



FORM ADV Part 2A

Firm Brochure

March 26, 2026

Versant Capital Management, Inc.

SEC File Number: 801-63192

Item 1 - Cover Page

Principal Business Address 2394
East Camelback Road Suite 100
Phoenix, Arizona 85016-3452
Tel 602-635-3760
Fax 602-926-2633
versantcm.com

This Brochure provides information about the qualifications and business practices of Versant Capital Management, Inc. If you have any questions about the contents of this Brochure, please contact Versant Capital Management's Chief Compliance Officer, Elizabeth M. Shabaker, at (602) 635-3760 or lizs@versantcm.com. The information contained 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 Versant Capital Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Versant Capital Management, Inc. is a registered investment adviser. Registration of an Investment adviser does not imply a certain level of skill or training.

Item 2 – Material Changes

Versant Capital Management, Inc. ("Versant") is required to amend its Brochure and ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business's fiscal year of December 31. We will further provide you with a new Brochure as necessary based on material changes or new information, at any time, without charge upon request.

This section of the Brochure will address only those material changes that have been incorporated since our annual amendment filing on March 31, 2025:

Versant Capital Management, Inc. has removed our Online Portfolio Service from Item 4.

Item 3 – Table of Contents

Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	2
Item 4	Advisory Business	3
Item 5	Fees and Compensation	9
Item 6	Performance-Based Fees and Side-By-Side Management	12
Item 7	Types of Clients	12
Item 8	Methods of Analysis, Investment Strategies, and Risk of Loss	12
Item 9	Disciplinary Information	15
Item 10	Other Financial Industry Activities and Affiliations	15
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	15
Item 12	Brokerage Practices	16
Item 13	Review of Accounts	19
Item 14	Client Referrals and Other Compensation	19
Item 15	Custody	20
Item 16	Investment Discretion	20
Item 17	Voting Client Securities	21
Item 18	Financial Information	22

Item 4 – Advisory Business

Section A - THE COMPANY

Versant is organized as a corporation under the laws of the State of Arizona. Versant was formed in March 2004 and has been registered as an investment adviser with the United States Securities and Exchange Commission since May 2004. Versant is majority owned by the following two trusts: 1) The Elizabeth M. Shabaker Revocable Trust U/A dtd 07/19/2013, for which Elizabeth M. Shabaker serves as Trustee; and 2) The Remington Revocable Trust U/A dtd 3/28/2014, for which Royce Ramey and Aimee Williams-Ramey serve as Trustees.

Section B - TYPES OF ADVISORY SERVICES

As discussed below, Versant offers discretionary and non-discretionary investment advisory, financial planning, family office services, and related consulting services to high net-worth clients, including individuals, families, and their related entities (e.g., trusts, estates, and private foundations) as well as pension and profit-sharing plans, charitable organizations, corporations, and business entities.

Comprehensive wealth management services include investment advice, financial planning, estate planning and administration, succession planning, charitable planning, tax planning, as well as family governance and next-generation education.

Investment Advisory Services

Versant's investment advisory services are currently limited to the management of investment portfolios in accordance with the investment objectives of the client. The client can determine to engage Versant to provide discretionary and/or non-discretionary investment advisory services on a fee-only basis.

Versant provides Investment Advisory Services, defined as giving continuous advice to a client or making investments based on the individual needs of the client. Through personal discussions and cash flow modeling, in which goals and objectives based on a client's particular circumstances are established, Versant develops a client's personal investment policy and creates and manages a portfolio based on that policy. Accounts within the portfolio are managed in accordance with the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income) and other considerations, including time horizon, tax issues, liquidity, and other relevant guidelines. Client portfolios are diversified across a variety of asset classes consistent with a client's suitability, overall investment strategy, and risk tolerance.

Comprehensive Investment Advisory, Financial Planning, and Consulting Services (Wealth Management) and/or Family Office Services

Versant also provides comprehensive investment advisory, financial planning, and consulting services on a fee-only basis in accordance with the traditional fee table described in Item 5A, based upon the amount of the assets placed under management and the level and scope of the financial planning and consulting services (see Comprehensive Investment Advisory, Financial Planning, and Consulting Services). Comprehensive wealth management services include investment advice, financial planning, estate planning and administration, succession planning, charitable planning, tax planning, as well as family governance and next-generation education.

In the event a client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of Versant), Versant may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

In addition to the wealth management services described above, Versant offers Family Office services to high-net-worth individuals and their families. The specific services provided are tailored to the needs and complexities of the client.

Financial Planning and Consulting Services (Stand-Alone)

To the extent requested by a client, Versant may determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Versant's planning and consulting fees are negotiable but generally range from \$400 to \$800 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). Versant may also provide consulting services on a mutually agreed upon fixed-fee basis. Prior to engaging Versant to provide planning or consulting services, clients are generally required to enter into a Financial Planning and Consulting Agreement between the parties, setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Versant commencing services. If requested by the client, Versant may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains discretion over all such implementation decisions and is free to accept or reject any recommendation from Versant.

If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional(s) (i.e., attorney, accountant, insurance agent, etc.), and not Versant, shall be responsible for the quality and competency of the services provided. It remains the client's responsibility to promptly notify Versant whether there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Versant's previous recommendations and/or services.

Retirement Rollovers - No Obligation/Conflict of Interest

A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If Versant recommends that a client roll over their retirement plan assets into an account to be managed by Versant, such a recommendation creates a conflict of interest because Versant would earn new or increased compensation as a result of the rollover.

ERISA PLAN and 401(k) INDIVIDUAL ENGAGEMENTS

Trustee Directed Plans

Versant may be engaged to provide discretionary investment advisory services to ERISA retirement plans, whereby Versant shall manage Plan assets consistent with the investment objective designated by the Plan trustees. In such engagements, Versant will serve as an investment fiduciary as that term is defined under The Employee Retirement Income Security Act of 1974 ("ERISA"). Versant will generally provide services on an "assets under management" fee basis per the terms and conditions of an *Investment Advisory Agreement* between the Plan and Versant.

