

## Item 1. Cover Page

# Form ADV Part 2A Big Cedar Investment Advisors, LLC Firm Brochure January 2017

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This brochure provides information about the qualifications and business practices of Big Cedar Investment Advisors, LLC. If you have any questions about the contents of this brochure, please contact Gregg Tushaus, Chief Executive Officer by telephone at (414) 477-3577 or by email at [gregg.tushaus@bigcedaradvisors.com](mailto:gregg.tushaus@bigcedaradvisors.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Big Cedar Investment Advisors, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching CRD#: 281788.

Big Cedar Investment Advisors, LLC is a Registered Investment Advisor. Registration as an Investment Advisor does not imply any level of skill or training. This disclosure document is designed to grant current clients as well as potential clients the opportunity to carefully read and establish an understanding of the various investment advisory services that are offered and the respective fees and expenses of those services. The information contained in this document is important to the conduct of both parties entering an advisory contract. While investment advisors have a fiduciary duty to put the needs of clients before their own, clients likewise have a duty to investigate and maintain a basic understanding of the services offered by the Advisor. We hope this document serves as a leading educational tool to aid clients and prospective clients in understanding how Big Cedar Investment Advisors, LLC conducts investment advisory services.

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## **Item 2. Material Changes**

There have been no material changes in the services provided by Big Cedar Investment Advisors, LLC over the last year. In the future, this portion of the brochure will discuss specific material changes that are made to the brochure and provide clients with a summary of such changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Additional information about Big Cedar Investment Advisors, LLC is also available via the SEC web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC web site also provides information about any persons affiliated with Big Cedar Investment Advisors, LLC who are registered as investment adviser representatives of Big Cedar Investment Advisors.

This is our annual amended brochure. Changes include modifying Big Cedar Investment Advisors custodian recommendation to TD Ameritrade Institutional and modifying assets under management.

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## **Item 4. Advisory Business**

Big Cedar Investment Advisors, LLC (hereafter “Big Cedar Investment Advisors”), formed in 2015, is a Limited Liability Company organized in the State of Wisconsin. Big Cedar Investment Advisors is Registered Investment Advisor with the State of Wisconsin. The firm is owned by Gregg Tushaus, Chief Executive Officer.

Big Cedar Investment Advisors is a fee-based investment adviser that offers Portfolio Management Services and Financial Planning Services. Areas of service include asset allocation, investment selection, retirement planning, college funding and employee benefits and qualified plan subaccount analysis. Engagements are limited in scope based on the client’s unique circumstances.

Our mission is to meet the financial needs of the individuals, families, and institutions that we serve through individualized investment advice, customized investment portfolios and personalized service. The advisor gathers financial data including the client’s goals, circumstances, resources, financial condition and risk tolerance. The adviser then prepares and delivers strategy, analysis and recommendations to the client for meeting their financial goals through the use of financial investments.

Upon the client’s agreement to the investment strategy, the client signs an Investment Advisor Agreement, which serves as the contract between the client and advisor, specifying the precise nature of services to be rendered by advisor and fees to be paid by the client. Clients may impose restrictions on investing in certain securities or types of securities.

Big Cedar Investments Advisors clients are advised to notify Big Cedar Investments Advisors if there are ever any changes in their financial situation or investment objectives.

### **Portfolio Management Services**

If the client elects Portfolio Management Services, the client has the choice of whether the portfolio management is performed on a discretionary or non-discretionary basis. Big Cedar Investment Advisors primarily seeks to manage client accounts on a discretionary basis, but also offer non-discretionary management services to those clients that choose to enter their own transactions.

Whether discretionary or non-discretionary, Big Cedar Investment Advisors evaluates the client’s financial condition and risk tolerance in order to tailor its securities recommendations to meet the client’s investment objectives and individual needs.

Big Cedar Investment Advisors makes ongoing recommendations primarily involving exchange-listed stocks, mutual funds, index funds, exchange-traded funds (ETFs), stock options, and bonds. Big Cedar Investment Advisors may recommend investments in private placement offerings when appropriate. Big Cedar Investment Advisors does not use margin or leveraged products. Given that the market affects the value of these securities, the advisor will monitor client accounts on a regular basis so that it may make any necessary transactions in discretionary accounts or make any necessary recommendations to clients in non-discretionary accounts.

