

# AMERICAN PORTFOLIOS CODE OF ETHICS

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Dear Colleagues:

At American Portfolios, the successful business operation and reputation of this firm is built upon the principles of fair dealings and ethical conduct. Integrity is a fundamental value of our company and is the foundation of everything we do. By acting with integrity, we will continue to earn the trust of our clients, the employees and associated persons, and the communities we serve. The continued success of American Portfolios is dependent upon our clients' trust and we are dedicated to preserving that trust.

American Portfolios will comply with all applicable laws and regulations and expects its directors, officers and employees to conduct business in accordance with the letter, spirit and intent of all relevant laws and to refrain from any illegal, dishonest or unethical conduct. We will constantly improve the quality of our services, products and operations and will create a reputation for honesty, fairness, respect, responsibility, integrity, trust and sound business judgment. American Portfolios will not compromise its principles for short-term advantage. The ethical performance of this company is the sum of the ethics of the men and women who work here. Thus, we are all expected to adhere to high standards of personal integrity.

Thank you for your support.



Lon T. Dolber  
Chief Executive Officer  
Chief Information Officer



## MISSION STATEMENT

American Portfolios' mission is to provide the best business solutions, support and services that its financial professionals require to achieve financial freedom for their clients.

## CORE VALUES

### **NURTURE**

American Portfolios' first responsibility is to its valued employees, the men and women working for us who provide the highest level of service to our customers, the financial service professionals. American Portfolios is committed to providing a clean, safe, and orderly workplace where employees are treated with respect and dignity and are recognized for the unique and special qualities they bring to their jobs. American Portfolios encourages equal opportunities in employment, development, and advancement. Employees should feel secure in their positions, know they will be compensated fairly and adequately, and feel free to offer suggestions or bring forth concerns.

### **LAUNCH**

Providing optimal service and support to the financial service professionals, their staff, and their clients as well as all others who use our services is one of American Portfolios' core responsibilities. We must strive to meet our customers' needs with the highest level of quality and dedicate ourselves to setting the standard of service excellence for our industry.

### **GIVE**

Fostering positive social and environmental change in the communities where we live and work as well as in the global community is paramount. We must be responsible citizens through our support of good works, honest charities, civic improvements, better health, and education. We must maintain in good order the property we are privileged to use by protecting the environment and its natural resources.

### **AIM**

Shareholder value, our commitment to stockholders, is our final responsibility. Business must make a sound profit. Therefore, we must strive to achieve a balance among the fiscal, social, and environmental responsibilities of our firm, experiment with new ideas and develop new technologies in our efforts to stay ahead of the competition, and create reserves to prepare for adversity. It is our belief that when we operate according to these principles, shareholders will realize a fair return.



# CODE OF ETHICS

## Introduction

The Code of Ethics is a compilation of basic principles of conduct for which you, as an American Portfolios employee or associated person, are responsible for knowing and following. These principles represent values critical to our customers and others to conduct our business with honesty and integrity. The Code has been adopted to protect the reputation and integrity of American Portfolios and its employees and associated persons, and to assist them in following uniform standards of ethical conduct. The term "employee" in the Code is understood to mean officers, directors, employees and independent contractors.

The Code of Ethics is intended to govern the actions and working relationships of employees and associated persons with current or potential customers, consumers, other American Portfolios employees, competitors, suppliers, government representatives, the media and anyone else with whom American Portfolios has contact. In these relationships, employees and associated persons must observe the highest standards of ethical conduct. The success of American Portfolios as a provider of financial services is built upon the trust and confidential relationships maintained between American Portfolios and its customers. Therefore, each employee and associated person is expected in all business matters to place American Portfolios' and its customers' interest above his or her own self-interest and to discuss with Compliance any proposed transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

It is American Portfolios' policy that an employee or associated person maintain no position which (1) could conflict with their performance of duties and responsibilities to American Portfolios, (2) affects or could affect independence or judgment concerning transactions between American Portfolios and its customers, suppliers or others with whom American Portfolios competes, or has existing or pending or potential business relationships, or (3) otherwise reflects negatively on American Portfolios.

Employees and associated persons must resolve any doubt as to the meaning of the Code in favor of good, ethical judgment. It is the responsibility of each employee or associated person to avoid even an appearance of impropriety.

