

MARSHALL & STERLING WRAP FEE PROGRAM

Sponsored by

MARSHALL & STERLING WEALTH ADVISORS, INC.

a Registered Investment Adviser

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www.ms-wealth.com

This brochure provides information about the qualifications and business practices of Marshall & Sterling Wealth Advisors, Inc. (hereinafter “Marshall & Sterling” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov. The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

In this Item, Marshall & Sterling is required to discuss any material changes that have been made to the brochure since the last annual amendment. The Firm has amended Item 4 and 5 to discuss certain advisory programs recommended to the Firm's clients that are sponsored by LPL Financial LLC ("LPL"). The Firm has also amended Item 9 to reflect additional disclosures relating to benefits received by the Firm from LPL.

Item 3. Table of Contents

Item 2. Material Changes	2
Item 3. Table of Contents	3
Item 4. Advisory Business	4
Item 5. Account Requirements and Types of Clients	11
Item 6. Portfolio Manager Selection and Evaluation.....	11
Item 7. Client Information Provided to Portfolio Managers.....	14
Item 8. Client Contact with Portfolio Managers	14
Item 9. Additional Information.....	14

Item 4. Advisory Business

The Marshall & Sterling Wrap Fee Program (the “Program”) is an investment advisory program sponsored by Marshall & Sterling Wealth Advisors, Inc. (“Marshall & Sterling” or the “Firm”). In addition to the Program, the Firm offers a variety of advisory services, which include financial planning and investment management services under different arrangements than those described herein. Prior to rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with Marshall & Sterling setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Marshall & Sterling, a wholly-owned subsidiary of Marshall & Sterling Enterprises, Inc., has been a registered investment adviser since 2012. As detailed below, the Firm primarily offers investment management and financial planning services to individuals, pension and profit sharing plans, trusts, estates, corporations and other business entities. The Firm works with its clients to develop an investment strategy that is customized to their individual goals and objectives. As of December 31, 2017, Marshall & Sterling had approximately \$94,041,098 in regulatory assets under management, all of which was managed on a discretionary basis. In addition, Marshall & Sterling oversees and consults on approximately \$55,358,949 in retirement plan assets under advisement, which do not meet the technical requirements of regulatory assets under management under current SEC guidance.

While this brochure generally describes the business of Marshall & Sterling, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Marshall & Sterling’s behalf and is subject to the Firm’s supervision or control.

Description of the Program

The Program is offered as a wrap fee program, which provides clients with the ability to trade in certain investment products without incurring most brokerage commissions or transaction charges. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts. Clients must also open a new securities brokerage account and complete a new account agreement with Fidelity Institutional Wealth Services (“Fidelity”) or LPL Financial (“LPL”) or another broker-dealer that Marshall & Sterling approves under the Program (collectively “Financial Institutions”).

At the onset of the Program, and after analysis of the relevant information, Marshall & Sterling assists its clients in developing an appropriate strategy for managing their assets. Clients’ investment portfolios are generally managed on a discretionary or non-discretionary basis by Marshall & Sterling’s investment

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adviser representatives. Marshall & Sterling generally allocates clients' assets among the various investment products available under the Program, as described further in Item 6 (below).

Investment Management Services

Within the Program, Marshall & Sterling provides its clients two options for receiving investment management services:

- (1) Within the Program, and including a broad range of financial planning services (described below)
- (2) Within the Program, and not including any financial planning services

In the provision of investment management services, Marshall & Sterling primarily allocates clients' investment management assets among no-load mutual funds and exchange-traded funds ("ETFs"). The Firm primarily manages assets through the use of disciplined investment strategies. Tailored allocations are built for clients utilizing diversified model portfolio(s) within the following strategy themes based on the clients' needs: Core Capital, Income, Growth and Specialty. Marshall & Sterling also provides advice about any type of investment held in clients' portfolios, as necessary. The Firm currently only provides investment management services on a discretionary basis, but also reserves the right to offer these services on a non-discretionary basis.