The client may make additions to and withdrawals from the account at any time. Clients may withdraw account assets on notice to Big Cedar Investment Advisors, subject to securities settlement procedures. The adviser designs portfolios as long-term investments and assets withdrawals may impair the achievement of a client's investment objectives.

Additions may be in cash or securities and clients are advised to consult the advisor about the options and ramifications of transferring securities. Clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level fees (i.e. contingent deferred sales charge) and/or tax ramifications.

The securities mentioned above reflect a broad range of investment risk, including some securities that entail high degrees of risk, such as stock options. Private placement offerings also involve a high degree of risk that may not be suitable for the average investor.

Big Cedar Investment Advisors does not provide any “wrap programs” (programs that bundle brokerage and advisory services under a single comprehensive fee) so all securities recommended by Big Cedar Investment Advisors may include additional transaction charges by the client’s broker-dealer/custodian separate from Big Cedar Investment Advisors advisory fees.

Clients may impose restrictions on investing in certain securities or types of securities. Clients have the right to place a restriction on their account that would not allow the use of leveraged investments in their portfolio. That restriction request must be performed in writing. However, this restriction would not require the advisor to know how the individual fund invests internally. Many mutual funds use options, futures and derivative instruments to invest public clients’ assets. This restriction would merely cause the advisor to stay away from funds that market an investment strategy that is designed to amplify the returns of an index in a leveraged fashion.

### **Discretionary Portfolio Management**

For discretionary accounts, the client will grant Big Cedar Investment Advisors limited trading authority (discretionary authority) in the client’s brokerage account by executing the appropriate documents with the client’s broker-dealer/custodian. The discretionary authority allows Big Cedar Investment Advisors to enter securities transactions on the client’s behalf, determining which securities and the amount of securities to buy or sell. Clients will be notified of all transactions by trade confirmations from their broker-dealer/custodian.

Big Cedar Investment Advisors will also request the client provide written authorization to allow Big Cedar Investment Advisors to automatically deduct its advisory fee from the client’s account (discussed at greater length in the “Fees and Compensation” section of this Firm Brochure). However, Big Cedar Investment Advisors will not have the authority to make any other withdrawals from the client’s account(s) under management.

Big Cedar Investment Advisors recommends the client grant discretionary authority to Big Cedar Investment Advisors so that it may execute recommendations in a timely fashion, but clients should always review their brokerage account statements to verify the trading activity and withdrawals that occur in their account(s). Big Cedar Investment Advisors recommends a broker-dealers (See Item 12).

### **Non-Discretionary Portfolio Management**

For non-discretionary accounts, Big Cedar Investment Advisors will prepare securities recommendations as it does for discretionary accounts, but will provide these recommendations to the client directly so that the client may enter the transaction on their own.

Since Big Cedar Investment Advisors recommends clients grant it discretionary authority, Big Cedar Investment Advisors anticipates very little of its Portfolio Management Services to be rendered on a non-discretionary basis.

Since Big Cedar Investment Advisors merely recommends securities transactions for non-discretionary accounts, clients should take measures to ensure that recommendations are executed in a timely fashion and should review their account(s) to ensure that transactions were entered properly. Big Cedar Investment Advisors recommends a broker-dealers (See Item 12).

### **Financial Planning Services**

If the client elects Financial Planning Services, Big Cedar Investment Advisors may extend the initial consultation to include discussions necessary to begin creating a financial plan or may arrange a follow-up meeting to review additional information about the client's finances. In any case, the client will have the choice to:

- (a) Consult with Big Cedar Investment Advisors on the client's overall financial situation and obtain a comprehensive, written financial plan; or
- (b) Consult with Big Cedar Investment Advisors on a specific topic or an individual security.

As the Comprehensive Financial Plan option would include the opportunity to discuss any specific topic or any individual security, Big Cedar Investment Advisors recommends this option for all new clients. For returning clients that need to consult with Big Cedar Investment Advisors on a specific topic or individual security, they can do so during an Annual Financial Plan Review or engage Big Cedar Investment Advisors for a Separate Financial Planning Consultation.

