

Clark Brothers Investments

Registered Investment Advisors

“Get Invested. Stay Invested.”

Welcome to the Clark Bros, Inc. franchise system. This is your business, sort of. Trustworthiness, Honesty, and Integrity are the pillars of Clark Bros, Inc. Without these traits ones IQ, education, experience, looks, ethnicity, race, religious beliefs & values do not matter. “Clark Brothers, Inc. will not lie, cheat, or steal **nor tolerate those who do.**” At Clark Bros, Inc., the **no toleration clause** of the above Honor Code is by far the most important.

Why You / the franchisee needs Us / the franchisor. Clark Brothers Investments has more than 20+ years studying, researching, and applying investment models, theories, strategies, and philosophies. This has led us to two conclusions: One, ONLY buy the BEST mutual funds, ETFs and stocks in America. Two, what works best is long term value oriented buy and hold investing trademarked by the Worlds greatest investor and subsequently wealthiest individual, Warren Buffett. For the individual investor this investment philosophy is highlighted as Get Invested Stay Invested The Buffett Way.

Why We / the franchisor needs You / the franchisee. Sales. Sales. Sales. Clark Brothers, Inc. will provide everything else – all the research on the best mutual funds, ETFs, and stocks to buy, sell, or hold, all the financial tools, trading & investing platforms through the Charles Schwab online interface, and all the financial planning techniques. It is important to note that Clark Bros, Inc. never takes possession of any clients’ funds. Charles Schwab custodians 100% of all client monies – there are no exceptions to this.

This is the Sales process.

- 1) Meet with people face to face at their kitchen table.
- 2) Listen to them. Solve their problems.
- 3) Use Schwab.com to set up ALL accounts.
- 4) Use login/passcode to access accounts.
- 5) Using Clark Bros. model portfolios to buy/sell/trade within the on-line accounts.

You will have more questions than can possibly be listed in a packet – ask we have the answers. Communicate. Communicate. Communicate. If something is not right tell us we will fix it. Have an Idea how to do things better? Speak up we don’t have all the answers or ideas. Clark Brothers Investments model is long term value oriented buy & hold investing. We don’t buy penny stocks or the next big thing stocks and neither will any franchisee. If that is your mentality, then we simply are not a fit (see sort of clause 1st P).

Jason R. Clark
Founder & President, Clark Bros, Inc.

State of Colorado Franchisee

Franchise Disclosure Document

Clark Bros, Inc. / Clark Brothers Investments / Clark Brothers Investment Advisors

1. The Franchisor and Any Parents, Predecessors, and Affiliates. The Franchisor is Clark Bros, Inc. / Clark Brothers Investments / Clark Brothers Investment Advisors which for the purposes of this document are one and the same henceforth solely referred to as Clark Bros. Clark Bros was founded by Jason R. Clark in August 2007, or thereabouts. Clark Bros, Inc. is currently a Registered Investment Advisory firm located in Aurora, Colorado. Fully licensed and compliant with zero deficiencies or client complaints. Clark Bros, Inc. is regulated by DORA in the State of Colorado and by the SEC nationwide. In order to be a State Franchisee there are no licenses or government / regulatory requirements. As a sub franchisee at the rural office or Big City office franchisees / Registered Investment Advisors will be required to pass the Series 66 Exam / RIA exam.

2. Identity and Business Experience of Key Persons.

Jason Ray Clark, Founder, President & Chief Investment Officer
Linked In: Jason R. Clark, Visionary Entrepreneur & Investor, **WEST POINT** graduate class of 1992, American, Athlete, DENVER Broncos Fan

Equity Ownership:

Jason R Clark = 75%

Friends & Family = 4%

Amy M. Clark = 1%

Aaron J. Clark = 1%

John J. Miller = 1%*

Michael R. Trisler = 1%*

Franchise Development System = 20%

***CONTRACT** stipulates 1) ALL monies must be invested with Clark Bros, Inc. and 2) \$10,000,000 in referrals obtained before vested with 1% equity.

3. Litigation History. No litigation history exists for Clark Bros, Inc. or any Executive officers as pertaining to securities violations or unethical business practices of any kind.
4. Bankruptcy. No bankruptcies of any kind.
5. Initial Franchise Fee (see bolded areas). Below is a Summary of Franchise fees segregated by State population as are the number of franchisee territories segregated by rural based v. city based offices.

