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June 13, 2017

Part 2A of Form ADV: *Firm Brochure*

Item 1 – *Cover Page*

This brochure provides information about the qualifications and business practices of McDonnell Capital Management. If you have any questions about the contents of this brochure, please contact us at 708-925-9507 or chris@mcdonnell-capital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

McDonnell Wealth Management, LLC, *doing business as* McDonnell Capital Management, is a registered investment adviser with the State of Illinois. Any references to McDonnell Wealth Management, LLC as a registered investment adviser does not imply a certain level of skill or training.

Additional information about McDonnell Capital Management also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 164252.

Item 2 - ***Material Changes***

There are two material changes to the Firm's ADV.

1.) As of June 13, 2017, we have approximately $44 million in assets under management

Within 120 days of the close of our business' fiscal year, we will provide an updated Brochure that includes any material changes, or a summary of any material changes and an offer to provide a copy of the updated brochure. A current copy of our brochure is always available on our website at www.mcdonnell-capital.com.

The Firm may update this Brochure at any time.

In future filings, this section of the Brochure will address only those material changes that have been incorporated since our last delivery or posting of this document on the SEC's public disclosure website (IARD) www.adviserinfo.sec.gov.

Item 3 - *Table of Contents* Page

Item 4 - *Advisory Business*

McDonnell Capital Management is a registered investment adviser offering comprehensive investment management services, which commenced operations in June 2012. Joseph J. McDonnell and Christopher J. McDonnell are the owners of McDonnell Capital Management. As of August 4, 2016, we have approximately $30 million in assets under management.

McDonnell Capital Management is an independent and fee-only boutique advisor providing investment fiduciary services to institutions, associations, business owners, trusts and select individuals.

We provide the following advisory services:

Institutional Asset Management

Investment Policy Statement Creation & Administration
Financial Modeling
Customized Asset Allocations
Investment Management, Analysis & Selection
Education, Seminars and Performance Reviews
Retirement Plan Selection, Design & Servicing

Integrated Wealth Management (Individuals)

Individualized Investment Policy Statements
Comprehensive Financial Planning & Modeling
Investment Management, Analysis, Selection & Review
Estate Analysis, Trusts, Wealth Transfer & Business Succession Planning
Tax Advisory and Planning
Retirement and Education Planning
Risk Mitigation and Insurance

GOALS DRIVEN WEALTH MANAGEMENT

Goals Driven Wealth Management is the process we have created that ensures our clients' unique needs, concerns and goals are incorporated into every aspect of the investment management process. This disciplined process allows us to connect clients to the most prudent investment strategy, and update that plan as our clients evolve and change.

Our *Goals Driven Wealth Management* Process

1.) Discover who you are as an individual/organization and what matters most to you
2.) Assess needs and audit the current financial outlook
3.) Set, prioritize and categorize goals and objectives
4.) Conduct financial modeling to assess risk
5.) Develop a financial game plan and strategy
6.) Implement solutions
7.) Monitor and review progress toward goal achievement

Our advisory services include:

Customized Investment Policy Statements
Core to our role as a fiduciary is the creation, administration and implementation of the client's Investment Policy Statement. Each client receives a personalized investment policy statement that is intended to guide investment selection and portfolio management, should the client choose to implement the recommendations. It is meant to be a living, working document that summarizes the client's mission and objectives, and then uses those as the foundation for creating a customized asset allocation. The Investment Policy Statements generally include, but are not limited to, the following guidelines:

- Current financial status
- Client background and mission
- Current and future goals
- Liquidity requirements
- Return objectives
- Attitudes towards risk
- Associated time horizons
- Recommended asset allocation ranges and guidelines
- Prior investment history
- Withdrawal plans
- Client imposed restrictions on investment holdings
- Tax status
- Other qualitative factors and forces

Financial Modeling & Planning
We take an academic approach to investment management, and therefore employ financial modeling, probability analysis and statistics in each client engagement. It is common for our analysis to include liquidity/liability analysis, hypothetical market simulations, comparative risk scenarios, bear market tests, and *monte carlo* simulations. We rely on data from these various financial models as the foundation for prudent investment management. Clients who employ our financial planning services will receive a written, personalized financial plan designed to help them achieve their objectives.