### **Comprehensive Financial Plan**

Big Cedar Investment Advisors will review all aspects of the client's finances to prepare a written financial plan that makes comprehensive recommendations to help the client meet their financial objectives. These areas of analysis include: overall asset allocation, securities recommendations, insurance needs, mortgage planning, consumer debt, retirement planning, college planning, trust & estate planning, savings & budgeting, and tax planning.

Big Cedar Investment Advisors will compile this financial information and use it to construct a Comprehensive Financial Plan tailored to the client's specific financial situation. The written financial plan will typically be constructed within a month, but will never take longer than six months.

Clients can execute the Comprehensive Financial Plan on their own or Big Cedar Investment Advisors can assist in implementation. If Portfolio Management Services are recommended in the Comprehensive Financial Plan, clients may engage Big Cedar Investment Advisors for those Portfolio Management Services as described above.

### **Annual Financial Plan Review**

As financial conditions or objectives change over time, clients should engage Big Cedar Investment Advisors to review their financial plan annually. Largely, this review confirms the client's financial information is accurate, evaluates whether the financial plan is reaching its goals, and makes any revisions needed. However, at this annual review, clients may also raise new objectives or discuss other financial topics of their choice. If clients experience life-changing events, they may initiate an Annual Financial Plan Review earlier than the typical annual time frame.

### **Separate Financial Planning Consultation**

If clients need to consult with Big Cedar Investment Advisors outside of the initial consultation(s) that led to their Comprehensive Financial Plan and before their Annual Financial Plan Review, clients may engage Big Cedar Investment Advisors on an as-needed basis. Big Cedar Investment Advisors is available through

a Separate Financial Planning Consultation to make changes to a Comprehensive Financial Plan, discuss a specific financial topic, or evaluate a specific securities investment.

As of January, 2017, Big Cedar Investment Advisors manages \$24 million in assets on a discretionary basis and \$0 on a non-discretionary basis.

## **Item 5. Fees and Compensation**

### **Portfolio Management Services Fees**

Whether Portfolio Management Services are performed on a discretionary or non-discretionary basis, Big Cedar Investment Advisors charges the same management fee based on a percentage of assets under management. The percentage of assets charged per year (annum) is listed in the following table by assets level. Fees are negotiable and may vary from client to client. Fees are quoted in advance and must be accepted by client prior to service commencement. Client signature on the client agreement acknowledges fee acceptance by client.

<b>Net Assets Under Management</b>	<b>Annual Fee</b>
\$0 to \$1,000,000	1.60%
\$1,000,001 to \$2,500,000	1.40%
\$2,500,001 to \$5,000,000	1.20%
\$5,000,001 to \$10,000,000	1.00%
\$10,000,001 to \$25,000,000	0.80%
Over \$25,000,000	0.60%

Big Cedar Investment Advisors charges the above management fee at the end of each calendar quarter. As the management fees are charged in arrears, Big Cedar Investment Advisors does not offer refunds as services have already been performed. For the first quarter a client engages Big Cedar Investment Advisors or if a client terminates the service during the quarter, the fee will be prorated for only those days that Big Cedar Investment Advisors rendered its services.

For clients that provide written authorization to their broker-dealer/custodian, Big Cedar Investment Advisors will arrange to have its management fee automatically deducted from the client's brokerage account. In this case, the client's broker-dealer/custodian will send statements, at least quarterly, to the client that will reflect the advisory fee paid to Big Cedar Investment Advisors, but the client should verify the accuracy of fees paid. Big Cedar Investment Advisors requests all clients allow for the direct deduction of fees, but for those clients that do not, Big Cedar Investment Advisors will send directly to the client an invoice for Big Cedar Investment Advisors fees. This invoice will require payment within 15 days after the mailing date on the invoice.

In rendering non-discretionary services, Big Cedar Investment Advisors makes recommendations only. The client may implement these recommendations through a licensed securities broker-dealer.

