, you must complete 30 hours of continuing education credit every two years.

Item 3 Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Item 4 Other Business Activities

President William R. Driscoll is also a licensed insurance agent. Approximately 20% of Mr. Driscoll's time is spent in these practices. From time to time, he will offer clients products or services from these activities.

These practices represent conflicts of interest because it gives William R. Driscoll an incentive to recommend products and services based on the commission or fees received. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products or services through another insurance agent of their choosing.

In addition to his other business activity as an insurance agent, Mr. Driscoll may work as a non-public arbitrator for the Financial Industry Regulatory Authority (FINRA). Mr. Driscoll will serve as arbitrator in industry proceedings. There is no conflict of interest as no products or services are provided to clients.

Item 5 Additional Compensation

Mr. Driscoll receives additional compensation in his capacities as a licensed insurance agent, but he does not receive any performance based fees.

Item 6 Supervision

Since Mr. Driscoll is the sole owner of William Driscoll Insurance, Inc. he is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Item 7 Requirements for State-Registered Advisors

Arbitration Claims: None to report.

Self-Regulatory Organization or Administrative Proceeding: None to report.

Bankruptcy Petition: None to report.