



Payne Capital Management, LLC
a Registered Investment Adviser

Disclosure Brochure
Dated: March 16, 2017

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This brochure provides information about the qualifications and business practices of Payne Capital Management, LLC (hereinafter “Payne CM”). If you have any questions about the contents of this brochure, please contact us at (646) 461-7670. 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.

Additional information about Payne Capital Management, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

References herein to Payne Capital Management, LLC as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2. Material Changes

Since Payne CM's last annual update filed on March 30, 2016, the firm has moved its principal office to its New York location at 231 West 29th Street, Suite 1002, New York, New York 10001. There have been no additional material changes made to this Brochure since that time.

ANY QUESTIONS: Payne CM's Chief Compliance Officer, Ryan Payne, remains available to address any questions that an existing or prospective client may have regarding this Brochure.

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Firm Disclosure Brochure

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Item 4. Advisory Business

Payne CM has been in business as an independent SEC registered investment adviser since June 2008. Payne CM offers clients a range of comprehensive wealth management solutions, which include financial planning, consulting and portfolio management. Each of these service offerings encompasses the three pillars of the firm's core philosophy: goal-oriented planning, risk limitation and highly personalized service. The current principal owners of the firm are Ryan M. Payne and Robert J. Payne.

Prior to engaging Payne CM to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with Payne CM setting forth the terms and conditions under which Payne CM renders its services (collectively the "*Agreement*").

As of December 31, 2016, Payne CM had \$190,614,085 in assets under management on a discretionary basis and \$397,832,809 on a non-discretionary basis.

This Disclosure Brochure describes the business of Payne CM. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Payne CM's officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Payne CM's behalf and is subject to Payne CM's supervision or control.

FINANCIAL PLANNING AND CONSULTING SERVICES

Payne CM provides clients with a broad range of comprehensive financial planning and consulting services, addressing a variety matters in relation to the following:

- Personal accounts;
- Trust accounts;
- 401(k) plans;
- SEP plans;
- Non-profit organizations;
- Individual retirement accounts;
- Profit sharing plans;
- SIMPLE plans;
- Corporate cash management; and
- Education account

While certain of the above referenced services may be provided to existing clients under an investment management engagement, Payne CM also offers these services on a standalone basis. The firm also offers standalone financial coaching services to individuals and institutional clients. Financial coaching services are provided pursuant to a specialized engagement and are customized to accommodate the specific needs and objectives a particular client. These services may address debt reduction, household income management and savings strategies, amongst a range of other financial matters.

If requested by the client, Payne CM may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions

and is free to accept or reject any recommendation from Payne CM. Please Note: If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. Please Also Note: It remains the client's responsibility to promptly notify Payne CM if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Payne CM's previous recommendations and/or services.

INVESTMENT MANAGEMENT SERVICES

Payne CM manages clients' investment portfolios on a discretionary and/or non-discretionary basis. Payne CM primarily allocates clients' investment management assets among mutual funds, exchange-traded funds ("ETFs") and *Independent Managers* (as defined below), in accordance with the investment objectives of the client. Payne CM may also provide advice on legacy positions or investments otherwise held in clients' portfolios. Payne CM also may render investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, and/or 529 plans or other products that may not be held by the client's primary custodian.

Payne CM tailors its advisory services to the individual needs of clients. Payne CM consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. Payne CM ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Payne CM if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Payne CM's management services. Clients may impose reasonable restrictions or mandates on the management of their account.

MISCELLANEOUS

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. As indicated above, to the extent requested by a client, Payne CM may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Payne CM **does not** serve as an attorney, accountant, or insurance agency, and no portion of its services should be construed as legal, accounting, or insurance brokerage services. Accordingly, Payne CM **does not** prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, Payne CM may recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, insurance agents, etc.). Clients are reminded that they are under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation made by Payne CM or its representatives. **Please Note:** If the client engages any unaffiliated recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Independent Managers. Payne CM may allocate (and/or recommend that the client allocate) a portion of a client's investment assets among unaffiliated independent investment managers in accordance with the client's designated investment objective(s). In such situations, the *Independent Manager[s]* shall have day-to-day responsibility for the active discretionary management of the allocated assets. Payne CM shall continue to render investment advisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors which Payne CM shall consider in recommending *Independent Manager[s]* include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research.

