



Procyon Institutional Partners, LLC

Form ADV Part 2A – Disclosure Brochure

Effective: April 25, 2019

This Form ADV 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Procyon Institutional Partners, LLC (“Procyon” or the “Advisor”). If you have any questions about the contents of this Disclosure Brochure, please contact us at (203) 920-4080 or by email at cfoster@procyonpartners.net.

Procyon is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). The information in this Disclosure Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Procyon to assist you in determining whether to retain the Advisor.

Additional information about Procyon and its Advisory Persons is available on the SEC’s website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 288244.

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Item 2 – Material Changes

Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about Advisory Persons of Procyon.

Procyon believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. Procyon encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Material Change

The following material changes have been made to this Disclosure Brochure since the last filing and distribution to Clients:

- The Advisor has added an Employee Financial Wellness platform to its service offerings. Please see Item 4.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Procyon.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm name or our CRD #288244. You may also request a copy of this Disclosure Brochure at any time, by contacting us at (203) 920-4080.

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Item 4 – Advisory Services

A. Firm Information

Procyon Institutional Partners, LLC (“Procyon” or the “Advisor”) is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). Procyon is organized as a Limited Liability Company (“LLC”) under the laws of the State of Delaware. Procyon was founded in April 2017 and owned by Procyon Partners, LLC. Procyon was founded in April 2017 and is owned by Procyon Partners, LLC. The Principal Officers of Procyon are Christopher E. Foster, Jeffrey H. Farrar, Louis Gloria, Phil J. Fiore, Jr., and Thomas M. Gahan. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Procyon. For questions, regarding this disclosure Brochure, please contact Christopher E. Foster at cfoster@procyonpartners.net.

B. Assets Under Management

As of December 31, 2018, Procyon has non-discretionary assets under management of approximately \$1,850,000,000. Clients may request more current information at any time, by contacting the Advisor.

C. Advisory Services Offered

Procyon offers investment advisory services to businesses, institutional investors and retirement plans (each referred to as a “Client”).

The Advisor serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Our fiduciary commitment is further described in our Code of Ethics. For more information regarding our Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Retirement Plan Advisory Services

Procyon provides customized advisory services to corporate, government and not-for-profit retirement plans (each a “Plan”) pursuant to The Employee Retirement Income Security Act of 1974 (“ERISA”). Services include both fiduciary and non-fiduciary services to the sponsor of the Plan (the “Plan Sponsor”) and the participants of the Plan (“Plan Participants”). Services may be provided on a non-discretionary basis (ERISA 3(21) Fiduciary Services) or on a discretionary basis (ERISA 3(38) Services). Advisory services are negotiated based on the needs of the Plan and the Plan Sponsor and are included in the terms of a retirement plan advisory agreement.

The Advisor provides the following core services to Plans and their Plan Sponsors:

Investment Policy Statement (“IPS”) – The Advisor will assist with the development and preparation of a document that describes the overall investment objectives, risk tolerance and guidelines for the Plan. If the Plan does not have an IPS, the Advisor will provide recommendations to the Plan Sponsor to assist with establishing an IPS. If the Plan has an existing IPS, the Advisor will review it for consistency with the Plan’s objectives. If the IPS does not represent the objectives of the Plan, the Advisor will recommend to the Plan Sponsor revisions to align the IPS with the Plan’s objectives. The Advisor will review the IPS on a periodic basis.

Asset Allocation Studies & Analysis – The Advisor will conduct periodic evaluation, analysis and studies of your asset allocation strategy based on, among other things, your liquidity requirements, performance goals and risk tolerance. As part of these services the Advisor may assist you in the development and preparation of asset allocation models.

Investment Searches – Based on the Plan’s IPS or other guidelines established by the Plan, the Advisor will review and recommend for your consideration mutual funds, exchange traded investments, separately managed accounts, collective trusts, and/or alternative investments or other Designated Investment Alternatives (“DIAs”). If the IPS criteria require any manager to be removed, the Advisor will provide recommendations to assist the Plan Sponsor with evaluating replacements. In determining which share classes to recommend for DIAs, the Advisor will consider

the limitations of the Plan's recordkeeping platform and/or custodian and the Plan fiduciary's direction regarding plan expenses.

