



MAXIMAI Investment Partners, LLC

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PART 2A - APPENDIX 1 WRAP FEE PROGRAM BROCHURE

December 31, 2018

This Brochure provides information about the qualifications and business practices of MAXIMAI Investment Partners, LLC. ("MAXIMAI"). If you have any questions about the contents of this Brochure, contact us at 786-332-6050. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about MAXIMAI is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for MAXIMAI Investment Partners, LLC is 284919.

MAXIMAI is a registered investment adviser. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure Brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the last filing of this brochure dated March 31, 2017, MAXIMAI has made the following material changes:

1. The cover page of this brochure has been amended to reflect the new date of the brochure.
2. Item 4 has been updated to reflect the new AUMs at year end.

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Item 4 Services, Fees, and Compensation

Description of Firm

MAXIMAL is a registered investment adviser based in Coral Gables, FL. We are organized as a limited liability company ("LLC") under the laws of the State of Delaware. We began providing investment advisory services since September 2016. We are primarily owned by Elizabeth van Wallegghem through Cocovan Corp. and Thomas James Butler through Mayordomo Corp.

Services Provided by Firm

MAXIMAL offers comprehensive, fee-only wealth management and family office services for all areas of our client's financial life.

MAXIMAL's wealth management services may include Investment Management on an ongoing basis.

Additional services may include implementation of investment recommendations, quarterly portfolio evaluations, consultation, and assistance with the implementation of suggested planning strategies.

This Brochure describes the services provided under the Wrap Program. Please refer to our Form ADV Part 2A (Firm Brochure) for information on the other services provided by our firm, as listed above.

By December 31, 2018 MAXIMAL provided investment advisory services under the wrap fee program to 3 accounts and \$7,288,243 in AUMs.

Description of Services Provided in the Wrap Fee Program

***Please note, the Wrap Program we sponsor is being phased out and no longer being offered to prospective or existing clients. The information provided in this brochure is intended for informational purposes for those clients who remain invested in the program.**

After gathering information about your financial situation, risk tolerance, and investment objectives, we will make recommendations regarding the suitability of the wrap fee program based on factors such as investment goals, strategy, performance, and methods of analysis. Portfolio management services in the program are provided on a discretionary or non-discretionary basis in accordance with your individual investment objectives. If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Subject to a grant of discretionary authorization, we have the authority and responsibility to formulate investment strategies on your behalf. This authorization includes deciding which securities to buy and sell, when to buy and sell, and in what amounts, in accordance with your investment program, without obtaining your prior consent or approval for each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and/or through trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing.

As part of our portfolio management services provided through the Wrap Program, we may use one or more TPMMs to manage a portion of your account. The TPMMs may use one or more of their model portfolios to manage your account. MAXIMAL will regularly monitor the performance of your accounts managed by TPMMs.

Assets for Wrap Program accounts are generally held at Fidelity Investments, Inc. ("Fidelity"), as custodians. Fidelity also act as executing broker/dealer for transactions placed in Wrap Program

accounts, and provide other administrative services as described throughout this Brochure.

Changes in Your Financial Circumstances

In providing the contracted services, we are not required to verify any information we receive from you or from your other professionals (e.g., attorney, accountant, etc.) and we are expressly authorized to rely on the information you provide. Furthermore, unless you indicate to the contrary, we shall assume that there are no restrictions on our services, other than to manage your account in accordance with your designated investment objectives. It is your responsibility to promptly notify us if there are ever any changes in your financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

The Wrap Program Fee

For existing program participants, MAXIMAI charges an annual "wrap-fee" for participation in the Wrap Program depending upon the market value of your assets under our management. You are not charged separate fees for the different components of the services provided by the Wrap Program. MAXIMAI pays all trade expenses of trades placed on your behalf. Assets in each of your account(s) are included in the fee assessment unless specifically identified in writing for exclusion. In special circumstances, and in our sole discretion, we may negotiate a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention, etc.).

The Portfolio Management Fee

MAXIMAI's fee for portfolio management services ranges from 0.50% to 2.00% of the value of the assets in your account and is negotiable for accounts over \$10 million. Our annual portfolio management fee is billed and payable, quarterly in advance, based on the balance at end of billing period. MAXIMAI may reduce or waive fees at its discretion, such as for employee accounts under our management.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. An adjustment will be made for any net contributions or withdrawals of Assets in the Account(s), which are greater than or equal to \$50,000 any given day during the quarter. Such adjustments are reflected in the fee calculations for the next quarterly period.