Education, Seminars and Performance Review
First and foremost, we are client educators. We believe our role is to provide clients thought-leadership, mentoring clients to make solid financial decisions consistent with their mission and objectives. We provide education seminars to institutional clients and their constituencies, and conduct individualized performance reviews and data so clients can best assess performance against meaningful benchmarks.

Retirement Plan Selection, Design & Servicing
We advise business owners, corporations and other entities on selection of employee benefit plans, including defined-contribution, defined benefit, and other qualified and non-qualified

plans. Advice to the business owner and/or entity generally consists of maximizing employer and employee benefits, optimizing employer's tax situation, maintaining the fiduciary role, and communicating ongoing compliance requirements and ERISA regulations. We also provide service and advice to the plan and to individual plan participants, which consists of selection of plan investment options, yearly evaluation of investment managers and options, and ongoing financial education for participants. These services are offered on a non-discretionary basis, and there is not a minimum net worth requirement for business owners to employ this service.

Trusts, Estate Planning, Wealth Transfer, & Business Succession Planning
We assist clients, when appropriate, in advisory work regarding trusts, living wills, powers of attorney, estate tax implications, asset protection, lifetime income needs, multi-generational wealth transfers, and business succession planning.

Tax Advisory and Planning
Many financial decisions have tax implications. We assist individuals, business owners and business entities by illustrating the potential impact of various financial decisions and investments on current and future tax liabilities. We also analyze current income, liabilities and past tax consequences and help clients plan for the current and future years. An affiliate of McDonnell Capital Management provides services related to the preparation and filing of tax returns.

Retirement and Education Planning
Core to our advisory business is helping individuals and families plan for retirement and education. Retirement services generally include replicating an income stream, creating a tax efficient contribution plan, and helping you maximize the various stages of your retirement lifestyle. We use statistical and probability models, for example *monte carlo* simulations, to "stress test" your retirement and education plans and discover whether or not you are currently taking an appropriate amount of risk. Generally, we help clients adjust their income and risk variables as they progress through the various accumulation and retirement phases.

Risk Mitigation & Insurance
Unforeseen risks and events can completely change a well-structured financial plan. As a result, we believe risk management is equally important as performance. We help advise clients, when appropriate, on guaranteed income streams in retirement (such as annuities) and review existing policies to ensure proper coverage for all types of policies/coverage.

INVESTMENT MANAGEMENT
We construct an investment portfolio that is *driven* solely by our client's personalized objectives, incorporating a client's mission/goals, their liquidity needs, history of savings and investing, risk propensity and expectations. As a result, when we issue an investment recommendation to a client, we do so deliberately, and with a purpose.

We combine our *Goals Driven Wealth Management* process with the fundamentals of Modern Portfolio Theory. What that means is each client gets an individualized Investment Policy Statement, which includes a specific strategic asset allocation of equity, fixed income and cash, derived from the discovery steps in our *Goals Driven Wealth Management* process. As we see areas of potential opportunities and challenges in the markets, regulatory and economic changes, and our clients' lives evolve/change, we make tactical adjustments to that strategic allocation. As a result, we take both an academic and real-world approach to investing.

Ongoing Monitoring
We manage advisory accounts on a discretionary or non-discretionary basis. We will periodically rebalance the client's investment portfolio or recommend a rebalancing to conform with the strategic asset allocation and guidelines, as determined by the client's Investment Policy Statement. We also monitor and update the Investment Policy Statement, and make any necessary portfolio adjustments if needed, as a result of changes in the client's financial circumstances.

Independence and Open Architecture
As an independent firm, our investment recommendations are not limited to any specific products, services or research offered by a broker-dealer or insurance company. We do not accept any third-party compensation, and, as a result, give our clients access to an open-architecture platform of investment options. Our investment recommendations may include advice regarding the following securities:

- Exchange-traded funds
- Open-end investment companies (mutual funds)
- Closed-end funds
- Exchange-listed securities
- Municipal and government securities
- Certificates of deposit
- Securities trading over-the-counter
- Variable life insurance and annuities
- Foreign issuers
- Other investment vehicles to indirectly access a particular strategy such as alternative investments, commodities, interests in real estate partnerships, interests in oil and gas partnerships, and futures trading

Because each type of investment involves different degrees of risk, they will only be implemented and/or recommended when consistent with the client's Investment Policy Statement. For clients receiving only integrated financial planning with no investment advice and/or implementation by our firm, we will recommend broad asset classes as opposed to specific securities.