Client Retirement Plan Assets

If requested to do so, Versant shall provide investment advisory services relative to 401(k) plan assets maintained by the client in conjunction with the retirement plan established by the client's employer. In such event, Versant shall allocate (or recommend that the client allocate) the retirement account assets among the investment options available on the 401(k) platform. Versant's ability shall be limited to the allocation of the assets among the investment alternatives available through the plan. Versant will not receive any communications from the plan sponsor or custodian, and it shall remain the client's exclusive obligation to notify Versant of any changes in investment alternatives,

restrictions, etc. pertaining to the retirement account. Unless expressly indicated by Versant to the contrary, in writing, the client's 401(k) plan assets shall be included as assets under management for purposes of Versant calculating its advisory fee.

Miscellaneous

Planning and Non-Investment Consulting/Implementation Services

To the extent specifically requested by the client, Versant may provide consulting services regarding non-investment-related matters, such as estate planning, tax planning, insurance, etc. We are not attorneys, accountants, or insurance agents, and none of our services should be interpreted as such. Accordingly, we do not prepare estate planning documents, tax returns, or sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains discretion over all such implementation decisions and is free to accept or reject any recommendation from Versant.

If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional(s) (i.e., attorney, accountant, insurance agent, etc.), and not Versant, shall be responsible for the quality and competency of the services provided.

It remains the client's responsibility to promptly notify Versant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Versant's previous recommendations.

Variable Products

Versant also may render investment advisory services to clients relative to: (1) a variable investment product that they may own, and/or (2) their individual employer-sponsored retirement plans. In so doing, Versant either directs or recommends the allocation of client assets among the various investment alternatives (generally mutual funds) that comprise the variable life/annuity product or the retirement plan. Client assets are to be kept either with the insurance company that provided the client's variable life or annuity product, or at the custodian appointed by the sponsor of the client's retirement plan. If Versant is asked to give advice on a variable investment product or employer-sponsored retirement plan, its recommendations are limited to the options offered by the product or plan sponsor.

Independent Managers

Versant may allocate (and/or recommend that the client allocate) a portion of the client's investment assets among unaffiliated independent investment managers in accordance with the client's designated investment objective(s). In such situations, the Independent Manager(s) shall have day-to-day responsibility for the active discretionary management of the allocated assets. Versant shall continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation, and client investment objectives. Factors which Versant shall consider in recommending Independent Manager(s) include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. **Please Note:** The investment management fee charged by the Independent Manager(s) is separate from, and in addition to, Versant's advisory fee as set forth in Item 5 below.

Non-Discretionary Service Limitations

Clients who engage Versant on a non-discretionary investment advisory basis must provide prior approval before Versant may effect any transaction in the client's account. Accordingly, if Versant recommends a transaction and the client is unavailable to provide consent, Versant will be unable to execute the transaction until such consent is obtained.

Use of Mutual and Exchange Traded Funds

Most mutual funds and exchange-traded funds are available directly to the public. Accordingly, a prospective client may obtain many of the investments utilized by Versant without engaging Versant as an investment adviser. However, clients who choose to do so will not receive Versant's initial or ongoing investment advisory services.

Use of DFA, Stone Ridge and Cliffwater Funds

Versant utilizes mutual funds issued by Dimensional Fund Advisors ("DFA") and closed-end funds issued by Stone Ridge Funds ("Stone Ridge") and Cliffwater ("Cliffwater"). These funds are generally available only through certain registered investment advisers. Therefore, if the client were to terminate Versant's services and not transition to another adviser who utilizes DFA, Stone Ridge, or Cliffwater, restrictions on additional purchases, reallocations, and other transactions involving these funds would generally apply.

Interval Funds/Risks and Limitations: Where appropriate, Versant may utilize interval funds. An interval fund is a non-traditional type of closed-end mutual fund that periodically offers to buy back a percentage of outstanding shares from shareholders. Investments in an interval fund involve additional risk, including lack of liquidity and restrictions on withdrawals. During any time periods outside of the specified repurchase offer window(s), investors will be unable to sell their shares of the interval fund. There is no assurance that an investor will be able to tender shares when or in the amount desired. There can also be situations where an interval fund has a limited amount of capacity to repurchase shares and may not be able to fulfill all purchase orders. In addition, the eventual sale price for the interval fund could be less than the interval fund value on the date that the sale was requested. While an interval fund periodically offers to repurchase a portion of its securities, there is no guarantee that investors may sell their shares at any given time or in the desired amount. As interval funds can expose investors to liquidity risk, investors should consider interval fund shares to be an illiquid investment. Typically, the interval funds are not listed on any securities exchange and are not publicly traded. Thus, there is no secondary market for the fund's shares. Because these types of investments involve certain additional risk, these funds will only be utilized when consistent with a client's investment objectives, individual situation, suitability, tolerance for risk and liquidity needs. Investment should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some, or all, of the investment. There can be **no assurance** that an interval fund investment will prove profitable or successful. **Considering these enhanced risks, a client may direct Versant, in writing, not to employ any or all such strategies for the client's account.**

Unaffiliated Private Investment Funds. Versant may recommend private investment funds. Versant may also introduce, on an extremely limited non-discretionary basis, unaffiliated private investment funds to those clients who express an interest in investing in such vehicles. The description of the private investment fund (the terms, conditions, risks, conflicts and fees, including incentive compensation) is set forth in the fund's offering documents. Versant's role relative to unaffiliated private investment funds shall be limited to its initial and ongoing review and investment monitoring services. The investment management fee charged by Private Funds is separate from, and in addition to, Versant's advisory fee as set forth in Item 5 below. **Versant's clients are under no obligation to consider or make an investment in any private investment fund(s).**

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each

client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund and acknowledges and accepts the various risk factors that are associated with such an investment.

Custodian Charges-Additional Fees. As discussed below in Item 12, when requested to recommend a broker-dealer to serve as custodian for client accounts, Versant generally recommends that Charles Schwab & Co., Inc. (“Schwab”) or Pershing LLC (“Pershing”) serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as Schwab and Pershing may charge brokerage commissions, transaction fees, or other charges for effecting certain securities transactions, including transaction fees for certain mutual funds and mark-ups or mark-downs on fixed-income transactions. The types of securities for which such fees are charged, as well as the amount of those fees, vary by broker-dealer. While certain broker-dealers, including Schwab, generally do not currently charge commissions on individual equity transactions (including ETFs), other broker-dealers may do so. There can be no assurance that a broker-dealer, in its capacity as custodian, will not change its transaction fee pricing in the future. Any such fees or charges are in addition to Versant’s investment advisory fee described in Item 5 below. Versant does not receive any portion of these fees or charges. **ANY QUESTIONS: Versant’s Chief Compliance Officer, Elizabeth Shabaker, remains available to address any questions that a client or prospective client may have regarding the above.**

Portfolio Activity

Versant has a fiduciary duty to provide services consistent with each client’s best interest. As part of its investment advisory services, Versant generally reviews client portfolios on an ongoing basis to determine whether changes are appropriate based on various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account contributions or withdrawals, and changes in a client’s investment objectives. Based on these factors, there may be extended periods during which Versant determines that changes to a client’s portfolio are neither necessary nor prudent. There can be no assurance that investment decisions made by Versant will be profitable or will achieve any specific performance level.