Implicit in the Code of Ethics is American Portfolios' policy that both American Portfolios and its employees and associated persons comply with the law. The law prescribes a minimum standard of conduct; the Code of Ethics prescribes conduct that often exceeds the legal standard. Any request made of an employee or associated person by any supervisor carries with it, whether or not articulated, the understanding that the employee or associated person is to comply with the request only to the extent he or she can do so while complying both with the law and this Code of Ethics. In certain instances, areas of American Portfolios have their own unique policies governing subjects covered by the Code of Ethics due to their lines of business. These policies are in addition to the requirements of the Code of Ethics.

## Confidentiality

Non-public information regarding American Portfolios or its businesses, employees, customers, suppliers or consumers is confidential. Employees or associated persons may not purposefully access or view such information without a business justification, disclose such information, or use it for trading in securities or for other personal gain during or after employment, except that employees or associated persons may use confidential information to perform their job duties.

## Self-Interest

Employees or associated persons are prohibited from:

1. Accepting employment or engaging in a business (including consulting and similar arrangements or arrangements with competitors) that may conflict with the performance of their duties or American Portfolios' interest. All outside business activities require prior approval by Compliance.
2. Taking for themselves personal opportunities that are discovered through the use of American Portfolios proprietary, non-public information (such as processes, programs, software, and business information and plans) about American Portfolios or its businesses, or position, even if developed by the employee either within or outside of the employees or associated person's area of responsibility, or using corporate property, information or position for personal gain, or competing with American Portfolios.
3. Taking unfair advantage of any customer, supplier, competitor or other American Portfolios information through manipulation, concealment, abuse of privileged information, misrepresentation of material fact, or any other unfair dealing or practice.
4. Soliciting or demanding anything of value from any person in conjunction with the performance of their duties to American Portfolios (other than normal compensation received from American Portfolios).
5. Accepting personal fees, commissions, other compensation paid, or expenses paid or reimbursed from others, not in the usual course of American Portfolios' business, in connection with any business or transaction involving American Portfolios.
6. Purposefully viewing or using confidential information about American Portfolios or its businesses, employees or associated persons, customers, consumers or suppliers without a valid business reason, for personal benefit or disclosing such information to others outside of job duties.
7. Misusing American Portfolios' information technology and electronic communications system, including accessing or distributing pornographic or other distasteful information or materials containing offensive, sexually explicit or harassing language, sending chain letters, or conducting excessive personal business.
8. Permitting American Portfolios property (including data transmitted or stored electronically and computer resources) to be damaged, lost, used or intercepted in an unauthorized manner.
9. Making any political contribution of money or other property on behalf of American Portfolios that would violate federal or state law.
10. Borrowing or accepting money from customers or suppliers unless the customer or supplier is a financial institution that makes such loans in the ordinary course of its business.
11. Purchasing property, whether real, personal or intangible, from American Portfolios without the approval of his or her supervisor or other designated senior officer unless American Portfolios makes a general offer of extraneous company property to employees or associated persons on a non-discriminatory basis.
12. Selling property or services to American Portfolios unless approved by Compliance, which will ascertain the reasonableness of the selling price.
13. Providing customers with legal, tax, accounting or investment advice not in the usual course of business; or recommending attorneys, accountants, securities dealers, insurance agents, brokers, real estate agents or other service providers if the advising employee or associated person receives a personal reciprocal benefit for the referral from the service provider. (Note that referrals to service providers are permissible as long as the employee or associated person does not receive a personal reciprocal benefit for that referral.)
14. Engaging or investing in any business that directly or indirectly competes with services provided by American Portfolios or any subsidiary of the American Portfolios, except where such an investment represents insignificant ownership in a publicly traded company.
15. Knowingly benefiting from an error, including but not limited to payment of compensation (including incentive plan payments) or travel and entertainment expense reimbursement, without disclosing that error.
16. Doing any of the above actions indirectly through another person.

## Gifts and Entertainment

Entertainment and the giving or receipt of gifts are governed by American Portfolios' "Gifts, Gratuities and Entertainment" policy in the General Employee Policies chapter of American Portfolios' Written Supervisory Procedures.

Discounts and price reductions not generally available to others are considered gifts. Employees or associated persons are expressly prohibited from soliciting, demanding or accepting anything of value with the intent to be influenced or rewarded in connection with any business transaction or relationship involving American Portfolios.

## Bequests

An employee or associated person must report to Compliance any potential bequest in excess of \$100 U.S. to the employee or associated person under the will or trust instrument of a customer, vendor or supplier of American Portfolios, whether or not American Portfolios is the fiduciary named under such instrument, unless the customer, vendor, or supplier is a member of the employee or associated person's immediate family. Bequests in excess of \$100 U.S. are subject to the approval of the employee or associated person's immediate supervisor and Compliance.

