

3D Wealth RIA, LLC

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3/29/2019

Item 1. Part 2A of Form ADV: *Firm Brochure*

This brochure provides information about the qualifications and business practices of 3D Wealth RIA, LLC. If you have any questions about the contents of this brochure, please contact us at 516-759-3900 or Info@3DWealthAdvisory.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about 3D Wealth RIA, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for 3D Wealth RIA, LLC is 289081. Registration with the Securities and Exchange Commission does not imply any level of skill or training.

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Item 2. Summary of Material Changes

This Firm Brochure is our disclosure document prepared according to the United States Securities and Exchange Commission's (SEC) current requirements and rules. The Brochure provides you with a summary of 3D Wealth RIA, LLC's services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform of the revision(s) based on the nature of the information as follows:

- Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of the changes in this Item.
- Material Changes: Should a material change in our operations occur, depending on its nature, we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control, location, disciplinary proceedings, significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

Currently, our Brochure may be requested by contacting our office at 516-759-3900 or by email at Info@3DWealthAdvisory.com.

Item 3. Advisory Business

3D Wealth RIA, LLC – (3DW RIA)

Operating under the umbrella company called 3 Dimensional Wealth Advisory, 3DW RIA is the SEC-registered investment advisory division of a group of companies all of which are located on the same premises and offer comprehensive investment advice and planning. 3D Wealth RIA, LLC (“3DW RIA” or “the Adviser”) was formed by Monroe M. Diefendorf, Jr. who is the President of 3DW RIA. The Diefendorf Family 2011 Dynasty Trust is the sole and principal owner of 3DW RIA. 3DW RIA provides comprehensive investment supervisory services after a careful review of a client’s financial position and an analysis of their investment objectives. Strategic asset allocation decisions are used to make investments in individual equity securities and bonds, mutual funds, ETFs, and hedge funds.

Qualified Plan Advisory Business – Managed by 3DW RIA

The services provided shall include, and shall be limited to the following:

- A) Assistance in defining and selecting the asset classes suitable to the Client’s objectives, as defined in the Statement.
- B) Development of a model asset allocation portfolio based upon the Client’s Statement of Investment Objectives.
- C) Recommendation of one or more investment managers for each of the asset classes to be included in the model/portfolio.
- D) 24/7 On-line Web account access to ASPIRE website where the execution and maintenance of the qualified plans occur.
- E) Availability of systematic re-balancing pursuant to the model criteria and selected investment allocation.
- F) Ongoing review of investment manager performance, and application of the performance standards as defined in the Statement of Investment Objectives and working with Client to accommodate for any future changes of financial needs.

Qualified Plan Advisory Business- 3DW RIA will neither guarantee nor promise any specific levels of future performance. Our advice and recommendations are subject to various market, political, and business risk and will not necessarily bring about the desired outcome. 3DW RIA will not be liable for any losses that are (i) a result of our good faith decisions or actions where we exercise the degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in fiduciary capacity would use in the conduct of an enterprise of a like character and with like aims; (ii) caused by following the Client’s instructions; or (iii) caused by the Custodian to whom we direct all transactions of the account. Federal and State securities laws impose liabilities under certain circumstances on persons who act in good faith, and this agreement does not waive or limit the Client’s rights under those laws.

It is understood and agreed that 3DW RIA and its employees are not qualified to and will not render any tax, legal or accounting services. 3DW RIA may prepare documents solely for illustrative purposes, but under no circumstances shall this be construed as the rendering

of accounting, tax or legal advice. Client agrees that 3DW RIA shall in no way be responsible or held liable to Client for the rendering and/or preparation of any legal or accounting advice, opinions, determinations or documents.

The person or persons who perform the function of collecting confidential financial data for analysis from the Client with Client's permission may not necessarily be employees or agents of 3DW RIA. 3DW RIA reserves the option of engaging a third party for the collection of such confidential data.

In exchange for the services rendered by 3DW RIA, Client shall pay to the Adviser an annual fee. This fee will be based on the total assets under management using the average daily asset value during the month. The fee will be assessed at the end of each month or quarter based on the attached fee schedule in Appendix A of the Financial Advisory Agreement.