Clark Bros, Inc. Initial Franchise Fees

State level master franchisee: Tier 1

Regional VP =

\$175,000 X 15 = \$2,625,000

WY VT AK ND SD DE MT RI

NH ME HI ID WV NE NM

Sub franchisee (One person rural RIA office)

15 X 12 X \$25,000 = \$4,500,000 / 180

Sub franchisee (Big City office with 10 RIA's per office)

15 X 3 X \$75,000 = \$3,375,000 / 450

State level master franchisee: Tier 2

Regional VP =

\$750,000 X 28 = \$21,000,000

CO NV KS UT AR MS IA CT OK OR

KY LA SC AL MN WI MD MO

TN IN AZ MA WA

VA NJ MI NC GA

Sub franchisee (One person rural RIA office)

28 X 30 X \$50,000 = \$42,000,000 / 840

Sub franchisee (Big City office with 15 RIA's per office)

28 X 5 X \$150,000 = \$21,000,000 / 2,100

State level master franchisee: Tier 3

Regional VP =

\$3,000,000 X 5 = \$15,000,000

TX FL OH PA IL

Sub franchisee (One person rural RIA office)

5 X 100 X \$75,000 = \$37,500,000 / 500

Sub franchisee (Big City office with 20 RIA's per office)

5 X 10 X \$250,000 = \$12,500,000 / 1,000

State level master franchisee: Tier 4

Regional VP =

\$25,000,000 X 4 = \$100,000,000

CA NY CAN MEX

CALIFORNIA

NYC / New York

CANADA

MEXICO

Sub franchisee (One person rural RIA office)

4 X 500 X \$100,000 = \$200,000,000 / 4,800

Sub franchisee (Big City office with 30 RIA's)

4 X 30 X \$750,000 = \$90,000,000 / 3,600

6. Other Fees and Expenses. No other operational costs are owed to the franchisor. The franchisee is responsible for the costs and expenses of day to day operations of their business to include any lease agreements signed by the franchisee. Clark Bros, Inc. as the franchisor will not assume or be liable for any lease agreement signed by the franchisee. The franchisor / Clark Bros, Inc. will assess an 8% franchise royalty fee each year paid annually in January of each year.
7. Franchisees Estimated Initial Investment. The franchisee's initial investment is virtually nil for a home office franchise. RIA exam = 100\$. Licensing fees per state approximately 100\$-200\$. For a city office franchise the initial investment may include all aspects of starting and operating a start-up business to include but not limited to leases (\$500-\$600 per month), office equipment (Free on Craigslist, smiley face), and staffing (professional staffing rates apply 20-30\$ hour; \$30-\$40K/Year for assistant, operational employees).
8. Restrictions on Sources of Products and Services. All Products and Services offered must be approved by the Clark Bros home office / franchisor. Clark Bros, Inc. / Franchisor will have 100% authority over the model investment portfolio offered to clients. No exceptions or exemptions of any kind will be granted.
9. Obligations of the Franchisee.
 - 1) The franchisee is obligated to follow all laws and applicable regulations of the securities industry.

- 2) The franchisee is obligated to follow the Clark Bros, Inc. honor code – “I will not lie cheat or steal, **nor tolerate those who do.**”
 - 3) The franchisee is obligated to follow the sort of clause in the franchise contract which states that no franchisee or employee of Clark Bros, Inc. will offer any separate investment advice from the approved Clark Bros, Inc. model investment portfolios. No franchisee will ever recommend or purchase for themselves any penny stocks or the next big thing stocks. Margin accounts can be used with the approval of Clark Bros, Inc. board of directors and investment committee – this includes any personal accounts. Violating any law or securities regulations, the Clark Bros, Inc. honor code, the Clark Bros, Inc. model portfolio clause will result in immediate termination without any further compensation as well as full prosecution under any applicable law in any jurisdiction.
 - 4) Pertaining to Celebrity master franchisee / endorsement. Celebrity master franchisees are obligated to promote and endorse Clark Bros, Inc. through all marketing / advertising means to include TV ads, radio ads, social media posts, live events, and personal appearances.
 - 5) All franchisees are required to hold the majority (80%) of their investment portfolios (stock market investments) with Clark Brothers Investments. No exceptions.
 - 6) Master franchisees at the state level are required to give Clark Brothers Investments a minimum of 2 referrals per quarter or 8 per year.
10. Financing Arrangements. Financing arrangements are available through Clark Bros, Inc. or the franchisee can arrange their own financing if approved by Clark Bros, Inc. / franchisor.
11. Obligations of the Franchisor. Here is what the franchisee can expect from Clark Bros, Inc. / the franchisor:
- 1) Research on the Best mutual funds, ETFs, and stocks in America.
 - 2) Investing & trading strategies.
 - 3) All marketing and advertising materials as needed. This includes TV, radio, and social media development and promotion to generate leads and referrals.
 - 4) Celebrity endorsement from your master franchisee in your general geographic region. This may include TV ads, radio ads, social media posts and promotions, or live personal appearances.
 - 5) Equity ownership (primarily based on size of franchise territory & valuation of Clark Bros). No other franchise program in the Nation offers direct equity participation in this form (that we are aware of).
 - 6) Revenue splits for franchise territory development and RIA activity (see #19 for more specific numerical details).
 - 7) Profit sharing of companywide profits in a pooled system of distribution solely determined by Jason R. Clark under the advisement of the Clark Bros Board of Advisors/Directors.

