ITEM 1 – COVER PAGE

BROCHURE
Form ADV Part 2A

Investall, Inc.

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March 30, 2023

This brochure provides information about the qualifications and business practices of Investall, Inc. If you have any questions about the contents of this brochure, please contact us at (212) 995-9191 and/or bala.shagrithaya@allocaterite.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about Investall, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Investall, Inc. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

ITEM 2 - MATERIAL CHANGES

This Brochure dated March 30, 2023 represents an update to the Brochure dated March 31, 2022 (the "Prior Brochure") and contains material changes from the Prior Brochure, listed below. In addition, Investall, Inc. routinely makes updates throughout the brochure to improve and clarify the description of its business practices, compliance policies and procedures, as well as to respond to evolving industry best practices.

- Item 1. Cover Page and throughout this document – The Firm's name changed from ForeSCITE, Inc. to Investall, Inc as of November 2, 2022.

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ITEM 4 - ADVISORY BUSINESS

A. Description of Advisory Firm

Investall, Inc., formerly known as ForeSCITE, Inc. until its name change effective November 2, 2022, a Delaware corporation formed in 2017, is an investment advisory firm that, through the use of a computer-generated algorithmic model, provides investment advisory services to third-party investment managers and advisers ("Investment Advisers") who, in turn, may in their discretion utilize such advice in advising their own clients and investors (the "Investment Adviser's Clients"), as well as to retail investors through a mobile app offered by Investall. Investall is owned by Chief Executive Officer and Chief Compliance Officer Balkrishna Shagrithaya, Jonathan Shah, and JAS Trust for which Abbas Shah serves as trustee.

B. Types of Advisory Services Offered

Investall provides advisory services to registered investment advisers and other qualified investment managers using a proprietary "dynamic beta" algorithmic model that selects exchange-traded funds ("ETFs") and other securities across various asset classes based on relative value analysis, technological analysis and fundamental analysis and uses real time risk monitoring and dynamic allocation to allocate assets in a portfolio and rebalance monthly between asset classes and within sectors. The investment model makes all proposed investment allocations for the Investment Advisers' consideration on a monthly basis. Investall delivers its monthly portfolio allocations and buy-sell signals to the Investment Advisers via electronic secure file transfer protocol, application program interface or other secure arrangements. Upon generation and delivery of such signal: (i) the Investment Adviser may use the information delivered by the signal at their discretion in advising their own clients; (ii) the Investment Adviser may ignore, in whole or in part, the signal and not follow it; or (iii) the Investment Adviser can authorize Investall to submit the signals and signal-related information directly to the Investment Adviser's designated broker-dealer or its execution platform so the broker-dealer can affect the reallocation. Generally, monthly trade signals are executed for the Investment Adviser's client accounts by rebalancing automatically through the Investment Adviser's execution platform.

In addition, Investall provides risk monitoring and intra-month rebalancing. The algorithmic model includes risk analysis that evaluates various market-impacting risk factors that may materially and adversely impact a portfolio at such time. This risk-monitoring mechanism, when triggered, may signal an intra-month portfolio rebalancing in addition to the monthly reallocation signal.

The services provided to the Investment Advisers are also provided to retail investors through a mobile app offered by Investall.

Investall has no direct contact with the clients of the Investment Advisers or users of its mobile app and does not provide any services directly for the clients of the Investment Advisers or users of the mobile app other than trade execution as described in clause (iii) above. In both instances described, brokerage and custody services are provided by third parties or the Investment Advisers themselves. Neither Investall nor its affiliates have custody of client funds, nor does it provide brokerage services.

C. Services Tailored to Individual Needs of Investment Advisers and Retail Investors

Investall's advisory services are tailored to the management of each Investment Adviser's account to the extent that each Investment Adviser provides Investall with information regarding securities positions, assets and cash balances of the Investment Adviser and its clients, which Investall enters into its investment model. Investall's investment model then makes proposed allocations for the Investment Adviser's consideration, and such Investment Adviser interacts directly with its own clients. Investall does not model around an Investment Adviser or Investment Adviser's Client's restrictions and does not take steps to tailor its signals based on an Investment Adviser's or Investment Adviser Client's risk profile. With regards to Investment Advisers that use Investall's advisory services pursuant to clause (i) in Section B above, such Investment Advisers may adjust their own portfolio and that of their clients at their own discretion and are not bound to take Investall's signals. In addition, while Investall may be provided authorization from its clients to provide allocation signals directly to the client's broker-dealer or the applicable execution platform, Investall does not give discretionary advice.

