

Ritholtz Wealth Management
24 West 40th Street, 15th Floor
New York, NY 10018

Firm Contact:
Patricia Hatzfeld
Chief Compliance Officer

Firm Website:
www.RitholtzWealth.com

This brochure provides information about the qualifications and business practices of Ritholtz Wealth Management (hereinafter referred to as “us”, “our Firm”, or the “Adviser”). If you have any questions about the contents of this brochure, please contact us by telephone at (212) 625-1200 or by email at info@ritholtzwealth.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 Ritholtz Wealth Management also is available on the SEC’s website at www.adviserinfo.sec.gov by searching CRD # 168652.

Please note that the use of the term “registered investment adviser” and description of Ritholtz Wealth Management and/or our associates as “registered” does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm’s associates who advise you for more information on the qualifications of our firm and our employees.

Item 2: Material Changes

Ritholtz Wealth Management is required to advise you of any material changes to the Firm Brochure ("Brochure") from our last annual update. Since our last annual amendment filing on 03/11/2021, we have the following material changes to disclose:

- Item 4: "Advisory Business" has been amended to disclose that the firm's principal owners ownership percentages as of 01/01/2022: Barry Ritholtz (41.76%), Joshua Brown (27.85%), Kristopher Venne (8.7%), and Michael Batnick (8.7%). In addition, Blair DuQuesnay, Nicholas Maggiulli, and Gary Pulford have been added to the list of individuals with ownership under 5%.
- Item 5: "Fees & Compensation" has been amended to disclose that, if agreed upon in writing, our firm will manage account(s) for Comprehensive Portfolio Management clients that are held at a custodian that is not directly accessible by our firm using the Pontera Held Away Order Management System ("Pontera"). Please see Item 5 for additional information.
- Item 5: "Fees & Compensation" has been amended to disclose that the Non-ERISA 403(b) Plan Fee Schedule will apply to IRAs for teachers with a companion 403(b) account.
- Item 10: "Other Financial Industry Activities & Affiliations" was amended to disclose that Michael Batnick is the Fund Lead for The Compound Capital Fund I, LP ("Fund"), which is managed by an exempt reporting adviser, AngelList Advisors, LLC. Ritholtz Wealth Management, LLC is the sub-adviser for the Fund. As a result of this arrangement, Michael Batnick and our firm receive a portion of the Fund's management fee and a percentage of carried interest of the Fund's net profits. In addition, our firm's representatives invest in the Fund and may participate in follow-on offering(s) of the Fund. Our firm therefore has an incentive to recommend that clients invest in the Fund in order to increase the amount of compensation that we earn. To mitigate this conflict of interest, our firm will act in the client's best interest in accordance with our fiduciary duty.
- Item 6: "Performance-Based Fees & Side by Side Management" has been amended to disclose that pooled investment vehicles, such as the Fund, may charge performance based fees. Please see Item 6 for additional information.
- Item 10: "Other Financial Industry Activities & Affiliations" was amended to disclose that representatives of our firm have ownership interest in OnRamp Invest, LLC, a platform that hosts the RWM/WisdomTree Crypto Index Portfolio. Our firm and several of its representatives also invest in the RWM/WisdomTree Crypto Index Portfolio. Clients invested in the RWM/WisdomTree Crypto Index Portfolio are subject to management fees of 0.50% of assets under management, which is shared between WisdomTree Investments, Inc. and our firm. Our firm is a consultant to the Index. Our firm therefore has an incentive to recommend that clients invest in the RWM/WisdomTree Crypto Index Portfolio in order to increase the amount of compensation that our firm's representatives earn. To mitigate this conflict of interest, our firm will act in the client's best interest in accordance with our fiduciary duty.
- Item 5: "Fees" was amended to disclose the fees schedule associated with the RWM/WidsomTree Crypto Index Portfolio.

- Item 8: “Methods of Analysis, Investment Strategies & Risk of Loss” was amended to disclose the specific risks associated with investing in digital assets, alternative investments, ETFs, and mutual funds.
- Item 8: “Methods of Analysis, Investment Strategies & Risk of Loss” was amended to disclose the specific risks associated with structured products. In addition, Item 5: “Fees” was amended to disclose that clients invested in structured notes will pay the following separately incurred expenses which will reduce the principal amount of their investments and which we do not receive any part of: charges imposed directly by the issuing bank, by the broker-dealer for underwriting and the platform that facilitates the structuring of the note, all of which shall be disclosed in the pricing supplement. Please see Items 5 and 8 for additional information.
- Item 4: “Advisory Services” was amended to disclose that our firm now provides College Financial Planning services to individuals, families, and other clients regarding the management of their financial resources based upon an analysis of the client’s current situation, goals, and objectives.
- Item 5: “Fees” was amended to disclose the fees schedule associated with College Financial Planning services.
- Item 10: “Other Financial Industry Activities & Affiliations” was amended to disclose that Barry Ritholtz, Joshua Brown, Michael Batnick, Kris Venne, Ben Carlson, William Sweet, and William Artzerounian own RWM Tax LLC, an affiliated tax planning entity .
- Item 14: “Client Referrals & Other Compensation” was amended to disclose that our firm has established a referral arrangement with EquityZen, which is an online platform for trading pre-IPO employee shares from privately held companies. EquityZen will pay our firm 50% of the management fee charged by EquityZen to our firm’s clients if we invest at least \$3,000,000 of our client’s assets in the EquityZen Growth Opportunity Fund VII. We therefore have an incentive to advise clients to invest in the EquityZen Growth Opportunity Fund VII because EquityZen may share revenue that they earn with us. In order to help mitigate this conflict of interest, our firm will only recommend that high net worth clients invest in the EquityZen Growth Opportunity Fund VII when appropriate and if they are willing to risk the loss of the entire amount invested. Additionally, we will notify clients of the conflict, discuss the specific risks associated with the EquityZen Growth Opportunity Fund VII, and require clients to sign a risk acknowledgment form prior to participating in the investment.

Item 3: Table of Contents

<u>Section:</u>	<u>Page(s):</u>
Item 1: Cover Page	1
Item 2: Material Changes.....	2
Item 3: Table of Contents	4
Item 4: Advisory Business.....	5
Item 5: Fees & Compensation.....	8
Item 6: Performance-Based Fees & Side-By-Side Management.....	11
Item 7: Types of Clients & Account Requirements	12
Item 8: Methods of Analysis, Investment Strategies & Risk of Loss	12
Item 9: Disciplinary Information.....	17
Item 10: Other Financial Industry Activities & Affiliations.....	17
Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading.....	19
Item 12: Brokerage Practices	21
Item 13: Review of Accounts or Financial Plans.....	25
Item 14: Client Referrals & Other Compensation.....	26
Item 15: Custody.....	28
Item 16: Investment Discretion.....	29
Item 17: Voting Client Securities.....	29
Item 18: Financial Information	29

A. Description of our advisory firm, our principal owner, and how long we have been in business.

We are dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a limited liability company formed in the State of New York and has been in business as an investment adviser since 2013. The firm's principal owners are Barry Ritholtz (41.76%), Joshua Brown (27.85%), Kristopher Venne (8.7%), and Michael Batnick (8.7%). In addition, Benjamin Carlson, William Sweet, Erika Mauro, Joel Fishman, Dina Isola, Alex Palumbo, Brian Rosen, Jonathan Novy, Blair DuQuesnay, Nicholas Maggiulli, and Gary Pulford each have ownership under 5%.