- 8) Clark Bros, Inc. as franchisor is also obligated to support, mentor, coach, and provide lead generation and referrals for franchisees. Our motto, of course, is we cannot be successful without you also being successful.
- 9) Paid sabbaticals (see #19 for details).
- 10) Fun, energetic, positive, empowering work environment.
 *Equity participation, profit sharing, revenue splits, commission splits, franchise fees, territory sizes, and all other applicable metrics are subject to change for any reason at any time at the sole discretion of the Franchisor / Clark Bros, Inc.
12. Territory. Territories are organized by State (see bolded areas). Sub territories are determined by rural office or Big City office and organized in accordance with State populations.

Clark Bros, Inc. Franchise Territories

Exact office locations TBD, see #20

State level master franchisee: Tier 1

Regional VP =

\$175,000 X 15 = \$2,625,000

WY VT AK ND SD DE MT RI

NH ME HI ID WV NE NM

Sub franchisee (One person rural RIA office)

15 X 12 X \$25,000 = \$4,500,000 / 180

Sub franchisee (Big City office with 10 RIA's per office)

15 X 3 X \$75,000 = \$3,375,000 / 450

State level master franchisee: Tier 2

Regional VP =

\$750,000 X 28 = \$21,000,000

CO NV KS UT AR MS IA CT OK OR

KY LA SC AL MN WI MD MO

TN IN AZ MA WA

VA NJ MI NC GA

Sub franchisee (One person rural RIA office)

28 X 30 X \$50,000 = \$42,000,000 / 840

Sub franchisee (Big City office with 15 RIA's per office)

28 X 5 X \$150,000 = \$21,000,000 / 2,100

State level master franchisee: Tier 3

Regional VP =

\$3,000,000 X 5 = \$15,000,000

TX FL OH PA IL

Sub franchisee (One person rural RIA office)

5 X 100 X \$75,000 = \$37,500,000 / 500

Sub franchisee (Big City office with 20 RIA's per office)

5 X 10 X \$250,000 = \$12,500,000 / 1,000

State level master franchisee: Tier 4

Regional VP =

\$25,000,000 X 4 = \$100,000,000

CA NY CAN MEX

CALIFORNIA

NYC / New York

CANADA

MEXICO

Sub franchisee (One person rural RIA office)

4 X 500 X \$100,000 = \$200,000,000 / 4,800

Sub franchisee (Big City office with 30 RIA's)

4 X 30 X \$750,000 = \$90,000,000 / 3,600

13. Trademarks. Clark Bros, Inc. currently owns the trademark which we invented "Get INVESTED. Stay INVESTED." As well as the following saying marks / trademarks :

think. dream. create.

Educate. Inform. Empower.

Only the best mutual funds ETFs and stocks in America.

Your Financial Advisor for Life

Educating America One Investor at a time.

We care about people, not profits.

Investing is our Passion.

#YourLife #YourFuture #YourDreams

*Any saying marks or trademarks developed by franchisees and used by either the franchisee or franchisor / Clark Bros, Inc. are the sole property of the franchisor / Clark Bros, Inc.