Versant primarily allocates client investment assets among equity securities, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities, mutual funds, and exchange-traded funds (“ETFs”), on either a discretionary or non-discretionary basis, in accordance with each client’s designated investment objectives.

Client portfolios generally consist of stocks, bonds, mutual funds (including no-load, load-waived, and front-load mutual funds), and ETFs. Investments are selected and allocated based on each client’s individual needs and circumstances, taking into consideration the client’s overall management style and investment objectives. Mutual funds are evaluated using a variety of factors, which may include fund costs, performance history, investment strategy, management tenure, and fee structure. Clients may impose reasonable restrictions on the types of investments made on their behalf, and clients retain ownership of all securities held in their accounts.

Account Aggregation: Plaid

Versant, in conjunction with services provided by Plaid, may provide periodic consolidated reporting that includes a client’s investment assets, including assets that are not managed by Versant (the “Excluded Assets”). Versant does not provide investment management services with respect to Excluded Assets, and the client and/or the client’s other investment advisers who maintain trading authority are solely responsible for the management and investment performance of such assets. Unless otherwise agreed to in writing, Versant’s services with respect to Excluded Assets are limited

to reporting only. The sole exception is where Versant is specifically engaged to monitor and/or allocate assets held in a client's employer-sponsored retirement plan (such as a 401(k)) that is maintained away at a custodian selected by the client's employer. Except in such circumstances, Versant does not have trading authority over Excluded Assets. Rather, the client and/or the client's designated investment professionals retain supervision, monitoring, and trading authority over those assets. If Versant provides a recommendation regarding any Excluded Asset, the client is under no obligation to accept the recommendation. Versant is not responsible for any implementation-related errors (including timing or execution) with respect to Excluded Assets. If a client wishes Versant to provide investment management services for any Excluded Assets, the client may engage Versant to do so pursuant to the terms of a separate Investment Advisory Agreement.

Cash Positions. Versant treats cash as an asset class. Unless Versant determines otherwise, all cash positions (including money market funds) are included as assets under management for purposes of calculating Versant's advisory fee. At various times and depending on perceived or anticipated market conditions (which may not occur), Versant may maintain cash positions for defensive purposes. While assets are maintained in cash, such assets may not participate in market advances. Depending on prevailing interest rates, Versant's advisory fee may exceed the interest earned on a client's money market holdings. Versant earns an additional 0.10% fee, in addition to its advisory fee described in Item 5 below, for assets maintained through the Cantor Fitzgerald Insured Cash Account Program administered by StoneCastle Network, LLC. Versant does not manage cash balances held by clients in the Cantor Fitzgerald Insured Cash Account Program. **ANY QUESTIONS: Versant's Chief Compliance Officer, Elizabeth Shabaker, remains available to address any questions that a client or prospective client may have regarding the above fee billing practice.**

Margin Accounts: Risks/Conflict of Interest. Versant may recommend the use of margin for investment purposes. A margin account is a brokerage account that allows investors to borrow money to buy securities and/or for other non-investment borrowing purposes. The broker/custodian charges the investor interest for the right to borrow money and uses the securities as collateral. By using borrowed funds, the customer is employing leverage that will magnify both account gains and losses. Should a client determine to use margin, Versant will include the entire market value of the margined assets when computing its advisory fee. Accordingly, Versant's fee shall be based upon a higher margined account value, resulting in Versant earning a correspondingly higher advisory fee. As a result, the potential for conflict of interest arises since Versant may have an economic disincentive to recommend that the client terminate the use of margin. Clients who choose to engage in margin transactions are required to sign an agreement, providing their informed consent and acknowledgment of the associated risks with margin. **Please Note:** The use of margin can cause significant adverse financial consequences in the event of market correction. **ANY QUESTIONS: Our Chief Compliance Officer, Elizabeth Shabaker, remains available to address any questions that a client or prospective client may have regarding the use of margin.**

Cybersecurity Risk. The information technology systems and networks that Versant and its third-party service providers use to provide services to Versant's clients employ various controls, which are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in Versant's operations and result in the unauthorized acquisition or use of clients' confidential or non-public personal information. Clients and Versant are nonetheless subject to the risk of cybersecurity incidents that could ultimately cause them to incur losses, including for example: financial losses, cost, and reputational damage to respond to regulatory obligations, other costs associated with corrective measures, and loss from damage or interruption to systems. Although Versant has established its systems to reduce the risk of cybersecurity incidents from coming to fruition, there is no guarantee that these efforts will always be successful, especially considering that Versant does not directly control the cybersecurity measures and policies employed by third-party service providers. Clients could incur similar adverse consequences resulting from

cybersecurity incidents that directly affect issuers of securities in which those clients invest, broker-dealers, qualified custodians, governmental and other regulatory authorities, exchange and other financial market operators, or other financial institutions.

Client Obligations. In performing its services, Versant is not required to verify information provided by clients or by the clients' other professional advisers and is expressly authorized to rely on such information. Clients are responsible for promptly notifying Versant of any changes in their financial circumstances or investment objectives so that Versant may review, evaluate, and, as appropriate, revise its prior recommendations and/or services.

Disclosure Brochure. A copy of Versant's written Brochure as set forth on Form ADV Part 2A and Form CRS shall be provided to each client prior to, or contemporaneously with, the execution of an Agreement between Versant and the client (i.e., Investment Advisory Service Agreement and/or Comprehensive Investment Advisory Services with Financial Planning Agreement).

Section C - TAILORED ADVISORY SERVICES

Versant shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Versant shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on Versant's services.

Section D - WRAP FEE PROGRAMS

Versant does not participate in a wrap fee program.