B. Description of the Types of Advisory Services We Offer.

Comprehensive Portfolio Management:

Our Comprehensive Portfolio Management service encompasses asset management as well as the option of financial planning/financial consulting to clients. It is designed to assist clients in meeting their financial goals through the use of financial investments. We conduct at least one, but sometimes more than one meeting (in person if possible, otherwise via telephone or web video conference) with clients in order to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what we learn, we propose an investment approach to the client. We may propose an investment portfolio, consisting of exchange traded funds ("ETFs"), mutual funds, individual stocks or bonds, or other securities. Upon the client's agreement to the proposed investment plan, we work with the client to establish or transfer investment accounts so that we can manage the client's portfolio. Once the relevant accounts are under our management, we review such accounts on a regular basis and at least quarterly. We may periodically rebalance or adjust client accounts under our management. If the client experiences any significant changes to his/her financial or personal circumstances, the client must notify us so that we can consider such information in managing the client's investments.

We may utilize Independent Money Managers, where we design an investment portfolio on a fee-only basis for a percentage of assets in conjunction with another investment advisory firm. The selection of other advisers may be done on a discretionary basis pursuant to the terms of the executed investment advisory client agreement with our firm. Before selecting other advisers, we make sure that the other advisers are properly licensed or registered. When a client has authorized our firm to select other advisers on a discretionary basis, we shall have the authority to select and terminate them without the client's specific approval. A copy of the Independent Money Manager's disclosure brochure will be provided to the client.

The terms and conditions under which the client shall engage the Independent Managers shall generally be set forth in the agreement between the client and our firm or a separate written agreement between the client and the designated Independent Managers. Clients may terminate these contracts at any time upon written notice.

Liftoff – Automated Advisory Services:

Liftoff is an automated online platform powered by Ritholtz Wealth Management that guides clients through the entire investment management process and provides management services. Clients subscribing to the Liftoff service authorize Ritholtz Wealth Management to select money managers to implement our proprietary portfolio models. As part of the Liftoff investment management service, clients complete an online personal risk tolerance assessment and provide additional information about their financial goals. Based on the information provided, the appropriate model portfolio is selected for the client. We generally create diversified model portfolios of investments consisting of low cost exchange traded funds (“ETFs”), mutual funds, and other similar equity-related index funds, stocks, or investment products tailored to the client’s specific needs. Information about the client’s model portfolio is available on the online platform, which includes their investment style, objectives, and a list of ETFs and other investments with shares that are included in and traded through them. The client can also submit or modify risk preferences, investment objectives, investment size and any other restrictions for their accounts directly through the online platform. The money managers will periodically rebalance client model portfolios based upon the client’s individual needs, stated goals and objectives. Before selecting money managers, we make sure that they are properly licensed or registered. Clients who subscribe to this service will enter into a dual contract with us and the money manager.

Retirement Plan Consulting:

Our firm provides retirement plan consulting services to employer plan sponsors on an ongoing basis. Generally, such consulting services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company’s participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure and participant education.

In providing services for retirement plan consulting, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, “Excluded Assets”).

All retirement plan consulting services shall be in compliance with the applicable state laws regulating retirement consulting services. This applies to client accounts that are retirement or other employee benefit plans (“Plan”) governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). If the client accounts are part of a Plan, and our firm accepts appointments to provide services to such accounts, our firm acknowledges its fiduciary standard within the meaning of Section 3(21) or 3(38) of ERISA as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

College Financial Planning:

Our firm provides College Financial Planning services to individuals, families, and other clients regarding the management of their financial resources based upon an analysis of the client’s current situation, goals, and objectives. Planning rendered to clients usually includes general recommendations for a course of activity or specific actions to be taken by the clients. College Planning services are provided at a reduced cost to existing clients (see Item 5: “Fees &

Compensation”). Planning services will be rendered within six months of payment. Implementation of the recommendations will be at client’s discretion.

College Financial Planning is a process that helps parents and students understand how to pay for college and make the most optimal college decisions. College is a big purchase decision, and it is one where planning and preparation can help. We will advise you about your options to fund education for your children or grandchildren. We will help you determine the funds needed and advise on ways that may improve your ability to obtain merit- and needs-based aid through various tax, income and asset strategies.

Our College Financial Planning service includes a College Cost Analyzer solution, predominantly for late-stage college planning (high school years), that provides the average costs of attendance, average GPA, minimum standardized test scores and acceptance rates for desired college applications. Our services will compare the best college value matched with potential merit-based opportunities, required funding and contributions and loan options for financial planning and college selection purposes. We will also analyze and recommend strategies to improve affordability and funding outlook. Working with your financial advisor we can also help by projecting the amount that will be needed to achieve college or other post-secondary education funding goals, along with advice on ways for you to save the desired amount including, but not limited to, cash flow strategies, education tax planning, financial aid optimization, family gifting, and school selection.

C. Explanation of whether (i) we tailor our advisory services to the individual needs of clients and (ii) whether clients may impose restrictions on investing in certain securities or types of securities.

(i) We offer individualized investment advice to clients utilizing our Comprehensive Portfolio Management service. We offer general investment advice to clients utilizing our Liftoff – Automated Advisory Services, Retirement Plan Consulting, and College Financial Planning clients.

(ii) Each Comprehensive Portfolio Management client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account.

D. Participation in Wrap Fee Programs.

We do not offer wrap fee programs.

E. Disclosure of the amount of client assets we manage on a discretionary basis and the amount of client assets we manage on a non-discretionary basis.

We manage¹ \$2,371,318,812 on a discretionary basis and \$336,166,178 on a non-discretionary basis as of 12/31/2021. Our total assets under management is \$2,707,484,990.

¹ Please note the amount of assets we manage may be disclosed by rounding to the nearest \$100,000. Our “as of” date must not be more than three months before the date we last updated our Brochure in response to Item 4.E of Form ADV Part 2A.

Item 5: Fees & Compensation

A. Description of how we are compensated for our advisory services provided to you.

Comprehensive Portfolio Management:

Standard Fee Schedule:

Assets Under Management	Maximum Annual Percentage of Assets Charge
\$1,000,000 to \$1,999,999	1.25%
\$2,000,000 to \$2,999,999	1.00%
\$3,000,000 to \$4,999,999	0.75%
\$5,000,000 to \$9,999,999	0.60%
\$10,000,000 to \$20,000,000	0.50%
Over \$20,000,000	0.35%

Fees to be assessed will be outlined in the advisory agreement to be signed by the client. Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter. Fees may also be assessed by Independent Money Managers for services rendered by these firms to our clients in addition to the fees assessed by our firm. Our firm separately negotiates these compensation arrangements with Independent Money Managers on terms that we deem acceptable. The terms and conditions under which the client shall engage the third party investment advisory firm or individual advisors shall be set forth in a separate agreement between the client and the designated third party.