### **Financial Planning Services Fees**

For Comprehensive Financial Plans and Annual Financial Plan Reviews, Big Cedar Investment Advisors charges a fixed fee; however, for Separate Financial Planning Consultations, Big Cedar Investment Advisors charges an hourly fee.

<b>Financial Planning Service</b>	<b>Fee Type and Amount</b>
Comprehensive Financial Plan	\$2,500 fixed fee
Annual Financial Plan Review	\$1,000 fixed fee
Separate Financial Planning Consultations	\$200 hourly fee

Big Cedar Investment Advisors may negotiate its fixed fee amount for Comprehensive Financial Plans based on the complexity of the financial plan. Additionally, Big Cedar Investment Advisors may offer discounts to select friends, employees and family. The final amount will be specified in the Investment Advisory Agreement.

The fixed fees for Annual Financial Plan Reviews and the hourly rate for Separate Financial Planning Consultations are non-negotiable. If the Annual Financial Plan Review or Separate Financial Planning Consultation finds that a new Comprehensive Financial Plan needs to be prepared and clients engage Big Cedar Investment Advisors to do so, clients will be charged for a new Comprehensive Financial Plan minus either the fee paid for the Annual Financial Plan Review or the total hourly fees charged for the Separate Financial Planning Consultation.

Big Cedar Investment Advisors charges the above financial planning fees upon delivery of the Comprehensive Financial Plan or the Annual Financial Plan Review. Hourly fees are charged at the conclusion of the Separate Financial Planning Consultation. As all the financial planning fees are charged in arrears, Big Cedar Investment Advisors does not offer refunds as services will have already been performed. If a client chooses to terminate Financial Planning Services before the product is delivered or service is complete, Big Cedar Investment Advisors will charge a prorated amount for the work completed and will deliver any work product completed.

If Financial Planning clients have been recommended Portfolio Management Services and provide written authorization to their broker-dealer/custodian so that Big Cedar Investment Advisors can deduct its management fees directly from their brokerage account, those clients may also opt to have their financial planning fees deducted from their brokerage account as well. In that case, the client's broker-dealer/custodian will send statements, at least quarterly, to the client that will reflect the advisory fees paid to Big Cedar Investment Advisors, but the client should verify the accuracy of fees paid.

Otherwise, Big Cedar Investment Advisors will include an invoice upon delivery of the Comprehensive Financial Plan or Annual Financial Plan Review or at the conclusion of the Separate Financial Planning Consultation. This invoice will require payment within 15 days after delivery.

### **Other Compensation**

Cedar Investment Advisors has no direct relationship with any custodian or brokerage firm. Neither Big Cedar Investment Advisors nor any of its Investment Advisor Representative accepts any compensation for the sale of securities or other investment products.

Big Cedar Investment Advisors management programs are not considered “wrap fee program” in that clients are responsible for paying any and all transaction costs, including, but not limited to customary ticket charges, postage and service fees and annual maintenance fees that may be issued by the custodians. Clients will pay the following separately incurred expenses, which we do not receive any part of: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund’s prospectus (i.e., fund management fees and other fund expenses). The client or advisor may terminate the advisory agreement at any time upon thirty (30) days written notice.

## **Item 6. Performance-Based Fees and Side-By-Side Management**

Big Cedar Investment Advisors does not charge performance-based fees (fees based on gains) and so none of its clients’ accounts are managed side-by-side any performance-based accounts.

## **Item 7. Types of Clients**

Big Cedar Investment Advisors will provide advisory services to various types of clients, including:

**Individuals:** Big Cedar Investment Advisors clients provides individuals seeking financial planning and portfolio management services for their personal accounts. While Financial Planning Services can be provided regardless of account values, Portfolio Management Services will be restricted to individual accounts (or multiple accounts in one household) with a minimum value of \$200,000. Note: Big Cedar Investment Advisors may waive the minimum for select friends and family.

**Individual Accredited Investors:** Big Cedar Investment Advisors provides advisory services to individual accredited investors seeking portfolio management services especially individual accredited investors interested in angel investing, super angel investing and private placement. Portfolio Management Services will be restricted to individual accredited investors with a minimum asset value of \$5,000,000.