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

Clients are advised to promptly notify Marshall & Sterling if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Marshall & Sterling's management services. Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if, in Marshall & Sterling's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Marshall & Sterling also provides advisory services through certain programs sponsored by LPL Financial LLC ("LPL"), a registered investment adviser and broker dealer. Below is a brief description of each LPL advisory program offered through Marshall & Sterling. For more information regarding the LPL programs, including more information on the advisory services and fees that apply, the types of investments available in the programs and the potential conflicts of interest presented by the programs, please see the program account packet (which includes the account agreement and LPL Form ADV program brochure) and the Form ADV, Part 2A of LPL or the applicable program.

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Strategic Wealth Management Program II (“SWM II”)

SWM II offers clients an asset management account that allows Marshall & Sterling to direct and manage specified client assets. The SWM II program also allows the client to select a third party investment manager to manage the client’s assets. In the SWM II program, clients pay a single wrap fee for advisory services and execution of transactions. Although clients do not pay a transaction charge for transactions in a SWM II account, clients should be aware that Marshall & Sterling pays LPL a fixed transaction charge based on the account value. . In many instances, LPL makes available mutual funds in a SWM II account that offer various classes of shares, including shares designated as Class A Shares and shares designed for advisory programs, which can be titled, for example, as “Class I,” “institutional,” “investor,” “retail,” “service,” “administrative” or “platform” share classes (“Platform Shares”). The Platform Share class offered for a particular mutual fund in SWM II in many cases will not be the least expensive share class that the mutual fund makes available, and was selected by LPL in certain cases because the share class pays LPL compensation for the administrative and recordkeeping services LPL provides to the mutual fund. Client should understand that another financial services firm may offer the same mutual fund at a lower overall cost to the investor than is available through SWM II. In other instances, a mutual fund may offer only Class A Shares, but another similar mutual fund may be available that offers Platform Shares. Class A Shares typically pay LPL a 12b-1 fee for providing shareholder services, distribution, and marketing expenses (“brokerage-related services”) to the mutual funds. Platform Shares generally are not subject to 12b-1 fees. As a result of the different expenses of the mutual fund share classes, it is generally more expensive for a client to own Class A Shares than Platform Shares. An investor in Platform Shares will pay lower fees over time, and keep more of his or her investment returns than an investor who holds Class A Shares of the same fund.

Model Wealth Portfolios Program (“MWP”)

MWP offers clients a professionally managed mutual fund asset allocation program. Marshall & Sterling will obtain the necessary financial data from the client, assist the client in determining the suitability of the MWP program and assist the client in setting an appropriate investment objective. Marshall & Sterling will initiate the steps necessary to open an MWP account and have discretion to select a model portfolio designed by LPL’s Research Department consistent with the client’s stated investment objective. LPL’s Research Department or third-party portfolio strategists are responsible for selecting the mutual funds or ETFs within a model portfolio and for making changes to the mutual funds or ETFs selected. The client will authorize LPL to act on a discretionary basis to purchase and sell mutual funds and ETFs and to liquidate previously purchased securities. The client will also authorize LPL to effect rebalancing for MWP accounts.

Guided Wealth Portfolios (“GWP”)

GWP offers clients the ability to participate in a centrally managed, algorithm-based investment program, which is made available to users and clients through a web-based, interactive account management portal

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(“Investor Portal”). Investment recommendations to buy and sell open-end mutual funds and exchange-traded funds are generated through proprietary, automated, computer algorithms (collectively, the “Algorithm”) of Xulu, Inc., doing business as FutureAdvisor (“FutureAdvisor”), based upon model portfolios constructed by LPL and selected for the account as described below (such model portfolio selected for the account, the “Model Portfolio”). Communications concerning GWP are intended to occur primarily through electronic means (including but not limited to, through email communications or through the Investor Portal), although Marshall & Sterling will be available to discuss investment strategies, objectives or the account in general in person or via telephone. A preview of the Program (the “Educational Tool”) is provided for a period of up to forty-five (45) days to help users determine whether they would like to become advisory clients and receive ongoing financial advice from LPL, FutureAdvisor and Marshall & Sterling by enrolling in the advisory service (the “Managed Service”). The Educational Tool and Managed Service are described in more detail in the GWP Program Brochure. Users of the Educational Tool are not considered to be advisory clients of LPL, FutureAdvisor or Marshall & Sterling, do not enter into an advisory agreement with LPL, FutureAdvisor or Marshall & Sterling, do not receive ongoing investment advice or supervisions of their assets, and do not receive any trading services.