Item 5 - ***Fees and Compensation***

We provide a comprehensive and integrated suite of services in a fee-only environment. We do not accept commissions or any compensation from third-parties, which means 100% of our compensation comes from our clients. Annual fees are generally based on a percentage of the client's total assets under management, and integrated financial planning and our *Goals Based Wealth Management* process is inclusive. Clients may choose to limit the scope of the engagement, and, as a result, we do have an hourly or fixed fee schedule for certain advisory services.

In Illinois, unless a client has received the firm's disclosure brochure at least 48 hours prior to signing the investment advisory contract, the investment advisory contract may be terminated by the client within five (5) business days of signing the contract without incurring any advisory fees.

Integrated Financial Planning Fees and Compensation
The fee for an engagement limited to financial planning and/or investment policy statement creation will be based on the size, scope and nature of each project, and will be determined and communicated prior to entering into the agreement. Fees for this type of engagement can be either hourly or fixed, based on client preference. For example, a client in need of a stand-alone and straightforward retirement plan may choose a fixed cost engagement. The fixed cost engagement typically ranges from $1,000 to $5,000, and cost is calculated using a base fee ($1,000) and adjusts for complexity of a client's financial situation such as a client's net worth. The minimum fixed fee for a comprehensive financial plan is $1,000, which includes planning for retirement and education, risk management and insurance, tax and estate. The range for both fixed and hourly agreements adjust for complexities in the client's financial situation, which include, but are not limited to, estates subject to federal gift tax implications, wealth transfer and gifting strategies, tax advisory for high net worth business owners, risk management for high net worth investors. Client net worth and income, number of related persons, accreditation of investors, and hours spent meeting with the client typically affect plan complexity. The range in fixed cost adjusts using our hourly fee schedule as a benchmark to account for additional time spent on complexities within the plan. Hourly fees range from $125-$250 per hour, which similarly adjusts for complexities within the client's financial situation (as described above). Client discovery and review meetings and any required administrative duties within this hourly financial planning framework are billed at a fixed rate of $125 per hour. Time spent on analysis, research, and plan composition is billed ranging from $125-$250 per hour, depending on complexity. For fixed cost agreements, one half of the project cost will be billed at the time of the agreement and the remainder is payable at the presentation of the deliverable. The relationship will typically end at the completion of the project.

Investment Management Fees and Compensation
The standard fee schedule is as follows:

Range	Percentage
First $500,000	1.25%
Next portion up to $2,000,000	1.00%
Next portion up to $5,000,000	0.50%
Above $5,000,000	0.30%
Minimum Quarterly Fee $500	

McDonnell Capital Management has established a minimum quarterly fee of $500. As such, our services are designed for the investor with a minimum of $160,000 of liquid and/or investable assets.

Fees are calculated using a "tiered" structure and are billed quarterly, in advance, based on ending asset values of the previous quarter.

Employee Retirement and Benefit Plan Consulting
McDonnell Capital Management charges an annual asset based fee for all consulting, investment advisory, fiduciary and participant education services. This annual fee is payable quarterly, in advance, based on the ending plan asset values of the previous quarter. The standard fee schedule is as follows:

Plan Assets	Percentage
First $1,000,000	1.00%
Next portion up to $5,000,000	0.65%
Next Portion up to $15,000,000	0.50%
Above $15,000,000	Negotiable

Other Advisory Services Fees and Compensation
Upon client request, McDonnell Capital Management may provide investment advice or other financial planning on a project or one-time basis. Fees for this type of engagement are typically billed hourly, at a rate from $125-$250 per hour depending on complexity. Client discovery and review meetings are billed at a fixed rate of $125 per hour. Time spent on analysis, research, composition of the deliverable, and other required administrative duties are billed ranging from $125-$250 per hour depending on complexity. One half of the expected fee is due at the time of the written agreement, and the remainder is payable at the presentation of the deliverable. The relationship will typically end at the completion of the project.