Investall tailors its advisory services to retail investors as well as for Investment Adviser Clients of Investall. Retail investors receive the proposed allocations and determine whether to implement them or not.

D. Wrap Fee Programs

Wrap fees are comprehensive fees charged to a client for providing a bundle of services, such as investment advice, investment research and brokerage services. Investall does not participate in wrap fee programs.

E. Investment Adviser Assets

As of December 31, 2022, Investall did not have any assets under discretionary management. Investall does not manage client funds. Investall provides portfolio allocation signals to Investment Advisers and mobile app users. The Investall signals are being employed on approximately $ 29,035,695 in total assets.

ITEM 5 - FEES AND COMPENSATION

A. Fees

Investall generally charges a services fee to each Investment Adviser Client equal to an annual rate based on the total assets advised for such client, calculated as of the last day of each payment period. In some cases, Investall instead charges an agreed-upon fixed fee to the Investment Adviser Client. No performance fees or carried interest are paid to Investall. For users of its mobile app, Investall charges a subscription fee.

B. How Fees are Charged

Investment Advisers are charged a services fee, in arrears, on a quarterly basis. Users of the mobile app are charged a monthly subscription fee.

C. Other Fees and Expenses

Investall does not pass on to its Clients customary expenses, including fees, costs and expenses related to the expenses of any counsel and accountants (including audit fees), any insurance, indemnity or litigation expenses, and any taxes, fees or other governmental charges levied against Investall or its affiliates.

Clients may pay other expenses to other entities in addition to the fees paid to Investall. For example, clients may pay costs such as brokerage commissions, transaction fees, custodial fees, transfer taxes, wire transfer fees, and other fees and taxes charged to brokerage accounts and securities transactions, which are unrelated to the fees collected by Investall. Mutual funds and ETFs also charge internal management fees, which are disclosed in a fund's offering documents.

Investall does not act as a broker-dealer on behalf of clients. Therefore, Investall does not generally incur brokerage costs. A discussion of Investall's interactions with broker-dealers may be found at Item 12 of this brochure.

D. Payment of Fees Upon Termination

Investall establishes the fees charged for sending signals to Investment Adviser accounts in the written advisory agreements between Investall and the Investment Adviser. Services fees are generally paid to Investall in arrears of any advisory services performed by Investall. Should Investall's services be terminated before the services fee is paid in full, the services fee will be computed as though the termination date is the last day of the quarter (or other applicable payment period) and the services fee will be paid on a prorated basis. Fees and minimums may be negotiable at the sole discretion of Investall.

E. Compensation for Sales of Securities

Investall does not accept compensation for the sale of securities or other investment products.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

No performance-based fees or carried interest are paid to Investall.

ITEM 7 - TYPES OF CLIENTS

Investall generally provides investment advice to registered investment advisers and other qualified investment managers who use Investall's services to advise their own clients, related investment vehicles and accounts. In addition, the same types of services provided to registered investment advisers are provided to retail investors who use Investall's mobile app. Investall does not impose any minimum investment amounts or minimum account sizes for Investment Advisers or retail investors using its advisory services.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

Investall provides advisory services to registered investment advisers and other qualified investment managers using a proprietary algorithmic model that selects ETFs and other securities across various asset classes based on relative value analysis, technological analysis and fundamental analysis and uses real time risk monitoring and dynamic allocation to allocate assets in a portfolio. Any account included in the composite is vetted in terms of the portfolio's constituents prior to any rebalancing. This process is integrated within the Investall client service portal. Certain ETFs are pre-approved by Investall for inclusion in the portfolios. Investment Advisers may select other ETFs that have not been pre-approved, however these must be vetted by Investall. The vetting process generally entails formal statistical back testing and risk evaluation. Investall does not include any portfolios in the composite that are subject to third party restrictions or that contain non-vetted securities. In addition, Investall provides risk monitoring and intra-month rebalancing. The algorithmic model includes risk analysis that evaluates various market-impacting risk factors that may materially and adversely impact a portfolio at such time. This risk-monitoring mechanism, when triggered, may signal an intra-month portfolio rebalancing in addition to the monthly reallocation signal.