Section E - ASSETS UNDER MANAGEMENT

As of December 31, 2025, Versant had a total of \$1,810,752,988 in assets under management. Of this amount, \$1,510,143,274 is managed on a discretionary basis and \$300,609,714 is managed on a non-discretionary basis.

Item 5 - Fees and Compensation

Section A - COMPENSATION

The client can determine whether to engage Versant to provide the following types of advisory services on a fee-only basis.

Comprehensive Investment Advisory, Financial Planning, and Consulting Services (Wealth Management) and Family Office Services

Versant provides comprehensive investment advisory, financial planning, and consulting services on a fee-only basis. Fees are based on the amount of assets placed under management and the level and scope of services provided. Versant quotes either a percentage-based fee or a flat fee to each client based on the client's requirements and the complexity of services provided. All fees are agreed upon prior to entering into a written agreement with the client.

Accounts for related entities and immediate family members (e.g., spouses and/or children) may be aggregated, and fees may be calculated based on the total value of such aggregated accounts. The following outlines the annual fees for full-service investment management, including financial planning.

Assets subject to agreement		ANNUAL FEES			Total fees @ category max as % of assets
		Base fee	% in addition to base fee	Of the amount over	
\$0.00	to \$4,000,000.00	\$40,000.00 +	0.00%	\$0.00	1.000%
\$4,000,001.00	to \$5,000,000.00	\$40,000.00 +	1.00%	\$4,000,000.00	1.000%
\$5,000,001.00	to \$10,000,000.00	\$50,000.00 +	0.75%	\$5,000,000.00	0.875%
\$10,000,001.00	to \$15,000,000.00	\$87,500.00 +	0.50%	\$10,000,000.00	0.750%
\$15,000,001.00	to \$20,000,000.00	\$112,500.00 +	0.45%	\$15,000,000.00	0.675%
\$20,000,001.00	to \$35,000,000.00	\$135,000.00 +	0.40%	\$20,000,000.00	0.557%
\$35,000,001.00	to \$50,000,000.00	\$195,000.00 +	0.25%	\$35,000,000.00	0.465%
\$50,000,001.00	and Above	\$232,500.00 +	0.15%	\$50,000,000.00	

The services provided to Family Office clients vary based on the scope and complexity of the services requested. As a result, fee arrangements for Family Office services are determined separately and agreed upon in advance.

Fees are negotiable. If a client requires extraordinary planning and/or consulting services, as determined in the sole discretion of Versant, Versant may charge an additional fee. Any such additional fee will be disclosed to the client in writing.

Versant's advisory fee, as set forth in this Item 5, will remain the same regardless of whether a client elects to engage Versant for financial planning services.

Versant may offer a courtesy discount on gross annual fees for Comprehensive Advisory, Financial Planning, and Consulting Services to select organizations that qualify under Section 501(c)(3) of the Internal Revenue Code.

Financial Planning and Consulting Services (Stand-Alone)

To the extent requested by the client, Versant may determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Versant's planning and consulting fees are negotiable but generally range from \$400 to \$800 on an hourly rate basis, depending on the level and scope of the service(s) required and the professional(s) rendering the service(s). Versant may also provide consulting services on a mutually agreed upon fixed-fee basis. Fees for Consulting Services may be payable in advance.

Versant, in its discretion, may charge a lesser investment advisory fee, charge a flat fee, waive its fee entirely, or charge fee on a different interval, based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, complexity of the engagement, anticipated services to be rendered, grandfathered fee schedules, employees and family members, courtesy accounts, competition, negotiations with client, etc.). **Please Note:** As a result of the above similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees. **ANY QUESTIONS: Versant's Chief Compliance Officer, Elizabeth Shabaker, remains available to address any questions that a client or prospective client may have regarding advisory fees.**

In addition, Versant's fees for Comprehensive Investment Advisory, Financial Planning and Consulting Services (Wealth Management) are generally subject to a minimum annual fee of \$40,000 and are further described in this Item 5 below.

Section-B - DEDUCTION OF ADVISORY FEES AND DIRECT BILLING

Clients may elect to have Versant's advisory fees deducted from their custodial account. Versant's Agreement (i.e., Investment Advisory Service Agreement and/or Investment Advisory Services with Financial Planning Agreement) and the custodial agreement may authorize the custodian to debit the account for the amount of Versant's investment advisory fee and directly remit that management fee to Versant in compliance with regulatory procedures. In the limited event that Versant bills the client directly, payment is due upon receipt of the invoice. Versant shall deduct fees and/or bill clients quarterly in arrears based upon the market value of the assets on the last business day of the previous calendar quarter.

Section-C - OTHER FEES AND EXPENSES

As discussed above and below, unless the client directs otherwise or an individual client's circumstances require, Versant shall generally recommend that Charles Schwab and Co., Inc. ("Schwab") or Pershing, LLC ("Pershing") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as Schwab and Pershing may charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, and mark-ups and mark-downs charged for fixed income transactions, etc.). Clients will incur, in addition to Versant's investment management fee, brokerage commissions and/or transaction fees, and, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).

Fees and expenses charged by underlying managers and limited partnerships are determined by the independent manager and are separate from, and in addition to, Versant's advisory fee.

Versant earns an additional 0.10% fee in addition to its advisory fee as outlined in Item 5 below for assets managed through the Cantor Fitzgerald Insured Cash Account Program administered by StoneCastle Network, LLC. **Please Note:** Versant does not manage cash balances held by the Client with the Cantor Fitzgerald Insured Cash Account Program.

Section-D - BILLING METHODOLOGY

Versant's annual investment advisory fee shall be prorated and paid quarterly, in arrears, and shall be based on the market value of the assets on the last business day of the previous quarter.

Corporate cash management and charitable accounts may be billed at rates lower than above at Versant's discretion. Fees are payable on a pro-rated basis for periods covering less than a calendar quarter and are generally not negotiable.

Versant's investment advisory fee is negotiable at Versant's discretion, depending upon objective and subjective factors including but not limited to: the amount of assets to be managed; portfolio composition; the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; related accounts; future earning capacity; anticipated future additional assets; the professional(s) rendering the service(s); prior relationships with Versant and/or its representatives, and negotiations with the client. As a result of these factors, similarly situated clients could pay different fees, the services to be provided by Versant to any particular client could be available from other advisers at lower fees, and certain clients may have fees different than those specifically set forth above.