**Family Offices:** Big Cedar Investment Advisors provides advisory services to family offices seeking portfolio management services for their organization’s interests especially family offices interested in private placement. Portfolio Management Services will be restricted to family offices with a minimum asset value of \$10,000,000.

**Non-Profits Endowments, Trust and Foundations:** Big Cedar Investment Advisors provides advisory services to non-profits seeking financial planning or portfolio management services for their organization’s interests. While services can be performed for non-profits with any amount of assets, Portfolio Management Services will be restricted to non-profits with a minimum asset value of \$500,000. Note: Big Cedar Investment Advisors may waive the minimum for select non-profits at Big Cedar Investment Advisors discretion.

*Accredited” investors are individual net worth of any natural person, or joint net worth with the spouse of that person, at the time of purchase, is more than \$1,000,000 [as such amount is adjusted periodically by rule of the Commission], excluding the value of the primary residence of such natural person.*

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis**

For Financial Planning Services, Big Cedar Investment Advisors analyzes the client's financial goals and objectives, income and spending, savings and investments, risks and insurance needs, asset allocation, and tax implications. This analysis seeks to ensure that the client's needs are addressed while making progress toward their financial goals and objectives.

For Portfolio Management Services, Big Cedar Investment Advisors investment process is based on objective research and rational investment methodology. We do not believe in market timing. The tenets of our management are as follows: 1) remain independent and objective at all times; 2) based on the weak form of modern portfolio theory using fundamental analysis in the selection of an individual securities; 3) utilize institutional cost structures and low cost investments wherever possible; 4) control risk through global diversification and modern portfolio theory; and 5) minimize taxes whenever possible.

Big Cedar Investment Advisors uses fundamental and technical analysis to determine the investments in a given portfolio.

In its fundamental analysis, Big Cedar Investment Advisors seeks to determine the intrinsic value of equities based on a thorough analysis of the fundamental business factors of the given stock(s) that includes analysis of financial statements, earnings, dividends, management structure, competitive advantages, product offerings, competitors and markets. This method of analysis evaluates the overall condition of the company (or companies in a mutual fund or ETF) to determine whether it is a sound investment. Asset allocation and security selection decisions may use, at Big Cedar Investment Advisors expense, research services and investment analysis services. Despite the fundamental analysis performed by Big Cedar Investment Advisors, any investment in securities carries market risk and investors may lose their principal investment.

In its technical analysis, Big Cedar Investment Advisors seeks to determine the future direction of prices through the study of past market data, primarily price and volume. This is done by charting the movement of investments to identify trends and patterns used in the selection of securities to purchase and price points to buy and sell. Big Cedar Investment Advisors uses a number of stock screeners and other software to chart and analyze the movement of various investments. Despite the technical analysis performed by Big Cedar Investment Advisors, any investment in securities carries market risk and investors may lose their principal investment.

### **Investment Strategies**

For Portfolio Management Services, the investment strategies used vary depending on the client's financial goals and risk tolerance. For example, clients seeking capital preservation with limited risk may be managed with passive strategies using fixed income products (e.g. bonds) and index funds whereas clients seeking growth with greater risk may be managed with active strategies using stocks, mutual funds, ETFs, and stock options. Portfolios are often diversified comprising of multiple asset categories and sectors.

Big Cedar Investment Advisors strategy includes examining trends within the economy which identify specific industries where investment opportunities may outperform general market indices. This strategy encompasses strengths and weaknesses; interest rate movement and demographics which may lead to a rational approach for over-or-under weighting broad sectors and specific industries. Big Cedar Investment Advisors strategy involves the selection of individual companies for equity investment within the sectors

and industries identified as attractive. The analysis of individual companies concentrates on company earnings potential, balance sheet strength, and management capabilities.

Big Cedar Investment Advisors follows company news, analyst reports from various sources and other news and research services in monitoring stocks held in portfolios. These sources may identify potential opportunities or problems for individual companies. Big Cedar Investment Advisors believes that defining a clear investment discipline is a major contributor to attractive longer-term investment performance. Equally important is the continued adherence to this strategy regardless of market cycle.