Investment Review, Evaluation and Reporting – Once the Plan Sponsor selects the DIAs, the Advisor will provide quarterly investment evaluation and review including the review of performance on an absolute and relative basis along with additional information to assist the Plan Sponsor with monitoring the DIAs. When appropriate, based on this information, the Advisor will assist in conducting a search for a new DIA and will provide recommendations to assist the Plan Sponsor with replacing the DIA.

Qualified Default Investment Alternative - Based on the Plan's IPS or other guidelines established by the Plan, the Advisor will review the investment options available to the Plan and will make recommendations to assist the Plan Sponsor with selecting or replacing the Plan's Qualified Default Investment Alternative ("QDIA").

In addition to the core services above, the Advisor may also provide some or all of the following services pursuant to the terms of the retirement plan advisory agreement:

| Administrative Support |
|--|
| <ul style="list-style-type: none"> Assist the Plan Sponsor in reviewing objectives and options available through the Plan Assist the Plan Sponsor in reviewing various Plan features including determining whether they are meeting the needs of the Plan and the Plan Participants Review Plan's committee structure[s] and administrative policies/procedures Recommend Plan Participant education and communication policies under ERISA 404(c) Assist with development/maintenance of fiduciary audit file and document retention policies Deliver fiduciary training and/or education periodically or upon reasonable request Assist with coordinating Plan Participant disclosures under ERISA 404(a) Recommend procedures for responding to Plan Participant requests |
| Service Provider Support |
| <ul style="list-style-type: none"> Assist fiduciaries with a process to select, monitor and replace service providers Assist fiduciaries with review of Covered Service Providers ("CSP") and fee benchmarking Provide reports and/or information designed to assist fiduciaries with monitoring CSPs Assist with use of ERISA Spending Accounts or Plan Expense Recapture Accounts to pay CSPs Assist with preparation and review of Requests for Proposals and/or Information Coordinate and assist with CSP replacement and conversion |
| Investment Management and Monitoring |
| <ul style="list-style-type: none"> Periodic review of Plan's investment policy (IPS) in the context of Plan objectives Assist the Plan Sponsor with monitoring investment performance Provide analysis of investment managers and model portfolios Assist with monitoring designated investment managers and/or third-party advice providers Provide discretionary investment management services, including the selection of Plan investment options and/or the implementation of investments for Plan Participants Educate the Plan Sponsor, as needed, regarding replacement of DIA[s] and/or QDIA[s] |
| Participant Services |
| <ul style="list-style-type: none"> Coordinate investment education and facilitate group or individual meetings Assist Plan Participants with financial wellness education, retirement planning and/or gap analysis Plan Participant investment advice |

Optional Participant Services

- Employee Financial Wellness platform to provide education to Participants on retirement accounts

Institutional Consulting Services

Procyon also provides consulting services to Clients in various areas of need. Services are custom to the scope of each engagement. For certain engagements, the Advisor will provide a formal report or deliverable.

Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to implement the transaction through the Advisor.

D. Client Account Management

Prior to engaging Procyon to provide investment advisory services, each Client is required to enter into one or more advisory agreements with the Advisor that define the scope, terms, conditions, authority and responsibilities of the Advisor and the Client.

E. Wrap Fee Programs

Procyon does not manage or place Client assets into a wrap fee program.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into one or more written agreements with the Advisor.

A. Fees for Advisory Services

Retirement Plan Advisory Services

Retirement plan advisory fees are paid quarterly, either in advance of or at the end of each calendar quarter, pursuant to the terms of the Investment Fiduciary & Retirement Plan Consulting Agreement. Fees may be charged as a percentage of the market value of assets in the Plan or as a negotiated flat fee.