Family Office, Financial Planning and Consulting fees are agreed upon in the Family Office, Financial Planning and Consulting Agreement and may be payable in advance of Versant commencing services. Fees that are charged in advance will be refunded based on the prorated amount of work completed at the point of termination.

Section-E - COMPENSATION RELATED TO SALE OF SECURITIES

Neither Versant nor any employee of Versant accepts compensation from the sale of securities or

other investment products.

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

Neither Versant nor any employee of Versant accepts performance-based fees and/or compensation.

Item 7 – Types of Clients

Versant's clients generally include high net-worth individuals, families and their related entities, including trusts, estates, and private foundations, as well as pension and profit-sharing plans, charitable organizations, corporations and business entities.

Versant's fees for Comprehensive Investment Advisory, Financial Planning and Consulting Services (Wealth Management) and/or family office services are generally subject to a minimum annual fee of \$40,000 and are further described in Item 5. Typically, Versant requires a minimum asset level of \$4,000,000 for comprehensive services and/or family office services. Versant, in its sole discretion, may reduce or waive its annual minimum fee and/or require a lesser minimum asset level based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

Section A – METHODS OF ANALYSIS

Versant may utilize the following methods of security analysis:

- **Charting** – A chart is a historical record of price movements. This type of technical analysis is performed using patterns to identify current trends and trend reversals to forecast the direction of prices. However, there is no guarantee in finding these tendencies and patterns or that historical records are an indicator of current or future movements.
- **Fundamental** – Fundamental analysis utilizes real data to evaluate a security's value and is performed on historical and present data, with the goal of making financial forecasts. For example, fundamental analysis can be performed on a bond's value by looking at economic factors, such as interest rates and the overall state of the economy, and information about the bond issuer, such as potential changes in credit ratings. For assessing stocks, this method uses revenues, earnings, future growth, profit margins, return on equity, etc., to determine a company's underlying value and potential for future growth. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down with the overall market regardless of the economic and financial factors considered in evaluating a security.
- **Cyclical** – Cyclical analysis is performed on historical relationships between price and market trends, to forecast the direction of prices. There are industries in which profits rise and fall on a cyclical basis. As profits of companies follow cyclical patterns, so do their stocks; reflecting the current stage of the business cycle. There are a variety of industries that can be described as having distinct business cycles: oil and gas, semiconductors, mining, home-building, etc. Their main feature is that their profits, and thus stock prices, follow similar rising and falling patterns over the long run. There is no guarantee that historical trends will indicate current cycles.

The main sources of information that Versant uses include publicly available sources, including newspapers, company press releases, annual reports, corporate rating services, and sources of independent investment analysis, as well as internal research developed by Versant's Investment Committee.

Section B – INVESTMENT STRATEGIES USED WHEN IMPLEMENTING INVESTMENT ADVICE

Investment advice provided by Versant is based on several factors, including, but not limited to, client investment objectives, risk tolerance, time horizons, liquidity needs, and asset-class preferences, as well as current market views. Versant will determine a client's investor profile and prepare a proposed investment policy (asset allocation) appropriate for that profile. Versant's investment strategies attempt to achieve diversification by investing over time, across asset classes, within asset classes, across investment styles, etc.

Versant may utilize the following investment strategies when implementing investment advice for clients:

- Long-Term Purchases (securities held at least a year).
- Short-Term Purchases (securities sold within a year)

Versant's primary investment strategies – Long-Term Purchases, Short-Term Purchases – are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer-term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Short-term investment strategies develop faster but often lead to higher transaction costs due to more frequent trades, compared to long-term strategies.

Section C – INVESTMENT RISK

Different types of investments involve varying degrees of risk, and it should not be assumed that the future performance of any specific investment or investment strategy—including those recommended or undertaken by Versant—will be profitable or equal any specific performance level. Every method of analysis has its own inherent limitations and risks. To perform an accurate market analysis, Versant relies on current and reliable market information; however, Versant has no control over the timing or accuracy of market data dissemination. As a result, certain analyses may be based on incomplete or outdated information, which could limit their value. Moreover, any analysis or forecast of market trends represents only an estimate of possible future performance. There can be no assurance that a forecasted change in market value or any particular investment strategy will prove accurate, actionable, or profitable.

Interval Funds: We may recommend certain private or alternative investment options to suitable clients. These alternative investment options may include "interval funds." An interval fund is a closed-end investment company that is registered with the SEC under the Investment Company Act of 1940 (1940 Act). These funds have no restriction on the amount of illiquid investments held in the fund and are offered to investors based upon the net asset value (NAV) of the fund. These funds typically offer shareholders the ability to participate in privately offered investments, such as venture capital funds and other private equity funds that are otherwise restricted to accredited investors only. Because these funds hold illiquid investments, the funds only offer periodic redemption of shares for liquidity. These funds are therefore limited in liquidity and are therefore suitable only for investors who require limited liquidity of the assets invested.

Real Estate Investment Trust: A real estate investment trust ("REIT") is a corporate entity which invests

in real estate and/or engages in real estate financing. A REIT reduces or eliminates corporate income

taxes. REITs can be publicly or privately held. Public REITs may be listed on public stock exchanges. REITs are required to declare 90% of their taxable income as dividends, but they pay dividends out of funds from operations, so cash flow has to be strong or the REIT must either dip into reserves, borrow to pay dividends, or distribute them in stock (which causes dilution). After 2012, the IRS stopped permitting stock dividends. Most REITs must refinance or erase large balloon debts periodically. The credit markets are no longer frozen, but banks are demanding and getting harsher terms to re-extend REIT debt. Some REITs may be forced to make secondary stock offerings to repay debt, which will lead to additional dilution of the stockholders. Fluctuations in the real estate market can affect the REIT's value and dividends.

Private Placement Risk: For the private placement securities portion of a client's portfolio, we employ a number of different means and access multiple outside resources to provide for an appropriate level of due diligence in identifying various private placement and direct participation investment offerings that may be recommended to our clients. This may include sponsor financial reviews, attendance at sponsor provided due diligence meetings, attendance at industry sponsored due diligence conferences, access and review of third-party due diligence and review summaries, the hiring of our own due diligence counsel and review, consulting with other industry professionals as well as industry specialists. The due diligence process is ongoing and continual and may include the gathering of available information, such as marketing materials, audited financial reports sponsor and investment entity operating statements, profit and loss statements, balance sheets, offering memorandums, subscription agreements, annual reports, industry outlook reports, economic studies, and others.