All research provided is documented and retained pursuant to the recordkeeping policy (see Item 13 below for information regarding Investment Adviser reports and recordkeeping). All signals will be considered a "material" event for Investment Adviser portfolios.

Investall provides Investment Advisers with financial advice that is based on Modern Portfolio Theory ("MPT"). MPT attempts to maximize a portfolio's expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by selecting the proportions of various asset classes rather than selecting individual securities.

Following Investall's signals involves a risk of loss that Investment Advisers and mobile app users should be prepared to bear, including up to the entire amount of their investment or commitment. For a discussion of material risks, see Item 8.B immediately below.

B. Material Risks

Following signals from providers like Investall involves a wide range of risks. Investment Advisers are provided with more detailed information regarding material risks to which advisory services provided to them by Investall are subject before using Investall's services. Such material risks include, but are not limited to, those set forth below.

Material Risks Related to Investment Strategy and Method of Analysis

Investall's strategies are designed to produce the appropriate potential return for the given level of risk; however, Investall cannot guarantee that an investment objective, rate of return, or planning goal will be achieved. Moreover, Investall's strategy is a holistic strategy, and it does not take into account the specific risk tolerance or characteristics of a specific client. Investall's algorithmic model is designed with MPT in mind and the resulting investment advice is geared towards producing a holistically strong portfolio. Therefore, the investment model may signal certain buy-sell actions (but in no event advising to retain a short position on a portfolio) which yield the best results if made in concert with other signaled actions. However, Investall does not retain custody or control over the Investment Adviser's assets and an Investment Adviser must individually decide whether to act on Investall's advice, in full or in

part. It is possible that an Investment Adviser may decide to act on Investall's advice only in part and thereby alter the results anticipated by the investment model. There is no guarantee that Investall's investment advice will necessarily produce the intended results in this or similar scenarios.

Portfolio and Securities Risks

Investall does not send signals or make proposed allocations involving individual stocks. Rather, Investall's signals and allocations are comprised solely of broad market-based ETFs. Nevertheless, when investing in securities, even ETFs, there is always a certain level of company, industry, sector, and market risk. These risks, if realized, can cause prices of securities, and ETFs, to decline.

Advisory Risk –There is no guarantee that Investall's investment advice about particular securities or asset classes will necessarily produce the intended results. Investall's investment advice may prove to be incorrect, and an Investment Adviser might not achieve his or her investment objectives. Investall may also make future changes to the investing algorithms and advisory services that it provides. The algorithm may not fully identify long-term changes in the marketplace or otherwise may not address changes in market conditions when generating buy-sell signals.

In addition, it is possible that Investment Advisers or Investall may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to Investall's software based financial advisory service or corrupt its signals, systems, or the data it relies on to generate its signals.

Cybersecurity Risk – In the ordinary course of business, Investall collects and stores sensitive data, including intellectual property, proprietary business information and that of Investment Advisers, suppliers and business partners, and personally identifiable information of Investall employees, in data centers and on networks. The secure processing, maintenance and transmission of this information is critical to Investall's operations and business strategy. Despite Investall's security measures, its information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise Investall's networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, and regulatory penalties, disrupt operations and the services provided to Investment Advisers.