In the event 3DW RIA deems it necessary to consult with the Client's attorney, accountant or other adviser, and Client authorizes such consultation, Client shall be responsible for the payment of all fees of such person(s) which are charged for such consultation.

3DW RIA shall not be compensated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds or income of the Client.

Services Limited to Specific Types of Investments

3DW RIA generally limits its investment advice, overall advice and strategy to mutual funds and ETFs. However, 3DW RIA may also provide investment advice pertaining to bonds, CDs, and possibly individual stocks.

Regulatory Assets Under Management

As of 3/25/2019, 3DW RIA manages approximately \$12,458,271 in assets for approximately 25 clients. Approximately 12,458,271 is managed on a discretionary basis, and approximately \$0 is managed on a non-discretionary basis.

Item 4. Fees and Compensation

3DW RIA Advisory Client - Discretionary:

3DW RIA provides investment advice pertaining to ETFs, bonds, CDs, individual stocks, and mutual funds. The Adviser offers its' clients mutual funds on a "load-waived" basis given our institutional arrangements with the fund families.

Value of Aggregated Assets	Annual Fee
Up to \$1,000,000	1.00 %
And from \$1,000,001 to \$2,000,000	0.90 %
And from \$2,000,001 to \$5,000,000	0.75 %
And for \$5,000,001 to \$10,000,000	0.50%
\$10,000,001 and above	Negotiable*

One twelfth of the above fee schedule will be deducted from the assets each month.

3DW RIA Qualified Plan Advisory Client:

3D Wealth RIA, LLC is compensated by charging a fee as a percentage of the total assets in the plan. No commissions, transaction fees, or “soft dollar” compensation arrangements are used. Our recommendations for funds and asset allocation are not compromised by any relationship with fund providers.

The annual investment advisory fee will be:
1.00% of the first \$1,000,000 of assets plus
0.90% of the next \$1,000,000 of assets plus
0.75% of the next \$3,000,000 of assets plus
0.50% of the next \$5,000,000 of assets plus
0.25% of the next \$40,000,000 of assets plus
0.10% on assets above \$50,000,000

One fourth of the above fee schedule will be deducted from the assets each quarter.

Additional fees may be charged when these services are used:

- Distributions (includes preparation of 1099-R Forms)
- Loans

The fee for the investment advisory services is based on the total assets under management using the daily asset value during a quarter. The fee is assessed and deducted at the end of each quarter. Fees are normally not payable before a client signs a Risk Profile, signs a Financial Advisory Agreement and have placed or transferred assets into an account. There is no binding contract with the client that necessitates an expiration date but the Financial Advisory Agreement may be cancelled in writing by either party (30) days prior to the effective cancellation date.

Item 5. Performance-Based Fees and Side-By-Side Management

We do not charge any performance-based fees (fees based on a share of capital gains on,

or capital appreciation of, the assets of a client) due to the inherent conflict of interest in charging fees in such a manner.

Item 6. Types of Clients

We provide investment advisory services primarily to individuals that encompass a variety of distinct market segments: corporate executives, business owners, and affluent, high net worth individuals. We also provide investment management services to pension plans, trusts, and charitable institutions, such as foundations that are often connected to, and created by individual clients. We typically provide investment advisory services to clients with investment portfolios of \$500,000 or more. As of 08/01/2017, 3DW RIA will generally require a minimum of \$250,000 in account assets for a new advisory client although it may under appropriate circumstances accept accounts with less than \$250,000. There are no special conditions for starting or maintaining an account of this nature.

MIDF clients have to be accredited investors. Please see Private Placement Memorandum for more information. For Private Placement Life Insurance, the minimum investment is \$2mm and for Private Placement Variable Annuity the minimum investment is \$500k.

Item 7. Methods of Analysis, Investment Strategies and Risk of Loss

We offer comprehensive wealth management services, which combine financial planning and investment management. We work with you to clarify and fully understand your current financial situation and goals. We then suggest an investment management program personalized to your needs and your ability to endure market changes. Your portfolio allocations outlined in the investment management program that we develop with you are the result of two factors: We consider our capital market expectations for investment markets to help us create an optimized portfolio according to the client's risk tolerance and investment goals.

Our investment advice is based on our expectations for the capital markets which include returns for, and risks to, various types of investments (asset classes): fixed income [bonds]; real estate; global public equity [stocks, of both large and small, and domestic and overseas companies that are traded on an exchange]; private equity [investments in companies that are not traded on an exchange] and opportunistic strategies [sophisticated investment strategies usually implemented by hedge funds]; and natural resources/commodities. We believe that worldwide investments can provide positive portfolio growth over the long term. We expect your portfolio's returns to compare favorably to the return produced by a portfolio of relevant benchmarks, and each investment's benchmark will be the return of a recognized investment index such as the S&P 500. This comparison to benchmarks is referred to as "relative performance."

We expect a large portion of your returns to come from the outperformance of individual investment managers compared to the standard index for those investments. We seek to build investment portfolios which aim to have the lowest possible overall risk for a given

level of expected return. This portfolio design considers how the various asset classes are expected to perform relative to each other, their correlations, as well as how a particular asset class' risk relates to the other asset classes. Our standard portfolios that target the lowest risk will more heavily weight bonds, while portfolios that target higher risk/return profile will focus on stocks and other asset classes which are expected to have a high return. Within each asset class, the allocations and implementation (managers, specific securities) are generally similar for portfolios with different risk and return targets; it is the overall asset allocations that differ. We often use two tools developed by Morningstar. Morningstar is a software package which facilitates the comparison of investment performance of mutual funds, exchange traded funds and individual securities to standard market benchmarks. We also use numerous sources of information both public and private, including but not limited Morningstar, Bloomberg, various institutional research reports, academics, financial websites and the Wall Street Journal.

We divide our investment program into three steps

1. Allocation across asset classes (e.g., stocks, bonds, domestic, overseas, large companies, small companies, real estate, commodities);
2. Strategy/manager selection within each asset class; and
3. Executing the program.

We actively review the investments chosen for you to make sure they are meeting our performance objectives. The majority of our investments are made using mutual funds, exchange traded funds, hedge funds, separate account managers, and other private investment partnerships.

We also invest in certain individual securities. We periodically rebalance our clients' portfolios because studies show that this should increase returns and/or lowers risk over the long-term. Rebalancing involves trading securities - buying some and selling others - in order to bring your portfolio back to your original asset allocation. This is necessary because, over time, the distribution of your portfolio may become out of alignment with your investment goals. And, in the near term, you'll find that some of your investments will grow faster than others. You may experience some additional transaction costs due to this rebalancing. You also may suffer some lower returns if the assets sold have higher returns in the future than those being purchased.

Material Risks

- The progress of the capital markets is unpredictable, and our analysis is not able to predict future investment returns.
- All investments can lose value and certain asset classes and/or specific securities which we choose may have poor returns for an extended period.
- A focus on long-term returns could cause us to ignore or be less influenced by near-term economic or market events.
- The investment managers we choose may underperform their benchmarks, resulting in a worse return than investing in a single index fund or a portfolio of index funds.
- While we believe our approach will result in a lower tax bill than a traditional actively managed portfolio, our portfolios may incur higher taxes than an index

- fund, making any of our manager's under performance of the benchmarks worse.
- Private investment vehicles often have limited liquidity and pursue investment strategies which are not completely transparent to investors.

Potential Risks of Investing in Private Investment Funds

Private investment funds generally involve various risk factors and liquidity constraints, a complete discussion of which is set forth in each fund's offering documents, which will be provided to you for review and consideration. Investing in private investment funds is intended for experienced and sophisticated investors who are willing to bear the high economic risks of the investment. You should carefully review and consider potential risks before investing in private funds. Certain of these risks may include loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative practices, lack of liquidity because of redemption terms and conditions and that there may not and will not be a secondary market for the fund, volatility of returns, restrictions on transferring interests in the fund, a potential lack of diversification, higher fees than mutual funds, lack of information regarding valuations and pricing, and advisor risk. You will be required to complete a subscription agreement with the private investment fund itself, pursuant to which you will establish that you are qualified to invest in the fund, and acknowledge and accept the various risk factors that are associated with such an investment. Private investment funds have liquidity risk and investors may not be able to redeem their investment per the offering document's disclosures.

Potential Risks Associated with Investing in Private Equity and Private Real Estate Funds

There are particular risks associated with investing in private equity and private real estate funds that generally do not hold publicly traded securities. Unlike mutual funds, which generally invest in publicly traded securities that are relatively liquid, private equity funds generally invest in large amounts of illiquid securities from private companies. Depending on the strategy used, private real estate funds will have illiquid underlying investments that may not be easily sold, and investors may have to wait for improvements or development before any redemption. With such long-term investments, you should consider your financial ability to bear large fluctuations in value and hold these investments over a number of years.

They are Difficult to Value

The portfolio holdings in private equity and private real estate funds may be difficult to value, because they are not usually quoted or traded on any financial market or exchange. As such, no easily available market prices for most of a fund's holdings are available. Additionally, it may be hard to quantify the impact a manager has had on underlying investments until those investments are sold.

They are Illiquid Investments

Private equity and private real estate funds are not "liquid" (they cannot be sold or exchanged for cash quickly or easily), and the interests are typically nontransferable without the consent of a fund's general partner. As a result, private

equity and private real estate funds are generally only suitable for sophisticated investors who have carefully considered their financial capability to hold these investments for the long term.

Default on Capital Calls has Consequences

Answering capital calls to provide managers with the pledged capital is a contractual obligation of each investor. Failure to meet this requirement in a timely manner could elicit significant adverse consequences, including, without limitation, the forfeiture of the defaulting investor's interest in the fund.

They Often Employ Leverage

Private equity and private real estate funds may use leverage (i.e., debt) in connection with certain investments or participate in investments with highly leveraged capital structures.

Although the use of leverage may enhance returns and increase the number of investments that can be made, leverage also involves a high degree of financial risk and may increase the exposure of such investments to factors such as rising interest rates, downturns in the economy or deterioration in the condition of the assets underlying such investments. Leverage can also amplify losses.

Item 8. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We have no information applicable to this Item. Neither we as a firm nor any of our Investment Adviser Representatives has been subject to any disciplinary action as of the date of this brochure.

Item 9. Other Financial Industry Activities and Affiliations

In addition to providing the investment advisory services described in Item 4 above, we also provide non-investment advisory services commonly referred to as financial planning and family office services. These may include personal tax and cash flow planning, tax compliance, estate planning, trust marketing & administration, retirement planning, educational funding, insurance planning, compensation and benefits planning and the preparation of financial analyses, expense management, bill paying and personal financial statements reflecting net worth, cash flow and income tax projections.

3DW RIA maintains a relationship with Sterling Monroe Securities LLC, a broker dealer firm that is a member of the FINRA. Monroe Diefendorf, Jr., the President of 3DW RIA, is a principal partner of Sterling Monroe Securities LLC.

3DW RIA maintains a relationship with Structured Capital Designs, Inc., a registered

investment advisor. Monroe Diefendorf, Jr., the president of 3DW RIA, is the president of Structured Capital Designs, Inc.

3DW RIA maintains a relationship with Consolidated Portfolio Review Corp., a registered investment advisor. Monroe Diefendorf, Jr., the president of 3DW RIA, is the president of Consolidated Portfolio Review Corp.

3DW RIA maintains a relationship with Diefendorf Planning Services Ltd., an insurance and employee benefits' company. Monroe Diefendorf, Jr., the president of 3DW RIA, is the president of Diefendorf Planning Services, Ltd.

3DW RIA maintains a relationship with Argonne Trust Company, Inc., a South Dakota public trust company. Monroe Diefendorf, Jr., the president of CPR, is the CEO of Argonne Trust Company.

3DW RIA maintains a relationship with Retirement Planning & Administration, Inc. a qualified party third party administrator company. Monroe Diefendorf, Jr., the president of 3DW RIA, is the president of Retirement Planning & Administration, Inc.

3DW RIA maintains a relationship with 3D Wealth Insurance Services, LLC, an insurance and employee benefits' company. Monroe Diefendorf, Jr., the president of 3DW RIA, is the president of 3D Wealth Insurance Services.

3D Wealth Tax Advisory, LLC. 3DW RIA maintains a relationship with 3 Dimensional Wealth Advisory, LLC a Delaware Limited Liability Company formed on March 11, 2004. Monroe Diefendorf, Jr., the president of 3DW RIA, is the president of 3 Dimensional Wealth Advisory, LLC.

3DW RIA maintains a relationship with the Monroe Insurance Dedicated Funds (MIDF), an insurance dedicated fund. Monroe Diefendorf, Jr., the president of 3DW RIA, is the Managing Member of the Monroe Insurance Dedicated Funds (MIDF).

The Managing Member of MIDF will allocate assets of the LLC to Portfolio Managers affiliated with it or its partners. The Portfolio Managers of Affiliated Portfolio Funds receive, in respect of the LLC's investment, fixed management fees based on the values of their respective assets and performance fees or allocations based on a percentage of any their respective profits. As a result, there is a conflict of interest between the Managing Member's duty to select Portfolio Managers based solely on their merits and its interest in maximizing its or its affiliates' revenue. All such fees will be determined at arm's length.

No formal arrangements exist, however clients may be referred to these entities. When 3DW RIA recommends that its asset management clients invest with any of the above entities where 3DW RIA is the investment manager, a material conflict exists in that 3DW RIA's incentive to recommend the entity, product, or service may be based on economic factors and not necessarily the client's best interest. However, it is 3DW RIA's policy that the solicitation of asset management clients to invest in any product or service be based on

the client's goals and risk tolerance. In addition, if asset management clients do invest with any of the above mentioned entities, clients will be informed of the affiliation with 3DW RIA and 3DW RIA does not charge an advisory fee on those assets.

Item 10. Code of Ethics, Participation in Client Transactions and Personal Trading

Consolidated Portfolio Review Principles of our Code of Ethics

Our organization is a team of professionals with the fiduciary responsibility to maintain honesty and integrity with all those who may receive our advice. Each Associate is mindful that complete observance and compliance with our "Code of Ethics" shall serve to promote the highest quality standards. This observance is beneficial to our clients as well as to the entire organization. For purposes of this "Code", an "Access Person" is anyone within the Firm who has access to non-public information about our clients' personal and financial situations. Therefore, each Associate is deemed an Access Person and pledges to:

- Always place the best interests of the clients above their own direct or indirect interests.
- Maintain the highest standards of professional competence and give the best possible advice to clients by seeking to maintain and improve their knowledge, skills and competence.
- Make full and adequate disclosures of all facts necessary to enable their clients to make informed decisions.
- Hold in the strictest confidence, and consider as privileged, all business and personal information pertaining to our clients' affairs. Failure to abide by this principle may result in termination of employment.
- Maintain a personal conduct that will reflect favorably upon the organization.
- Abide by and conform to all provisions of the laws and regulations in the jurisdictions in which they do business. This includes the promise not to act upon any inside information to the disadvantage of the client or any other member of the investing public.

It is the Firm's policy to enforce the tenets of our "Code of Ethics" and to avoid conflicts of interest that may place any actions of our Associates, even inadvertently, before the interests of our clients. As such, the Firm requires that the following procedures be followed:

- Any violation of the above "Code" shall be promptly reported to the Firm's Chief Compliance Officer.
- Each Associate annually must provide the Firm with a statement of their personal security holdings in addition to appropriate and applicable disclosures of quarterly transactions.
The list will be updated at least annually. In lieu of a statement of security

- holdings, a letter of attestation stating that there are no holdings or that there are no charges in their holdings will be provided. The letter will be updated at least annually.
- Each Associate is prohibited from accepting gifts from the Firm's vendors that are above the de minimis amount.
- Clients and perspective clients are entitled to receive a written copy of the Firm's "Code of Ethics" and may request a copy of the Code by contacting our office at 516-759-3900 or by email at Info@3DWealthAdvisory.com.
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Item 11. Brokerage Practices

We do not maintain custody of your assets that we manage or advise on, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account. Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use one of the following custodian/broker-dealers as the qualified custodian: Charles Schwab and Co., Inc., (Schwab Advisor Services® division of Charles Schwab & Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC); and TD Ameritrade (TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc., member FINRA/SIPC/NFA), collectively referred to below as "Recommended Custodians" or "Custodian." We are independently owned and operated and are not affiliated with any custodian. The custodian will hold your assets in a brokerage account, and buy and sell securities when you instruct them to. While we suggest that you use one of the previously mentioned custodians/brokers, you will decide whether to do so and will open your account by entering into an account agreement directly with them.

TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services that include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the Program. (Please see the disclosure under Item 14 below).

Most of the investments that 3DW RIA recommends are in mutual funds or exchange traded funds. Usually, a new client will transfer in kind (ACAT) existing positions into their new 3DW RIA account. Should liquidations from straight equity securities or bonds be needed to purchase the recommended mutual funds, the transactions are effected through the securities firm at which the account is domiciled, i.e. Charles Schwab & Co., Inc. or TD Ameritrade. All of the aforementioned firms offer reduced commissions or discount rates to its clients as a matter of policy and this in turn is passed onto the 3DW RIA client. The Adviser does not suggest that a client utilize its affiliated broker-dealer, Sterling Monroe Securities, LLC for these purposes. On occasion, one of our investment advisory clients may direct a transaction through our broker-dealer but this is an exception to the rule and proper disclosures to the client will be provided should such an exception occur. In directing the use of a particular broker or dealer for all or a portion of the trades

executed in the client's account, it should be understood that, with respect to the percentage of trades effected by such direction: 3DW RIA will not have authority to negotiate commissions among various broker dealers on a trade-by-trade basis, or to necessarily obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client for such trades and those charged to other clients.

Item 12. Review of Accounts

All your accounts are regularly reviewed to ensure that your investment allocation is aligned with your individual circumstances and is consistent with our assessment of market conditions. General conditions in the stock and bond markets are monitored, and assessed from both a short-term and long-term perspective.

As a matter of course, we provide you with quarterly investment performance reports. The preparation of the quarterly report includes a review by the primary relationship manager serving you. Investors in private investment funds will receive quarterly capital account statements directly from the fund manager or our third party administrator in the case of funds managed by us.

More in depth reviews are triggered by events like changes in your financial circumstances and significant changes in conditions in the stock and bond markets, such as large price movements, big economic surprises, and abnormal or unusual trading volumes. Reviews of your accounts are also triggered by significant changes in the management or policies of other investment vehicles such as mutual funds, separate account managers, or individual securities.

Accounts are reviewed by the Wealth Managers/Advisers responsible for your accounts. There are no set minimums or maximums limiting the number of accounts that a Wealth Manager can review.

Your accounts are reviewed to confirm that your recommendations and investment plans are consistent with your financial goals, and are appropriately designed to help achieve those objectives. Periodic on-going reviews are conducted on an "as needed" basis depending on your needs and the nature of the financial issue. We expect to meet with you at least once annually, but more often quarterly, as well as have other contact by voice or email more frequently throughout the year.

The process of the review includes an on-going service to ensure that client objectives and compliance obligations are satisfied. The Adviser uses a software program to alert its associates to any parameter breaks from the clients' investment objectives as detailed in their Risk Profile or other applicable client policy document. Appropriate response may or may not be taken after consulting with the client. The adviser reviews all client activity on at least a quarterly basis to ensure that clients' accounts are balanced in accordance with their investment goals. Finally, all clients are encouraged to keep 3DW RIA informed as

to any personal changes in their financial condition that may necessitate changes to the portfolio. The Adviser will undertake a review at any time that the client requests.

Item 13. Client Referrals and Other Compensation

We often receive referrals from our existing clients, as well as from other professional service providers, such as lawyers and accountants. While this might provide incentive for us to discount fees for clients who refer business to us, it is our strict policy not to do so. Referrals from other professional service providers could cause us to want to return the referrals, however we are careful to refer our business, and that of our clients, in as unbiased a way as possible. We therefore frequently provide multiple names when asked for referrals to professional service providers. None of these individuals or firms is compensated in any way for providing client referrals to us, and 3DW RIA does not compensate any referring parties.

3DW RIA does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Item 14. Custody

You should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains your investments. We urge you to carefully review such statements and compare such official custodial records to the information we provide to you such as our quarterly performance reports and to contact 3DW RIA and the custodian if the client suspects any errors. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. We are happy to investigate any differences you encounter, and recommend that you inform us of such discrepancies. We encourage you to ask questions about any discrepancies that you identify. 3DW RIA's investment management clients' assets are held at unaffiliated qualified custodians. Although 3DW RIA does not hold these assets, it is deemed to have custody for purposes of amended Rule 206(4)-2 of the Advisors Act due to its management of client accounts where it is paid its management fee directly debited from the client's custodian.

Because we act as investment adviser to the MIDF and have an affiliated party who acts as General Partner to those Private Funds, we are deemed to have custody of client assets under current applicable regulatory interpretations. As an adviser with custody, we seek to have each of the MIDFs audited on an annual basis by an independent public accountant that is both registered with and subject to regular inspection by the Public Company Accounting Oversight Board (PCAOB). It is our policy to seek to send these audited financials to each MIDF investor, as appropriate, within 120 days of the applicable Private Fund's fiscal year end. Qualified custodians also provide statements directly to investors in the Funds.

Item 15. Investment Discretion

We do not have discretionary authority from our clients at the outset of an advisory relationship, unless an account is opened in a model with one of our Custodian providers or explicitly been granted in non-model accounts. We are responsible for selecting the identity and amount of securities to be bought or sold in your accounts. In all cases, however, discretion is to be exercised in a manner consistent with your stated investment objectives as outlined in your Risk Profile.

When selecting securities and determining amounts, we observe the investment policies, limitations and restrictions that you and we have discussed and agreed upon. We document those policies and investment guidelines in a Risk Profile or other applicable client documentation for you to review and agree to, and which we both sign. It is your responsibility to promptly notify us if there is ever any change in your financial situation or investment objectives. It is necessary that you keep us promptly informed about changes in your financial circumstances for the purpose of reviewing, evaluating, and/or revising our previous recommendations to you.

Because we manage more than one account and have many clients with varying circumstances, there may be conflicts of interest over time devoted to managing any one account and allocating investment opportunities among all the accounts we manage. For example, we may select investments for a particular client based solely on the investment strategy being pursued for that client. Different clients may have differing investment strategies and expected levels of trading. We may buy or sell a security for you but not for another client, or may buy (or sell) a security for one type of client while simultaneously selling (or buying) the same security for another type of client. We attempt to resolve all such conflicts in a manner that is generally fair to all of our clients. We may give advice to, and take action on behalf of, any of our clients that differs from the advice given to another client so long as it is our policy, to the extent practicable, to allocate investment opportunities to our clients fairly and equitably over time. We are not obligated to acquire for any account any security that we, our principals, or our employees may acquire for their own accounts or for any other client, if in our absolute discretion, it is not practical or desirable to acquire a position in such security for that account.

We may provide investment management services with respect to assets held in your 401(k) and/or 529 Plan accounts with various mutual fund companies. We may also use third-party data aggregators to obtain this information.

Assets will be allocated to both Affiliated and Non-Affiliated Portfolios of The MIDF Funds as determined by the Managing Member in its sole discretion. The Managing Member has the power and authority to invest the assets of each Series in managed accounts or directly in any type of financial instrument.

Item 16. Voting Client Securities

As a matter of firm policy, 3DW RIA generally does not vote proxies on behalf of clients. Clients will receive their proxies and other solicitations directly from their custodian or transfer agent and retain sole responsibility for voting. 3DW RIA may provide advice to you regarding the voting of proxies; however, we shall not be deemed to have voting authority with respect to such shareholder matters as a result of providing such advice.

However, 3DW RIA will vote proxies in certain situations, such as long-standing clients that are grandfathered to our current procedure. In these limited situations, 3DW RIA will adhere to the appropriate procedures in its policy manual.

3DW RIA will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements.

Separate account managers may be utilized to implement certain components of your investment plan. These separate account managers may vote proxies; however, we do not participate in or advise the separate account manager in any way on such votes. Records regarding any votes cast are maintained by the separate account manager, and are available upon request.

3DW RIA clients may obtain a copy of our complete proxy voting policies and procedures by contacting 3DW RIA administration directly.

Item 17. Financial Information

Under no circumstances will we collect fees in excess of \$1,200 more than six months in advance of services rendered.

As a registered investment management firm, we are required in this Item to provide you with information about any financial condition or financial commitment likely to impair our ability to meet our contractual and fiduciary commitments to our clients. Our firm and its principals have no financial events or proceedings to disclose.