



FORM ADV PART 2A DISCLOSURE BROCHURE

December 19, 2024

**2701 N. Rocky Point Drive
Suite 1000
Tampa, FL 33607**

**Telephone: 813-264-0440
Facsimile: 813-962-8692**

www.calton.com

Email: compliance@calton.com

This Disclosure Brochure provides information about the qualifications and business practices of Calton & Associates, Inc. If clients have any questions about the contents of this Disclosure Brochure, please contact Calton at 813-264-0440. The information in this Disclosure Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about Calton & Associates, Inc. is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by using a unique identifier known as a CRD number. Calton & Associates, Inc. CRD number is 20999.

Item 2 - 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 filing of our last updating amendment dated 03-05-2024, we have made the following material changes to our Form ADV Part 2A.

On October 1, 2024, an amendment to the Form ADV Appendix 1 was filed to disclose that Calton & Associates became the owner of Mutual Trust Asset Management, Inc., a registered investment adviser. Certain registered representatives of our Company will be registered as investment adviser representatives of Mutual Trust Asset Management. Our advisory services fees are separate and distinct from the fees paid to our affiliated investment adviser for their services.

Item 10 has been updated to disclose the following:

We are affiliated with Dominion Portfolio Management, Inc., Mutual Trust Asset Management, Inc., and PeakShares LLC, registered investment advisers, through common control and ownership. Certain registered representatives of our Company will be registered as investment adviser representatives of Dominion Portfolio Management, Mutual Trust Asset Management, and/or PeakShares LLC.

Mutual Trust Asset Management offers retail clients portfolio management and other advisory services. Our advisory services are separate and distinct from the fees paid to Mutual Trust Asset Management for their services.

Item 3 - Table of Contents

Item 2 - Material Changes.....	2
Item 3 - Table of Contents.....	3
Item 4 - Advisory Business.....	4
Item 5 - Fees and Compensation	11
Item 6 - Performance-Based Fees and Side-By-Side Management.....	14
Item 7 - Types of Clients	15
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	15
Item 9 - Disciplinary Information.....	19
Item 10 - Other Financial Industry Activities and Affiliations.....	20
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	23
Item 12 - Brokerage Practices.....	24
Item 13 - Review of Accounts.....	26
Item 14 - Client Referrals and Other Compensation	27
Item 15 - Custody	27
Item 16 - Investment Discretion.....	28
Item 17 - Voting Client Securities	29
Item 18 - Financial Information.....	29
Item 19 - Requirements for State Registered Advisers	29
Item 20 - Additional Information	29

Item 4 - Advisory Business

About Calton

Calton & Associates, Inc. ("Calton") is a privately owned corporation registered as a Registered Investment Adviser with the United States Securities and Exchange Commission ("SEC"), and also as a broker/dealer with the SEC and Financial Industry Regulatory Authority ("FINRA"). Calton is licensed to conduct business as a broker/dealer and Registered Investment Adviser in all 50 states, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands.

Calton has approximately 130 independent Investment Adviser Representatives. Most of Calton's Investment Adviser Representatives ("IARs") are also dually registered as Registered Representatives ("RRs") and offer securities through Calton. Most RRs are also licensed as independent insurance agents who solicit, offer, recommend and sell fixed and variable insurance products in the states in which they conduct business.

Therefore, IARs can potentially be acting in all three capacities when soliciting, offering, recommending and selling investment products, investment advisory services, and/or insurance products to their clients. Maintaining dual registrations as RRs and IARs, and being licensed as independent insurance agents, creates conflicts of interest when the IARs are soliciting, offering, recommending and selling certain securities and insurance products to their clients. RRs may receive higher compensation for recommending certain products where the client pays a commission, creating an incentive for the RRs to offer those securities and insurance products over other products.

Types of Services Offered

Calton and its IARs may solicit, offer, recommend, and sell fee-based investment advisory services, including fee based financial planning, and fee-based asset managed accounts. IARs when also acting as RRs and/or independent insurance agents may also solicit, offer, recommend and sell securities and insurance products, including but not limited to individual stocks and bonds, mutual funds, closed end funds, Exchange Traded Funds ("ETFs"), fixed and variable insurance products, and non-traded alternative products, including but not limited to Real Estate Investment Trusts ("REITs"), Business Development Companies ("BDCs") private placements and Direct Participation Programs ("DPPs").