Non-ERISA 403(b) Plan Fee Schedule:

The maximum annual fee charged for this service will not exceed 0.40% for non-ERISA 403(b) plans and IRAs for teachers. Fees to be assessed will be outlined in the advisory agreement to be signed by the client. Our firm's fees are billed on a pro-rata annualized basis quarterly in arrears based on the value of your account on the last day of the previous quarter.

Milestone Rewards

Ritholtz Wealth Management has created a loyalty program, Milestone Rewards, for clients who maintain an investment account with our firm for a period of three years (36 months). Participants in the Milestone Rewards program will receive an average fee reduction of 16% across all investment accounts with our firm from the month they cross the three-year mark. To be eligible for the Milestones Rewards program, clients must have at least \$1,000,000 in assets under management at the time of their three-year anniversary. Please note that 403(b) accounts, 401(k) accounts and Liftoff accounts do not qualify to participate in our firm's Milestone Rewards loyalty program. Milestone Rewards do not apply when actual fee rates agreed upon fall below the Milestone Rewards fee rates.

Liftoff – Automated Advisory Services:

The maximum total fee charged for our Liftoff service will not exceed 0.50% of assets under management. The fee is split between our firm and Betterment Securities. Fees are billed on a pro-rata annualized basis quarterly in arrears based on the average daily balance of the previous quarter.

Retirement Plan Consulting:

Our Retirement Plan Consulting services are billed based on the percentage of Plan assets under management or flat fee basis. The total estimated fee, as well as the ultimate fee charged, is based on the scope and complexity of our engagement with the client. Fees based on a percentage of managed Plan assets will not exceed 1.00%. The fee-paying arrangements will be determined on a case-by-case basis and will be detailed in the signed consulting agreement.

Our firm's fees are in addition to any fee assessed by any mutual funds in which Plan assets are invested and any transaction fees charged by the third-party administrator and/or custodian where the Plan is held. Our firm acknowledges that it receives no compensation of any kind from any party in relation to the services it provides as an independent consultant to the Plan fiduciaries. To the extent that the client requires extraordinary time effort or travel, client and our firm will agree in advance on any additional compensation and or expense reimbursement.

College Financial Planning:

Fees for College Financial Planning services are charged on a flat fee basis of up to \$4,000 for four meetings beginning in sophomore year through senior year of high school pursuant to a College Financial Planning agreement. Additional fees may apply if services extend beyond the scope of the agreement. The fees will be directly billed to the client in installments and due within 30 days of a completion of consultation. Our firm's existing clients will receive a reduced rate of 25%.

B. Description of whether we deduct fees from clients' assets or bill clients for fees incurred.

Comprehensive Portfolio Management & Liftoff – Automated Advisory Services:

Fees will generally be automatically deducted from your managed account*. As part of this process, you understand and acknowledge the following:

- a) Your independent custodian sends statements at least quarterly to you showing the market values for each security included in the Assets and all disbursements in your account including the amount of the advisory fees paid to us;
- b) You provide authorization permitting us to be directly paid by these terms;
- c) If we send a copy of our invoice to you, a legend urging the comparison of information provided in our statement with those from the independent custodian will be included.

*In rare cases, we will agree to direct bill clients.

If agreed upon in writing, our firm will manage account(s) for Comprehensive Portfolio Management clients that are held at a custodian that is not directly accessible by our firm using the Pontera's Held Away Order Management System ("Pontera"). Pontera allows our firm to view and manage these held away accounts. The advisory fee payable for any held away accounts will be deducted directly from another client account, and if there are insufficient funds available in

another client account or our firm believes that deducting the advisory fee from another client account would be prohibited by applicable law, we will invoice the client directly.

Retirement Plan Consulting:

The fee-paying arrangements for the Retirement Plan Consulting service will be determined on a case-by-case basis and will be detailed in the signed consulting agreement. Clients will either be invoiced directly for the fees or the fees will be automatically calculated and deducted from the Plan's assets.

College Financial Planning:

The fee-paying arrangement will be detailed in the signed consulting agreement. Our firm will not require a retainer exceeding \$1,200 when services cannot be rendered within 6 months.

C. Description of any other types of fees or expenses clients may pay in connection with our advisory services, such as custodian fees or mutual fund expenses.

Comprehensive Portfolio Management clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our fees and will be disclosed by the firm that the trades are executed through. Also, clients will pay the following separately incurred expenses, which we do not receive any part of: 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).

Clients invested in structured notes will pay the following separately incurred expenses which will reduce the principal amount of their investments and which we do not receive any part of: charges imposed directly by the issuing bank, by the broker-dealer for underwriting and the platform that facilitates the structuring of the note, all of which shall be disclosed in the pricing supplement.

Clients invested in the RWM/WisdomTree Crypto Index Portfolio are subject to management fees of 0.50% of assets under management, which is shared between WisdomTree Investments, Inc. and our firm. Fees charged by the OnRamp Invest, LLC's Invest Platform are 0.70% of the amount invested and will be included in the purchase price of the crypto assets on a per transaction basis.

D. We must disclose if client's advisory fees are due quarterly in advance. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

We charge our advisory fees quarterly in advance for our Comprehensive Portfolio Management service. Either party may terminate the Comprehensive Portfolio Management Agreement signed with our firm at any time by providing written notice to the other party. Upon notice of termination, we will proceed to close out your account and process a pro-rata refund of any unearned advisory fees.

We charge our advisory fees quarterly in arrears for non-ERISA 403(b) plans and our Liftoff service. Either party may terminate the advisory agreement signed with our firm at any time by providing written notice to the other party. Upon notice of termination, pro-rata advisory fees

for services rendered to the point of termination will be charged. If advisory fees cannot be deducted, our firm will send an invoice for due advisory fees to the client.

Either party to a Retirement Plan Consulting Agreement may terminate at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing an agreement. After five (5) business days from initial signing, either party must provide the other party thirty (30) days written notice to terminate billing. Billing will terminate 30 days after receipt of termination notice. Clients will be charged on a pro-rata basis, which takes into account work completed by our firm on behalf of the client. Clients will incur charges for bona fide advisory services rendered up to the point of termination (determined as 30 days from receipt of said written notice) and such fees will be due and payable.

Either party may terminate the College Financial Planning Agreement signed with our firm at any time by providing written notice to the other party. Clients will receive a pro-rata refund of any unearned fees based on the time and effort expended by our firm.

E. Commissionable Securities Sales.

We do not sell securities for a commission in our advisory accounts.