As a client, you should be aware that the Wrap Program fee charged by MAXIMAI may be higher (or lower) than those charged by others in the industry, and that it may be possible to obtain the same or similar services from other firms at lower (or higher) rates. A client may be able to obtain some or all of the types of services available through our firm's Wrap Program on an individual basis through other firms and, depending on the circumstances, the aggregate of any separately paid fees may be lower or higher than the annual fees shown above.

At our discretion, MAXIMAI may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts.

Withdrawal of Assets

You may withdraw account assets on notice to our firm, and subject to the usual and customary securities settlement procedures. However, we generally design our portfolios as long-term investments and asset withdrawals may impair the achievement of your specific investment objectives.

Payment of Fees

MAXIMA will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

Termination of Advisory Relationship

You may terminate the Wrap Program and advisory relationship upon 30 days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the Wrap Program, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you participated in the Wrap Program. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Upon termination of accounts held at the custodian(s) they will deliver securities and funds held in the account per your instructions unless you request that the account be liquidated. After the Wrap Program agreement has been terminated, transactions are processed at the prevailing brokerage rates/fees. After terminating the advisory relationship, you become responsible for monitoring your own assets and our firm has no further obligation to act upon or to provide advice with respect to those assets.

Wrap Program Disclosure

- The benefits of the Wrap Program depend, in part, upon the size of the account, the management fee charged, and the number of transactions likely to be generated in the account. For example, a Wrap Program may not be suitable for accounts with little trading activity. In order to evaluate whether a wrap fee program is suitable for you, you should compare the Wrap Program Fee and any other costs of the Wrap Program with the amounts that would be charged by other advisers, broker-dealers, and custodians, for advisory fees, brokerage and other execution costs, and custodial services comparable to those provided under the Wrap Program.
- In considering the investment programs described in this Brochure, you should be aware that participating in a wrap fee program may cost more or less than the cost of purchasing advisory, brokerage, and custodial services separately from other advisers or broker-dealers.
- Our firm and Associated Persons receive compensation as a result of your participation in the Wrap Program. This compensation may be more than the amount our firm or the Associated Persons would receive if you paid separately for investment advice, brokerage, and other services. Accordingly, a conflict of interest exists because our firm and our Associated Persons have a financial incentive to recommend the Wrap Program.
- Similar advisory services may be available from other registered investment advisers for lower fees.

Additional Fees and Expenses

The Wrap Program Fee includes the costs of brokerage commissions for transactions executed through the Qualified Custodian (or a broker-dealer designated by the Qualified Custodian), and charges relating to the settlement, clearance, or custody of securities in the account. The Wrap Program Fee does not include mark-ups and mark-downs, dealer spreads or other costs associated with the purchase or sale of securities, interest, taxes, or other costs, such as national securities exchange fees, charges for transactions not executed through the Qualified Custodian, costs associated with exchanging currencies, wire transfer fees, or other fees required by law or imposed by third parties. The account will be responsible for these additional fees and expenses.

The Wrap Program fees that you pay to our firm for portfolio management services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in

each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds ("ETFs"), our firm, and others.

Compensation for the Sale of Securities or Other Investment Products

Persons providing investment advice on behalf of our firm are registered representatives with Insigneo Securities, LLC, ("ISLLC") a securities broker-dealer, and a member of FINRA and SIPC. In their capacity as registered representatives, these persons will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase securities products through ISLLC. We will not earn advisory fees on any assets in brokerage accounts where a commission is being earned.

Brokerage Practices

If you participate in the Wrap Program, you will be required to establish an account with Fidelity Investments ("Fidelity") or Pershing LLC ("Pershing"), members FINRA and SIPC. If you do not direct our firm to execute transactions through Fidelity or Pershing, we reserve the right to not accept your account. Not all advisors require their clients to direct brokerage. Since you are generally required to use Fidelity or Pershing, we may be unable to achieve the most favorable execution of your transactions. We believe that Fidelity or Pershing provide quality execution services based on several factors, including, but not limited to, the ability to provide professional services, reputation, experience and financial stability.

MAXIMAI maintains an institutional relationship with Fidelity and Pershing. As discussed, associated persons of our firm are also ISLLC's registered representatives and ISLLC uses Pershing as its clearing broker-dealer or custodian. We will generally recommend Fidelity and Pershing (or any other Qualified Custodian) to serve as the custodian/clearing broker-dealer for your assets.