Credit Risk: Investments in bonds and other fixed income securities are subject to the risk that the issuer(s) may not make required interest payments. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Funds investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.

Margin Strategies

Versant may recommend the use of margin as an investment strategy. The use of margin involves borrowing funds secured by securities held in the account in order to purchase additional securities. If a client elects to use margin for assets managed by Versant, Versant includes the full market value of the margined assets when calculating its advisory fee. As a result, Versant's advisory fee would be higher, which creates a conflict of interest. An additional conflict of interest arises because Versant may have an economic disincentive to recommend that a client terminate the use of margin.

The terms and conditions of any margin loan are governed by a separate agreement between the client and the margin lender selected by the client. Such terms and conditions may vary among clients.

Borrowing funds on margin is not suitable for all clients and involves significant risks. These risks include, but are not limited to, increased market risk and an increased risk of loss, particularly during periods of market volatility or significant market downturns. The use of margin may also create liquidity risk and may require a client to deposit additional collateral or repay the margin loan if the margin lender determines that the value of the collateral is no longer sufficient. In addition, the margin lender may liquidate securities in the client's account to satisfy margin calls or other obligations and may terminate margin availability at any time without prior notice. Before agreeing to participate in a margin program, clients should carefully review the applicable margin agreement and all risk disclosures provided by the margin lender. These materials describe, among other things, the initial and maintenance margin requirements, margin call procedures, and the circumstances under which securities or other assets in the client's account may be liquidated.

Item 9 – Disciplinary Action

Versant has not been the subject of any disciplinary actions.

Item 10 - Other Financial Industry Activities and Affiliations

Section A – BROKER DEALER

Neither Versant, nor its employees, are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Section B – COMMODITY POOL OPERATOR AND COMMODITY TRADING ADVISOR

Neither Versant, nor its employees, are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor, or a representative of the foregoing.

Section C – OTHER RELATIONSHIPS AND/OR ARRANGEMENTS MATERIAL TO VERSANT'S ADVISORY BUSINESS

DISCLOSURE

Thomas J. Connelly, Versant's Founder and Chairman Emeritus of the Investment Committee, is a shareholder of National Advisor Holdings, Inc. ("NAH"), a Delaware corporation organized in August of 1999. Mr. Connelly holds less than 3%, in the aggregate, of the outstanding stock of NAH. NAH has chartered a new institution through the Office of Thrift Supervision to be known as National Advisors Trust Company ("NATC"). NATC provides trust services to clients of registered investment advisory firms such as Versant, across the United States.

Because Mr. Connelly has an interest in NAH, and therefore indirectly has an interest in NATC, fees earned by NATC will accrue to the benefit of Mr. Connelly, in his capacity as an NAH shareholder, and thus create a conflict of interest. However, Versant's clients will be able to make the determination as to whether to use the trust services of NATC and may choose to use another fiduciary and still retain Versant to provide investment advice to the client.

- **Conflict of Interest:** The recommendation by either Thomas J. Connelly, or other employee, that a client utilize the trust services of NATC presents a material conflict of interest, as the receipt of compensation, indirect as it may be, may provide an incentive to recommend the trust services of NATC, rather than based on a particular client's need. No client is under any obligation to engage the trust services of NATC. Clients should be aware that they may use other non-affiliated broker dealers for custodial services.

Section D – SELECTION OF OTHER INVESTMENT ADVISERS

Versant does not receive, directly or indirectly, compensation from investment advisers that it recommends or selects for its clients.

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

Section A – CODE OF ETHICS

Versant maintains an investment policy related to personal securities transactions. This investment policy is part of Versant's overall Code of Ethics, which serves to establish a standard of business

conduct for all Versant's employees that is based upon fundamental principles of openness, integrity, honesty, and trust. A copy of Versant's Code of Ethics is available upon request. Versant follows Section 204A of the Investment Advisers Act of 1940 by enforcing written policies to prevent misuse of material non-public information by anyone associated with the firm.

Section B, C, and D – PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

- B.** Neither Versant nor any of its employees recommends, purchases, or sells securities for client accounts in which Versant or any related person has a material financial interest.
- C.** Versant and/or its employees may buy or sell securities that are also recommended to clients. As a result, Versant and/or its employees may be in a position to benefit from the purchase or sale of such securities, which creates a conflict of interest. In the absence of appropriate controls, practices such as "scalping" (i.e., recommending a security for investment and then selling it at a profit following an increase in market price after the recommendation) could occur. In addition, personal trading activity presents risks related to insider trading, "front-running" (i.e., personal trades executed prior to trades for client accounts), and other potentially abusive practices.

Versant maintains a personal securities transaction policy designed to monitor the securities transactions and holdings of its "Access Persons." This policy requires Access Persons to provide the Chief Compliance Officer, or his or her designee, with a written report of their current securities holdings within ten (10) days of becoming an Access Person, and at least annually thereafter. Access Persons are also required to report their personal securities transactions on a quarterly basis, subject to limited exceptions. In addition, Supervised Persons must obtain pre-approval from the Chief Compliance Officer prior to investing in initial public offerings and private placements.

- D.** Versant and/or its employees may buy or sell securities at or around the same time that such securities are recommended to clients. This practice may place Versant and/or its employees in a position to benefit from such transactions and therefore presents a conflict of interest. As described above, Versant's personal securities transaction policy is designed to monitor and address these conflicts through oversight of the personal securities transactions and holdings of its Access Persons.

Item 12 – Brokerage Practices

Section A – SELECTION CRITERIA FOR BROKER-DEALER/CUSTODIANS

In the event that the client requests that Versant recommend a broker-dealer/custodian for execution and/or custodial services, Versant generally recommends that investment advisory accounts be maintained at Charles Schwab & Co., Inc. ("Schwab") or Pershing, LLC ("Pershing"). Prior to engaging Versant to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Versant setting forth the terms and conditions under which Versant shall advise on the client's assets, and a separate clearing/custodial agreement with each designated broker-dealer/custodian.

Factors that Versant considers in recommending Schwab or Pershing (or any other broker-dealer/custodian to clients) include historical relationship with Versant, financial strength, reputation, execution capabilities, pricing, research, and service. Broker-dealers such as Schwab and Pershing can charge transaction fees for effecting certain securities transactions (*See* Item 4 above). To the extent

that a transaction fee is payable by the client to the broker-dealer, including Schwab or Pershing, such transaction fee shall be in addition to Versant's investment advisory fee referenced in Item 5 above.