Global Health Risk - Disease outbreaks that affect local economies or the global economy may materially and adversely impact our investment portfolios and/or our business. These types of outbreaks have the potential to cause severe decreases in core business activities such as manufacturing, purchasing, tourism, business conferences and workplace participation, among others. These disruptions also have the potential to lead to instability in the marketplace, including market losses and overall volatility. In the face of such instability, governments may take extreme and unpredictable measures to combat the spread of disease and mitigate the resulting market disruptions and losses. In the event of a pandemic or an outbreak, there can be no assurance that we or our service providers will be able to maintain normal business operations for an extended period of time or will be able to retain the services

of key personnel on a temporary or long-term basis due to illness or other reasons. The full impact of a pandemic or disease outbreaks is unknown, which could result in a high degree of uncertainty for potentially extended periods of time.

Market Risk – The price of any security or the value of an entire asset class can decline for a variety of reasons outside of Investall's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. If an Investment Manager has a high allocation in a particular asset class, it may negatively affect overall performance to the extent that the asset class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that outperforms other asset classes in a particular period will cause that Investment Manager to underperform relative to the overall market.

Investment Model Risk – The risks of an investment model allocation depend on the risks of the underlying investments represented in the investment model portfolio. The investment model allocation is also subject to the risk that the selection of the underlying investments and the allocation and reallocation of the investment model portfolio's assets among the various underlying investments might not produce the desired result. Investment model portfolios are constructed in reliance on forward-looking assumptions, forecasts, and estimates, and, as a result, investment model portfolios do not fully reflect the impact that material economic and market factors might have had on Investall's decision making if Investall had actually managed a portfolio with assets pursuant to the investment model portfolio since its inception, and do not reflect the impact of future material economic and market factors not available at the time of allocation.

Equity (Stock) Market Risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases or decreases in value as market confidence in and perceptions of the company who issued the stock change. If an investor held common stock, or common stock equivalents, of any given company, they would generally be exposed to greater risk than if they held preferred stock and/or debt obligations of the company. Common stocks are often holdings within mutual funds and ETFs.

ETF/ETN and Mutual Fund Risks – The risk of owning ETFs/ETNs and mutual funds reflect the risks of their underlying securities (e.g., alternative investments, stocks, bonds, etc.). ETFs/ETNs and mutual funds also carry additional expenses based on their share of operating expenses and certain brokerage fees, which may result in the potential duplication of certain fees. Also, some mutual funds may be too large to adjust quickly in response to market fluctuations, meaning that investors may miss out on gains or be exposed to losses for a longer time than if they were in a more nimble portfolio.

Fixed Income Risks – Various forms of fixed income instruments, such as bonds, money market or bond funds, or certain ETFs/ETNs containing these holdings, may be affected by various forms of risk, including:

- Credit Risk – The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as "default risk." Credit risk may also occur when an issuer's ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt

instruments, as well as funds or ETF/ETN share values that hold these issues. Bondholders are creditors of an issuer and have priority to assets before equity holders (i.e., stockholders) when receiving a payout from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine seniority of payment.

- Duration Risk – Duration is a measure of a bond's volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations.

- Interest Rate Risk – The risk that the value of the fixed income holding will decrease because of an increase in interest rates.

- Liquidity Risk – The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers. While certain types of fixed income are generally liquid (i.e., bonds), there are risks which may occur such as when an issue trading in any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also a risk of not being able to purchase a particular issue at the desired price.

- Index Investing – Index investing may have the potential to be affected by "active risk" (or "tracking error risk"), which might be defined as a deviation from a stated benchmark. If a core portfolio attempts to closely replicate a stated benchmark, the source of the tracking error or deviation may come from a satellite portfolio or position, or from a "sample" or "optimized" index fund or ETF that may not as closely align the stated benchmark. In these instances, a portfolio manager may choose to reduce the weighting of a satellite holding, utilize very active satellites, or use a "replicate index" position as part of its core holdings to minimize the effects of the tracking error in relation to the overall portfolio.

- QDI Ratios – While many ETFs/ETNs and index mutual funds are known for their potential tax-efficiency and higher "qualified dividend income" ("QDI") percentages, there are asset classes within these investment vehicles or holding periods within that may not benefit. Shorter holding periods, as well as commodities and currencies (that may be part of an ETF/ETN or mutual fund portfolio), may be considered "non-qualified" under certain tax code provisions. A holding's QDI should be considered when tax-efficiency is an important aspect of the client's portfolio.