Generally, clients will be charged a commission when purchasing these types of securities or insurance products. Depending on the type of securities product recommended and sold, and/or the nature of the investment advisory services recommended by the IARs, clients may either be charged a commission for purchasing and selling securities or be charged an investment advisory fee or a combination of them. Commissions are most often charged for securities products purchased and sold on a transaction- by-transaction basis in a commission-based brokerage account or that are submitted to and purchased and held directly with a product sponsor. An investment advisory fee is usually charged as a percentage based on the amount of the client's assets being managed in the client's account with the IAR as agreed upon under an Investment Advisory Agreement signed by the client. Calton and its IARs may receive higher compensation for recommending certain types of accounts over others creating a conflict of interest to recommend certain types of accounts and some products over other products. See Item 5 (Fees and Compensation) for additional information on the commissions and fees charged.

The IAR will review and assess the client's financial situation, age, income, net worth, liquid net worth, tax status, investment objectives, investment experience, time horizon and risk tolerance whether to recommend commission-based securities products or charge an investment advisory fee for managing the client's assets or a combination of both. Some securities products, such as non-traded alternative products may not be eligible to be placed in a fee-based investment advisory account and can only be purchased on a commission basis. The background, experience, and educational information regarding

each Investment Adviser Representative is contained in the IAR's individual Brochure Supplement, which is known as the Form ADV Part 2B Brochure Supplement. A copy of the IAR's Part 2B Brochure Supplement will be provided to each client at or before the time the client executes the Investment Advisory Agreement with Calton. Calton and its IARs do not provide any advice regarding whether to participate in class action lawsuits brought by a third party against the issuers of securities held in a client's account.

The following provides a description of the types of investment advisory services offered and provided by Calton and its IARs:

Investment Advisory Services and Individual Portfolio Asset Management

IARs provide continuous advice to a client regarding the investment of the client's funds based on the individual needs of the client. The IAR and the client discuss the client's specific financial situation, goals, investment objectives, investment experience, time horizon, liquidity needs, and risk tolerance. The IAR then develops asset allocation strategies and/or models and makes recommendations to the client and manages the client's portfolio according to agreed upon parameters.

Investment management services are provided under a written Investment Advisory Agreement between Calton and the client. Under the terms of the Investment Advisory Agreement, the IAR is either authorized by the client to execute transactions on a discretionary basis without contacting the client or on a non-discretionary basis requiring the client's authorization for each investment recommendation. If the client's financial situation, investment objectives, time horizon, liquidity needs, or risk tolerance change he or she should promptly notify their IAR.

The IAR will work with the client to identify the asset allocation that meets the client's investment objectives, investment experience, time horizon, and risk tolerance. Calton and its IAR will then manage the client's account(s) to match the agreed upon asset allocation. Calton's clearing firms or a selected custodian will provide monthly or quarterly statements and a year-end tax summary. IARs may also choose to provide the client with quarterly performance reports of their accounts.

The types of investment advisory programs offered are described and listed below:

Separate Account Management Programs

Calton offers access to multiple money managers and allocation services through its Separate Account Management Programs. Calton may recommend or select a Separate Account Management Platform to manage all or a part of the client's assets. The P-MAP and T-MAP Programs include access to portfolio sub-managers.

Wrap Fee Programs

Calton offers the Innovation Managed Advisory Program ("I-MAP") and Premier Managed Advisory Program ("P-MAP") with the option to be charged under a wrap fee program. Calton is the sponsor and manager of the I-MAP and P-MAP wrap fee programs.

These wrap programs provide clients with access to an account with portfolio and asset management services charged under a single investment advisory fee that includes management fees, securities execution charges, and transaction costs. Calton and its IAR receive a portion of the wrap fee for the investment advisory services provided under the Investment Advisory Agreement. The overall cost the client will pay for participating in a wrap fee program may be higher or lower than the cost a client may pay by separately purchasing and selling the same types of securities in a commission-based brokerage account. Additional administrative fees of up to \$40 per quarter may be charged in both wrap and non-

wrap, investment advisory fee-based programs.

To compare the cost of the wrap fee program account with a non-wrap fee account, the client should consider the frequency of trading activity versus the transaction costs that would be incurred in a commission-based brokerage account. Calton and/or its IARs recommending a wrap fee program account versus a commission-based brokerage account may have a conflict of interest as Calton and/or its IAR may receive higher compensation for recommending the wrap account.

For more information about the I-MAP or P-MAP Wrap Fee Program, please see Appendix 1 to this Disclosure Brochure.