Client Payment of Fees
Advisory and custodial fees will be debited from the client account in accordance with the

written client authorization in the Client Relationship Agreement. The qualified custodian sends a client statement, at least quarterly, with all amounts disbursed from the account and confirmation of all securities transactions in their account. The client is responsible for verifying the accuracy of the fee calculation, as the custodian will not determine whether the fee was calculated properly. Clients should promptly notify McDonnell Capital Management if they do not receive the custodial statement or if there are any questions regarding fees.

Limited Negotiability of Advisory Fees & Account Minimums
Although McDonnell Capital Management has established the aforementioned fee schedule(s), we retain the discretion to negotiate account minimums and alternative fees, including fixed or hourly fees, on a client-by-client basis. The specific annual fee schedule is agreed upon between the adviser and the client and stated in the written contract. All clients, both individual and institutional, have the option of choosing hourly or fixed fees for engagements limited to financial planning. The hourly or fixed fee agreement may differ from individuals and corporations, depending on the size, scope and nature of the project. For example, institutions with a multi-year contract may receive different hourly of fixed pricing than a one-time client. Client advisory contracts and fee agreements are mutually agreed upon between the client and the Investment Adviser, and the Investment Adviser Representatives individually do not charge different hourly or fixed fees. We may group certain related client accounts for the purposes of achieving the minimum account size requirements, and offer discounts to family members and friends of our employees not generally available to our advisory clients.

Termination of the Advisory Agreement
Either the client or adviser may terminate the client agreement at any time for any reason under the following circumstances: 1) by mutual agreement between the adviser and the client, or 2) by either party giving verbal or written notice to terminate the agreement at a specified date; if a verbal notice is given, that party must confirm with a written notice to the other party within 10 business days. Any prepaid, unearned fees will be promptly reimbursed to the client, based on the pro rata days remaining in the billing period.

Other Fees and Expenses
The fees charged by McDonnell Capital Management do not include fees charged by any investment vehicle recommended by the firm, a client’s broker and/or custodian or other third party. Although we do not purchase any mutual funds with “loads,” mutual funds typically do charge management fees and are subject to other expenses, which are disclosed in their prospectus and should be carefully read by clients before investing. Clients are responsible for any transaction fees charged by the custodian or broker dealer with which the firm effects transactions in the client’s account(s), wire transfer and/or electronic funds fees.

Tax Preparation Fees and Compensation
An affiliate of McDonnell Capital Management may prepare and complete tax returns for individuals and entities. The affiliate will charge separate fees for preparation and filing of all tax returns.

Item 6 - *Performance-Based Fees and Side-By-Side Management*
McDonnell Capital Management does not charge performance-based fees.

Item 7 - *Types of Clients*

McDonnell Capital Management provides advisory services, investment and portfolio management, and integrated financial planning to:

- Non-Profit, Education and Charitable Organizations
- Townships and Municipalities
- High Net Worth Individuals
- Business Entities and Corporations
- Business Owners
- Pension and Employee Benefit Plans
- Family Offices
- Individuals

We have outlined the conditions for managing an account in Item 5: “Fees and Compensation.” As outlined, we reserve the discretion to reduce or waive the account minimums and fee thresholds.

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

Our investment approach to managing risk and return is grounded in Modern Portfolio Theory. Modern Portfolio Theory refers to the process of reducing risk in an investment portfolio through diversification among asset classes. In general, Modern Portfolio Theory is best utilized when taking long-term approach to investing.

These principles guide our investment approach:

Globally balanced, well diversified portfolios reduce risk
History has demonstrated that risk and return are related, and generally investors receive compensation in proportion to the risk they take. Modern Portfolio Theory allows investors to reduce risk and may increase return through the use of globally balanced, well diversified portfolios with exposure to various asset classes. This approach allows investors to reduce, or "diversify away," the uncompensated risk inherent in stand-alone assets.

An active approach is the only approach
We take an active approach to investment and portfolio management. We employ fundamental, economic, tax efficiency and cost analysis when recommending and managing investments. We tactically rebalance portfolio allocations as a result of asset class performance, opportunities and areas of caution in the global economies and markets, and changes in our client's Investment Policy Statements. We also look for opportunities to maximize the tax efficiency of an investment portfolio and always consider investment or manager cost. This active approach helps mitigate risk and may increase future returns.