Item 6: Performance-Based Fees & Side-By-Side Management

We do not charge performance-based fees for our advisory services. However, our firm and its representatives may earn performance-based compensation when acting as a sub-adviser for pooled investment vehicles. Performance based fees can only be assessed on a Qualified Client pursuant as defined in the Investment Advisers Act of 1940 (Section 80b-1 et seq.):

- (i) A natural person who or a company that immediately after entering into the contract has at least \$1,100,000 under the management of the investment adviser;
- (ii) A natural person who or a company that the investment adviser entering into the contract (and any person acting on his behalf) reasonably believes, immediately prior to entering into the contract, either:
 - (A) Has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than \$2,200,000, at the time the contract is entered into; or
 - (B) Is a qualified purchaser as defined in section 2(a)(51)(AA) of the Investment Company Act of 1940 (15U.S.C. 80a-2(51)(A)) at the time the contract is entered into; or
- (iii) A natural person who immediately prior to entering into the contract is:
 - (A) An executive officer, director, trustee, general partner or person serving in similar capacity, of the investment adviser; or
 - (B) An employee of the investment adviser (other than an employee performing solely clerical, secretarial or administrative functions with regard to the investment adviser) who, in connection with his or her regular functions or duties, participates in the investment activities of such investment adviser, provided that such employee has been performing such functions and duties for or on behalf of the investment adviser, or substantially similar functions or duties for or on behalf of another company for at least 12 months.

Item 7: Types of Clients & Account Requirements

We have the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- State or Municipal Government Entities; and
- Pension and Profit Sharing Plans.

Our requirements for opening and maintaining accounts or otherwise engaging us:

- We require a minimum account balance of \$1,000,000 for our Comprehensive Portfolio Management service. We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee. The minimum account size may be negotiable for legacy clients, clients who are expected to exceed the account minimum shortly, and in other circumstances.

Item 8: Methods of Analysis, Investment Strategies & Risk of Loss

Our firm is focused on capital preservation and risk management. We utilize behavioral economics and asset allocation strategies in order to maximize returns and minimize errors, all based on our clients' specific investment objectives. Our firm employs a goal based financial planning process in order to make investment recommendations for our clients.

We manage several discretionary portfolios for clients that seek to achieve the objectives of their financial plans. These include multiple versions of a core asset allocation model using institutional share class mutual funds and exchange-traded funds. We manage a tactical model portfolio that is frequently used to complement these strategic asset allocation models. Additionally, we may use separately management accounts employing all-equity or all-fixed income strategies where we believe they are appropriate.

Structured Products: We may recommend structured products in certain cases when we deem appropriate for client. Structured products are designed to facilitate highly customized risk-return objectives. While structured products come in many different forms, they typically consist of a debt security that is structured to make interest and principal payments based upon various assets, rates or formulas. Many structured products include an embedded derivative component. Structured products may be structured in the form of a security, in which case these products may receive benefits provided under federal securities law, or they may be cast as derivatives, in which case they are offered in the over-the-counter market and are subject to no regulation.

Investing in structured products includes significant risks, including valuation, lack of liquidity, price, credit and market risks. The relative lack of liquidity is due to the highly customized nature of the investment and the fact that the full extent of returns from the complex performance features is often not realized until maturity.

Another risk with structured products is the credit quality of the issuer. Although the cash flows are derived from other sources, the products themselves are legally considered to be the issuing financial institution's liabilities. The vast majority of structured products are from high-investment-grade issuers only. Also, there is a lack of pricing transparency. There is no uniform standard for pricing, making it harder to compare the net-of-pricing attractiveness of alternative structured product

offerings than it is, for instance, to compare the net expense ratios of different mutual funds or commissions among broker-dealers.

In order to help mitigate these risks, our firm will only recommend high-grade structured note securities, which are registered with the SEC and track the performance of major stock indices, to high net worth clients when appropriate and only if they are willing to accept the associated risks. Additionally, we will notify clients of the specific risks associated with the recommended structured notes, and require clients to sign a risk acknowledgment form prior to participating in the investment.

Digital Assets: The term “Digital Asset” refers to an asset that is issued and/or transferred using distributed ledger or blockchain technology, including, but not limited to, so-called “virtual currencies”, “coins”, and “tokens”. The investment objective of our firm’s Digital Asset allocation is to offer interested clients, in an unsolicited manner, exposure to the cryptocurrency market via a portfolio index comprised of a diversified basket of cryptocurrencies.

An investment in Digital Assets is suitable only for clients wishing to have an allocation to an investment with a speculative objective who can bear the economic risk of the investment, who have no need for liquidity, understand the risks and are willing to accept those risks of loss of their entire investment in exchange for potential returns. Given the complexity of the products and technology that Digital Assets pose, investment decisions made with respect to the allocation of any portfolio to Digital Assets are subject to various potential risks including technical, legal, market, and operational risks, price volatility, illiquidity, valuation methodology, related-party transactions, and conflicts of interest, and that those investment decisions will not always be profitable.

Risk of Loss:

Investments in Digital Assets is highly speculative and involves a high degree of risk. Investments in Digital Assets are extremely volatile in nature and can have higher volatility than other traditional investors such as stocks and bonds, and market movements can be difficult to predict. The value of Digital Assets can change constantly and dramatically. If the value goes down, there’s no guarantee that it will rise again. Investors should be prepared for volatile market swings. As a result, there is a significant risk of loss of your entire principal investment. Interests should not be purchased by any person who cannot afford the loss of their entire investment. Due to the high price volatility, gains or losses are unpredictable and there can be no guarantee of returns. Transactions in Digital Assets may be irreversible, and, accordingly, losses due to fraudulent or accidental transactions may not be recoverable.

Valuation Risk:

Valuation of Digital Assets can differ significantly depending on the price source or otherwise due to factors such as market fragmentation, unregulated markets, illiquidity and volatility. There is no guarantee that a client will be able to achieve a better than average market price for Digital Assets or will purchase Digital Assets at the most favorable price available.

In addition to traditional market price risk factors such as inflation, interest rates, market and other political or economic events, the price of Digital Assets may be affected by a wide variety of additional complex factors including supply and demand as well as access to Digital Asset service providers, exchanges, miners or and market participants.

Regulatory Uncertainty Risk:

Digital currencies are not considered securities and are not subject to the same regulatory requirements as SEC registered securities, exchange-traded funds, or similar investment vehicles.

There can be no assurance that Digital Asset investments will not be adversely affected by increases in regulatory activity concerning particular tokens or token exchanges or trading platforms. Regulatory agencies and/or the constructs responsible for oversight of a Digital Asset or a Digital Asset network may not be fully developed and subject to change. Regulators may adopt laws, regulations, policies or rules directly or indirectly affecting Digital Assets their treatment, transacting, custody, and valuation.

Regulatory actions could negatively impact Digital Assets in various ways, including, for example, through a determination that one or more digital assets are deemed regulated financial instruments or securities that require registration or licensing.