Risk of capital loss is primarily managed at the position level through a thorough understanding of each security's fundamental outlook and ongoing review of potential investment risks. The characteristics we seek in each investment underpin our effort to manage risk in that Big Cedar Investment Advisors generally looks for companies with broad market opportunities, quality balance sheets, well-regarded management teams, unique market positions and cash flow sufficient to fund growth. Big Cedar Investment Advisors aims to identify companies that are increasing earnings at an attractive pace, while trading at a discount either to the broader market or to the company's perceived relative growth prospects. This is an attempt to mitigate the risk of severe valuation compression resulting from a singular fundamental misstep.

The investment methodologies and investment strategies described above are not intended to be comprehensive. Big Cedar Investment Advisors executes investment strategies on behalf of individual and institutional investors, each with its own set of investment objectives, restrictions, tax considerations and risk tolerances. As such, Big Cedar Investment Advisors may modify a strategy to meet the specific needs of a client.

## **Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. Strategies that use options may entail additional risk as losses may exceed those seen in the underlying stock. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have. It is the client's responsibility to read and review the statements and provide feedback.

Strategies that include private placement offerings entail greater risk as these offerings have limited regulatory oversight, have less liquidity, and depend on the due diligence of the investor or investment adviser.

All investments have risks that are borne by the investor. Our investment approach manages risk. The terms listed below are not comprehensive to all potential investment risks and may not be applicable for all investment strategies. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a stock, bond, mutual fund or other security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

## **Item 9. Disciplinary Information**

Neither Big Cedar Investment Advisors nor any of its related persons (including management and Investment Advisor Representatives) have had any legal or disciplinary events in their past. Clients and prospective clients can always view the CRD records (registration records) for Big Cedar Investment Advisors or any of its Investment Advisor Representatives through the SEC's Investment Adviser Public Disclosure (IAPD) website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or through FINRA's BrokerCheck database online at [www.finra.org/brokercheck](http://www.finra.org/brokercheck) if the Investment Advisor Representative is also a broker-dealer agent. The CRD number for Big Cedar Investment Advisors is 281788 and the CRD numbers for management and Investment Advisor Representatives are listed alongside their biographical information in the accompanying Brochure Supplement document.

## **Item 10. Other Financial Industry Activities and Affiliations**

Big Cedar Investment Advisors nor Big Cedar Investment Advisors Reps are registered nor have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Big Cedar Investment Advisors nor Big Cedar Investment Advisors Reps are registered nor have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Big Cedar Investment Advisors does not recommend or select other investment advisers for clients. Therefore, Big Cedar Investment Advisors does not receive compensation directly or indirectly from third-party investment advisers.

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

Big Cedar Investment Advisors, LLC

## **Code of Ethics**

Pursuant to SEC Rule 204A-1, Big Cedar Investment Advisors has a Code of Ethics that promotes the fiduciary duty of Big Cedar Investment Advisors and its Investment Advisor Representatives. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. The Code of Ethics articulates the importance of trust as a foundation to the relationship between an investment adviser and its Clients and establishes policies and procedures to ensure that Big Cedar Investment Advisors and its Investment Advisor Representatives place the interests of the clients first. The Code of Ethics requires that Big Cedar Investment Advisors and its Investment Advisor Representatives adhere to all applicable securities and related laws and regulations. The Code of Ethics also requires Big Cedar Investment Advisors and its Investment Advisor Representatives follow industry "best practices" involving: confidential information, suitability of investments, personal trading on the part of Big Cedar Investment Advisors and its Investment Advisor Representatives, outside business activities of Investment Advisor Representatives, and the disclosure of conflicts of interest.

A copy of the Adviser's Code of Ethics is available upon request for any client or prospective client.