Research and Other Soft Dollar Benefits

MAXIMAI does not have any soft dollar arrangements.

Economic Benefits

As a registered investment adviser, MAXIMAI has access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms, and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

The following is a non-exhaustive list of economic benefits MAXIMAI may receive from Fidelity:

- Payments to defray start-up costs incurred when transitioning to the custodian;
- Providing or paying for the costs of products and services furnished our firm;
- Reimbursement to clients for transfer costs to the custodian;

- Credits to be applied towards qualifying third party service provider expenses incurred in relation to transition costs or the provision of core services and marketing efforts. This may include support of our research, technology or software platforms;
- Access to software and related support without cost because our clients maintain assets at the custodian;
- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services institutional participants;
- Access to block trading which provides the ability to aggregate and allocate transactions; and
- Access to an order entry and client account information electronic network.

Brokerage for Client Referrals

MAXIMAL does not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts or from effectively negotiating brokerage commissions on your behalf. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

MAXIMAL combines multiple orders for shares of the same securities purchased for discretionary advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. Generally, non-wrap accounts will pay a fixed transaction cost regardless of the number of shares transacted. In certain cases, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given day. If you participate in our wrap fee program described above, you will not pay any portion of the transaction costs in addition to the program fee. In the event an order is only partially filled, the shares will be allocated to participating accounts in a fair and equitable manner, typically in proportion to the size of each client's order. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

MAXIMAL generally does not enter block trades for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

Item 5 Account Requirements and Types of Clients

MAXIMAL offers investment advisory services to high net worth and ultra-high net worth domestic and international clients.

In general, we require a minimum of \$1 million to open and maintain an advisory account. At our discretion, we may waive this minimum account size. For example, we may waive the minimum if your account is part of a large relationship, or if you will be bringing additional assets under our management to meet our minimum.

MAXIMAI may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

Item 6 Portfolio Manager Selection and Evaluation

MAXIMAI is the sponsor and sole portfolio manager for the Wrap Program. Refer to *Services, Fees, and Compensation* for additional disclosures on costs associated with your participation in the Wrap Program.

Performance-Based Fees and Side-by-Side Management

MAXIMAI does not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. MAXIMAI's fees are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Methods of Analysis, Investment Strategies and Risk of Loss

MAXIMAI may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

Charting Analysis - Involves the gathering and processing of price and volume pattern information for a particular security, sector, broad index, or commodity. This price and volume pattern information is analyzed. The resulting pattern and correlation data is used to detect departures from expected performance and diversification and predict future price movements and trends.

Risk: Our charting analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Technical Analysis - Involves studying past price patterns, trends, and interrelationships in the financial markets to assess risk-adjusted performance and predict the direction of both the overall market and specific securities.

Risk: The risk of market timing based on technical analysis is that our analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Fundamental Analysis - Involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company and its industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.

Risk: The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical Analysis - A type of technical analysis that involves evaluating recurring price patterns and trends. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions.

Risk: The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Modern Portfolio Theory (MPT) - A theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully diversifying the proportions of various assets.

Risk: Market risk is that part of a security's risk that is common to all securities of the same general class (stocks and bonds) and thus cannot be eliminated by diversification.

Long-Term Purchases - Securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Risk: Using a long-term purchase strategy 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 you are invested in or perhaps just your 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.

Margin Transactions - A securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

Risk: If the value of the shares drops sufficiently, the investor will be required to either deposit more cash into the account or sell a portion of the stock in order to maintain the margin requirements of the account. This is known as a "margin call." An investor's overall risk includes the amount of money invested plus the amount that was loaned to them.

Option Writing - A securities transaction that involves selling an option. An option is the right, but not the obligation, to buy or sell a particular security at a specified price before the expiration date of the option. When an investor sells an option, he or she must deliver to the buyer a specified number of shares if the buyer exercises the option. The seller pays the buyer a premium (the market price of the option at a particular time) in exchange for writing the option.

Risk: Options are complex investments and can be very risky, especially if the investor does not own the underlying stock. In certain situations, an investor's risk can be unlimited.

Top Down Investment Approach - Uses a top down approach in conjunction with technical analysis. Begins by looking at macro-economic variables such as the global economy, individual countries or regions and statistical information and variables such as Gross Domestic Product (GDP), inflation, interest rates, currency and commodity price trends, trade balances, market sentiment, political stability. Once this assessment is completed, country, sector and industry asset allocations are made.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

MAXIMAI may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk. This may include buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses. However, there is a risk that frequent trading can negatively affect investment performance, particularly through increased brokerage and other transactional costs and taxes.