Asset-based fees are based on the following schedule:

| Assets Under Management | Annual Rate |
|------------------------------|-------------|
| Up to \$3,500,000 | 0.500% |
| \$3,500,001 to \$5,000,000 | 0.400% |
| \$5,000,001 to \$7,500,000 | 0.300% |
| \$7,500,001 to \$10,000,000 | 0.250% |
| \$10,000,001 to \$15,000,00 | 0.225% |
| \$15,000,001 to \$20,000,000 | 0.200% |
| \$20,000,001 to \$35,000,000 | 0.175% |
| \$25,000,001 to \$50,000,000 | 0.150% |
| \$50,000,001 to \$75,000,000 | 0.125% |
| Over \$75,000,000 | 0.100% |

Fees may be negotiable depending on the size and complexity of the Plan. Certain Clients may have fee schedules that differ from the schedule above.

Institutional Consulting Services

Institutional consulting services are offered at an hourly rate of up to \$450 per hour or for a fixed engagement fee. Fees are based on the experience of the person performing the services, the complexity and duration the services to be provided. An estimate for total hours and/or costs will be determined prior to engaging for these services.

B. Fee Billing

Retirement Plan Advisory Services

Fees may be directly invoiced to the Plan Sponsor or deducted from the assets of the Plan, depending on the terms of the Investment Fiduciary & Retirement Plan Consulting Agreement. For asset-based engagements, billed in advance of the quarter, fees are based on the closing asset values in the accounts at the end of the prior quarter. For asset-based engagements, billed at the end of the quarter, fees are based on the closing asset values in the accounts at the end of the calendar quarter.

Institutional Consulting Services

Financial planning and consulting fees are generally invoiced upon receipt of the agreed upon deliverable[s]. However, the Advisor may require an advance payment that represents no more than 50% of the expected fee.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than Procyon, in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custody, recordkeeping, and securities execution fees charged by the Custodian or recordkeeper. The advisory fees charged by Procyon are separate and distinct from these custody, recordkeeping and execution fees.

In addition, all fees paid to Procyon for advisory services are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client may be able to invest in these products directly, without the services of Procyon, but would not receive the services provided by Procyon which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Procyon to fully understand the total fees to be paid.

D. Advance Payment of Fees and Termination

Retirement Plan Advisory Services

Procyon is compensated for its services in advance of the quarter in which advisory services are rendered. Either party may terminate the advisory agreement, at any time, by providing advance written notice to the other party. The Client shall be responsible for advisory fees up to and including the effective date of termination. Upon termination, the Advisor will refund any unearned, prepaid advisory fees from the effective date of termination to the end of the quarter. The Client's Investment Fiduciary & Retirement Plan Consulting Agreement with the Advisor is non-transferable without the Client's prior consent.

Institutional Consulting Services

The Advisor may be partially compensated for its institutional consulting services upon execution of the consulting agreement. Either party may terminate a planning agreement, at any time, by providing written notice to the other party. Upon termination, the Client shall be responsible for fees based on the hours worked by the Advisor or the percentage of the engagement completed. The Client's consulting agreement with the Advisor is non-transferable without the Client's prior consent.

E. Compensation for Sales of Securities

Procyon does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account, other than the advisory fees noted above.

In connection with the Procyon's affiliated private wealth business, certain Advisory Persons of Procyon may also offer services as registered representatives of Pursche Kaplan Sterling Investments ("PKS"). In one's separate capacity as a registered representative of PKS, an Advisory Person will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by an Advisory Person. Neither the Advisor nor its Advisory Person will earn ongoing investment advisory fees in connection with any products or services implemented in one's separate capacity as a registered representative.

In connection with the Procyon's affiliated private wealth business, certain Advisory Persons are also licensed as independent insurance professionals. As an independent insurance professional, an Advisory Person may earn commission-based compensation for selling insurance products, including insurance products they sell to Clients. Insurance commissions earned by an Advisory Person are separate and in addition to Procyon's advisory fees. This practice presents a conflict of interest because a person providing investment advice on behalf of the Advisor who is also an insurance agent has an incentive to recommend insurance products to Clients for the purpose of generating commissions rather than solely based on Client needs. However, Clients are under no obligation, contractually or otherwise, to purchase insurance products through an Advisory Person.

Item 6 – Performance-Based Fees and Side-By-Side Management

Procyon does not charge performance-based fees for its investment advisory services. The fees charged by Procyon are as described in Item 5 – Fees and Compensation above and are not based upon the capital appreciation of the funds or securities held by any Client.