To the extent that a transaction fee is payable, Versant shall have a duty to obtain best execution for such transaction. However, that does not mean that the client will not pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction through a broker-dealer acting as custodian. 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 the value of research provided, execution capability, transaction rates, and responsiveness. Accordingly, although Versant will seek competitive rates, it may not necessarily obtain the lowest possible rates for client account transactions.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Versant can receive from Schwab or Pershing (or another broker-dealer/custodian, investment manager, platform sponsor, mutual fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist Versant to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by Versant can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services (including those provided by unaffiliated vendors and professionals), discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support (including client events), computer hardware and/or software and/or other products used by Versant in furtherance of its investment advisory business operations. Certain of the benefits that could be received can also assist Versant to manage and further develop its business enterprise and/or benefit Versant's representatives.

Versant's clients do not pay more for investment transactions affected and/or assets maintained at Schwab or Pershing as the result of this arrangement. There is no corresponding commitment made by Versant to Schwab, Pershing, or any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement. **Versant's Chief Compliance Officer, Elizabeth M. Shabaker, remains available to address any questions that a client or prospective client may have regarding Versant's broker-dealer/custodian arrangements and any corresponding perceived conflict of interests such arrangement may create.**

2. Brokerage for Client Referrals

Versant does not receive referrals from broker-dealers.

3. Directed Brokerage

Versant recommends that its clients utilize the brokerage and custodial services provided by Schwab or Pershing. Versant generally does not accept directed brokerage arrangements (but could make exceptions). A directed brokerage arrangement arises when a client requires that account transactions be affected by a specific broker-dealer/custodian, other than one generally recommended by Versant (i.e., Schwab or Pershing). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Versant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Versant. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. **Please Note:** In the event that the client directs Versant to effect securities transactions

for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Versant. **Please Also Note:** Higher transaction costs adversely impact account performance. **Please Further Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Order Aggregation. Transactions for each client account generally will be affected independently, unless Versant decides to purchase or sell the same securities for several clients at approximately the same time. Versant may (but is not obligated to) combine or "batch" such orders for individual equity transactions (including ETFs) with the intention to obtain better price execution, to negotiate more favorable commission rates, or to allocate more equitably among the Versant's client's differences in prices and commissions or other transaction costs that might have occurred had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. In the event that Versant becomes aware that an employee seeks to trade in the same security on the same day, the employee transaction will either be included in the "batch" transaction or transacted after all discretionary client transactions have been completed. Versant shall not receive any additional compensation or remuneration as the result of such aggregation.

Section B - TRADING POLICY

To the extent that Versant provides investment management services to its clients, the transactions for each client account generally will be affected independently, unless Versant decides to purchase or sell the same securities for several clients at approximately the same time. Versant does not generally aggregate (also known as "block trade"), but on occasion may do so. In such circumstances, Versant may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Versant's client's differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Versant shall not receive any additional compensation or remuneration as a result of such aggregation.

Section C – SECURITIES LITIGATION CLAIMS FILING SERVICE

Versant utilizes the services of Broadridge, a third-party service provider to provide class action litigation monitoring and securities claim filing. Broadridge collects applicable documentation, interprets the terms of settlement, files appropriate proof of claim forms on behalf of clients, monitors claims, interacts with administrators, and distributes claim awards directly to Versant clients enrolled in the service. Charges for the processing of class action claims shall be subject to a contingency fee assessed directly by Broadridge in the event a recovery is made. The contingency fee shall be 20% of the total reimbursement of Securities Class Actions settlements Broadridge collects for the client. Class action recoveries and proceeds, less the contingency fee, shall be paid directly by the third-party to the client. This service is provided to all clients who have engaged Versant to provide investment advisory, or investment advisory with financial planning services (including comprehensive wealth management services). Unless a client chooses to opt out of this service, they are automatically enrolled, and Versant provides transaction information to Broadridge to assist with the class action suit research. If a client prefers to file their own securities litigation claim forms, they must opt out by providing written notice to Versant. If clients do not participate in this service, they are responsible for pursuing their own claims.

Item 13 – Review of Accounts

Section A - PERIODIC REVIEWS

Versant's Investment Committee regularly reviews all funds and investment managers recommended by the firm and used in client portfolios to confirm adherence to investment guidelines and to evaluate whether fees and commissions are reasonable

For clients receiving investment supervisory services, Versant conducts ongoing account reviews through its Wealth Advisors and client service team. Investment supervisory clients are responsible for notifying Versant of any changes to their investment objectives or financial circumstances. Clients are encouraged to review investment objectives, financial planning matters (as applicable), and account performance with their client service team at least annually, either in person, by telephone, or via video conference.

Section B - OTHER PERIODIC REVIEWS

Versant may conduct more frequent account reviews on an other-than-periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections, and client request.

Section C - CLIENT REPORTS

Clients are provided, at least quarterly, with written transaction confirmation notices and summary account statements directly from the broker-dealer/custodian and/or program sponsor for their accounts, which should be considered the client's official record for all pertinent account information.

Versant also provides quarterly reports summarizing account activity and performance. Other customized reports are provided to clients on an ad hoc basis, upon request.

Versant's reports may be provided in a different format than those of the account custodian and may vary in content and scope. Clients are therefore urged to compare any report provided by Versant with the account statements received from the account custodian

Item 14 – Client Referrals and Other Compensation

As indicated at Item 12 above, Versant can receive from Schwab and Pershing (and others) without cost (and/or at a discount), support services and/or products. Versant's clients do not pay more for investment transactions affected and/or assets maintained at Schwab or Pershing (or any other institution) as result of this arrangement. There is no corresponding commitment made by Versant to Schwab, Pershing, or to any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as the result of the above arrangement. **ANY QUESTIONS: Versant's Chief Compliance Officer, Elizabeth Shabaker, remains available to address any questions that a client or prospective client may have regarding the above arrangements and the corresponding conflicts of interest presented by such arrangement.**

Versant does not maintain promoter arrangements and does not pay compensation to non-employees for new client introductions. Certain employees may earn compensation in the form of a percentage of revenue for the first year of the client's relationship if the employee makes a client introduction to Versant.