No asset class, size or style is always the best performer
Asset classes move in random, unpredictable patterns. A specific asset class can spend time on the top of asset class performers one year and at the bottom the very next period. That level of high volatility cuts into the growth of the portfolio, eroding value, and tends to have a lasting impact. By employing globally balanced, well diversified portfolios we can "smooth" the performance and reduce exposure to unnecessary risk.

It's not about timing the market, but having time <u>in</u> the market
We typically use long term investment strategies to implement investment advice, and do not engage in market timing.

Investment Risks
Investing in securities involves risk of loss, including principal, which clients should be prepared to bear. We ask that you work with us so we can best understand your tolerance for risk. McDonnell Capital Management does not guarantee investment performance, or hold out that its services and/or investment analysis can predict future performance, provide a better return than other alternatives, or a certain level of success in reaching your goals.

In general, we typically recommend investment vehicles as outlined in Item 4. General risks associated with each type of investment as well as other general risks are set forth below:

Market Risk
All securities are subject to market risk. The values of the securities held by a client may fall rapidly or unpredictably due to a variety of factors, including changing economic, political or market conditions.

Mutual Funds and Exchange-Traded Funds (ETFs)
Mutual funds and ETFs are subject to all of the risks of the respective asset classes in which they invest or attempt to replicate. Mutual funds and ETFs are also subject to management fees and costs that can lower investment returns. ETFs may employ leverage or an inverse strategy to seek a certain return that is a multiple or inverse multiple of the daily return of a specific index. Leveraged ETFs borrow funds to increase shareholder return; as interest rates increase, return to the shareholder typically decreases. ETFs are also subject to tracking errors, which is the difference between the performance of a fund and the performance of the respective underlying index.

Fixed Income Securities
Credit (issuer) risk and interest rate risk are the two primary risks of investing in fixed income securities. Credit risk is the risk that the issuer of the security will default on its principal and/or interest payments to the investor. Credit ratings agencies attempt to rate issuers on their perceived ability to pay these obligations. Those entities with lower credit ratings tend to pay higher yields, and thus pose a higher degree of risk. Interest rate risk is the risk that the bond prices will fluctuate with movements in interest rates, normally realized when bond prices fall as interest rates rise. Duration is the statistic we used to measure the degree of sensitivity to movement in interest rates. Those bonds with a higher duration are subject to greater price fluctuations than those with a lower duration. Additional risks in fixed income include call risk and reinvestment risk. Global or non-U.S. fixed income is typically subject to other risks including currency fluctuations, sovereign government political risk, differences in business regulations, and economic instability.

Equity and Equity-Related Instruments. Stocks and other equity-related instruments may be subject to various types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risk of loss. “Equity securities” may include common stocks, preferred stocks, interests in real estate investment trusts, convertible debt obligations, convertible preferred stocks, equity interests in trusts, partnerships, joint ventures or limited liability companies and similar enterprises, warrants and stock purchase rights. Equity securities fluctuate in value, and such fluctuations can be pronounced. In general, stock values fluctuate in response to the activities of individual companies and in response to general market and economic conditions. Accordingly, the value of the stocks and other securities and instruments that a client holds may decline over short or extended periods.

Securities trading over-the-counter
In general, there is less governmental regulation and supervision in the "over the counter" ("OTC") markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions. This exposes clients to the risk that a counterparty will not settle a transaction because of a credit or liquidity problem or because of disputes over the terms of the contract.

Foreign issuers
Investments in securities of non-U.S. issuers and the governments of non-U.S. countries involve special risks not usually associated with investing in securities of U.S. companies or the U.S. government, including political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, social, political and economic instability and adverse diplomatic developments; the possibility of the imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies, and costs associated with currency conversion; and certain government policies that may restrict investment opportunities. In addition, there may be different types of, and lower quality, information available about a non-U.S. company than a U.S. company. There is also less regulation, generally, of the securities markets in many foreign countries than there is in the United States, and such markets may not provide the same protections that are available in the United States. With respect to certain countries, there may be the possibility of political, economic or social instability, the imposition of trading controls, import duties or other protectionist measures, various laws enacted for the protection of creditors, and greater risks of nationalization or diplomatic developments that could materially adversely affect investments in those countries. Investment in non-U.S. countries may also be subject to withholding or other taxes, which may be significant and may reduce the investment returns.