14. Patents, Copyrights, and Proprietary Information. Clark Bros, Inc. has no current patents or copyrights. Clark Bros, Inc. / franchisor proprietary information includes any models, theories, philosophies, formulas, or strategies pertaining to our investment decision making process.
15. Obligation of the Franchisee to Participate in the Actual Operation of the Franchise Business. For State level franchisees there is no obligation to participate in the day to day operations of Clark Bros, Inc. For rural based or Big City office based franchisees there is. Since these positions (RIA's) are 100% sales positions 100% of your participation is up to you.
16. Restrictions on Goods and Services Offered by the Franchisee. This can be summed up by the sort of clause in the first paragraph of the contract (as well as stated here again). No franchisee or RIA will offer any separate investment advice from the approved Clark Bros, Inc. model investment portfolios. No franchisee or RIA will ever recommend or purchase for themselves any penny stocks or the next big thing stocks. Margin accounts can be used with the approval of Clark Bros, Inc. board of directors and investment committee – this includes any personal accounts.
17. Renewal, Termination, Repurchase, Modification and/or Transfer of the Franchise Agreement, and Dispute Resolution. Renewals are automatic as long as franchisees are in good standing with no additional costs or penalties. Franchisees can terminate their contract at any time without regard to explanation. If you don't want to be a Clark Bros, Inc. franchisee, we don't want you to be either. Repurchases, Modifications, or Transfers of the franchise agreement can be made upon the approval of Clark Bros, Inc. / the franchisor. Dispute Resolution – no lawsuits of any kind will be filed, no lawyers / attorneys will be involved in any capacity, no arbitrators or arbitration will be involved in any dispute resolution. If franchisees have a litigious mind set or personality, then you will not be part of the Clark Bros, Inc. franchise system. Dispute resolutions will be handled directly (not indirectly) between the disputed parties with absolutely no interference of a third party. If you do not have the intellectual capability to resolve disputes, conflicts or disagreements like a grown educated adult, then we don't want you as part of our franchise system.
18. Public Figures. Our Founder and President, Jason R. Clark, is a two time Candidate for Governor of Colorado (2010 and 2014). Many other public figures mostly professional athletes and movie stars will be involved in the Clark Bros franchise system. As prospects turn into actual spokespersons / franchisees we will update our FDD accordingly.

19. Financial Performance Representations. Everyone who is a Registered Investment Advisor Representative of Clark Bros, Inc. will be compensated in accordance with the compensation scales below. This includes sole proprietor rural office franchisees, as well as producers (and franchisees) in charge of a Big City office franchise. For Big City office based franchises the office franchisee will receive an additional revenue split of the RIA's in their office based on the overall revenue generated by the office, number of RIA's in the office, and overall contribution of the office to the entirety of Clark Bros, Inc. Master franchisees (i.e. state level franchises) will receive revenue splits based on the performance of sub franchisees (sole proprietor rural offices and Big City offices) in their respective territories (states), as well as the overall contribution of the master franchisee to the entirety of Clark Bros, Inc. See # 21 Financial Statements for pro forma income representations.

Clark Brothers Investments Compensation Scale for Licensed Advisors:

Under \$10M AUM = 75% revenue split
\$10M-\$30M AUM = 77% revenue split
\$30M-\$100M AUM = 81% revenue split
\$100M-\$250M AUM = 88% revenue split
\$250M-\$500M AUM = 92% revenue split
\$500M-\$750M AUM = 97% revenue split
\$750M-\$1B AUM = 98% revenue split
\$1B+ AUM = 99% revenue split

Plus:

1. Profit sharing accrued quarterly paid annually after 3 years of employment or \$30M in AUM whichever comes first.
2. Equity ownership in Clark Bros after 5 years of employment or \$100M in AUM whichever comes first.
3. Paid sabbaticals. Eligible after 4 years of employment or \$100M in AUM whichever comes first.

Clark Brothers Investments Compensation Scale for Non Licensed Advisors:

First year = \$45,000 base salary; revenue split of 40% (Advisor) / 60% (Clark Bros); \$100 cash paid monthly for every new Client.
Annual earnings potential = \$75,000-\$100,000
Second Year = revenue split of 50% (Advisor) / 50% (Clark Bros); profit sharing accrued quarterly, paid annually.
Annual earnings potential = \$100,000-\$150,000
Third Year = revenue split of 60% (Advisor) / 40% (Clark Bros); profit sharing accrued quarterly, paid annually.
Annual earnings potential = \$150,000-\$200,000
Fourth Year = Compensation scale for Licensed Advisors.
Annual earnings potential = "Sky's The Limit"

20. List of Franchise Outlets (see bolded areas). Exact locations will be chosen at a later date by our real estate development team.