Potential Conflicts of Interest

Although Investall seeks to minimize conflicts of interest, there will be occasions when Investall and its affiliates may encounter potential conflicts of interest. Such conflicts may include, but are not limited to, the following:

- Investall personnel generally devote time to multiple Investment Advisers. Managing multiple accounts could create potential conflicts of interest, such as those between investment strategies, or allocations of investment opportunities. Managing multiple accounts also can raise concerns that some accounts would receive more attention or otherwise be favored over others. However, as described in Items 4.C. and 8.A.,

Investall delivers all investment opportunities and buy-sell signals to all its Investment Adviser clients simultaneously via electronic secure file transfer protocol, application program interface or other secure arrangements, which minimizes conflicts of interest that would typically arise from the management of several different investor accounts.

- Soft dollar arrangements are arrangements by which Investall obtains research and other products and services that provide lawful and appropriate assistance to Investall in carrying out its investment decision-making responsibilities. Investall does not plan to enter into any soft dollar arrangements. However, in the event that Investall does enter into any soft dollar arrangements, Investall may receive products and services that have both research and non-research uses only if it makes a good faith allocation of the value of the non-research products and services it receives and pays for such non-research items in hard dollars. Any use of client brokerage to cover non-research items will fall outside of the safe harbor and raises a number of conflicts of interest issues between Investall and its Investment Adviser clients, and specific disclosure must be provided to the Investment Advisers regarding these arrangements and the attendant conflicts of interest. Please see Item 12.A.1 for additional details.

C. Recommendations of Particular Securities

Investall does not recommend investments in particular equity stocks. Investall's investment model algorithm makes proposed allocations in ETFs for the Investment Adviser's consideration. Trading ETFs involve risk, for example: there are market risks; particular ETFs can hold concentrations in particular industries, sectors, or countries that may experience downturns or political events; tax risks; and ETFs can be shut down and liquidated. In addition, the risks described in Item 8.B apply with respect to all Investall signals, allocations, models, and strategies, and securities included therein.

ITEM 9 - DISCIPLINARY INFORMATION

Investall is not aware of any legal or disciplinary events that would be material to a client's or prospective client's evaluation of its advisory business or the integrity of its management.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealers

Investall is not a registered broker-dealer. Investall does not provide broker-dealer related services. Investall only sends signals and signal-related information to Investment Advisers and mobile app users, and their broker-dealers, as specifically directed by the Investment Advisers and mobile app users.

B. Futures and Commodity Trading

Investall is not registered and does not have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Recommendation or Selection of Other Investment Advisers

Investall does not recommend or select other investment advisers for its Investment Advisers or mobile app users, nor does it receive compensation directly or indirectly from any such advisers.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics

Investall is a fiduciary to its Investment Advisers and mobile app users. This means that Investall and its employees must put the interests of the Investment Advisers and mobile app users first. To that end, Investall employees are required to:

- Place the interests of the Investment Advisers and mobile app users above any personal interests;
- Seek to identify conflicts of interest and observe established resolution procedures as described in Investall's Code of Ethics and Compliance Manual;
- Conduct personal securities transactions in a manner consistent with Investall's Code of Ethics, including pre-clearance (if applicable) and reporting of transactions;
- Report any violations of Investall's Code of Ethics, Investall's Compliance Manual or any other legal or ethical violation, to its Chief Compliance Officer; and
- Comply with Investall's Code of Ethics, its Compliance Manual, and applicable provisions of the federal securities laws as well as any other laws applicable to Investall.

See Items 11.C and 11.D below for further details regarding Investall's Code of Ethics.

Copies of Investall's Code of Ethics are available to any client or prospective client upon request. Investall will distribute a copy of the Code of Ethics to each employee of Investall (i) upon commencement of his or her employment or engagement with Investall, (ii) at least annually thereafter and (iii) upon amendment. Upon distribution, each employee is required to acknowledge in writing the receipt of the Code of Ethics and any amendments. The Code of Ethics will be provided to each employee of Investall on an annual basis.