Liquidity:

Any liquidity may be limited or disrupted, and there can be no guarantees on the ability to sell or exchange Digital Assets at any price. It is also possible that regulatory agencies may then consider certain Digital Asset trading being conducted as unlawfully under interpretations of existing law and may take action at any time to freeze or stop Digital Assets from being released or traded.

Operational:

Exchanges can stop operating due to security breaches, fraud, insolvency, market manipulation, market surveillance, KYC/AML procedures, non-compliance with applicable rules and regulations, technical glitches, hackers, malware or other reasons; blockchain technology is a relatively new and untested technology which operates as a distributed ledger. Blockchain systems could be subject to internet connectivity disruptions, consensus failures or cybersecurity attacks, and the date or time that you initiate a transaction may be different than when it is recorded on the blockchain.

Custody Risk:

Digital asset holdings are not considered legal tender and are not insured by the government like U.S. bank deposits and therefore, you don't have the same protections as a bank account. Unlike most traditional currencies, such as the U.S. dollar, the value of a Digital Asset is not tied to promises by a government or a central bank. Digital asset investments are not insured.

There is currently no regulation or standard auditing practice of accounts holding Digital Assets to verify ownership. There are counterparty and custody risks associated with Digital Assets including loss or theft of the Digital Asset. The organizations offering custody services for Digital Asset are likely to be much less liable or secure than more common custodians due to their lack of regulatory experience. In general, digital assets cannot be held in custody by US broker-dealers. Therefore, under the Advisers Act, as an SEC registered investment adviser, we are required to use a "qualified custodian" that is suitably licensed to maintain client assets in separate accounts in their own name. Theft is less likely when holding digital assets at a qualified custodian in offline systems (cold storage) with institutional security and controls.

Security Risk:

Digital Assets exist as computer-coded entries on a digital ledger, or blockchain, visible to and verifiable by nodes. Ownership is reflected in a string of numbers on a distributed ledger, accessible only by a public key and a private key in "wallets".

To satisfy regulatory requirements, a custodian could hold a “private key” and a “public key” to the digital asset. A custodian can maintain private keys in digital form on a computer hard drive unconnected from the internet and protected by layers of cybersecurity. Or, the custodian can maintain and secure the private key in a “cold wallet” by, for example, locking it in a physical vault. In any event, the technology used for safeguarding digital assets is emerging. Digital Assets are essentially bearer assets. In general, anyone who obtains possession of the private key can, in theory, misappropriate the asset, no matter where the private key is maintained. The custodian may periodically store Digital Assets in “hot wallets” which are connected to the internet to facilitate transactions in. Digital Assets stored in “hot wallets” may be more susceptible to theft or compromise than Digital Assets stored in other digital wallets. There can be no assurance the Digital Assets storage process will not be compromised.

In order to help mitigate this conflict of interest, our firm will only recommend that clients invest in the RWM/WisdomTree Crypto Portfolio when appropriate and if they are willing to accept the risks associated and require clients to sign a risk acknowledgment form prior to participating in the investment.

Alternative Investments: Hedge funds, commodity pools, Real Estate Investment Trusts (“REITs”), Business Development Companies (“BDCs”), and other alternative investments involve a high degree of risk and can be illiquid due to restrictions on transfer and lack of a secondary trading market. They can be highly leveraged, speculative and volatile, and an investor could lose all or a substantial amount of an investment. Alternative investments may lack transparency as to share price, valuation and portfolio holdings. Complex tax structures often result in delayed tax reporting. Compared to mutual funds, hedge funds and commodity pools are subject to less regulation and often charge higher fees and may require “capital calls” which would require additional investment. Alternative investment managers typically exercise broad investment discretion and may apply similar strategies across multiple investment vehicles, resulting in less diversification.

Exchange Traded Funds (“ETFs”): An ETF is a type of Investment Company (usually, an open-end fund or unit investment trust) whose primary objective is to achieve the same return as a particular market index. The vast majority of ETFs are designed to track an index, so their performance is close to that of an index mutual fund, but they are not exact duplicates. A tracking error, or the difference between the returns of a fund and the returns of the index, can arise due to differences in composition, management fees, expenses, and handling of dividends. ETFs benefit from continuous pricing; they can be bought and sold on a stock exchange throughout the trading day. Because ETFs trade like stocks, you can place orders just like with individual stocks - such as limit orders, good-until-canceled orders, stop loss orders etc. They can also be sold short. Traditional mutual funds are bought and redeemed based on their net asset values (“NAV”) at the end of the day. ETFs are bought and sold at the market prices on the exchanges, which resemble the underlying NAV but are independent of it. However, arbitrageurs will ensure that ETF prices are kept very close to the NAV of the underlying securities. Although an investor can buy as few as one share of an ETF, most buy in board lots. Anything bought in less than a board lot will increase the cost to the investor. Anyone can buy any ETF no matter where in the world it trades. This provides a benefit over mutual funds, which generally can only be bought in the country in which they are registered.

One of the main features of ETFs are their low annual fees, especially when compared to traditional mutual funds. The passive nature of index investing, reduced marketing, and distribution and accounting expenses all contribute to the lower fees. However, individual investors must pay a brokerage commission to purchase and sell ETF shares; for those investors who trade frequently,

this can significantly increase the cost of investing in ETFs. That said, with the advent of low-cost brokerage fees, small or frequent purchases of ETFs are becoming more cost efficient.

Mutual Funds: A mutual fund is a company that pools money from many investors and invests that money in a variety of differing security types based on the objectives of the fund. The portfolio of the fund consists of the combined holdings it owns. Each share represents an investor's proportionate ownership of the fund's holdings and the income those holdings generate. The price that investors pay for mutual fund shares are the fund's per share net asset value ("NAV") plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads). Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades. With an individual stock, investors can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling a broker or your investment adviser. Investors can also monitor how a stock's price changes from hour to hour—or even second to second. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which is calculated daily after market close.

The benefits of investing through mutual funds include: (a) Mutual funds are professionally managed by an investment adviser who researches, selects, and monitors the performance of the securities purchased by the fund; (b) Mutual funds typically have the benefit of diversification, which is an investing strategy that generally sums up as "Don't put all your eggs in one basket." Spreading investments across a wide range of companies and industry sectors can help lower the risk if a company or sector fails. Some investors find it easier to achieve diversification through ownership of mutual funds rather than through ownership of individual stocks or bonds.; (c) Some mutual funds accommodate investors who do not have a lot of money to invest by setting relatively low dollar amounts for initial purchases, subsequent monthly purchases, or both.; and (d) At any time, mutual fund investors can readily redeem their shares at the current NAV, less any fees and charges assessed on redemption.