State level master franchisee: Tier 1

Regional VP =

\$175,000 X 15 = \$2,625,000

WY VT AK ND SD DE MT RI

NH ME HI ID WV NE NM

Sub franchisee (One person rural RIA office)

15 X 12 X \$25,000 = \$4,500,000 / 180

Sub franchisee (Big City office with 10 RIA's per office)

15 X 3 X \$75,000 = \$3,375,000 / 450

State level master franchisee: Tier 2

Regional VP =

\$750,000 X 28 = \$21,000,000

CO NV KS UT AR MS IA CT OK OR

KY LA SC AL MN WI MD MO

TN IN AZ MA WA

VA NJ MI NC GA

Sub franchisee (One person rural RIA office)

28 X 30 X \$50,000 = \$42,000,000 / 840

Sub franchisee (Big City office with 15 RIA's per office)

28 X 5 X \$150,000 = \$21,000,000 / 2,100

State level master franchisee: Tier 3

Regional VP =

\$3,000,000 X 5 = \$15,000,000

TX FL OH PA IL

Sub franchisee (One person rural RIA office)

5 X 100 X \$75,000 = \$37,500,000 / 500

Sub franchisee (Big City office with 20 RIA's per office)

5 X 10 X \$250,000 = \$12,500,000 / 1,000

State level master franchisee: Tier 4

Regional VP =

\$25,000,000 X 4 = \$100,000,000

CA NY CAN MEX

CALIFORNIA

NYC / New York

CANADA

MEXICO

Sub franchisee (One person rural RIA office)

4 X 500 X \$100,000 = \$200,000,000 / 4,800

Sub franchisee (Big City office with 30 RIA's)

4 X 30 X \$750,000 = \$90,000,000 / 3,600

21. Financial Statements.

Income Statement

Pro forma calculations based on Initial Franchise fees (#5).

Number of RIAs in system = 13,422

Number of BCO in system = 1,010

Master/State level franchise fees owed to Clark Bros = \$138,625,000

Sub franchisee (One person rural RIA office) = \$284,000,000

Sub franchisee (Big City office with multiple RIA's per office) = \$126,875,000

Total Sub franchisee = \$410,875,000 / 50% owed Master Franchisees = \$205,437,500*

Total ALL franchise fees owed to Clark Bros = **\$344,062,500**

*Assumes 50-50 Sub franchise fee split between Master franchisees and Clark Bros

Annual Franchise Royalty Fees

1. Master/State franchise = \$138,625,000

8% Annual Royalty = \$11,090,000

2. Sole proprietor rural office sub franchise = \$284,000,000

8% Annual Royalty = \$22,720,000

3. Big City sub franchise = \$126,875,000

8% Annual Royalty = \$10,150,000

Annual Total = \$43,960,000

Revenue splits from ALL RIA activity owed to Clark Bros

Pro Forma Example 1,000 RIA in system

L1: 20% X (1,000 RIA X 100 accounts/RIA X \$500,000 assets) X 1% = \$100,000,000

L2: 8% X \$100,000,000 = \$8,000,000

L3: 8% X \$100,000,000 = \$8,000,000

L4: Net Revenue owed to Clark Bros, Inc. = **\$84,000,000**

Pro Forma Example 5,000 RIA in system

L1: 20% (X (5,000 RIA X 100 accounts per RIA X \$750,000 assets) X 1%) = \$750M

L2: 8% X \$750,000,000 = \$60,000,000

L3: 8% X \$750,000,000 = \$60,000,000

L4: Net Revenue owed to Clark Bros, Inc. = **\$630,000,000**

Pro Forma Example 13,422 RIA in system

L1: 20% (X (13,422 RIA X 100 accounts per RIA X \$1,000,000 assets X 1%) = \$2.7B

L2: 8% X \$2.7B = \$216,000,000

L3: 8% X \$2.7B = \$216,000,000

L4: Net Revenue owed to Clark Bros, Inc. = **\$2,268,000,000**

Pro Forma Example 30,000 RIA in system

L1: 20% (X (30,000 RIA X 100 accounts per RIA X \$1,000,000 assets X 1%) = \$6B

L2: 8% X \$6B = \$480,000,000

L3: 8% X \$6B = \$480,000,000

L4: Net Revenue owed to Clark Bros, Inc. = **\$5,040,000,000**

Assumptions:

*Line 1 Assumes 20% Gross Revenue splits from ALL RIA activity owed to Clark Bros

*Second line assumes 8% revenue split owed to Master (State) franchisees

*Third line assumes 8% revenue split owed to Big City office franchisees

*Line 4 is Net Revenue owed to Clark Bros

Balance Sheet

Clark Bros, Inc. has no debt, no financial obligations, and no assets.

22. Contracts. There is only one contract to be signed which is that between the franchisee and franchisor (see first page of this document). **Other documents may include a loan to borrow money to start your franchise or an office lease both the sole responsibility of the franchisee.**

23. Acknowledgment of Receipt.

Signed by: _____ Date: _____

Franchisee for: _____