Investall's policies and procedures for addressing conflicts of interest generally are also described in more detail at Item 8.B above.

B. Participation or Interest in Investment Adviser Transactions

Investall provides ongoing monthly and, in certain circumstances intra-monthly, advisory services to Investment Advisers. The investment model sends all investment signals for the Investment Adviser's consideration. Any account included in the composite is vetted in terms of the portfolio's constituents prior to any rebalancing. This process is integrated within the Investall client service portal. Certain ETFs are pre-approved by Investall for inclusion in the portfolios. Investment Advisers may select other ETFs that have not been pre-approved, however these must be vetted by Investall. The vetting process generally

entails formal statistical back testing and risk evaluation. Investall does not include any portfolios into the composite that are subject to third party restrictions or that contain non-vetted securities and does not model around specific Investment Adviser restrictions. Allocations provided by the model will be consistent with Investall's documented investment strategy and investment guidelines. In addition, Investall provides risk monitoring and intra-month rebalancing. The algorithmic model includes risk analysis that evaluates various market-impacting risk factors that may materially and adversely impact a portfolio at such time. This risk-monitoring mechanism, when triggered, may recommend an intra-month portfolio rebalancing in addition to the monthly reallocation signal.

All research provided will be documented and retained pursuant to the Recordkeeping Policy. All research recommendations will be considered a "material" transaction for Investment Adviser portfolios. At regular intervals, the Chief Compliance Officer, with the assistance of the portfolio architect, if necessary, will compare the performance of the research recommendations provided to the individual Investment Adviser accounts with the agreed objectives and guidelines in order to provide general verification of correct execution of trades. Investall does not model around specific Investment Adviser restrictions. Such review is carried out for Investall's own internal purposes and in no event does Investall review Investment Adviser portfolios with the intent to provide advisory information or reports for such Investment Adviser or other third-party consumption. The Chief Compliance Officer will report any unexplained significant discrepancies to senior management to determine appropriate action. The Chief Compliance Officer will document his portfolio review and maintain such documentation in accordance with Investall's recordkeeping policy.

Investall will not participate in or direct an "agency cross transaction."

C. Personal Trading

Conflicts of interest may arise between an Investment Adviser and Investall when Investall or a related person invests in the same securities that it signals to Investment Advisers and mobile app users, or has another interest in a transaction that is, or may be, in conflict with the interest of any of the Investment Advisers or mobile app users. Investall employees may have personal conflicts of interest, such as (i) a material interest in a transaction to be entered into with or for an Investment Adviser, (ii) a relationship that gives or may give rise to a conflict of interest in relation to a transaction or (iii) another interest in a transaction that is, or may be, in conflict with the interest of any Investment Adviser.

To address these conflicts, Investall's Code of Ethics (discussed in Item 11.A above) requires, among other items, that each Investall employee submit to the Chief Compliance Officer a report of his or her current holdings of covered securities, including securities holdings of any account which such employee manages or exercises (or shares) investment discretion, as well as holdings of his or her domestic partner and any immediate family members. The employee must update this report.

All Investall employees and their immediate family members must obtain the approval of the Chief Compliance Officer before directly or indirectly acquiring beneficial ownership in any security in an initial public offering or a private transaction (e.g., private placements and limited offerings). Positions in such securities are only permitted without prior written approval if such securities (i) were acquired prior to the commencement of employment with

Investall or its affiliates, (ii) were received as a gift or a payment or (iii) were received as a distribution or payment in kind. The Chief Compliance Officer may place additional restrictions on an employee's personal trading activities. The Chief Compliance Officer monitors employees' personal securities trading for unusual or excessive trading patterns.

Employees are generally not permitted to buy or sell any security (or cause another person to do so) if the employee is in possession of "material" non-public information relating to the issuer or the transaction. Employees also may not disclose this information to a third party to use in securities transactions. In general, "material" information means information that would reasonably affect, or have a significant impact on, an investor's decision to buy or sell a security, or information that would have been viewed by a reasonable investor as having significantly altered the "total mix" of information available.