Please Note: Non-Discretionary Service Limitations. Clients that determine to engage Payne CM on a non-discretionary investment advisory basis must be willing to accept that Payne CM cannot effect any account transactions without obtaining prior consent to any such transaction(s) from the client. Thus, in the event of a market correction during which the client is unavailable, Payne CM will be unable to effect any account transactions (as it would for its discretionary clients) without first obtaining the client's consent.

Retirement Plan Rollovers – No Obligation / Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). Payne CM may recommend an investor roll over plan assets to an IRA managed by Payne CM. As a result Payne CM and its representatives may earn an asset based fee. If Payne CM recommends that a client roll over their retirement plan assets into an account to be managed by Payne CM, such a recommendation creates a potential conflict of interest if Payne CM will earn an advisory fee on the rolled over assets. **No client is under any obligation to roll over retirement plan assets to an account managed by Payne CM. Payne CM's Chief Compliance Officer, Ryan Payne, remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.**

Fee Differentials. As indicated below, Payne CM shall receive an investment advisory fee based upon a percentage (%) of the market value of the assets placed under management (between 0.40% and 2.00%). However, fees shall vary depending upon various objective and subjective factors, including but not limited to: the representative assigned to the account, the amount of assets to be invested, the complexity of the engagement, the anticipated number of meetings and servicing needs, related

accounts, future earning capacity, anticipated future additional assets, and negotiations with the client. As a result, similar clients could pay different fees, which will correspondingly impact a client's net account performance. Moreover, the services to be provided by Payne CM to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Use of Dimensional Fund Advisors Mutual Funds: While Payne CM may recommend allocating investment assets to mutual funds that are not available directly to the public, Payne CM may also recommend that clients or perspective clients allocate investment assets to publically-available mutual funds that the client could obtain without engaging Payne CM as an investment adviser. However, if a client or prospective client determines to allocate investment assets to publically-available mutual funds without engaging Payne CM as an investment advisor, the client or prospective client would not receive the benefit of Payne CM's initial and ongoing investment advisory services. Others mutual funds, such as those issued by Dimensional Fund Advisors ("DFA"), are generally only available through registered investment advisers. Payne CM may allocate client investment assets to DFA mutual funds. Therefore, upon the termination of Payne CM's services to a client, restrictions regarding transferability and/or additional purchases of, or reallocation among DFA funds will apply. **Payne CM's Chief Compliance Officer, Ryan Payne, remains available to address any questions that a client or prospective client may have regarding the above.**

Client Obligations. In performing its services, Payne CM shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify Payne CM if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Payne CM's previous recommendations and/or services.

Disclosure Brochure. A copy of Payne CM's written Disclosure Brochure as set forth on Part 2A of Form ADV shall be provided to each client or perspective client prior to, or contemporaneously with, the execution of the investment management agreement or financial planning and consulting agreement.

Item 5. Fees and Compensation

Payne CM offers its services on a fee-only basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management.

FINANCIAL PLANNING AND CONSULTING FEES

Payne CM charges a fixed fee and/or hourly fee to provide its standalone financial planning and consulting services. These fees are negotiable, but generally range from \$500 to \$5,000 on a fixed fee basis and/or \$75 to \$250 on an hourly basis. These fees are largely determined by the level and scope of the services and the financial professional engaged to render them. If the client engages Payne CM for additional investment advisory services, Payne CM may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Prior to engaging Payne CM to provide financial planning and/or consulting services, the client is required to enter into a written agreement with Payne CM setting forth the terms and conditions of the engagement. Generally, Payne CM requires one-half of the financial planning or consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services.

INVESTMENT MANAGEMENT FEES

Payne CM provides investment management services for an annual fee based upon a percentage of assets under management. The annual fee varies between 40 and 200 basis points (i.e., 0.40% to 2.00%) of the assets being managed by Payne CM. Fees shall vary depending upon various objective and subjective factors, including but not limited to: the representative assigned to the account, the amount of assets to be invested, the complexity of the engagement, the anticipated number of meetings and servicing needs, related accounts, future earning capacity, anticipated future additional assets, and negotiations with the client (**See Fee Differentials** above). The annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter.

Payne CM's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Payne CM does not, however, receive any portion of these commissions, fees, and costs.

Payne CM, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions. As further discussed in response to Item 12 (below), Payne CM generally recommends that clients utilize the brokerage and clearing services of Fidelity Institutional Wealth Services ("*Fidelity*"). Payne CM may only implement its investment management recommendations

after the client has arranged for and furnished Payne CM with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Fidelity*, any other broker-dealer recommended by Payne CM, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the “*Financial Institutions*”).

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to Payne CM’s fee.