Innovation Managed Advisory Program ("I-MAP")

Calton and its IARs will construct and directly manage a portfolio of stocks, bonds, mutual funds, and Exchange Traded Funds ("ETFs"). The I-MAP program is offered as an all-inclusive wrap fee program where all management fees, transaction charges and expenses and the investment advisory fee are "wrapped" under one fee or as a non-wrap program where the commissions for transactions charges, fees, and expenses are paid by the client in addition to the asset-based investment advisory fee. Details regarding the I-MAP program can be found in the Form ADV-Appendix 1, Wrap Fee Program Brochure.

Premier Managed Advisory Program ("P-MAP")

Calton acts as the manager to the P-MAP program, constructs the client's portfolio and provides on-going investment management. Calton may appoint third-party money manager ("TPMM") investment adviser to manage a part or the entire portfolio. When a TPMM investment adviser is appointed, Calton will continue as the primary manager and the TPMM investment adviser will act as a sub-adviser to the client's portfolio. P-MAP program is offered as an all-inclusive wrap fee program where all fees, transaction charges and expenses and the investment advisory fee are "wrapped" under one fee or as a non-wrap program where the commissions for transactions, fees, and expenses are paid by the client in addition to the asset-based investment advisory fee. Details regarding the P-MAP program can be found in the Form ADV-Appendix 1, Wrap Fee Program

Third-Party Money Managers

IARs may recommend that the client engage the services of Third-party Money Managers ("TPMMs") investment advisers to provide investment management services regarding the client's account. TPMMs will be recommended when the TPMM's strategy fits within a particular client's financial situation, investment objectives, and risk tolerance. The services to be provided by the TPMM, the compensation to be paid, and other terms of the relationship between the client and the TPMMs will be described in the TPMMs disclosure brochure documents and managed account agreement. Calton and its IAR will receive a portion of the investment advisory fee paid by the client to the TPMM.

IARs are not permitted to recommend TPMMs unless the TPMM has been approved by Calton. Before approving a TPMM, Calton reviews and conducts due diligence on the TPMM investment adviser concerning its programs and performance, reviews the TPMM's client materials, including its Part 2A of Form ADV, disclosure documents, the TPMM's investment advisory agreement(s), performs a review of the TPMM's registration history, including any complaints or disciplinary actions by regulatory bodies and interviews the TPMM's personnel to discuss the TPMM's overall investment style, philosophy, management, and strategy to ensure that it fits with the client's financial situation, investment objectives and risk tolerance.

Calton will not approve a TPMM until it has conducted due diligence on the TPMM's knowledge, experience, investment philosophy and style and performance history. A TPMM will not be recommended

to a client unless the TPMM is registered or exempt from registration in the client's state of residence. The amount of the investment advisory fees charged varies depending on the TPMM and the amount of assets under management. The amount of investment advisory fees charged, and the portion received by Calton are disclosed and agreed upon by the client in the TPMM's Investment Advisory Agreement.

Neither Calton nor the IAR directly supervises or is responsible for the actions or investment advice provided by any TPMM investment advisers. However, Calton does conduct periodic reviews and monitors the TPMMs, including their investment performance and at its discretion Calton may terminate a TPMM. IARs will review the TPMM's performance, as they meet with their clients and will discuss if the TPMM is meeting the investment objectives agreed upon and whether to retain the TPMM. Calton and its IARs cannot predict, ensure or guarantee that any TPMM will continue to meet or maintain its stated investment objectives or performance.

Third-Party Asset Manager Portfolio Program ("T-MAP")

Calton and its IARs will customize an investment program for the client consisting of one or more compatible TPMM investment advisers. The T-MAP program is offered as a non-wrap fee program. The client will incur transaction costs, fees and other expenses in addition to the investment advisory fee.

Calton's T-MAP program provides the clients with the opportunity to have their portfolios professionally managed by outside TPMMs. The T-MAP program offers clients access to a variety of model portfolios to choose from with varying levels of risk. T-MAP program accounts are not managed by Calton but are managed by one or more TPMMs on a discretionary basis. T-MAP may consist of a variety of different securities types, including stocks, bonds, and mutual funds. Calton is not the sponsor for these TPMM investment advisers. Calton may act as either a "solicitor" or "sub-adviser" when it offers T-MAP programs to clients, as described below:

Solicitors:

When acting as a solicitor for the T-MAP program, Calton and its IAR do not provide investment advisory advice in relation to assets managed in the T-MAP program. The IAR will assist the client in selecting one or more T-MAP programs based on the client's financial situation, investment objectives, investment experience, time horizon, and risk tolerance. The TPMM investment adviser will be responsible for assessing the suitability of the products recommended to the client's risk profile. Calton and its IAR are compensated for referring the client to the TPMM program. The TPMM shares a percentage of the investment advisory fee with Calton and its IAR that the client pays to the T-MAP program. When Calton acts as a solicitor for a T-MAP program, the client will receive a written solicitor disclosure statement describing the nature of Calton's relationship with the T-MAP program, the terms of Calton's compensation agreement with the TPMM, the amount of compensation that Calton will receive for referring the client to the TPMM and the amounts that the client will be charged for other fees and expenses in the T-MAP program in addition to the investment advisory fee paid to the T-MAP.

Co-Advisers or Sub-advisers:

Under a co-adviser or sub-adviser relationship between Calton and the TPMM investment adviser of the T-MAP program, Calton and TPMM are jointly responsible for the ongoing investment management of the client's account. The client's IAR will assist the client in obtaining his or her investor profile. The client's responses will assist the IAR with understanding the client's financial situation, investment objectives, risk tolerance, and investment time horizon. The IAR will assist the client in determining which T-MAP model or portfolio strategy is appropriate. As part of establishing a new account, the client will receive Calton's Form ADV Part 2A Disclosure Brochure as well as the Disclosure Brochures for each TPMM selected to manage all or a part of the client's portfolio.

Since each T-MAP portfolio is structured with different investment products, the client should carefully review all documents provided with the T-MAP program.

These documents include, but are not limited to:

1. The T-MAP's Form ADV Part 2A or Disclosure Brochure for specific program descriptions.
2. The T-MAP's Client Agreement as well as any other agreement covering a T-MAP program for specific contractual terms (including investment advisory fees, charges and expenses, billing methods, and administrative and other fees)
3. additional disclosure or offering documents provided by the T-MAP in connection with specific investment products offered in the program.

IARs may recommend that the client engage the services of TPMM investment advisers to provide investment management services regarding the client's account. TPMMs will be recommended when the TPMM's strategy meets the parameters agreed upon regarding the client's financial situation, investment objectives, investment experience, time horizon, and risk tolerance. The services to be provided by the TPMM, the compensation to be paid, and other terms of the relationship between the client and the TPMMs will be described in the TPMMs' Disclosure Brochure documents and managed account agreement. Calton and its IAR will receive a percentage of the investment advisory fee paid by the client to the TPMM.

IARs are not permitted to recommend TPMMs unless the TPMM has been approved by Calton. Before approving a TPMM, Calton reviews and conducts due diligence on the TPMM investment adviser concerning the program offered, its performance. Calton reviews the TPMM's client materials, including its Form ADV Part 2A, Disclosure Documents, the TPMM's investment advisory agreement(s) and performs a review of the TPMM's registration history, including any complaints or disciplinary actions by regulatory bodies. Calton interviews the TPMM's key personnel to discuss the TPMM's overall investment style, philosophy, management, and strategy to ensure that the program meets with the client's financial situation, investment objectives, investment experience, time horizon, and risk tolerance.

Calton will not approve a TPMM until it has conducted due diligence on the TPMM's knowledge, experience, investment philosophy and style and performance history. A TPMM will not be recommended to a client unless the TPMM is registered or exempt from registration in the client's state of residence. The amount of the investment advisory fees charged varies depending on the TPMM and the amount of assets under management. The amount of investment advisory fees charged is disclosed and agreed upon by the client in the TPMM's Investment Advisory Agreement.

Neither Calton nor the IAR directly supervises or is responsible for the actions or investment advice provided by any TPMM investment advisers. However, Calton does conduct periodic reviews and monitors the TPMMs, including their investment performance and at its discretion, Calton may terminate a TPMM. IARs will review the TPMM's performance with their clients periodically and will discuss if the TPMM is meeting the client's agreed upon investment objectives and whether to retain the TPMM. Calton and its IARs cannot predict, ensure, or guarantee that any TPMM investment adviser will continue to meet or maintain its stated investment objectives or performance.

Financial Planning

Calton and its IARs may offer fee-based financial planning services. Financial planning is a detailed written analysis of a client's current and future financial situation using current data and variables to estimate future cash flows, asset values and withdrawal plans. Clients purchasing financial planning services will receive a written financial plan, report and/or analysis depending on the complexity of the financial planning services provided.