Marshall & Sterling generally receives compensation as a result of a client’s participation in these LPL programs. As such, a conflict of interest exists as Marshall & Sterling has an incentive to recommend these programs to its clients. Depending on, among other things, the type and size of the account, type of securities held in the account, changes in its value over time, the ability to negotiate fees or commissions, the historical or expected size or number of transactions, and the number and range of supplementary advisory and client-related services provided to the client, the amount of this compensation may be more or less than what Marshall & Sterling would receive if the client participated in other programs, whether through LPL or another sponsor, or paid separately for investment advice, brokerage and other services.

Financial Planning Services

As stated above, Marshall & Sterling offers its clients with a broad range of comprehensive financial planning services. For those clients participating in the Program and receiving the broad range of financial planning services (Option 1, below), these services include, advice on investments, insurance, retirement, education, estate and tax planning, cash flow, and, as appropriate, business continuity planning. For other clients participating in the Program (Option 2), they may receive any of those services, upon request. The Firm may also provide any of these financial planning services on a standalone basis to clients not receiving investment management services or participating in the program option that includes financial planning services. Additional information about the firm’s provision of financial planning services, either to clients participating in the Program (Option 2), or to clients on a standalone basis, is available in the Firm’s Disclosure Brochure, which appears as Part 2A of the Firm’s Form ADV.

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In performing its services, Marshall & Sterling is not required to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. Marshall & Sterling recommends the services of itself, its Supervised Persons in their individual capacities as insurance agents or registered representatives of a broker-dealer and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Marshall & Sterling recommends its own services. The client is under no obligation to act upon any of the recommendations made by the Firm under a financial planning engagement or to engage the services of any such recommended professional, including Marshall & Sterling itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Marshall & Sterling's recommendations. Clients are advised that it remains their responsibility to promptly notify Marshall & Sterling if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Marshall & Sterling's previous recommendations and/or services.

Fees for Participation in the Program

The Program is offered on a fee basis, meaning participants pay a single annualized fee based upon assets under management ("Program Fee"), which varies depending on whether a set of financial planning services (described above), are included within the fee.

Option 1: Financial Planning Services are Included

<u>PORTFOLIO VALUE</u>	<u>ANNUAL FEE</u>
\$0 to \$500,000.00	1.55%
\$500,000.01 to 750,000.00	1.45%
\$750,000.01 to 1,000,000.00	1.25%
Above \$1,000,000.01	1.10%

Option 2: Financial Planning Services are not Included

<u>PORTFOLIO VALUE</u>	<u>ANNUAL FEE</u>
\$0 to \$500,000.00	1.35%
\$500,000.01 to 750,000.00	1.25%
\$750,000.01 to 1,000,000.00	1.15%
Above \$1,000,000.01	1.00%

Applicable Program Fee Rates are applied across all amounts managed by Marshall & Sterling through the Program. For instance, if a client has \$525,000 managed by Marshall & Sterling through the Program and elects to have the financial planning services included within the asset based fee (Option 1), all \$525,000

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would be charged a 1.45% Program Fee. If the client elected to have the same assets managed through the wrap fee program but did not wish to have the financial planning services include within the asset based fee, all \$525,000 would be charged a 1.25% Program Fee. Certain legacy clients are subject to Program Fee rates that differ from the Program Fee schedule set forth in this section. The Program Fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by the Firm on the last day of the previous quarter. The Firm's practices regarding additional deposits or withdrawals after fees have been calculated will depend upon the custodian of the account.

For accounts held at LPL Financial, if Assets are deposited to or withdrawn from an Account after the inception of a quarter the Program Fee payable with respect to the Assets will be prorated based on the number of days remaining in the quarter. For accounts held at other custodians, if Assets are deposited to or withdrawn from an Account after the inception of a quarter the Program Fee payable with respect to the Assets will not be prorated based on the number of days remaining in the quarter. In the event the Advisory Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the Program Fee is charged or refunded to the client, as appropriate.

Fees for LPL Advisory Programs

The account fee charged to the client for each LPL advisory program is negotiable, subject to the following maximum account fees:

LPL Program	Maximum Account Fee
SWM II	2.5%
MWP	2.83%*
GWP	1.35%**

* The MWP account fee consists of an LPL program fee, a strategist fee (if applicable) and an advisor fee of up to 2.00%. Accounts remaining under the legacy fee structure may be charged one aggregate account fee, for which the maximum account fee is 2.50%. See the MWP program brochure for more information.