Mutual funds also have features that some investors might view as disadvantages: (a) Investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs. Depending on the timing of their investment, investors may also have to pay taxes on any capital gains distributions they receive. This includes instances where the fund performed poorly after purchasing shares.; (b) Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.; and (c) With an individual stock, investors can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling a broker or your investment adviser. Investors can also monitor how a stock's price changes from hour to hour—or even second to second. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which the fund might not calculate until many hours after the investor placed the order. In general, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

When investors buy and hold an individual stock or bond, the investor must pay income tax each year on the dividends or interest the investor receives. However, the investor will not have to pay any capital gains tax until the investor actually sells and makes a profit. Mutual funds, however, are different. When an investor buys and holds mutual fund shares, the investor will owe income tax on any ordinary dividends in the year the investor receives or reinvests them. Moreover, in addition to owing taxes on any personal capital gains when the investor sells shares, the investor may have to pay taxes each year on the fund's capital gains. That is because the law requires mutual funds to

distribute capital gains to shareholders if they sell securities for a profit, and cannot use losses to offset these gains.

Please Note:

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

We generally invest client's cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, we try to achieve the highest return on our client's cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services.

Item 9: Disciplinary Information

We have determined that our firm and management have no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities & Affiliations

Affiliated Insurance Agency – RWM Insurance Services, LLC

Barry Ritholtz, Joshua Brown, Michael Batnick, Kris Venne, Ben Carlson, William Sweet, Brian Rosen, and Jonathan Novy own RWM Insurance Services, LLC, an affiliated insurance agency. RWM Insurance Services, LLC offers fixed insurance products and earns customary fees as a result of insurance sales. A conflict of interest exists as these insurance sales create an incentive to recommend products based on the compensation adviser and/or our supervised persons may earn. To mitigate this potential conflict, our firm will act in the client's best interest in accordance with our fiduciary duty.

Affiliated Accounting and Tax Planning Services – RWM Tax LLC

Barry Ritholtz, Joshua Brown, Michael Batnick, Kris Venne, Ben Carlson, William Sweet, and William Artzerounian own RWM Tax LLC, which provides tax planning and preparation services. Clients needing assistance with tax preparation and/or accounting services may be referred to RWM Tax LLC to work with a licensed Certified Public Accountant. These services are independent of our financial planning and investment advisory services and are governed under a separate engagement agreement. Clients have the option of engaging RWM Tax LLC for tax preparation or accounting services, however, they are under no obligation to do so.

OnRamp Invest, LLC

Barry Ritholtz, Joshua Brown, Michael Batnick, Kris Venne, Ben Carlson, and William Sweet have ownership interest in OnRamp Invest, LLC, a platform that hosts the RWM/WisdomTree Crypto Index Portfolio. Our firm and several of its representatives also invest in the RWM/WisdomTree Crypto Index Portfolio. Clients invested in the RWM/WisdomTree Crypto Index Portfolio are subject to management fees of 0.50% of assets under management, which is shared between WisdomTree and our firm. Our firm therefore has an incentive to recommend that clients invest in the RWM WisdomTree Crypto Index Portfolio in order to increase the amount of compensation that our firm's representatives earn. To mitigate this conflict of interest, our firm will act in the client's best interest in accordance with our fiduciary duty.

Affiliated Venture Capital Fund – The Compound Capital Fund I, LP

Michael Batnick is the Fund Lead for The Compound Capital Fund I, LP ("Fund"), which is managed by an exempt reporting adviser, Angellist Advisors, LLC. Ritholtz Wealth Management, LLC is the sub-adviser for the Fund. As a result of this arrangement, Michael Batnick and our firm receive a portion of the Fund's management fee and a percentage of carried interest of the Fund's net profits. In addition, our firm's representatives invest in the Fund and may participate in follow-on offering(s) of the Fund. Our firm therefore has an incentive to recommend that clients invest in the Fund in order to increase the amount of compensation that we earn. To mitigate this conflict of interest, our firm will act in the client's best interest in accordance with our fiduciary duty.

Authors and Media Contributors

Barry Ritholtz, Joshua Brown, Michael Batnick, Ben Carlson, Blair DuQuesnay, Dina Isola, and Anthony Isola are self-employed writers and regular contributors to multiple media outlets, which accounts for approximately 25% of their time. Some have also authored books relating to investing and finance.

Barry Ritholtz, Joshua Brown, Michael Batnick, Kris Venne, Ben Carlson, and William Sweet own Wealthcast Media LLC, an affiliated, non-investment related media company for online content marketing.

Advisory Board Memberships

Joshua Brown serves on the advisory board of Vestwell Holdings, Inc., which produces retirement platforms for advisors. Vestwell Holdings, Inc.'s services are independent of our firm's investment advisory services and are governed under a separate engagement agreement with Vestwell Holdings, Inc. Joshua Brown has accepted equity from Vestwell Holdings, Inc.

Joshua Brown also serves on the advisory board of Osprey Funds LLC, which is a publicly traded Bitcoin fund. Joshua Brown has accepted equity from Osprey Funds LLC. Our firm does not actively solicit or recommend Osprey Funds LLC to clients.

Barry Ritholtz also serves on the board of advisors for Peer Street, Inc., which provides investors with access to real estate loans. Peer Street, Inc.'s services are independent of our firm's investment advisory services and are governed under a separate engagement agreement with Peer Street, Inc.

Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

- A. Brief description of our Code of Ethics adopted pursuant to SEC rule 204A-1 and offer to provide a copy of our Code of Ethics to any client or prospective client upon request.

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

- B. If our firm or a related person recommends to clients, or buys or sells for client accounts, securities in which our firm or a related person has a material financial interest (excluding an interest as a shareholder of an SEC-registered, open-end investment company), we must describe our practice and discuss the conflicts of interest it presents.

As noted in Item 10, Michael Batnick is the Fund Lead for The Compound Capital Fund I, LP ("Fund"), which is managed by an exempt reporting adviser, AngelList Advisors, LLC. Ritholtz Wealth Management, LLC is the sub-adviser for the Fund. As a result of this arrangement, Michael Batnick and our firm receive a portion of the Fund's management fee and a percentage of carried interest of the Fund's net profits. In addition, our firm's representatives invest in the Fund and may participate in follow-on offering(s) of the Fund. Our firm therefore has an incentive to recommend that clients invest in the Fund in order to increase the amount of compensation that we earn. To mitigate this conflict of interest, our firm will act in the client's best interest in accordance with our fiduciary duty.

As noted in Item 10, Barry Ritholtz, Joshua Brown, Michael Batnick, Kris Venne, Ben Carlson, and William Sweet have ownership interest in OnRamp Invest, LLC, a platform that hosts the

RWM/WisdomTree Crypto Index Portfolio. Our firm and several of its representatives also invest in the RWM/WisdomTree Crypto Index Portfolio. Clients invested in the RWM/WisdomTree Crypto Index Portfolio are subject to management fees of 0.50% of assets under management, which is shared between WisdomTree and our firm. Our firm therefore has an incentive to recommend that clients invest in the RWM WisdomTree Crypto Index Portfolio in order to increase the amount of compensation that our firm's representatives earn. To mitigate this conflict of interest, our firm will act in the client's best interest in accordance with our fiduciary duty.