In general, the financial plan, report and/or analysis will address any or all, of the following areas:

1. Asset Allocation: Based on the client's financial situation, investment objectives, and risk tolerance, IARs may recommend certain asset classes or asset allocations.
2. Education Planning: Based on the client's financial situation, investment objectives, and risk tolerance, IARs may make an analysis and recommendations as to the savings and investment goals clients would need to set in order to provide adequate funding for education expenses.
3. Estate Planning: Based on the client's financial situation, investment and estate distribution objectives, and risk tolerance, IARs may make an analysis and recommendation for strategies with solutions to help ways maximum estate value retention and liquidity.
4. Financial Statements and Portfolio Reports: IARs may provide clients with a financial statement or portfolio report and analysis.
5. General Analysis and Planning: IARs can also provide planning on a more focused basis. This may include advice on one or more separate area(s) such as estate planning, retirement planning or other planning service offered by Calton.
6. Insurance Profile/Analysis: IARs may create an analysis and make recommendations as to the adequacy of insurance coverage and possible solutions to any perceived gaps in insurance.
7. Retirement Planning and Analysis: Based on the client's financial situation, investment objectives, and risk tolerance, IARs may make an analysis and recommendations as to the savings and investment goals clients would need to set in order to provide adequate funding and income to maintain their standard of living in retirement.
8. Business Retirement Planning: Based on a business's objective provide or assess retirement planning opportunities for its employees and/or partners. IAR may review the current business retirement plan, assist in the review or preparation of an Investment Policy Statement, or work with the business to create and implement a retirement plan.

Information gathered includes the client's current financial situation, tax status, future goals, returns, objectives, and attitudes toward risk. The IAR will review financial documentation and statements provided by the client and may have the client complete a risk tolerance questionnaire. The IAR will then prepare a written financial plan, report and/or analysis specific to the financial planning services agreed upon with the client.

The implementation of financial plan recommendations made by the IAR is entirely up to the client. The client is under no obligation to act on IAR's financial planning recommendations. Should the client choose to act on any of the IARs recommendations, the client is not obligated to implement the financial plan through Calton or its IAR. The client may open accounts and execute securities transactions directly through any other brokerage firm or investment adviser. The financial plan is usually presented to the client within 90 days of the agreement date, provided that all information and documentation needed to prepare the financial plan has been promptly provided by the client.

Since IARs of Calton may also be Registered Representatives ("RRs") of Calton, recommendations made to implement financial plans are limited to only those products offered through Calton. Any insurance recommendations will be limited to the insurance companies the IAR is licensed and appointed to conduct business with as an insurance agent or broker. Calton's IARs do not make specific recommendations concerning the purchase or sale of specific securities in the financial plan. Clients should be aware that there can be no assurance or guarantee that any of the objectives and goals outlined in the financial plan may be achieved.

Selection of Other Advisers

As part of the P-MAP and T-MAP program, Calton may recommend that the client use the services of a TPMM to manage the entire portfolio or a portion of the client's portfolio. After gathering information about the client's financial situation, investment objectives, time horizon and risk tolerance, Calton may recommend that the client use a specific TPMM or investment program. Factors that Calton takes into

consideration when making a recommendation for specific TPMMs include the TPMMs' methods of analysis, investment strategy, style, performance, and fees.

If Calton and/or its IAR recommends a TPMM to the client, he or she will be required to enter into separate investment advisory agreements with the chosen TPMMs as well as Calton.

Retirement Plan Consulting Services

Calton and its IARs may offer various levels of investment advisory services to employer sponsored employee benefit plans. The services are designed to assist plan sponsors in meeting their management and fiduciary obligations to the participants in employer sponsored plans covered under the Employee Retirement Income Securities Act ("ERISA"). Pursuant to adopted regulations of the U.S. Department of Labor, Calton is required to provide the plan fiduciary with a written statement of the services Calton provides to the employer sponsored plan, the compensation Calton receives, actual and potential conflicts of interest, and the capacity in which Calton acts on behalf of the plan.

The specific services and fees may include but are not limited to:

1. Assistance with the development and/or review of the Investment Policy Statement ("IPS")
2. Assistance with the review, selection, and monitoring of Designated Investment Alternatives ("DIAs")
3. Assistance with the creation and management of Model Asset Allocation Portfolios ("Models") comprised of the plan's underlying DIAs
4. Assistance with the review, selection and the monitoring of Qualified Default Investment Alternatives ("QDIA")
5. Providing plan participants advice related to Plan specific DIAs

In addition, Calton may offer non-fiduciary retirement plan consulting services such as participant and fiduciary education, vendor selection, support for reporting and technology services, and other non-investment related assistance.