As noted previously, Investall only invests in broad market-based ETFs. Due to the depth and liquidity of the markets for these ETFs, potential conflicts of interest are reduced, as compared to risks associated with individual stocks.

ITEM 12 – BROKER-DEALER INTERACTIONS

A. Selection of Broker-Dealers

Investall does not select or recommend broker-dealers for client transactions. All trading activities are directly organized and arranged by the Investment Adviser. Signal and rebalancing information is delivered by Investall directly to the Investment Adviser or to the Investment Adviser's broker-dealer, if so, directed by the Investment Adviser. In all circumstances, the Investment Adviser decides which broker-dealer will execute its transactions.

1. Research and Other Soft Dollar Benefits

Investall does not engage, select and/or recommend the services of broker-dealers, and correspondingly will not be offered or eligible for soft dollar arrangements. In addition, Investall does not plan to enter into any soft dollar arrangements.

2. Brokerage for Investment Adviser Referrals

Investall does not select or recommend broker-dealers. Moreover, Investall does not direct client transactions to a particular broker-dealer in return for client referrals. The Investment Adviser is responsible for selecting its broker-dealer and the broker-dealer of its clients.

3. Directed Brokerage

Directed brokerage occurs when a client directs an adviser to execute transactions through a specified broker-dealer. Not all advisers require their clients to direct brokerage activities. This practice may cause clients to pay more money because the adviser cannot aggregate purchases or sales of securities with a broker-dealer and obtain a more favorable rate. Directed brokerage also occurs when an adviser routinely recommends, requests or requires clients to execute transactions through a specified broker-dealer. Investall does not select or recommend broker-dealers for Investment Advisers or mobile app users. Investall does not monitor or

oversee trade executions by broker-dealers. Due to Investall's limited role of providing ETF signals and proposed ETF allocations, it is not in a position to evaluate the execution practices and pricing of its clients' broker-dealers.

B. Aggregation of Orders of Securities for Investment Adviser Accounts

All trading related activity, including aggregation of orders, are directly organized and arranged by the Investment Adviser. Investall solely facilitates trade operational matters when and as instructed by the Investment Adviser. In connection with any portfolio rebalancing performed by Investall, Investall provides the opportunity for Investment Advisers, at their own discretion, to aggregate orders of securities for their accounts, either as individual block trades by an Investment Adviser or a "super" block trade across all consenting Investment Advisers. In the event that an Investment Adviser directs Investall to aggregate orders, Investall will then organize the execution of such trades with a designated third-party intermediary or intermediaries. These trades, to the extent practical, will be allocated by the Investment Advisers on a basis that over a period of time is fair and equitable to each Investment Adviser relative to other Investment Advisers and benchmark objectives, taking into account all relevant facts and circumstances, including (without limitation): (i) the objectives of each Investment Adviser, (ii) differences with respect to Investment Adviser desired tracking of the investment versus the benchmark; (iii) differences in risk profile at the time the opportunity becomes available; if any (iv) the potential transaction, settlement and custody costs of allocating an opportunity among various Investment Advisers; (v) potential conflicts of interest, including whether an Investment Adviser has an existing relationship with the ETF provider in question, or the issuer of such security within their portfolio; (vi) the nature of the security or the transaction, including potential minimum and maximum investment thresholds and the source of the opportunity; (vii) the designated counterparty, or counterparties if any, executing the rebalancing transactions; and (viii) current and anticipated market conditions.

ITEM 13 - REVIEW OF ACCOUNTS

A. Periodic Review of Investment Adviser Accounts

The signals of Investall are regularly reviewed by Investall investment professionals. These professionals monitor operations, overall performance, financial performance and strategic direction of each portfolio investment owned by an Investment Adviser.