Procyon does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

Item 7 – Types of Clients

Procyon offers investment advisory services to businesses, institutional investors and retirement plans. The amount of each type of Client is available on the Advisor's Form ADV Part 1A. These amounts may change over time and are updated at least annually by the Advisor. Procyon does not impose a size for establishing a relationship.

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

A. Methods of Analysis

Procyon follows a disciplined research and evaluation process to assist identifying appropriate investments options for each Plan. Procyon utilizes analytical tools, research and other information to develop its recommendations for the available universe of funds, collective investment trusts and other investment vehicles.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Procyon will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

The risks associated with an underlying investment are provided to each Client in through the prospectus and related disclosures provided by the investment. Procyon does not provide these materials directly to the Plan's Participants. Clients should also consider the following risks:

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

Mutual Fund Risks

The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving Procyon. However, on or about May 11, 2015, Phil G. Fiore, Jr., Chief Executive Officer of Procyon was subject to a regulatory action by the Financial Industry Regulatory Authority ("FINRA") for engaging in an outside business activity without notifying his then current employer. Without admitting nor denying the allegations against him, Mr. Fiore consented to entry of the finding of facts against him, was fined \$5,000 and suspending from associating with any FINRA member for a period of 30 days. Mr. Fiore has since satisfied the terms of this Order. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 288244.

Item 10 – Other Financial Industry Activities and Affiliations

Neither the Advisor nor its Advisory Persons has any registrations or affiliations with a broker-dealer, futures commission merchant, commodity pool operator, or commodity-trading advisor.

Other Affiliated Registered Investment Advisors

The Advisor is under common control with Procyon Private Wealth Partners, LLC ("Procyon Private Wealth"), a registered investment advisor with the SEC (CRD# 288239). Procyon Private Wealth provides advisory services to high net worth individuals and families. Procyon Private Wealth generally will not have the same Clients as the Advisor. However, individuals associated with our Institutional Clients may be offered the services of Procyon Private Wealth.

Broker-Dealer Affiliation

As noted in 5.E., in connection with the Procyon's affiliated private wealth business, certain Advisory Persons of Procyon may also offer services as registered representatives of PKS. In one's separate capacity as a registered representative of PKS, an Advisory Person will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by an Advisory Person. Neither the Advisor nor its Advisory Person will earn ongoing investment advisory fees in connection with any products or services implemented in one's separate capacity as a registered representative.

Procyon Benefits, LLC

The Advisor is also under common control with Procyon Benefits, LLC ("PB") an insurance referral company. For insurance recommendations, certain Advisory Persons may refer Clients to an outside insurance/benefits broker, which offers health insurance and personal property and casualty insurance. A referral fee is distributed to PB and the referring Advisory Person may receive a portion of the distributed referral fee. This may pose a conflict of interest, where Procyon and its Advisory Persons may be incentivized to recommend a particular Insurance/Benefits broker that has an arrangement with PB. Fees collected from any product implementation referral do not offset regular advisory fees. Clients are under no obligation to implement or purchase any

insurance products through a recommended insurance/benefits broker. Please see additional disclosure regarding insurance agency affiliations below.

Insurance Agency Affiliations

As noted in Item 5.E., in connection with the Procyon's affiliated private wealth business, certain Advisory Persons are also licensed insurance professionals. Implementations of insurance recommendations are separate and apart from an Advisory Person's role with the Advisor. As an insurance professional, an Advisory Person may receive customary commissions and other related revenues from the various insurance companies whose products are sold. An Advisory Person is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by an Advisory Person or the Advisor.

Affiliation with Dynasty Financial Partners

The Advisor maintains a business relationship with Dynasty Financial Partners, LLC ("Dynasty"). Dynasty offers operational and back office core service support including access to a network of service providers. Through the Dynasty network of service providers, Advisor has access to discounts on trading technology, transition support, reporting, custody, brokerage, compliance, and other related consulting services.

While the Advisor believes this open architecture structure for operational services best serves the interests of its advisory Clients, this relationship may potentially present certain conflicts of interest due to the fact that Dynasty retains a portion of the platform or other third-party fees paid by the Advisor or Clients for the services referenced herein.