Fee Debit. Payne CM’s *Agreement* and the separate agreement with any *Financial Institutions* may authorize Payne CM or *Independent Managers* to debit the client’s account for the amount of Payne CM’s fee and to directly remit that management fee to Payne CM or the *Independent Managers*. Any *Financial Institutions* recommended by Payne CM which may debit a client’s account directly have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Payne CM. Alternatively, clients may elect to have Payne CM send an invoice for payment.

Fees for Management During Partial Quarters of Service. For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between Payne CM and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. Payne CM’s fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to Payne CM’s right to terminate an account. Additions may be in cash or securities provided that Payne CM reserves the right to liquidate any transferred securities or decline to accept particular securities into a client’s account. Clients may withdraw account assets on notice to Payne CM, subject to the usual and customary securities settlement procedures. However, Payne CM designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client’s investment objectives. Payne CM may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

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

Payne CM does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Payne CM provides its services to individuals, investment companies, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimums Imposed By Independent Managers. Payne CM does not impose a minimum portfolio size or minimum annual fee. However, certain *Independent Managers* utilized by Payne CM to manage client assets may impose more restrictive account requirements and/or implement billing practices that differ from those of Payne CM. In such instances, Payne CM may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Payne CM employs a range of analytical methodologies which can generally be described as derivatives of Modern Portfolio Theory ("MPT").

MPT is a mathematical based investment discipline that seeks to quantify expected portfolio returns in relation to corresponding portfolio risk. The basic premise of MPT is that the risk of a particular holding is to be assessed by comparing its price variations against those of the market portfolio. However, MPT disregards certain investment considerations and is based on a series of assumptions that may not necessarily reflect actual market conditions. As such, the factors for which MPT does not account (e.g., tax implications, regulatory constraints and brokerage costs) may negate the upside or add to the actual risk of a particular allocation. Nonetheless, Payne CM's investment process is structured in such a way to integrate those assumptions and real life considerations for which MPT analytics do not account.

Payne CM's investment strategies are customized to account for its clients' individual circumstances and facilities. Payne CM strives to establish and maintain highly personalized relationships with each of its clients in an effort to keep apprised of any personal or financial changes and ensure that its recommended allocations remain consistent with their investment objectives.

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Payne CM) will be profitable or equal any specific performance level(s)

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options

Options allow investors to buy or sell a security at a contracted “strike” price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Covered Call Writing. Covered call writing is the sale of in-, at-, or out-of- the money call option against a long security position held in a client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with a consistent record of paying dividends.

Market Risks

The profitability of a significant portion of Payne CM’s recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Payne CM will be able to predict those price movements accurately.

Use of Independent Managers

Payne CM may recommend the use of *Independent Managers* for certain clients. Payne CM will continue to do ongoing due diligence of such managers, but such recommendations relies, to a great extent, on the *Independent Managers* ability to successfully implement their investment strategy. In addition, Payne CM does not have the ability to supervise the *Independent Managers* on a day-to-day basis other than as previously described in response to Item 4, above.

Management Through Similarly Managed Accounts

For certain clients, Payne CM may manage portfolios by allocating portfolio assets among various mutual funds, exchange traded funds, individual securities, individual bonds and options on a discretionary basis using one or more of its proprietary investment strategies (collectively referred to as "*investment strategy*"). In so doing, Payne CM buys, sells, exchanges and/or transfers shares of mutual funds and securities based upon the *investment strategy*.

Payne CM's management using the *investment strategy* complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the *investment strategy*, with a safe harbor from the definition of an investment company.

Securities in the *investment strategy* are usually exchanged and/or transferred without regard to a client's individual tax ramifications. Certain investment opportunities that become available to Payne CM's clients may be limited. As further discussed in response to Item 12 (below), Payne CM allocates investment opportunities among its clients on a fair and equitable basis.

Item 9. Disciplinary Information

Payne CM is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Payne CM does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Payne CM is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. Payne CM does not have any relationship or arrangement to disclose.

Item 11. Code of Ethics

Payne CM and persons associated with Payne CM ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with the Firm's policies and procedures.

Payne CM has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). Payne CM's *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Firm or any of its associated persons. The *Code of Ethics* also requires that certain of Payne CM's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no *Access Person* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the *Access Person* is completed as part of a batch trade (as defined below in Item 12) with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

This *Code of Ethics* has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by *Access Persons* to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

Clients and prospective clients may contact Payne CM to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, Payne CM generally recommends that clients utilize the brokerage and clearing services of *Fidelity*.