As noted in Item 14, our firm has a referral arrangement with EquityZen, which is an online platform for trading pre-IPO employee shares from privately held companies. EquityZen will pay our firm 50% of the management fee charged by EquityZen to our firm's clients if we invest at least \$3,000,000 of our client's assets in the EquityZen Growth Opportunity Fund VII. We therefore have an incentive to advise clients to invest in the EquityZen Growth Opportunity Fund VII because EquityZen may share revenue that they earn with us. In order to help mitigate this conflict of interest, our firm will only recommend that high net worth clients invest in the EquityZen Growth Opportunity Fund VII when appropriate and if they are willing to risk the loss of the entire amount invested. Additionally, we will notify clients of the conflict, discuss the specific risks associated with the EquityZen Growth Opportunity Fund VII, and require clients to sign a risk acknowledgment form prior to participating in the investment.

- C. If our firm or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that our firm or a related person recommends to clients, we are required to describe our practice and discuss the conflicts of interest this presents and generally how we address the conflicts that arise in connection with personal trading.

Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

- D. If our firm or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for our firm's (or the related person's own) account, we are required to describe our practice and discuss the conflicts of interest it presents. We are also required to describe generally how we address conflicts that arise.

See Item 11A of this brochure. Related persons of our firm may buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities prior to buying or selling for our clients on the same day. If related persons' accounts are included in a block trade, our related persons will always trade personal accounts last.

Item 12: Brokerage Practices

A. Description of the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services.

We consider a wide range of factors, including, among others, these:

- Ability to maintain the confidentiality of trading intentions
- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Liquidity of the securities traded
- Willingness to commit capital
- Ability to place trades in difficult market environments
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition
- Business reputation

With this in consideration, our firm participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC, Charles Schwab & Co., Inc. ("Schwab"), Fidelity Investments ("Fidelity") and MTG, LLC dba Betterment Securities ("Betterment Securities"), a registered broker-dealer and member of the SIPC. TD Ameritrade, Betterment Securities, and Schwab are independent and unaffiliated SEC-registered broker-dealers. TD Ameritrade, Schwab, Fidelity, or Betterment Securities will hold your assets in a brokerage account and buy and sell securities when we and/or you instruct them to do so. While we recommend that you use TD Ameritrade, Schwab, Fidelity, and/or Betterment Securities as a custodian/broker, you will decide whether to do so and will open your account with the selected custodian/broker by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

For our clients' accounts maintained at Betterment Securities, Betterment Securities does not charge you separately for custody/brokerage services, but is compensated as part of the Betterment for Advisors (defined below) platform fee, which is charged for a suite of platform services, including custody, brokerage, and sub-advisory services provided by Betterment and access to the Betterment for Advisors platform. The platform fee is an asset-based fee charged as a percentage of assets in your Betterment account. Clients utilizing the Betterment for Advisors platform may pay a higher aggregate fee than if the investment management, brokerage and other platform services are purchased separately. Nonetheless, for those clients participating in the Betterment for Advisors platform, we have determined that having Betterment Securities execute trades is consistent with

our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select brokers/custodians”).

1. Research & Other Soft Dollar Benefits. If we receive non-soft dollar research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”), we are required to disclose our practices and discuss the conflicts of interest they create. Please note that we must disclose all soft dollar benefits we receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.

TD Ameritrade, Schwab, Fidelity, and Betterment may make certain research and brokerage services available at no additional cost to our firm. These services may be directly from independent research companies, as selected by our firm (within specific parameters). Research products and services provided by TD Ameritrade, Schwab, Fidelity, and Betterment may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by TD Ameritrade, Schwab, Fidelity, and Betterment to our firm in the performance of our investment decision-making responsibilities.

Betterment Securities serves as broker-dealer to Betterment for Advisors, an investment and advice platform serving independent investment advisory firms like us (“Betterment for Advisors”). Betterment for Advisors also makes available various support services which may not be available to Betterment’s retail customers. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Betterment for Advisors’ support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Betterment for Advisors’ support services:

1. **Services That Benefit You:** Betterment for Advisors includes access to a globally diversified, low-cost portfolio of ETFs, execution of securities transactions, and custody of client assets through Betterment Securities. In addition, a series of model portfolios created by third-party providers are also available on the platform. Betterment Securities’ services described in this paragraph generally benefit you and your account.
2. **Services That May Not Directly Benefit You:** Betterment for Advisors also makes available to us other products and services that benefit us, but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts, such as software and technology that may:
 - Assist with back-office functions, recordkeeping, and client reporting of our clients’ accounts.
 - Provide access to client account data (such as duplicate trade confirmations and account statements).
 - Provide pricing and other market data.

3. Services That Generally Benefit Only Us: By using Betterment for Advisors, we may be offered other services intended to help us manage and further develop our business enterprise. These services include:
- Consulting (including through webinars) on technology and business needs.
 - Access to publications and conferences on practice management and business succession.
- a. Explanation of when we use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, and how we receive a benefit because our firm does not have to produce or pay for the research, products or services.

We do not use client brokerage commissions to obtain research or other products or services. The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

- b. Incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our clients' interest in receiving best execution.

As a result of receiving the services discussed in 12A.1, we may have an incentive to continue to use or expand the use of TD Ameritrade, Fidelity, Schwab, and/or Betterment Securities' services. Our firm examined this potential conflict of interest when we chose to enter into a relationship with TD Ameritrade, Schwab, Fidelity, and Betterment Securities. We have determined that the relationships are in the best interest of our firm's clients and satisfy our fiduciary obligations, including our duty to seek best execution.

TD Ameritrade, Schwab, Fidelity, and Betterment Securities charge brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions).

TD Ameritrade, Schwab, Fidelity, and Betterment Securities enable us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. TD Ameritrade, Schwab Fidelity, and Betterment Securities commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by TD Ameritrade, Schwab, Fidelity, and Betterment Securities may be higher or lower than those charged by other custodians and broker-dealers.

- c. Causing clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up).

Our clients may pay a commission to TD Ameritrade, Schwab, Fidelity, or Betterment Securities that is higher than another qualified broker dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution

capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions. Schwab, TD Ameritrade, and Fidelity do not charge transaction fees for U.S. listed equities and exchange traded funds.

- d. Disclosure of whether we use soft dollar benefits to service all of our clients' accounts or only those that paid for the benefits, as well as whether we seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

TD Ameritrade provided our firm a discount on the use of Orion billing software and Salesforce, a client relationship manager software program, which is used to service our clients' accounts. This service did not incentivize us to recommend TD Ameritrade. Our recommendation of TD Ameritrade to our clients is based on our clients' interests in receiving best execution and the level of competitive, professional services TD Ameritrade provides. We no longer receive these soft dollar benefits.

- e. Description of the types of products and services our firm or any of our related persons acquired with client brokerage commissions (or markups or markdowns within our last fiscal year.

We do not acquire client brokerage commissions (or markups or markdowns).