## **Participation or Interest in Client Transactions and Personal Trading**

Investment Advisor Representatives of Big Cedar Investment Advisors may have an interest in client transactions insofar as they may personally invest in the same securities recommended to Advisory clients. These transactions involve a conflict of interest as Big Cedar Investment Advisors or Investment Advisor Representatives may benefit from an increase in price from subsequent purchases by Advisory clients. To address this conflict of interest, Big Cedar Investment Advisors and its Investment Advisor Representatives will adhere to the following procedures regarding their personal trading:

- (1) Client transactions will always be placed ahead of those for Big Cedar Investment Advisors, its management, and its Investment Advisor Representatives;
- (2) Big Cedar Investment Advisors and its Investment Advisor Representatives will mostly recommend investments that are widely traded;
- (3) In the rare instance where private placement offerings are recommended to clients and an Investment Advisor Representative also has an ownership interest in the private offering, full disclosure will be given so the client fully understands that conflict of interest; and
- (4) Neither Advisory clients nor Investment Advisor Representatives will have enough funds invested in any given security to move the market in that particular security.

## **Item 12. Brokerage Practices**

The brokerage commissions and/or transaction fees are charged by and paid to any designated broker-dealer.

Factors Big Cedar Investment Advisors considers in recommending broker-dealers to clients include their financial strength, reputation, execution, pricing, research, and service. The commissions and/or transaction fees charged may be higher or lower than those charged by other broker-dealers.

The commissions paid by Big Cedar Investment Advisors clients shall comply with Big Cedar Investment Advisors duty to obtain "best execution". However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Big Cedar Investment Advisors determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the

lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while Big Cedar Investment Advisors will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

If the client requests Big Cedar Investment Advisors to arrange for the execution of securities brokerage transaction for the client's account, Big Cedar Investment Advisors shall direct such transactions through broker-dealers that Big Cedar Investment Advisors reasonably believes will provide best execution. Big Cedar Investment Advisors shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

Big Cedar Investment Advisors recommends TD Ameritrade Institutional, Division of TD Ameritrade, Inc. ("TD Ameritrade") to Advisory clients using Big Cedar Investment Advisors Portfolio Management Services and other Advisory clients that request a recommended broker-dealer and custodian. Big Cedar Investment Advisors recommends TD Ameritrade primarily for its relatively low transaction costs, technology, depth and breadth of services, customer service and Big Cedar Investment Advisors familiarity with its trading platform.

Clients have no obligation to use TD Ameritrade for the broker-dealer and custodian, but if clients seek to have Big Cedar Investment Advisors manage their accounts on a discretionary basis, the client's chosen broker-dealer and custodian must allow Big Cedar Investment Advisors to have trading authority within the account.

### **Research and Other Soft Dollar Benefits**

While not a factor in Big Cedar Investment Advisors recommendation of TD Ameritrade, TD Ameritrade does offer proprietary technology, research tools and publications created by TD Ameritrade to their account holders. Big Cedar Investment Advisors will have access to these technologies, research tools and publications, which may be considered "soft dollar benefits" and constitute a conflict of interest. As Big Cedar Investment Advisors and its Investment Advisor Representatives have accounts at TD Ameritrade, the benefits of the technology, research tools and publications are already available to Big Cedar Investment Advisors regardless of the client's decision to invest with TD Ameritrade. Big Cedar Investment Advisors will use TD Ameritrade's technology, research tools and publications to service all Advisory clients regardless of the broker-dealer/custodian they choose to use, but clients who invest with TD Ameritrade will also have their own access to the technology, research tools and publications as TD Ameritrade account holders. Again, clients have no obligation to use TD Ameritrade for their broker-dealer and custodian.

### **Directed Brokerage and Aggregated Orders**

Big Cedar Investment Advisors will rely on TD Ameritrade (or the broker-dealer/custodian selected by the client) for the execution of transactions and will not direct trades to specific brokers. As such, clients may not receive the lowest price possible if they were to have their trades directed to specific brokers.

While Big Cedar Investment Advisors may make the same recommendations for similarly-situated clients, Big Cedar Investment Advisors will not aggregate clients' orders.

## **Item 13. Review of Accounts**

For Portfolio Management clients, Big Cedar Investment Advisors reviews all clients' account holdings regularly, but reviews individual client accounts on a quarterly basis in conjunction with calculating their management fees. Portfolio Management clients are encouraged to meet with Big Cedar Investment Advisors at least once per year to review their account as a whole, ensuring that the management aligns with their current financial condition, goals and objectives. Factors triggering review may include, but are not limited to change in product composition, change in market condition, change in management philosophy, change in client's financial condition, and any other change of which client apprises the Advisor.