The Advisor has entered into an agreement with a Dynasty affiliate to sell, via a note, an agreed percentage of the revenue generated by Advisor and in return receives a fixed amount of funds payable over an agreed time frame. Such funds may be used for business transition expenses and other costs associated with launching operations and for business expansion. Advisor is not obligated to enter into such a note in order to obtain other services from Dynasty, however, such notes are only made available for advisors who remain members of the Dynasty network of registered investment advisors. The notes are subject to standard underwriting practices by Dynasty and are based on commercially reasonable terms.

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

A. Code of Ethics

Procyon has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with Procyon (our "Supervised Persons"). The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. Procyon and its personnel owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Procyon Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code of Ethics, please contact us at (203) 920-4080.

B. Personal Trading with Material Interest

Procyon allows the purchase or sale of the same securities that may be recommended to and purchased on behalf of Clients. Procyon does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. Procyon does not have a material interest in any securities traded in Client accounts.

C. Personal Trading in Same Securities as Clients

Procyon allows the purchase or sale of the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above,

we have adopted a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. When trading for personal accounts, Supervised Persons of Procyon may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by Procyon requiring reporting of personal securities trades by its employees for review by the Chief Compliance Officer ("CCO"). We have also adopted written policies and procedures to detect the misuse of material, non-public information.

D. Personal Trading at Same Time as Client

While Procyon allows the purchase or sale of the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterwards. **At no time will Procyon, or any Supervised Person of Procyon, transact in any security to the detriment of any Client.**

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Procyon does not have discretionary authority to select the broker-dealer/custodian for custody and execution services or the administrator/recordkeeper for retirement plan advisory services. The Client will select the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize Procyon to direct trades to the Custodian as agreed upon in the investment advisory agreement. Further, Procyon does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where Procyon does not exercise discretion over the selection of the Custodian, it may recommend the Custodian[s] to Clients for custody and execution services. Clients are not obligated to use the Custodian recommended by the Advisor and will not incur any extra fee or cost associated with using a Custodian not recommended by Procyon. However, the Procyon may be limited in the services it can provide if the recommended Custodian is not engaged. Procyon may recommend the Custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, its reputation and/or the location of the Custodian's offices. Procyon does not receive research services, other products, or compensation as a result of recommending a particular broker-dealer/custodian that may result in the Client paying higher commissions than those obtainable through other broker-dealer/custodians or platforms. Following are additional details regarding the brokerage practices of the Advisor:

Soft Dollars

Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with such parties in exchange for research and other services. **Procyon does not participate in soft dollar programs sponsored or offered by any broker-dealer-custodian.**

Brokerage Referrals

Procyon does not receive any compensation from any third party in connection with the recommendation for establishing an account.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. Procyon will execute its transactions through the Custodian as designated by the Client, unless otherwise instructed. Procyon may aggregate orders in a block trade or trades when securities are purchased or sold through the same Custodian for multiple (discretionary) accounts in the same trading day. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular Client accounts. The Advisor may not be able to aggregate orders to reduce transaction costs in a Client directed brokerage account

Item 13 – Review of Accounts

A. Frequency of Reviews

Investments in Client accounts are monitored on a regular and continuous basis by Mr. Foster. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more or less frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account[s]. The Client is encouraged to notify Procyon if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 – Client Referrals and Other Compensation

A. Compensation Received by Procyon

Marketing Support

Procyon may receive marketing support from various partners, vendors and/or product providers. Investment decisions are not influenced by this support.

B. Client Referrals from Solicitors

If a Client is introduced to Procyon by an unaffiliated referrer (herein a "Solicitor"), the Advisor may pay the Solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act as well as any applicable state securities regulations. Referral fees are paid solely from Procyon's investment advisory fees and will not result in any additional charges or higher fees to the Client. The Solicitor will provide the Client with a copy of Procyon's Disclosure Brochure along with a Solicitor's Disclosure Statement containing the terms and conditions of the solicitation arrangement including compensation. Procyon also engages appointment setting and marketing firms to generate investor leads. Procyon pays a monthly or per referral fee for these services. Use of these services do not result in any additional charges or higher fees to Clients.