## Privacy

Employees or associated persons may be restricted from accessing, sharing or using certain information across American Portfolios affiliates and from sharing information with external third parties, except as allowed by law. Employees or associated persons must not view or request access to information unless a valid business purpose exists.

For specific information about privacy requirements, see "Customer Privacy Policies And Procedures" in the Communications with the Public chapter.

## Holding Office/Appointments

1. Before an employee or associated person may become a director, officer or partner of any business organized for profit outside American Portfolios, written approval by Compliance is required.
2. Employees or associated persons are encouraged to participate in organizations that are involved in charitable, educational or community activities, and no approval is needed for involvement with such organizations unless the employee will receive compensation.
3. Employees or associated persons are encouraged to participate in civic and political activities.
4. An employee or an associated person may hold a part-time elective or appointive office provided the employee or associated person receives the written approval of Compliance and provides full disclosure concerning the time involved and compensation, if any, to be received. When an employee or associated person seeks a political office, that person must obtain an opinion from the political entity's legal counsel stating that the person's candidacy is not prohibited and that the person's election or appointment will not bar the political entity from doing business with American Portfolios.
5. Employees and associated persons must avoid appointment which may conflict with the performance of their duties for American Portfolios or otherwise interfere with their employment relationship with American Portfolios. American Portfolios prohibits registered representatives from acting in a dual role in a fiduciary capacity.

## Internal Accounting Controls

It is the legal responsibility of American Portfolios to develop and maintain systems of internal accounting controls that permit the preparation of its financial statements in accordance with applicable laws, rules, and accounting principles.



No one shall, directly or indirectly, knowingly falsify or cause to be falsified any book, record or account of the American Portfolios. This includes expense accounts, approval of invoices submitted by vendors, records of transactions with customers, records of disposition of company assets, records of consumers, or any other record.

Any employee or associated person who becomes aware, directly or indirectly, of inadequate controls, a failure of controls, or a circumvention of controls, or that transactions or other items are improperly recorded on American Portfolios' books or records, must promptly report the situation to Compliance.

### **Reporting Possible Ethics Violations and Disciplinary Action**

Employees or associated persons have an obligation to report potential ethics violations to Compliance. Compliance will maintain the confidentiality of the individual reporting the possible violation; the employee or associated person may also report anonymously the identity of the parties involved. Retaliation against employees or associated persons who report possible violations is strictly prohibited and will subject those who retaliate with disciplinary action which may include termination. Those who violate the Code are subject to disciplinary action which may include termination.

For example, if an employee or associated person would feel more comfortable in merely reporting that they suspect several of their co-employees are involved in what appears to be falsifying credit reports or that a fellow employee is involved in a transaction that may be a conflict of interest on his or her part, the employee or associated person need only report the suspected Code violation, the persons involved and the department in which they suspect the activity is occurring.

## **Trading In The Stock Of American Portfolios Customers, Suppliers Or Vendors**

### **Customer Securities**

No employee or associated person may invest in the securities of a customer of American Portfolios if the employee or associated person participates in or is expected to participate in transactions involving, or is responsible for, extensions of credit to the customer or if the customer's securities are publicly traded and the employee or associated person has non-public information concerning the customer at the time of the proposed investment. If the employee or associated person participates in or is responsible for decisions involving non-credit business transactions with the customer, the employee or associated person must comply with any investment policy applicable to the employee or associated person's line of business before making an investment in the customer's securities. In no case may the employee or associated person invest in the customer's securities until after making disclosure of the proposed investment to the employee or associated person's immediate supervisor, to the person approving the transaction with the customer, and Compliance.

### **Supplier or Vendor Securities**

No employee or associated person may invest in the securities of a supplier or vendor if the employee or associated person participates or is expected to participate in or is responsible for decisions involving business transactions with the supplier or vendor or if the securities are publicly traded and the employee or associated person has non-public information about the supplier or vendor at the time of the proposed investment. If an employee or associated person has an existing investment in the securities of a supplier or vendor of American Portfolios and such employee or associated person participates or is expected to participate in or is responsible for decisions involving business transactions with the vendor or supplier, the employee or associated person shall promptly disclose the investment to his or her immediate supervisor and Compliance, and shall refrain from further participation in such decisions unless expressly authorized in writing by his or her immediate supervisor and Compliance.