** GWP Managed Service clients are charged an account fee consisting of an LPL program fee of 0.35% and an advisor fee of up to 1.00%. In the future, a strategist fee may apply. However, LPL Research currently serves as the sole portfolio strategist and does not charge a fee for its services. FutureAdvisor is compensated directly by LPL for its services, including the Algorithm and related software, through an annual sub-advisory fee (tiered based on assets under management by FutureAdvisor, at a rate ranging from 0.10% to 0.17%). As each asset tier is reached, LPL's share of the compensation shall increase and clients will not benefit from such asset tiers.

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Fee Comparison

As referenced above, a portion of the fees paid to the Firm are used to cover certain securities brokerage commissions and transactional costs attributed to the management of its clients' portfolios. Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs. The Firm does not charge clients higher advisory fees based on the trading activity, but a conflict of interest exists because the Firm has an incentive to limit the trading activities in client accounts as it is charged for executed trades.

Other Charges

In addition to the Program Fee, clients also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions. These additional charges include mark-ups and mark-downs on fixed-income transactions, reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund Program Fees and other fund expenses), fees and commission for assets not held with Fidelity or LPL (such as 401(k) or 529 plan assets), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees.

Direct Fee Debit

In many circumstances, Marshall & Sterling's Agreement and the separate agreement with any Financial Institution authorize Marshall & Sterling or the Financial Institution (including the custodian) to debit the client's account for the amount of the Program Fee and to directly remit that management fee to Marshall & Sterling. Any Financial Institutions recommended by the Firm have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of the Program Fees paid directly to Marshall & Sterling.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to the Firm's right to terminate an account. Additions may be in cash or securities provided that Marshall & Sterling reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Client withdrawals are subject to the usual and customary securities settlement procedures. However, Marshall & Sterling designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives.

Compensation for Recommending the Program

Marshall & Sterling has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients' participation. A person recommending the Program will not earn more compensation than he or she would otherwise receive if a client elected another investment management program.

Item 5. Account Requirements and Types of Clients

Marshall & Sterling provides its services to individuals, pension and profit sharing plans, trusts, estates, corporations and other business entities.

Minimum Account Requirements

Marshall & Sterling does not require a minimum account size or minimum fee for opening or maintaining an account with the Firm. LPL may require a minimum amount of investable assets to open and maintain an account:

- A minimum initial account value of \$25,000 is suggested for SWM II. In certain instances, Marshall & Sterling may permit a lower minimum account value.
- MWP requires a minimum asset value for a program account to be managed. The minimums vary depending on the portfolio(s) selected and the account's allocation amongst portfolios. The lowest minimum for a portfolio is \$25,000. In certain instances, a lower minimum for a portfolio is permitted.
- A minimum account value of \$5,000 is required to enroll in the GWP Managed Service.

Item 6. Portfolio Manager Selection and Evaluation

Clients' investment portfolios are generally managed directly by Marshall & Sterling. Where Marshall & Sterling provides services outside of the Program, there is no difference in how assets are managed other than those non-wrap clients paying transaction fees separately.

Side-By-Side Management

Marshall & Sterling does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Methods of Analysis and Investment Strategies

Marshall & Sterling manages assets through the use of model portfolios with a focus on Core Capital, Income, Growth and Specialty to build a tailored strategy for clients. Marshall & Sterling will primarily utilize a combination of *fundamental* and *technical* analysis.

Fundamental analysis involves the fundamental financial condition and competitive position of a company. The Firm will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and positing of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Marshall & Sterling will be able to accurately predict such a reoccurrence.

Investment Strategies

The Firm primarily allocates clients' investment management assets among no-load mutual funds and ETFs. The Firm constructs tailored allocations for clients and may also provide advice about any type of investment held in clients' portfolios, as necessary.

Risks of Loss

Mutual Funds and 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 previous day's 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.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Market Risks

The profitability of a significant portion of the Firm'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 Marshall & Sterling will be able to predict those price movements accurately.

Volatility Risks

The prices and values of investments can be highly volatile, and are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

Cash Management Risks

The Firm may invest some of a client's assets temporarily in money market funds or other similar types of investments, during which time an advisory account may be prevented from achieving its investment objective.