Item 15 – Custody

Procyon does not accept or maintain custody of any Client accounts, except for the authorized deduction of the advisor's fee. All Clients must place their assets with a "qualified custodian." Clients are required to engage the Custodian to retain their funds and securities and direct Procyon to utilize the Custodian for the Client's security transactions. Procyon encourages Clients to review statements provided by the Custodian. For more information about Custodians and brokerage practices, see Item 12 - Brokerage Practices.

Item 16 – Investment Discretion

Procyon may have discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Procyon. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by Procyon will be in accordance with each Client's investment objectives and

goals.

Item 17 – Voting Client Securities

Procyon does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18 – Financial Information

Neither Procyon, nor its management, has any adverse financial situations that would reasonably impair the ability of Procyon to meet all obligations to its Clients. Neither Procyon, nor any of its Advisory Persons, has been subject to a bankruptcy or financial compromise. Procyon is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect fees of \$1,200 or more for services to be performed six months or more in advance.

Privacy Policy

Effective Date: April 25, 2019

Our Commitment to You

Procyon Institutional Partners, LLC ("Procyon" or the "Advisor") is committed to safeguarding the use of personal information of our Clients (also referred to as "you" and "your") that we obtain as your Investment Advisor, as described here in our Privacy Policy ("Policy").

Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything that we can to maintain that trust. Procyon (also referred to as "we", "our" and "us") protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you.

Procyon does not sell your non-public personal information to anyone. Nor do we provide such information to others except for discrete and reasonable business purposes in connection with the servicing and management of our relationship with you, as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this Policy.

Why you need to know?

Registered Investment Advisors ("RIAs") must share some of your personal information in the course of servicing your account. Federal and State laws give you the right to limit some of this sharing and require RIAs to disclose how we collect, share, and protect your personal information.

What information do we collect from you?

| | |
|--|---------------------------------|
| Social security or taxpayer identification number | Assets and liabilities |
| Name, address and phone number[s] | Income and expenses |
| E-mail address[es] | Investment activity |
| Account information [including other institutions] | Investment experience and goals |

What Information do we collect from other sources?

| | |
|---|---|
| Custody, brokerage and advisory agreements | Account applications and forms |
| Other advisory agreements and legal documents | Investment questionnaires and suitability documents |
| Transactional information with us or others | Other information needed to service account |

How do we protect your information?

To safeguard your personal information from unauthorized access and use we maintain physical, procedural and electronic security measures. These include such safeguards as secure passwords, encrypted file storage and a secure office environment. Our technology vendors provide security and access control over personal information and have policies over the transmission of data. Our associates are trained on their responsibilities to protect Client's personal information.

We require third parties that assist in providing our services to you to protect the personal information they receive from us.

How do we share your information?

An RIA shares Client personal information to effectively implement its services. In the section below, we list some reasons we may share your personal information.

| Basis For Sharing | Do we share? | Can you limit? |
|---|--------------|----------------|
| Servicing our Clients We may share non-public personal information with non-affiliated third parties (such as administrators, brokers, custodians, regulators, credit agencies, other financial institutions) as necessary for us to provide agreed upon services to you, consistent with applicable law, including but not limited to: processing transactions; general account maintenance; responding to regulators or legal investigations; and credit reporting. | Yes | No |
| Marketing Purposes Procyon does not disclose, and does not intend to disclose, personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where Procyon or the client has a formal agreement with the financial institution. We will only share information for purposes of servicing your accounts, not for marketing purposes. | No | Not Shared |
| Authorized Users Your non-public personal information may be disclosed to you and persons that we believe to be your authorized agent[s] or representative[s]. | Yes | Yes |
| Information About Former Clients Procyon does not disclose and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our Clients. | No | Not Shared |

Changes to our Privacy Policy

We will send you a copy of this Policy annually for as long as you maintain an ongoing relationship with us.

Periodically we may revise this Policy, and will provide you with a revised Policy if the changes materially alter the previous Privacy Policy. We will not, however, revise our Privacy Policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing.

Any Questions?

You may ask questions or voice any concerns, as well as obtain a copy of our current Privacy Policy by contacting us at (203) 920-4080.