For Financial Planning clients, Big Cedar Investment Advisors reviews the client's account in the initial preparation of a Comprehensive Financial Plan and may review the client's account during a Separate Financial Planning Consultation, but does not review those accounts again unless engaged for an Annual Financial Plan Review. Financial Planning clients are encouraged to meet with Big Cedar Investment Advisors at least once per year to review their account as a whole, ensuring that their financial plan aligns with their current financial condition, goals and objectives.

#### **Item 14. Client Referrals and Other Compensation**

Big Cedar Investment Advisors does not pay referral fees to independent solicitors for the referral of their clients to our firm.

Big Cedar Investment Advisors does not directly or indirectly compensate any person who is not our employee for client referrals.

#### **Item 15. Custody**

Clients will engage an independent broker-dealer and custodian to maintain their accounts and so Big Cedar Investment Advisors will not have physical custody of clients' assets, monies, or securities. However, since Big Cedar Investment Advisors may withdraw advisory fees directly from clients' accounts (as described in the "Fees and Compensation"), Big Cedar Investment Advisors is considered to have custody in a limited capacity. Again, this custody is due solely to the direct withdrawal of fees and does not entail all of the same legal and regulatory requirements as an investment adviser with physical custody of clients' assets, monies, or securities. Accordingly, clients will only receive account statements from their broker-dealer and custodian (though Big Cedar Investment Advisors may send invoices or other communication).

#### **Item 16. Investment Discretion**

As described in the "Advisory Business" section of this Firm Brochure, Big Cedar Investment Advisors will have investment discretion for those Advisory clients that elect Discretionary Portfolio Management Services. Clients will select this option specifically in Big Cedar Investment Advisors Investment Advisory Agreement and will sign a trading authorization form with their broker-dealer/custodian. The authority limits the discretion to buying and selling within the account. Big Cedar Investment Advisors has no authority to transfer assets to or from accounts, other than when deducting fees on a quarterly basis.

When Advisory clients grant discretionary authority to Big Cedar Investment Advisors, clients may still place restrictions on the advisor, such as a prohibition on investing in specific securities, industries, or markets that the client chooses. Additionally, unless specifically instructed otherwise by the client, Big

Cedar Investment Advisors seeks to maintain diversified investment portfolios for its Portfolio Management clients and will not concentrate more than 15 percent of a client's investable assets into any ETF or non-diversified product (e.g. stock, bond, options contract) and will not concentrate more than 50 percent of a client's investable assets into any diversified products (e.g. mutual funds, index funds).

### **Item 17. Voting Client Securities**

For any security that entails a voting right in the underlying company, Big Cedar Investment Advisors will not have or accept authority to vote client securities. All voting issues, proxies, and solicitations will be communicated to Advisory clients through the client's broker-dealer/custodian. Upon request, however, Big Cedar Investment Advisors may help explain or answer questions regarding a given voting issue.

### **Item 18. Financial Information**

Big Cedar Investment Advisors would be required to disclose additional financial information if it were to charge fees in advance, but as described in the "Advisory Business" section of this Firm Brochure, Big Cedar Investment Advisors charges all advisory fees in arrears, upon delivery of a plan, or at the conclusion of a consultation. In any case, Big Cedar Investment Advisors, its management and Investment Advisor Representatives have no material financial information (e.g. bankruptcies, liens, judgments) in their backgrounds.

### **Item 19. Requirements for State-Registered Advisers**

Big Cedar Investment Advisors has only one principal executive officers (or management persons): Gregg Tushaus. Their biographical information is given on the attached Brochure Supplement document.

Big Cedar Investment Advisors would be required to disclose additional information if it were to charge performance based fees; had any other relationship or arrangement with any issuer of securities; or was ever found liable in either: (a) an arbitration, or (b) a civil, self-regulatory organization, or administrative proceeding. As none of these apply to Big Cedar Investment Advisors, its management persons, or Investment Advisor Representatives, Big Cedar Investment Advisors has no information to disclose in these regards.