An employee or associated person may make an insubstantial investment in the publicly traded securities of a supplier or vendor even though such employee or associated person participates or is expected to participate in or is responsible for decisions involving the supplier or vendor if the employee or associated person obtains the prior approval of the employee or associated person's immediate supervisor and Compliance.

## Full And Fair Disclosure

Employees or associated persons are required to make full, fair, accurate, timely and understandable disclosure in reports and documents that American Portfolios files with, or submits to, the Securities and Exchange Commission, SROs, government agencies, and in other public communications made by American Portfolios.

## Compliance

1. Each employee or associated person of American Portfolios shall act on American Portfolios' behalf in a manner that complies with all laws, rules and regulations under which American Portfolios must operate. Any employee or associated person who becomes aware, either directly or indirectly, of an employee or associated person's violation of a law involving a breach of trust must report the violation promptly to Compliance.
2. If an employee or associated person becomes aware of or suspects embezzlement, false entries in American Portfolios' records, false statements to American Portfolios' regulators, false statements by customers or consumers (where the employee or associated person knows that the statement is false or has reason to inquire as to its falseness), any fraud or potential fraud, or other criminal violation involving American Portfolios, its employees or associated persons or customers, such employee or associated person must immediately contact Compliance.
3. An employee or associated person who is convicted of a crime (other than a minor traffic offense) or found liable for an offense that subjects the employee or associated person to a disciplinary or licensure order by a regulatory agency or self-regulatory organization, must promptly report the event to Compliance. In addition, an employee or associated person who is charged with (but not convicted) of a crime involving a breach of trust, dishonesty, substance abuse, money laundering, or a felony, or is charged with (but not found liable) of an offense by a regulatory agency or self-regulatory organization that may result in a disciplinary or licensure order must promptly report the event to Compliance. Failure to report the above is a violation of the Code.
4. Each employee or associated person must cooperate fully with a request by American Portfolios to conduct an investigation of the employee or associated person. Failure to do so is a violation of the Code.

## Important Contacts

| Title and/or Department                              | Name                       | Contact                                                                |
|------------------------------------------------------|----------------------------|------------------------------------------------------------------------|
| Chief Executive Officer<br>Chief Information Officer | Lon T. Dolber              | 631.870.8206                                                           |
| Chief Compliance Officer                             | Harold Chaffee, Osaic Inc. | <a href="mailto:harold.chaffee@osaic.com">harold.chaffee@osaic.com</a> |
| General Counsel                                      | Greg Olson, Osaic Inc.     | <a href="mailto:greg.olson@osaic.com">greg.olson@osaic.com</a>         |
| Outside Independent Auditor                          | Deloitte & Touche LLP      | 229.939.4714                                                           |



## Supervision

It is the responsibility of each supervisor to train and supervise employees or associated persons so that they are able to perform their jobs in a competent manner and in conformity with American Portfolios' policies, including the Code of Ethics. When assigning responsibilities to an employee or associated person, it is the supervisor's responsibility to ensure that the employee or associated person has demonstrated the capability to discharge the assigned responsibility in conformity with the Code of Ethics. It is also the supervisor's responsibility to ensure that all employee or associated person questions concerning the operation and requirements of the Code of Ethics are fully addressed.

## Administration

1. The Chief Compliance Officer is responsible for administration of the Code of Ethics and updating the Code when necessary.
2. All employees or associated persons will receive a printed copy or be directed to review an electronic version of the Code upon hire and will certify their compliance annually on the Annual Employee Certification.
3. Disclosures, approvals or waivers will be reviewed, acted upon and retained by the Chief Compliance Officer with the exception of requests for waivers by American Portfolios directors, which will be reviewed and acted upon by the Board of Directors and/or American Portfolios Audit Committee, if an audit committee exists.
4. The Code will be included in employee training.

# INSIDER TRADING

## Insider Trading Policies and Procedures

Broker/dealers are required to establish, maintain, and enforce policies and procedures to prevent the misuse of material non-public information ("inside information"). These requirements are included in the Insider Trading and Securities Fraud Enforcement Act of 1988. American Portfolios has established policies and procedures reasonably designed to prevent the misuse of inside information considering the American Portfolios' business, structure, size and other relevant factors.

At the time of hire, American Portfolios employees and associated persons are provided the Firm Policy Regarding Insider Trading chapter. Updates to this policy are provided by Compliance when required.