At regular intervals, the Chief Compliance Officer, with the assistance of the portfolio architect, if necessary, will compare the performance of the signals provided to the individual Investment Adviser accounts with the agreed objectives and guidelines in order to provide general verification of correct execution of trades. Investall does not model around specific Investment Adviser restrictions. Such review is carried out for Investall's own internal purposes and in no event does Investall review Investment Adviser portfolios with the intent to provide advisory information or reports for such Investment Adviser or other third-party consumption. The Chief Compliance Officer will report any unexplained significant discrepancies to senior management to determine appropriate action. The Chief Compliance Officer will document his portfolio review and maintain such documentation in accordance with Investall's recordkeeping policy.

B. Factors that Trigger a Review of Investment Adviser Accounts

Investall and the portfolio architect review the portfolio investments of the Investment Advisers on a regular basis, as discussed in Item 13.A above. There are no specific triggers to launch a portfolio review.

C. Reports to Investment Advisers Regarding Their Accounts

Investall ensures the existence and accuracy of client assets through the access of independent custodian relationships and reconciliation of asset amounts held in Investall's performance reporting systems to independent records monthly. Independent custodians will always be used, Investall will ensure the assets exist and are appropriately assigned to the proper accounts.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

A. Investment Adviser Referrals

Investall does not accept economic benefits from any person who is not a client in exchange for investment advice or other advisory services given by Investall.

B. Compensation for Investment Adviser Referrals

Investall will only pay solicitation fees for Investment Adviser solicitation or referrals when there is a written agreement in place with a placement agent and such placement agent provides documentation to Investall indicating that it provided a copy of Investall's brochure as well as proper fee disclosure to the Investor. The Chief Compliance Officer, or his/her designee, will (i) review and, as appropriate, give prior approval to all solicitation arrangements; (ii) provide appropriate instructions to placement agents and obtain from them (or from Investors) confirmation that they are providing required disclosure to Investors; and (iii) obtain periodic confirmation from placement agents that they are not statutorily disqualified and are in compliance with all applicable state licensing, registration and examination requirements

ITEM 15 - CUSTODY

Brokerage and custody services are provided by third parties of the Investment Advisers and retail investors themselves; neither Investall nor its affiliates have custody of client funds nor does it provide brokerage services. Investall has no ability to control the custody and/or the ownership of the account assets.

ITEM 16 - INVESTMENT DISCRETION

Investall provides investment advisory services to Investment Adviser Clients via an online platform. Investment Adviser Clients of Investall provide information regarding the securities positions, assets and cash balances for themselves and for their own clients. Investall uses an algorithmic model to analyze this information and provides signals to Investment Advisers. On a monthly basis, Investall delivers portfolio allocations and buy-sell signals to its Investment Adviser clients via electronic secure file transfer protocol, application program

interface or other secure arrangements. Upon generation and delivery of such signal, either (i) the Investment Adviser may use the information delivered by the signal in their discretion in advising their own clients or (ii) at the request of the Investment Adviser, Investall will implement the strategy based on the buy-sell signal and issue automated trade execution orders to the Investment Adviser's Clients' designated broker directly. Generally, monthly trade signals are executed for the Investment Adviser's client accounts by rebalancing automatically through the Investment Adviser's execution platform. Investall has no direct contact with the clients of the Investment Advisers and does not provide any services directly for the clients of the Investment Advisers other than trade execution as described in clause (ii) above. Investall also does not have direct contact with its retail investors that use its mobile app, aside from its notification of allocation updates. The service provided by Investall to retail investors are for its model signals only; Investall does not have discretion over its clients' assets.

ITEM 17 - VOTING CLIENT SECURITIES

A. No Authority to Vote Investment Adviser Securities

Investall does not have authority to vote client securities. Investall does not hold or custody client securities. Investall sends signals regarding ETF allocations to Investment Advisers and retail investors that use its mobile app. As a result, the Investment Advisers, retail client users of Investall's app or ETF providers would manage the voting of any securities.

ITEM 18 - FINANCIAL INFORMATION

A. Balance Sheet

Not applicable.

B. Financial Conditions Likely to Impair Contractual Commitments

Investall is unaware of any financial condition reasonably likely to impair its ability to meet contractual commitments to its clients.

C. Bankruptcy Petitions

Investall has not been the subject of a bankruptcy petition at any time during the past ten years.