Factors which Payne CM considers in recommending *Fidelity* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Fidelity* may enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Fidelity* may be higher or lower than those charged by other Financial Institutions.

The commissions paid by Payne CM's clients to *Fidelity* comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where Payne CM determines that the commissions are reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Payne CM seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker/dealers in return for investment research products and/or services which assist Payne CM in its investment decision-making process. Such research generally will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Payne CM does not have to produce or pay for the products or services.

Payne CM periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

Research and Additional Benefits. Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Payne CM may receive from *Fidelity* (or another broker-dealer/custodian, investment platform and/or mutual fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist Payne CM to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Payne CM may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Payne CM in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that may be received may assist Payne CM in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Payne CM to manage and further develop its business enterprise.

Payne CM's clients do not pay more for investment transactions effected and/or assets maintained at *Fidelity* as a result of this arrangement. There is no corresponding commitment made by Payne CM to *Fidelity* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Payne CM's Chief Compliance Officer, Ryan Payne, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

Brokerage for Client Referrals. Payne CM does not receive referrals from broker-dealers.

Directed Brokerage. The client may direct Payne CM in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution* and Payne CM will not be able to seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Payne CM (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Payne CM may decline a client's request to direct brokerage if, in Payne CM's sole discretion, such directed brokerage arrangements would result in additional operational difficulties. Higher transaction costs adversely impact account performance. Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Trade Aggregation. Transactions for each client generally will be effected independently, unless Payne CM decides to purchase or sell the same securities for several clients at approximately the same time. Payne CM may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm's clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Payne CM's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which Payne CM's Supervised Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance

provided by the staff of the U.S. Securities and Exchange Commission. Payne CM does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that Payne CM determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Item 13. Review of Accounts

Account Reviews

For those clients to whom Payne CM provides investment management services, Payne CM monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom Payne CM provides financial planning and/or consulting services, reviews are conducted on an "as needed" basis. Such reviews are conducted by the Principal of Payne CM, Ryan M. Payne or the designated wealth advisor. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Payne CM and to keep Payne CM informed of any changes thereto. Payne CM contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and General Reports

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom Payne CM provides investment advisory services also receive a report from Payne CM that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance from time to time. Clients should compare the account statements they receive from their custodian with those they receive from Payne CM.

Financial Planning and Consulting Reports

Those clients to whom Payne CM provides financial planning and/or consulting services will receive reports from Payne CM summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by Payne CM.

Item 14. Client Referrals and Other Compensation

Economic Benefit

Payne CM is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. Payne CM may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12, above.

Client Referrals

In addition, Payne CM is required to disclose any direct or indirect compensation that it provides for client referrals. In the event a client is introduced to Payne CM by either an unaffiliated or an affiliated solicitor, Payne CM may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. If the client is introduced to Payne CM by an unaffiliated solicitor, the solicitor will provide the client with a copy of Payne CM's written disclosure brochure which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including the solicitor's compensation. Any affiliated solicitor of Payne CM discloses the nature of their relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of Payne CM's written disclosure brochure at the time of the solicitation.

Item 15. Custody

Payne CM's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize Payne CM through such *Financial Institution* to debit the client's account for the amount of Payne CM's fee and to directly remit that management fee to Payne CM in accordance with applicable custody rules.

The *Financial Institutions* recommended by Payne CM have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Payne CM. In addition, as discussed in Item 13, Payne CM also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from Payne CM.

Item 16. Investment Discretion

Payne CM may be given the authority to exercise discretion on behalf of clients. Payne CM is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Payne CM is given this authority through a power-of-attorney included in the agreement between Payne CM and the client. Clients may request a limitation on this authority (such as requesting that certain securities not to be bought or sold).

Clients who engage Payne CM on a discretionary basis may, at any time, impose restrictions, in writing, on Payne CM's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Payne CM's use of margin, etc.).

Item 17. Voting Client Securities

Payne CM is required to disclose if it accepts authority to vote client securities. Payne CM does not vote client securities on behalf of its clients. Clients receive proxies directly from the *Financial Institutions*.

Clients may contact Payne CM to discuss any questions they may have with a particular solicitation.

Item 18. Financial Information

Payne CM does not have any disclosures pursuant to this Item for the following reasons:

- The firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance,
- The firm does not take discretionary authority or custody of client funds or securities; and
- The firm has not been subject of a bankruptcy petition at any time during the past ten years.

ANY QUESTIONS: Payne CM's Chief Compliance Officer, Ryan Payne, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangement.