

API FINANCIAL ADVISORS, LLC

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WRAP PROGRAM BROCHURE (APPENDIX 1 TO FIRM BROCHURE) September 18, 2019

This wrap fee program brochure provides information about the qualifications and business practices of API Financial Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (321) 888-2599. 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 API Financial Advisors, LLC 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 API Financial Advisors, LLC is 172002.

ITEM 2 - MATERIAL CHANGES

We do not have any material changes to report as we are a newly formed firm. In the future, this Item will discuss only specific material changes that are made to the Brochure and provide you with a summary of these changes. We will also reference the date of our last annual update to this Brochure.

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ITEM 4 - SERVICES, FEES AND COMPENSATION

OWNERSHIP/ADVISER HISTORY

API Financial Advisors, LLC ("We") was founded in July 2019 by Matthew Myland. We are a Delaware Limited Liability Company registered with the Securities and Exchange Commissions since July 2019. Mr. Myland is our firm's Managing Member and Chief Compliance Officer. We were established as an affiliated investment adviser of Solomon API, LP, which is also owned and controlled by Mr. Myland.

SERVICES

Our portfolio management services offered through our wrap fee program are provided on a discretionary basis and are custom-tailored to meet your individualize needs and investment objectives. We work with you to understand your investment objectives, time frame, risk tolerance, and other considerations. Once we have this information, we create an individualized portfolio based on a combination of model portfolios or investment strategies created by GMF Private Wealth Management, LP dba Solomon API, our subadvisor ("Solomon API"). Solomon API will maintain the models and investment strategies that we have agreed upon. Solomon API executes all trades on our behalf in your accounts, but we will be responsible for the overall direct relationship with you. We have full discretion to hire and fire Solomon API.

FEES

We charge our clients an annual management fee based on a percentage of assets under management in your account as reported by the custodian. Our annual management fee varies but will be no more than 1.95%. You will also be charged an asset-based fee that covers trading costs of 0.10%. The fees are based on your account's custodian reported value as of the last business day of the previous month. The management fee is calculated and billed monthly in advance, meaning that we will collect the fee at the beginning of the month based on the custodian's reported account value as of the last business day of the prior month. Our management fee is non-negotiable. Cash balances and investments in money market funds, demand deposit accounts, or certificates of deposit held in your account are included in the fee calculations.

We will ask you to authorize us with the ability to direct the custodian to withdraw our management fee and the wrap fee directly from your account. You may terminate this authorization at any time.

Termination of Wrap Program Services

You may terminate our portfolio management services for any reason with the first five (5) business days after signing the contract without any cost or penalty. Thereafter, the contract may be terminated at any time by giving ten (10) days' written notice at API Financial Advisors, LLC, 1950 Rockledge Blvd., Unit 201, Rockledge, FL 3295. Upon written notice of termination, and if requested, any prepaid fees will be prorated for the number of days that services were rendered based on the Account's custodian-reported value as of the termination date.

Other Types of Fees and Charges

The client may pay fees for trades executed away from the custodian, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), mark-ups and mark-downs,

spreads paid to market makers, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. These fees are not included within our wrap management fee.

There are other fees and charges that are imposed by other third parties that apply to investments in program accounts. Some of these fees and charges are described below:

- If a client's assets are invested in mutual funds or other pooled investment products, clients should be aware that there will be two layers of advisory fees and expenses for those assets. Client will pay an advisory fee to the fund manager and other expenses as a shareholder of the fund. Client will also pay us the wrap management fee with respect to those assets. Most of the mutual funds available in the program may be purchased directly. Therefore, clients could generally avoid the second layer of fees by not using our management services and by making their own investment decisions.
- Certain mutual funds impose fees and charges such as contingent deferred sales charges, early redemption fees and charges for frequent trading. These charges may apply if the client transfers into or purchases such a fund with the applicable charges in a program account.
- Although only no-load and load-waived mutual funds can be purchased in a program account, clients should understand that some mutual funds pay asset-based sales charges or service fees (e.g., 12b-1 fees) to the custodian with respect to account holdings.

Further information regarding fees assessed by a mutual fund is available in the appropriate prospectus, which is available upon request from us or from the product sponsor directly.

Other Important Considerations

- The wrap management fee is an ongoing wrap fee for investment advisory services, the execution of transactions and other administrative and custodial services. The wrap management fee may cost the client more than purchasing the program services separately, because the client could pay an advisory fee plus commissions for each transaction in the account. Factors that bear upon the cost of the account in relation to the cost of the same services purchased separately include the type and size of the account, historical or expected size or number of trades for the account, and number and range of supplementary advisory and client-related services provided to the client.
- The wrap management fee also may cost the client more than if assets were held in a traditional brokerage account. In a brokerage account, a client is charged a commission for each transaction, and the representative has no duty to provide ongoing advice with respect to the account. If the client plans to follow a buy and hold strategy for the account or does not wish to purchase ongoing investment advice or management services, the client should consider opening a brokerage account rather than a program account.
- The investment products available to be purchased in the program can be purchased by clients outside of a program account, through broker-dealers or other investment firms not affiliated with us.
- As we absorb certain transaction costs in wrap fee accounts, we may have a financial incentive not to place transaction orders in those accounts since doing so increases our transaction costs. Thus, an incentive exists to place trades less frequently in a wrap fee

arrangement.

- We do not charge our clients higher advisory fees based on their trading activity, but clients should be aware that we may have an incentive to limit our trading activities in client accounts because we are charged for executed trades.

ITEM 5 - ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

We offer services to individuals, trusts, estates, charitable organizations, corporations or other business entities. We require a minimum account size of \$2,500 to become a client.

ITEM 6 - PORTFOLIO MANAGER SELECTION AND EVALUATION

SELECTION OF PORTFOLIO MANAGER

We have one portfolio manager, Solomon API, who is a sub-advisor on all portfolios. As stated above in Item 4, clients complete a risk questionnaire determine which portfolio is in his or her best interest. Please see Item 4 for additional details. Solomon API is reviewed annually. However, neither we nor any third-party reviews Solomon API's performance information and the performance information may not be calculated on a uniform and consistent basis.

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) or perform side by side management.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Depending on the portfolio, we typically use technical analysis, quantitative analysis or tactical asset allocation to manage client portfolios.

Technical Analysis is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. The risk associated with technical analysis is that there is no broad consensus among technical traders on the best method of identifying future price movements.

Quantitative analysis can be done for a number of reasons such as measurement, performance evaluation or valuation of a financial instrument. It can also be used to predict real world events such as changes in a share price. In broad terms, quantitative analysis is simply a way of measuring things. Examples of quantitative analysis include everything from simple financial ratios such as earnings per share, to something as complicated as discounted cash flow, or option pricing. Although quantitative analysis is a powerful tool for evaluating investments, it may not tell a complete story without the help of its opposite - qualitative analysis.

Tactical Asset Allocation is an active management portfolio strategy that rebalances the percentage of assets held in various categories in order to take advantage of market pricing anomalies or strong market sectors. This strategy is designed to allow portfolio managers to create extra value by taking advantage of certain situations in the marketplace. It is as a moderately active strategy because portfolio managers return to the portfolio's original strategic asset mix when desired short-term profits are achieved. The risk associated with tactical asset allocation is that each class has different levels of risk and return, so each will behave differently

over time. There is no guarantee that moving additional assets into an asset class will grow a portfolio.

The securities held in various portfolios may be held for longer than a year or in some instances, less than one year.

Long term securities purchases are completed when there is an expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. The risk associated with using a long-term purchase strategy is that it generally assumes the financial markets will go up in the long-term, which may not be the case. There is also the risk that the segment of the market that the client is invested in or perhaps just that client's particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

Short term securities purchases are completed with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations. The risk associated with using a short-term purchase strategy is that it generally assumes that the firm or quantitative model can predict how financial markets will perform in the short-term, which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

INVESTMENT RISKS

All investments bear different types and degrees of risk and **investing in securities involves risk of loss that clients should be prepared to bear.** While we use investment strategies that are designed to provide appropriate investment diversification, some investments have significantly greater risks than others. Obtaining higher rates of return on investments entails accepting higher levels of risk. Recommended investment strategies seek to balance risks and rewards to achieve investment objectives. A client needs to ask questions about risks that he or she does not understand. The firm would be pleased to discuss them.

RECOMMENDED SECURITIES

we primarily use exchange traded funds and mutual funds in our portfolios. Other securities may be held in accounts at the client's request. Some of the risk associated with investing in securities include:

- **Credit risk:** This is the risk that an issuer of a bond could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation.
- **Inflation risk:** This is the risk that inflation will undermine the performance of an investment and/or the future purchasing power of a client's assets.
- **Interest rate risk:** The chance that bond prices overall will decline because of rising interest rates.

- **International investing risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, as well as regulatory and financial reporting standards, that differ from those of the U.S.
- **Liquidity risk:** One common risk associated with private placements and REITs is a relative lack of liquidity due to the highly customized nature of the investment. Moreover, the full extent of returns is often not realized until maturity. Because of this, these products tend to be more of a buy-and-hold investment decision rather than a means of getting in and out of a position with speed and efficiency.
- **Manager risk:** The chance that the proportions allocated to the various securities will cause the client's account to underperform relevant to benchmarks or other accounts with a similar investment objective.
- **Portfolio Concentration:** Accounts that are not diversified among a wide range of types of securities, countries or industry sectors may have more volatility and are considered to have more risk than accounts that are invested in a greater number of securities because changes in the value of a single security may have more of a significant effect, either negative or positive. Accordingly, portfolios are subject to more rapid changes in value than would be the case if the client maintained a more diversified portfolio.
- **Stock market risk:** The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.

VOTING CLIENT SECURITIES

Neither we nor Solomon API accept authority to vote client securities. Clients retain the right to vote all proxies that are solicited for securities held in the account. Clients will receive proxies or other solicitations from the custodian of assets. If clients have questions regarding the solicitation, they should contact us or the contact person that the issuer identifies in the proxy materials. In addition, neither we nor Solomon API accept authority to act with respect to legal proceedings relating to securities held in the account.

ITEM 7 - CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

We obtain various information about the client prior to opening an account including, without limitation: client name, type of client, social security number, investment objectives, investment strategy and investment restrictions. We also send Solomon API certain information regarding the client including, but not limited to client account number, account name, whether the account is taxable or non-taxable, investment guidelines and restrictions. We send updates to the Solomon API on an as needed basis.

Clients are encouraged to contact their investment adviser representative if they have been any changes in their financial situation or investment objectives. They should also contact their investment adviser representative if they wish to impose any reasonable restrictions on the management of the account or modify existing restrictions. Clients should be aware that the investment objective selected for the wrap program is an overall objective for the entire account

and may be inconsistent with a holding and the account's performance at any time. Clients should further be aware that achievement of the stated investment objective is a long-term goal for the account.

ITEM 8 - CLIENT CONTACT WITH PORTFOLIO MANAGERS

Clients should contact their investment adviser representative regarding any questions they might have for the portfolio managers.

ITEM 9 - ADDITIONAL INFORMATION

DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events within the past 10-years that would be material to a client's evaluation of us or the integrity of our management. We have no information applicable to this Item because we have not been the subject of any administrative, civil, criminal or regulatory proceedings.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Many of our investment adviser representatives are licensed independent insurance agents. Through their licenses, they may sell insurance products to the firm's clients. This causes a conflict of interest because they receive a commission for this service, which is separate from the fees outlined in Item 5 above. We attempt to mitigate the conflict of interest to the best of our ability by placing the client's interests ahead of our own through our fiduciary duty. Also, it is our policy that recommended insurance products do not have to be purchased through an investment adviser representative.

We use the services of an affiliated subadvisor, Solomon API, to assist in managing a client's account. Solomon API is paid a portion of our management fee.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

DESCRIPTION

Our Code of Ethics establishes ideals for ethical conduct upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of the Code of Ethics to any client or prospective client upon request.

Our Code of Ethics covers all supervised persons and it describes our high standard of business conduct and fiduciary duty to clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. The owners and all other supervised persons who work for us must acknowledge the terms of the Code of Ethics annually, or as amended.

MATERIAL INTEREST IN SECURITIES

We do not have a material interest in any securities.

INVESTING IN OR RECOMMENDING THE SAME SECURITIES

Our owner and associates may buy or sell for their own accounts the same securities at or about the same time that they recommend those securities or purchase them for your accounts. In this situation, a conflict of interest may exist because they can trade ahead of your trades. We mitigate any conflict of interest in two ways. First, our Code of Ethics requires employees to report personal securities transactions on at least a quarterly basis and provide us with a detailed summary of certain holdings (both initially upon commencement of employment and quarterly thereafter) in which employees have a direct or indirect beneficial interest. The reports are reviewed to ensure that we do not trade ahead your accounts. Second, we require that your transactions be placed ahead of our associates' personal trades, or our associates can place personal trades as part of a block trade (please see Item 12.B for details on our block trading practices). The records of all associates' personal trades and your trading activities are reviewed and made available to regulators to review on the premises.

REVIEW OF ACCOUNTS

PERIODIC REVIEWS

Our owner and associates will provide reviews of your account based on your investment objectives, but no less than annually. We will also attempt to meet with you on an annual basis either in person or by telephone.

OTHER REVIEWS

Additional reviews are conducted periodically depending on market conditions, economic, or political events, or by changes in your financial situation (such as retirement, termination of employment, physical move, or inheritance).

REPORTS

You will receive at least quarterly account statements from your account's custodian.

CLIENT REFERRALS AND OTHER COMPENSATION

As noted in Item 12, we participate in the Program and we may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between our participation in the Program and the investment advice we give to our clients, although we receive economic benefits through our participation in the Program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving our participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade may also pay for business consulting and professional services received by our related persons.

Some of the products and services made available by TD Ameritrade through the Program may benefit us but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade.

Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by us or our personnel through participation in the Program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duty to our clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by us or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

We may enter into an agreement with other financial services firms or individuals under which we will pay a portion of our management fee (Item 5) to the financial services firm's or individual's solicitation and referral services. In turn, the financial services firm would share a portion of the fees with its investment adviser representatives. Clients obtained through the use of a solicitor or referral service will not pay a different fee (higher or lower) than the fee the client would have been charged if the client had been obtained without their services.

We are aware of the special considerations addressed in the Solicitor's Rule 206(4)-3 of the Investment Advisers Act of 1940, and any comparable state regulations. We will make appropriate disclosures to our clients, maintain all required written records, and observe all applicable laws and regulations. A Solicitor's Disclosure Document will be provided to each client by the investment adviser representative, as required under the Solicitor's Rule, and we will retain the client's signed acknowledgement of receiving our Form ADV Part 2A and the Solicitor's Disclosure Document.

FINANCIAL INFORMATION

We do not have any financial impairment that will preclude us from meeting our contractual commitments to our clients. We do not serve as a custodian for client funds or securities. At no time will wrap management fees of more than \$1200 be charged six or more months in advance by our firm or a client's representative. We have established policies and procedures designed to prevent the collection of fees greater than \$1200 six or more months in advance. As such, a balance sheet is not required to be provided at this time. We have not been the subject of a bankruptcy proceeding.