- f. Explanation of the procedures we used during our last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits we received.

We do not direct client transactions to a particular broker-dealer in return for soft dollar benefits.

2. Brokerage for Client Referrals. If we use client brokerage to compensate or otherwise reward brokers for client referrals, we must disclose this practice, the conflicts of interest it creates, and any procedures we used to direct client brokerage to referring brokers during the last fiscal year (i.e., the system of controls used by us when allocating brokerage).

Our firm does not receive brokerage for client referrals.

3. Directed Brokerage.

- a. If we routinely recommend, request or require that a client directs us to execute transactions through a specified broker-dealer, we are required to describe our practice or policy. Further, we must explain that not all advisers require their clients to direct brokerage. If our firm and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, we are further required to describe the relationship and discuss the conflicts of interest it presents by explaining that through the direction of brokerage we may be unable to achieve best execution of client transactions, and that this practice may cost our clients more money.

We routinely recommend that a client direct us to execute the purchase or sale of securities through TD Ameritrade, Schwab, Fidelity, or Betterment Securities. Each client

will generally be required to establish their account(s) with TD Ameritrade, Schwab, Fidelity, or Betterment Securities if they have not already done so. Please note that not all advisers have this requirement. However, neither we nor any of our firm's related persons have discretionary authority in making the final determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected.

b. Permissibility of Client-Directed Brokerage.

We may allow clients to direct brokerage outside our recommendation. However, we may be unable to achieve the most favorable execution of client transactions. Client directed brokerage may cost clients more money. For example, in a directed brokerage account, you may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or you may receive less favorable prices.

Discussion of whether, and under what conditions, we aggregate the purchase or sale of securities for various client accounts in quantities sufficient to obtain reduced transaction costs (known as bunching). If we do not bunch orders when we have the opportunity to do so, we are required to explain our practice and describe the costs to clients of not bunching.

We perform investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when we believe that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Item 13: Review of Accounts or Financial Plans

A. Review of client accounts or financial plans, along with a description of the frequency and nature of our review, and the titles of our employees who conduct the review.

We review accounts for our Comprehensive Portfolio Management, Retirement Plan Consulting, and Liftoff clients on at least an annual basis. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. Only our Financial Advisors or Portfolio Managers will conduct reviews.

Liftoff clients are encouraged to review their accounts through the online platform on a regular basis and notify our firm or their money manager of any changes in their financial situation.

- B. Review of client accounts on other than a periodic basis, along with a description of the factors that trigger a review.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

- C. Description of the content and indication of the frequency of written or verbal regular reports we provide to clients regarding their accounts.

We generally do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we contact clients who subscribe to our Comprehensive Portfolio Management service.

As mentioned in Item 13A of this Brochure, College Financial Planning clients do not receive written or verbal updated reports regarding their plans unless they choose to engage our firm for ongoing services.

Item 14: Client Referrals & Other Compensation

- A. If someone who is not a client provides an economic benefit to our firm for providing investment advice or other advisory services to our clients, we must generally describe the arrangement. For purposes of this Item, economic benefits include any sales awards or other prizes.

Custodians:

As disclosed under Item 12 of this Brochure, we participate in TD Ameritrade's institutional program and we may recommend TD Ameritrade, Fidelity, or Schwab to Clients for custody and brokerage services. There is no direct link between our firm's recommendation of a custodian and the investment advice we give to our clients, although we receive economic benefits from our custodians that are typically not available to 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 firm's 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 have paid for business consulting and professional services received by our firm's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit our firm 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 our firm 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 duties 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 our firm or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our firm's choice of TD Ameritrade for custody and brokerage services.

We also received from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. Specifically, the Additional Services included reimbursement for Orion Advisor Services' portfolio accounting software. TD Ameritrade provided the Additional Services to our firm in its sole discretion and at its own expense, and we did not pay any fees to TD Ameritrade for the Additional Services. Our firm and TD Ameritrade entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services. Our firm's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to us, TD Ameritrade most likely considered the amount and profitability to TD Ameritrade of the assets in, and trades placed for, our firm's client accounts maintained with TD Ameritrade. TD Ameritrade had the right to terminate the Additional Services Addendum with us, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, we may have had an incentive to recommend to its clients that the assets under management by our firm be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. Our firm's receipt of Additional Services did not diminish our duty to act in the best interests of our clients, including to seek best execution of trades for client accounts. The Additional Services agreement expired on November 12, 2020.

The availability of the services from Betterment for Advisors benefits us because we do not have to produce or purchase them. In addition, we do not have to pay for Betterment Securities' services. These services may be contingent upon us committing a certain amount of business to Betterment Securities in assets in custody. We may have an incentive to recommend that you maintain your account with Betterment Securities, based on our interest in receiving Betterment for Advisors and Betterment Securities' services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Betterment Securities as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Betterment Securities' services (see "How we select brokers/custodians") and not Betterment for Advisors and Betterment Securities' services that benefit only us or that may not directly benefit you.

EquityZen:

Our firm has a referral arrangement with EquityZen, which is an online platform for trading pre-IPO employee shares from privately held companies. EquityZen will pay our firm 50% of the management fee charged by EquityZen to our firm's clients if we invest at least \$3,000,000 of our client's assets in the EquityZen Growth Opportunity Fund VII. We therefore have an incentive to advise clients to invest in the EquityZen Growth Opportunity Fund VII because EquityZen may share revenue that they earn with us. In order to help mitigate this conflict of interest, our firm will only recommend that high net worth clients invest in the EquityZen Growth Opportunity Fund VII when appropriate and if they are willing to risk the loss of the entire amount invested. Additionally, we will notify clients of the conflict, discuss the specific risks associated with the EquityZen Growth Opportunity Fund VII, and require clients to sign a risk acknowledgment form prior to participating in the investment.

- B. If our firm or a related person directly or indirectly compensates any person who is not our employee for client referrals, we are required to describe the arrangement and the compensation.

Our firm does not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940.

Item 15: Custody

All of our clients receive at least quarterly account statements directly from their custodians. Upon opening an account with a qualified custodian on a client's behalf, we promptly notify the client in writing of the qualified custodian's contact information. If we decide to also send account statements to clients, such notice and account statements include a legend that recommends that the client compare the account statements received from the qualified custodian with those received from our firm.

The SEC issued a no-action letter ("Letter") with respect to the Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of authorization ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our custodians:

- The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client's qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account.

Item 16: Investment Discretion

Clients provide our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, we are authorized to execute securities transactions, which securities are bought and sold, the total amount to be bought and sold, and the costs at which the transactions will be affected. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement.

Item 17: Voting Client Securities

We do not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 18: Financial Information

We are not required to provide financial information in this Brochure because: We do not require the prepayment of more than \$1,200 in fees and six or more months in advance. We do not have a financial condition or commitment that impairs our ability to meet contractual and fiduciary obligations to clients. We have never been the subject of a bankruptcy proceeding.