Use of Derivatives. Investment vehicles we recommend and our clients may use derivative instruments, which may include without limitation, warrants, options, swaps, forward contracts, and futures contracts. The use of derivative instruments involves a variety of material risks, including the extremely high degree of leverage often embedded in such instruments and the possibility of counterparty nonperformance as well as of material and prolonged deviations between the actual and the theoretical value of a derivative (*i.e.*, due to nonconformance to anticipated or historical correlation patterns). In addition, the markets for certain derivatives are frequently characterized by limited liquidity, which can make it difficult as well as costly to close out positions in order to realize gains or to limit losses.

Futures Contracts and Options on Futures Contracts. In entering into futures contracts and options on futures contracts, there is a credit risk that a counterparty will not be able to meet its obligations. The counterparty for futures contracts and options on futures contracts traded in the U.S. exchanges is the clearinghouse associated with such exchange. In general, clearinghouses are backed by the corporate members of the clearinghouse who are required to share any financial burden resulting from the nonperformance by one of its members and, as such, should significantly reduce this credit risk. In cases in which the clearinghouse is not backed by the clearing members, it is normally backed by a consortium of banks or other financial institutions. There can be no assurance that any counterparty, clearing member or clearinghouse will be able to meet its obligations.

Item 9 - *Disciplinary Information*

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 - ***Other Financial Industry Activities and Affiliations***

Joseph J. McDonnell owns and operates an accounting and tax practice as a sole proprietor. McDonnell Capital Management may refer clients to the sole proprietorship.

Christopher J. McDonnell has a license to sell insurance products. Mr. McDonnell may affiliate himself with an insurance company and offer insurance products to clients of the firm.

Our firm and our related persons are not engaged in any other financial industry activities and have no other industry affiliations.

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

McDonnell Capital Management has established a Code of Ethics which sets forth the highest standards of business conduct that we require of our employees. As true fiduciaries for our clients, we have the obligation to act for our clients under circumstances which require total trust, faith and honesty. A fiduciary owes a duty of loyalty to safeguard the interests of others, and requires that we put client interests ahead of any and all personal interests. Both the actions the fiduciary role requires and its guiding principles of integrity, competence and objectivity are the foundation of our Code of Ethics.

Our Code of Ethics

1. *No principal or employee of our firm may place his or her interests at any time above the interests of the advisory client. When providing any advisory service, we owe the client the duty of care of a fiduciary.*
2. *All principals and employees of our firm must act in accordance with all applicable federal and state regulations governing registered investment advisers.*
3. *All principals and employees shall disclose to advisory and prospective clients an understandable description of compensation, and shall mutually agree on the services to be provided and responsibilities of both parties*
4. *Any conflicts of interest shall be disclosed to advisory and prospective clients*
5. *Personal security transactions, activities and interest of our principals and employee should not interfere with making decisions in the best interest of the advisory clients*
6. *No employee may purchase or sell any security for his/her personal account prior to a transaction(s) being implemented in an advisory account, which prevents said employee(s) from personally benefited from the advisory account transaction (certain exclusions exist for non-reportable securities such as money market, exchange traded funds and mutual funds); Principals and employees may effect security transactions for their own accounts that are the same or different than advisory clients*
7. *No principal or employee shall use any material, non-public information in any personal or professional capacity*
8. *Clients have the ultimate authority to decline to implement any advice rendered, except in situations where the firm is given discretionary authority. Discretionary authority granted is the duty to act on behalf of the client in the direct manner in which the client would act*
9. *All principals and employees of our firm must give written acknowledgement of receipt of our Code of Ethics annually, and must certify any violation of the Code at the end of each fiscal year*
10. *Any individual who violates the Code of Ethics may be subject to termination*

A copy of our Code of Ethics is available to our advisory clients and prospective clients upon request.