Item 15 - Custody

Versant shall have the ability to deduct its advisory fee from the client's custodial account. Clients are provided with written transaction confirmation notices, and a written summary account statement directly from the custodian at least quarterly. **Please Note:** To the extent that Versant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Versant with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of Versant's advisory fee calculation.

Certain clients have established asset transfer authorizations that permit the qualified custodian to rely upon instructions from Versant to transfer client funds or securities to third parties. These arrangements are disclosed at Item 9 of Part 1 of Form ADV. However, in accordance with the guidance provided in the SEC's February 21, 2017 *Investment Adviser Association* No-Action Letter, the affected accounts are not subject to an annual surprise CPA examination. In addition, Versant and/or certain of its members engage in other services and/or practices (i.e., bill paying, trustee service, etc.) requiring disclosure at Item 9 of Part 1 of Form ADV. These services and practices result in Versant having custody under Rule 206(4)-2 of the Advisers Act. Per the Rule, having such custody requires Versant to undergo an annual surprise CPA examination, and make a corresponding Form ADV-E filing with the SEC, for as long as Versant provides such services and/or engages in such practices. **ANY QUESTIONS: Versant's Chief Compliance Officer, Elizabeth Shabaker, remains available to address any questions that a client or prospective client may have regarding custody-related issues.**

Please Note:

Versant's reports are provided in a different format from that of the custodian and may vary in content and scope. Therefore, the client is urged to compare any report provided by Versant with the account statements received from the account custodian. **Please Note:** The account custodian does not verify the accuracy of Versant's advisory fee calculation.

Custody Situations: Versant engages in other practices and/or services on behalf of its clients that require disclosure at ADV Part 1, Item 9. Some of such practices and/or services are subject to an annual surprise CPA examination in accordance with the requirements of Rule 206(4)-2 under the Investment Advisers Act of 1940. In addition, certain clients have established asset transfer authorizations which permit the qualified custodian to rely upon instructions from Versant to transfer client funds or securities to third parties. These arrangements are also disclosed at ADV Part 1, Item 9, but in accordance with the guidance provided in the SEC's February 21, 2017, *Investment Adviser Association* No-Action Letter, the affected accounts **are not** subject to an annual surprise CPA examination.

Item 16 - Investment Discretion

The client can determine to engage Versant to provide investment advisory services on a discretionary basis. Prior to Versant assuming discretionary authority over a client's account and investment assets, client shall be required to execute an Agreement between the parties (i.e., Investment Advisory Services Agreement and/or Comprehensive Investment Advisory Services with Financial Planning) appointing Versant as the client's attorney and agent in fact with full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name in the discretionary account(s).

Clients who engage Versant on a discretionary basis may, at any time, impose restrictions, in writing, on Versant's discretionary authority. The most common restrictions may include, but are not limited to, imposing limits on the types/amounts of particular securities purchased for an account, restricting ability to purchase securities with an inverse relationship to the market, limiting or proscribing Versant's use of margin, etc.

See Item 4 for additional information about Versant's discretionary and non-discretionary services.

Item 17 - Voting Client Securities

Versant has engaged Broadridge as its agent to provide services and support related to Versant's proxy voting policies, procedures, and processes. Unless the client directs otherwise in writing, Versant, through Broadridge, is responsible for voting client proxies (However, the client shall maintain exclusive responsibility for all legal proceedings or other types of events pertaining to the account assets, including but not limited to, class action lawsuits). Versant, through Broadridge, shall vote proxies in accordance with its Proxy Policy and Procedures that reflect the firm's duty as a fiduciary to vote proxies in the best interests of clients. For ERISA plan clients, certain proxies are voted solely in the best interest of plan participants and beneficiaries. Certain clients have expressly retained proxy voting authority and, in such instances, Versant has no proxy voting responsibility and may not take any action regarding those clients' proxies. In the event of any conflicts of interest in the voting of any client proxies, Versant will make appropriate disclosures to clients and either request that the client vote the proxy(ies), abstain from voting, or vote the client proxies, depending on the circumstances.

Versant shall monitor corporate actions of individual issuers and investment companies consistent with Versant's fiduciary duty to vote proxies in the best interests of clients. The factors which Versant will consider when determining how it will vote may differ on a case-by-case basis, and may include, but are not limited to, a review of recommendations from issuer management, shareholder proposals, cost effects of such proposals, and effect on employees and executive and director compensation. With respect to individual issuers, Versant may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), Versant may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers.

Versant shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2(c)(2) under the Advisers Act of 1940. Copies of Rules 206(4)-6 and 204(2)(c)(2) are available upon written request. A copy of Versant's Proxy Policy and Procedures, as well as information pertaining to how Versant voted on any specific proxy issue is also available upon written request.

With respect to the OPP, clients are required to submit an Issuer Communication and Release Information Form, or similarly named form, to be certain that they receive proxies and corporate actions directly from the issuer of securities.

Versant utilizes the services of Broadridge, a third-party service provider, to provide class action litigation monitoring and securities claim filing. Broadridge collects applicable documentation, interprets the terms of settlement, files appropriate proof of claim forms on behalf of clients, monitors claims, interacts with administrators, and distributes claim awards directly to Versant clients enrolled in the service. Charges for the processing of class action claims shall be subject to a contingency fee assessed directly by Broadridge in the event a recovery is made. The contingency fee shall be 20% of the total reimbursement of Securities Class Actions settlements Broadridge collects for the client.

Class action recoveries and proceeds, less the contingency fee, shall be paid directly by the third party to the client. This service is provided to all clients who have engaged Versant to provide investment advisory, or investment advisory with financial planning services (including comprehensive wealth management services). Unless a client chooses to opt out of this service, they are automatically enrolled, and Versant provides transaction information to Broadridge to assist with the class action suit research. If a client prefers to file their own securities litigation claim forms, they must opt out by providing written notice to Versant. If clients do not participate in this service, they are responsible for pursuing their own claims.

Item 18 – Financial Information

Versant is required in this Item to provide you with certain financial information or disclosures about the firm's financial condition.

- A. Versant does not require or solicit pre-payment of more than \$1,200 in fees, per client, six months or more in advance.
- B. Versant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. Versant has not been the subject of a bankruptcy petition.

Versant's Chief Compliance Officer, Elizabeth M. Shabaker, remains available to address any questions regarding this Part 2A.