Voting of Client Securities

Marshall & Sterling does not vote client securities on behalf of its clients. Clients receive proxies directly from the Financial Institutions.

Item 7. Client Information Provided to Portfolio Managers

In this Item, Marshall & Sterling is required to describe the type and frequency of the information it communicates to the Independent Managers, if any, managing its clients' investment portfolios. Marshall & Sterling has nothing to report with respect to this Item.

Item 8. Client Contact with Portfolio Managers

In this Item, Marshall & Sterling is required to describe any restrictions on clients' ability to contact and consult with the portfolio managers managing their investment portfolios. There are no restrictions on clients' ability to correspond with Marshall & Sterling.

Item 9. Additional Information

Disciplinary Information

Marshall & Sterling has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Other Financial Industry Activities and Affiliations

This item requires investment advisers to disclose certain financial industry activities and affiliations.

Insurance Agencies

Marshall & Sterling is under common control with insurance agencies Marshall & Sterling, Inc., Marshall & Sterling Upstate, Inc., Marshall & Sterling St. Croix, Inc., and Marshall & Sterling St. Thomas, Inc., all of which refer clients to Marshall & Sterling. Certain of Marshall & Sterling's Supervised Persons, in their individual capacities, are also licensed insurance agents with Marshall & Sterling, Inc. and various insurance companies, and in such capacity, recommend, on a fully-disclosed commission basis, the purchase of certain insurance products where appropriate. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with Marshall & Sterling. A conflict of interest exists to the extent that Marshall & Sterling recommends the purchase of insurance products where Marshall & Sterling's Supervised Persons receive insurance commissions or other additional compensation. In addition, a conflict of interest exists where the related companies refer clients to the Firm. The Firm has

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procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interests regardless of any such affiliations.

Registered Representatives of a Broker-Dealer

Certain of the Firm's Supervised Persons, in their individual capacities as registered representatives of LPL Financial ("LPL") and doing business as Marshall & Sterling Wealth Management, provide securities brokerage services and implement securities transactions under a separate commission based arrangement (the "Brokerage Relationship"). Supervised Persons are entitled to a portion of the brokerage commissions paid to LPL, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds through the Brokerage Relationship. Where appropriate, Marshall & Sterling also recommends no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with LPL.

A conflict of interest exists to the extent a supervised person of the Firm recommends the purchase or sale of securities through the Brokerage Relationship where such Supervised Persons receive commissions or other additional compensation as a result of such recommendations.

Clients should understand that the transactions effected through the Brokerage Relationship are not receiving advisory services from the Firm. Therefore, the Firm does not have a fiduciary duty to the client with respect to such transactions. For certain accounts covered by the Employee Retirement Income Security Act of 1974 ("ERISA") and such others that Marshall & Sterling, in its sole discretion, deems appropriate, Marshall & Sterling provides its investment advisory services on a fee-offset basis. In this scenario, Marshall & Sterling offsets its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's Supervised Persons in their individual capacities as registered representatives of LPL. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with Marshall & Sterling. The Firm will continue to review clients that have a commission arrangement with Firm Supervised Persons to ensure the relationship is in the best interest of those clients.

Code of Ethics

Marshall & Sterling ("Associated Persons") are permitted to buy or sell securities that they also recommend to clients consistent with Marshall & Sterling's policies and procedures.

Marshall & Sterling 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"). When Marshall & Sterling is purchasing or considering for purchase any security on behalf of a client, no Covered Person (as defined below) may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Marshall & Sterling is selling or considering the sale of any security on behalf of a client, no Covered Person may effect a

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transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security.

Unless specifically defined in Marshall & Sterling's procedures (summarized above), neither Marshall & Sterling nor any of Marshall & Sterling's Associated Persons may effect for himself or herself, for an Associated Person's immediate family (i.e., spouse, minor children, and adults living in the same household as the Associated Person), or for trusts for which the Associated Person serves as a trustee or in which the Associated Person has a beneficial interest (collectively "Covered Persons"), any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Marshall & Sterling's clients.