Item 12 - *Brokerage Practices*

Broker Selection and Directed Brokerage
McDonnell Capital Management is independently owned and operated, and is not affiliated with any broker dealer. McDonnell Capital Management generally directs clients to and recommends establishing brokerage accounts with the Schwab Institutional Division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker dealer, member SIPC. By directing brokerage McDonnell Capital Management may not achieve the most favorable execution of client transactions and this practice may cost clients more money. Not all investment advisers require their clients to direct brokerage. Although we recommend using Schwab, the client is free to direct its brokerage elsewhere. If the client chooses to custody assets elsewhere, they may receive less favorable pricing and the services we provide may be limited due to platform or trading restrictions. We currently recommend Schwab because they provide low transaction fees, financial stability, institutional pricing for funds, an open-architecture of investment options, strong execution capabilities, a web based trading platform, and electronic delivery of client statements and account information.

Schwab provides McDonnell Capital Management with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. Those services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. These services, however, are not tied to our firm or clients providing any specific amount of business (assets in custody or trading commissions) to Schwab. Schwab provides these services generally to independent investment advisers (and to our firm) for no cost, as long as a total of at least $10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. Schwab receives compensation through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. None of the products or services mentioned herein are obtained through client brokerage commissions.

Schwab Institutional also makes available other products and services that benefit McDonnell Capital Management but may not directly benefit our clients' accounts. Such products and services may create an incentive to engage Schwab as a broker dealer and a conflict of interest may arise between the clients' interest in receiving best price and execution and McDonnell Capital Management's interest in having access to such products and services. They assist us managing and administering all or some substantial number of our client accounts, including accounts not maintained at Schwab. Schwab's technology and software provides us: access to client account data (such as account statements and trade confirmations); facilitation of trade execution and allocate aggregated trade orders; assistance with recordkeeping, client reporting and other back-office functions; facilitation of payment of fees from clients' accounts; and, research, pricing and other market data.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include: compliance, legal and business consulting; publications and conferences on practice management and business succession; and, access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services they provide to us. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel.

Discretionary Clients

McDonnell Capital Management requires all discretionary clients to provide us with written authority to determine the broker dealer to use and the commission costs that will be charged to these clients for these transactions. These clients must include in writing any limitations on this discretionary authority. Clients hold the authority to change/amend these limitations as required, if amendments are provided in writing.

Soft Dollars

We do not enter into “soft dollar arrangements,” where an adviser would effect brokerage transactions of a client through a broker-dealer that provides “brokerage or research services,” as that term is used in Section 28(e)(3) of the Securities Exchange Act of 1934.

Trade Aggregation

McDonnell Capital Management as a matter of practice does not generally aggregate client trades. We typically implement client transactions separately for each account, and, consequently, certain client trades may be executed before others, at a different price and/or commission rate. Additionally, clients may not receive volume discounts available to advisers who aggregate client trades.

Item 13 - *Review of Accounts*

McDonnell Capital Management and its clients jointly determine the frequency of reviews at the beginning of the agreement. Typically, individual portfolio accounts are reviewed at least quarterly, although the individual securities are monitored continuously. If we prepare a written financial plan for a client, that document, along with the Investment Policy Statement, is updated at least annually. Reviews may be conducted either individually or as a team by Joseph J. McDonnell and Christopher J. McDonnell. More frequent reviews may be triggered by changes in the client's financial circumstances, needs or life events, in addition to impactful changes in the economic or political environment. Clients are encouraged to notify McDonnell Capital Management promptly of any changes that potentially could affect your financial plan or investment allocation.

Schwab sends monthly statements and trade confirmations directly to the client. In addition to statements from the broker-dealer, we may send written quarterly consolidated reports of your advisory account(s) that include performance, balances and holdings.

McDonnell Capital Management periodically provides clients with newsletters, research, or commentary regarding current market conditions and/or educational material.

Item 14 - *Client Referrals and Other Compensation*

It is our policy currently not to engage solicitors or to pay related or non-related persons for referring potential clients to McDonnell Capital Management.

If a client requests a service provider, such as an attorney, the firm may provide a list of service providers. McDonnell Capital Management is not directly compensated for providing referrals. From time to time, service providers may refer clients to our firm. We do not pay a referral fee for recommendations.