Alternative Investments Can be volatile and may have limited liquidity. Investors could lose all or a portion of their investment. Such investments often have concentrated positions and investments that may carry higher risks. Clients should only have a portion of their assets in these investments.

Derivatives Allow investors to hedge or speculate upon the price movements of a particular security, financial benchmark, index, currency or interest rate, at a fraction of the cost of investing in the underlying asset. Derivatives often offer significantly more market exposure than the amount invested, a relatively small adverse market movement can result in the loss of the entire investment and the possibility of a loss greater than the original amount invested.

Commodities and Futures Trading - The risk of loss in trading commodities and futures can be substantial due to the use of leverage. The high degree of leverage that is often obtainable in commodity trading can work against the investor.

International Investing Includes the risk of currency fluctuations, political and economic events. Investing in emerging markets may involve greater risk and volatility.

Short Selling - Losses from short selling may be unlimited, as opposed to losses from cash investments which are limited to the total amount invested. MAXIMAI generally will not directly engage in short selling in Client accounts but may invest in funds and other instruments that may engage in short selling.

MAXIMAI may engage in strategies that involve leverage; hedging, derivatives and foreign exchange, through direct investments, or indirect investments in underlying funds and investments that invest in these instruments and engage in other strategies may result in significant losses and worse overall performance.

Other Risks

There are special considerations associated with sector investing, international investing, investing in real estate, commodities and futures. Investing in real estate involves the risk of liquidity and the possibility that property values may fall due to economic, environmental, or other factors. Changes in interest rates can negatively impact the performance of real estate investments.

MAXIMAI strives to mitigate risk by monitoring markets, corporate earnings outlook, interest rates, currency rates, economic and geopolitical conditions, central bank's monetary policy or investor sentiment.

Tax Considerations

MAXIMAI's strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Moreover, custodians and broker-dealers must report the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO (First-In First-Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made prior to the transaction settlement date, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. MAXIMAI does not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. MAXIMAI cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

MAXIMAI recommends various types of securities and we do not primarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. A description of the types of securities we may recommend to you and some of their inherent risks are provided below.

Proxy Voting

MAXIMAI will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitations to vote proxies.

Item 7 Client Information Provided to Portfolio Managers

In order to provide the Wrap Program services, MAXIMAI will share your private information with your account custodian Fidelity or Pershing. MAXIMAI may also provide your private information to mutual fund companies and/or third-party managers, or other service providers, as needed. MAXIMAI will only share the information necessary in order to carry out our obligations to you in servicing your account. MAXIMAI shares your personal account data in accordance with our privacy policy as described below.

Privacy Notice

MAXIMAI views protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

MAXIMAI may disclose your non-public personal information to non-affiliated third parties. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

MAXIMAI restricts internal access to non-public personal information about you to employees, who

need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your non-public personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm.

If you decide to close your account(s) we will adhere to our privacy policies, which may be amended from time to time.

If we make any substantive changes in our privacy policy that would further permit or require disclosures of your private information, we will provide written notice to you. Where the change is based on permitted disclosures, you will be given an opportunity to direct us as to whether such disclosure is acceptable. Where the change is based on required disclosures, you will only receive written notice of the change. You may not opt out of the required disclosures.

If you have questions about our privacy policies contact our main office at the telephone number on the cover page of this Brochure.

Item 8 Client Contact with Portfolio Managers

Without restriction, you should contact our firm or your advisory representative directly with any questions regarding your Wrap Program account. You should contact your advisory representative with respect to changes in your investment objectives, risk tolerance, or requested restrictions placed on the management of your Wrap Program assets.

Item 9 Additional Information

Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Other Financial Industry Activities and Affiliations - Registrations with Broker-Dealer

Persons providing investment advice on behalf of our firm are registered representatives with ISLLC, a securities broker-dealer, and a member of FINRA and SIPC. In their capacity as registered representatives, these persons will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase securities products through ISLLC. We will not earn advisory fees on any assets in brokerage accounts where a commission is being earned.

Recommendation of Other Advisers

We may recommend that you use a TPMM based on your needs and suitability. We will not receive separate compensation, directly or indirectly, from TPMMs for recommending that you use their services. Moreover, we do not have any other business relationships with the recommended TPMMs.