The foregoing policies and procedures are not applicable to (a) transactions effected in any account over which neither Marshall & Sterling nor any of its Associated Persons has any direct or indirect influence or control; and (b) transactions in securities that are: direct obligations of the government of the United States; bankers' acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements; or shares issued by registered open-end investment companies. Moreover, the Firm does permit Associated Persons to effect a transaction in a security at the same time as its clients if the transaction is done as part of a batch trade in compliance with the Firm's compliance policies and procedures.

This policy has been established recognizing that some securities being considered for purchase and sale on behalf of Marshall & Sterling's clients trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of such securities. Under certain limited circumstances, exceptions may be made to the policies stated above. Marshall & Sterling will maintain records of these trades, including the reasons for any exceptions.

In accordance with Section 204A of the Advisers Act, Marshall & Sterling also maintains and enforces written policies reasonably designed to prevent the unlawful use of material non-public information by Marshall & Sterling or any of its Associated Persons.

Clients and prospective clients may contact Marshall & Sterling to request a copy of its Code of Ethics.

Account Reviews

For those clients to whom Marshall & Sterling provides investment management services, the Firm 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 Marshall & Sterling provides financial planning services, reviews are conducted on an "as needed" basis. Such reviews are conducted by one of the Firm's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the Firm and to keep the Firm informed of any changes thereto. Marshall &

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Sterling 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.

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.

Client Referrals

Marshall & Sterling compensates third parties for client referrals. If a client is introduced to Marshall & Sterling by either an unaffiliated or an affiliated solicitor, Marshall & Sterling 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. Any such referral fee is paid solely from Marshall & Sterling's investment management fee and does not result in any additional charge to the client. If the client is introduced to Marshall & Sterling by an unaffiliated solicitor, the solicitor provides the client with a copy of Marshall & Sterling'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 compensation. Any affiliated solicitor of Marshall & Sterling discloses the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of Marshall & Sterling's written disclosure brochure at the time of the solicitation.

Receipt of Economic Benefit and Brokerage Practices

Marshall & Sterling requires that clients utilize the custody, brokerage and clearing services of Fidelity and LPL for investment management accounts in the Program. Factors which Marshall & Sterling considers in recommending Fidelity and LPL or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. In seeking best execution in recommending Fidelity, and LPL, 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.

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 Marshall & Sterling in its investment decision-making process. Such research generally will be used to service all of Marshall & Sterling'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

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of the benefit of such investment research products and/or services poses a conflict of interest because Marshall & Sterling does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

The Firm may receive from Fidelity and LPL, without cost to Marshall & Sterling, computer software and related systems support, which allow Marshall & Sterling to better monitor client accounts maintained at Fidelity and LPL. The Firm may receive the software and related support without cost because Marshall & Sterling renders investment management services to clients that maintain assets at Fidelity and LPL. The software and support is not provided in connection with securities transactions of clients (i.e. not “soft dollars”). The software and related systems support may benefit Marshall & Sterling, but not its clients directly.

Certain associated persons of the Firm are registered representatives of LPL Financial. As a result of this relationship, LPL Financial may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about the Firm’s clients, even if the client does not establish any account through LPL. If you would like a copy of the LPL Financial privacy policy, please contact Craig Pesce (845-554-1046).

Marshall & Sterling receives support services and/or products from LPL Financial, many of which assist Marshall & Sterling to better monitor and service program accounts maintained at LPL Financial; however, some of the services and products benefit Marshall & Sterling and not client accounts. These support services and/or products may be received without cost, at a discount, and/or at a negotiated rate, and may include the following.

- 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
- Consulting services
- Attendance at conferences, meetings, and other educational and/or social events
- Marketing support
- Computer hardware and/or software
- Other products and services used by the Firm in furtherance of its investment advisory business operations

In addition, the Firm received financial support from LPL for transitioning business to LPL and starting a relationship as a “hybrid adviser” because the Firm has affiliated registered representatives. The support

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was used to offset transfer fees for client accounts charged to transfer to LPL from another custodian. This support results in a conflict of interest to recommend LPL for brokerage services.

In fulfilling its duties to its clients, Marshall & Sterling endeavors at all times to put the interests of its clients first. Clients should be aware; however, that Marshall & Sterling's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits create an incentive for Marshall & Sterling to choose one broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, the Firm may receive the following benefits from Fidelity and LPL through their divisions that work with investment advisers: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Financial Information

Marshall & Sterling is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.