Item 15 - *Custody*

Clients retain ownership of all funds and securities in their accounts. McDonnell Capital Management does not have actual or physical custody of client accounts. Charles Schwab Institutional or the broker selected by the client has custody of client accounts. Clients typically grant authority to debit advisory fees directly from the client's custodial account(s), as previously disclosed in the "Fees and Compensation" section (Item 5). The client's custodian is advised of the amount of the fee to be deducted from that client's account in this billing process. The custodian is required to send to the client a statement at least quarterly showing all transactions within the account during the reporting period, and the client should carefully review such statement. Clients should also compare statements from the custodian to those reports sent by McDonnell Capital Management.

Item 16 - *Investment Discretion*

Clients typically hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission. Our discretionary authority typically includes determining the security and amount of the security to buy or sell, placing trades, and periodically rebalancing the account back to allocation outlined in the Investment Policy Statement. Discretionary authority may only be granted when the client signs a discretionary agreement with our firm, and may choose to limit this authority by giving us written instructions. Clients may also change/amend such limitations by providing us with written instructions.

Item 17 - *Voting Client Securities*

Each client retains proxy voting authority for securities in clients' accounts. McDonnell Capital Management does not exercise proxy voting authority for clients, and will promptly forward all proxy solicitation it receives related to the securities in the respective client account(s). Clients, therefore, decide how to vote such proxies at their sole discretion and/or expense. Clients may contact us with any questions regarding proxy solicitation and voting securities at the contact information provided on Item 1 – Cover Page.

Item 18 - *Financial Information*

McDonnell Capital Management, as an advisory firm that maintains discretion over client accounts, is not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual obligations. McDonnell Capital Management requires payment of fees one quarter in advance, and, as such, is not required to provide any additional financial statements. In addition, we have not received any petitions for bankruptcy in the past ten years.

In addition, McDonnell Capital Management does not have discretionary authority or custody of client funds or securities or require or solicit prepayment of more than $500 in fees per client six months in advance.

Item 19 – *Requirements for State-Registered Advisers*

Identity and Background of Principal Executive Officers and Management Persons

See Form ADV, Part 2B for Christopher J. McDonnell and Joseph J. McDonnell's educational and business backgrounds.

Participation in Business Other than Giving Investment Advice

See Form ADV, Part 2B for Christopher J. McDonnell and Joseph J. McDonnell's participation in business other than giving investment advice.

Performance-Based Compensation for Advisory Services

None of McDonnell Capital Management, Joseph J. McDonnell or Christopher J. McDonnell are compensated for advisory services with performance-based fees.

Arbitration an Litigation

None of McDonnell Capital Management, Joseph J. McDonnell or Christopher J. McDonnell have material disclosures related to arbitration or disciplinary matters.

Relationship or Arrangement with Issuers

None of McDonnell Capital Management, Joseph J. McDonnell or Christopher J. McDonnell have a material relationship involving an issuer of a security.

Addendum 1

Privacy Policy
McDonnell Capital Management

Respect for and Commitment to Your Privacy
We hold the privacy of our clients in the highest manner of professionalism and care. The purpose of this policy is to help you better understand how we protect the confidentiality and security of the personal information we hold, and how that information is collected over time and utilized.

Disclosure of Information
We do not disclose any non-public personal information about you to anyone, except as required by law or regulation. If the client provides written consent, we will share client information with service providers, such as an attorney.

Non-Public Information that We Collect
In connection with both the investment management and financial planning processes, and maintaining client relationships over time, we collect information in the following ways: information we receive from you in face-to-face meetings, phone calls and voicemails, written correspondence, e-mails, advisory agreements, investor questionnaires, applications or other forms; and, information about your transactions with us, affiliates or others.

Security of Information
We restrict access to non-public personal client information to only those employees whose knowledge is essential to provide advisory services to you. In addition, we employ physical, electronic and procedural safeguards to protect your non-public personal information in our possession or under our control.

Former Clients
We maintain similar non-public personal information of our former clients and apply the same policies that are in-force with our current clients.

We reserve the right to change our privacy policies and this Privacy Notice at any time. The examples contained within this notice are illustrations only and are not intended to be exclusive. This notice complies with the privacy provisions of the Gramm-Leach-Bliley Act. You may have additional rights under other foreign or domestic laws that may apply to you.

Privacy Policy Statement June, 1, 2012