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this Brochure.

Participation of Interest in Client Transactions

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this Brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Review of Accounts

The Firm's CEO or a designee conducts client account reviews and will monitor your accounts on an ongoing basis and will conduct account reviews at least quarterly, to ensure the advisory services provided to you are consistent with your investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

The individuals conducting reviews may vary from time to time, as personnel join or leave our firm.

You will receive trade confirmations and monthly or quarterly statements from your account custodian(s). MAXIMAL will also provide Clients with periodic reports regarding their holdings, allocations, and performance. We urge Clients to compare the account statements they receive from their custodian with the reports prepared by the Firm and promptly inform us of any discrepancies.

Client Referrals and Other Compensation

MAXIMAL may receive economic benefits from a non-client for providing investment advice or other advisory services to you. Through our participation in certain programs or use of a custodian we are entitled to receive economic benefits. As part of our fiduciary duty, 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 our firm from a non-client in and of itself creates a potential conflict of interest and may influence our choice in providing services to your account. This arrangement does not cause our clients to pay any additional transaction fees beyond those that are traditionally charged by our firm and/or other service

providers.

Refer to the *Services, Fees, and Compensation* section above for disclosures on research and other benefits we may receive resulting from our relationship with your account custodian.

Business Relationship with Dynasty Financial Partners, LLC ("Dynasty")

Dynasty is an unaffiliated third party offering operational and back office support to the independent investment adviser community either directly or through its network of third-party service providers. Through the Dynasty network of service providers, advisors can access trading technology, transition support, reporting, custody, brokerage, investments, compliance and other related services.

Dynasty's subsidiary, Dynasty Wealth Management LLC, a registered investment adviser, also provides access to a range of investment services, such as separately managed accounts, mutual fund and ETF asset allocation strategies and unified managed accounts managed by external third-party managers ("Investment Program(s)").

Dynasty Select is a platform offering network advisers access to private equity funds, hedge funds and direct investments. This platform also provides processing and administrative solutions for advisors working with their own alternative managers.

MAXIMAI may use the services enumerated above and recommend the Investment Program(s) to you. While we believe this open architecture structure for both operational and investment services best serve our clients, this relationship may potentially present certain conflicts of interest due to the fact that Dynasty charges a basis point fee on assets utilizing its platform of services that decreases as assets increase. As such we may be incentivized to increase the assets utilizing the Dynasty platform of services in order to decrease our overall expenses. In light of the foregoing, we will seek, at all times, to ensure that any such conflicts are addressed on a fully-disclosed basis so that you can make an informed decision.

MAXIMAI does not receive any portion of the fees paid directly to Dynasty or the service providers made available through its platform, and we review all such relationships on an ongoing basis in an effort to ensure that you are receiving competitive rates in relation to the quality and scope of the services provided.

The fee for these services is included in the fees paid by you (See Item 5, Fees and Compensation").

Custody

As paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other qualified custodian. You will receive account statements from the qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

MAXIMAI may also provide reports to you reflecting among other things portfolio holdings and the amount of the advisory fee deducted from your account. You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement, or if you did not receive a statement from your custodian, contact us immediately at the telephone number on the cover page of this Brochure

Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and the appropriate trading authorization forms.

You may grant MAXIMAI discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Refer to the *Advisory Business* section in this Brochure for more information on our discretionary management services. Our firm will also have discretionary authority to accept or reject a planned reallocation within a given portfolio and the discretion to hire or fire any sub-adviser without your prior permission.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

Class Action Lawsuits

MAXIMAI does not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

Financial Information

MAXIMAI does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this Brochure.

MAXIMAI has not filed a bankruptcy petition at any time in the past ten years.

Cybersecurity

MAXIMAI utilizes electronic communication networks and electronic mediums to maintain information regarding its clients and its business. This creates the potential for cybersecurity incidents or cyber-attacks that may result in the inadvertent disclosure of confidential sensitive information to unintended parties, unauthorized access to confidential sensitive information, or operational disruptions by malicious hackers. MAXIMAI has in place policies and procedures regarding information technology security, maintains technical and physical safeguards and takes other reasonable precautions to safeguard the confidentiality of sensitive information and internal data. However, despite reasonable precautions, the risk remains that cybersecurity incidents may occur. If such an event, were to occur, MAXIMAI will promptly notify the affected parties and take all necessary appropriate actions.