In providing fiduciary services to the Plan and its participants, Calton and/or its IAR may act as a fiduciary under ERISA Part 4 of Title I offering non-discretionary advice as defined in Section 3(21) under ERISA, or as a discretionary fiduciary to the plan as defined in Section 3(38) under ERISA. Calton is not subject to any disqualifications under Section 411 of ERISA.

The services are described in further detail in The Retirement Plan Advisory Agreement and Disclosure.

Retirement Plan Participant Services

The plan sponsor may request these services at no additional cost to the participant. The IAR may make recommendations to assist the plan sponsor with creating risk-based models comprised solely of the Plan's DIAs based on the Plan's IPS or other investment guidelines. Upon specific request an IAR may meet with a participant to discuss the investment options available within the plan. The IAR may meet with plan participants periodically to collect information necessary to complete a profile to identify the participant's individual investment objectives, investment experience, risk tolerance, and time horizon.

Based upon each participant's profile, IAR may provide written recommendations to assist with the investment allocations for his or her individual Plan account among one or more of the Plan's DIAs or models, if available. The participant retains sole discretion over the investment options in their account. For individuals who are retiring or changing jobs, IARs may provide educational information about the

participant's options. For participants who individually make the decision to leave the plan as a result of retirement or a change to a new employer, IAR may be separately engaged to provide recommendations to plan participants on the advisability of taking retirement plan distributions. Any services to plan participants that include discussions about individual distributions or how to invest proceeds of a distribution from the employer sponsored plan will be performed separately with the plan participant. The IAR will cover the four options with the client including:

1. Leaving the assets in the former plan, if permitted;
2. Rollover the assets to new employer, if available and permitted;
3. Rollover to an IRA; or
4. Cash out the account value.

Factors relevant when comparing rollover options available to an individual generally include age, financial situation, liquid net worth, investment options, fees and expenses, services, conflicts of interest, penalties, protection from creditors and legal judgments, required minimum distributions, and tax consequences.

Assets Under Management

As of October 31, 2024, Calton provides continuous management services for \$1,129,085,616 in clients' assets on a discretionary basis, and \$ 86,936,085 in clients' assets on a non-discretionary basis.

Item 5 - Fees and Compensation

Portfolio Management Services

Calton charges investment advisory fees for its portfolio management services based on a percentage of assets in clients' accounts up to 2.60%. Calton's investment advisory fees may be negotiable, depending on the individual client as agreed upon under the Investment Advisory Agreement. Calton's investment advisory fees will vary and are determined by the IAR managing the client's investment advisory account, and the type of program selected. The investment advisory fee may be higher or lower than what other clients pay the IAR for similar services. TPMM investment advisers may charge a separate investment advisory fee that is in addition to Calton's investment advisory fee. The total investment advisory fees charged to the client by Calton are outlined and disclosed in the Investment Advisory Agreement signed by the client.

With respect to the T-MAP program, Calton's investment advisory fee is separate from the investment advisory fees charged by the Third-party Money Managers ("TPMMs"). Investment advisory fees that the client pays to the TPMMs are outlined and disclosed in the Disclosure Brochure provided by each TPMM. The investment advisory fees charged by the TPMMs may or may not be negotiable. Clients should review the recommended TPMM's Disclosure Brochure and review the TPMM's investment advisory fees adding them to Calton's investment advisory fees to determine the total amount of investment advisory fees the client will pay for the program selected.

Calton generally bills clients' accounts its investment advisory fee quarterly in advance. However, depending on the custodian of the account or TPMM selected, accounts may be billed either in advance or in arrears on a quarterly, monthly, or daily basis. Clients should refer to their account documents for information on how the total investment advisory fee will be charged and the billing calculation method applicable to their specific account(s). If the Investment Advisory Agreement is executed at any time other than the first day of a billing period, Calton will charge the investment advisory fees on a pro rata basis on the number of days in the billing period from the date of account opening.

Calton will deduct its investment advisory fee directly from clients' accounts held at the qualified custodians or send clients an invoice for the payment of the investment advisory fee. Calton will deduct its investment advisory fee only when the client has authorized in writing the deduction of the investment advisory fees from his or her account. The qualified custodian will deliver an account statement to clients no less than quarterly. Clients should review all statements for accuracy.

Either the client or Calton may terminate the Investment Advisory Agreement upon 30 days written notice to the other party. The investment advisory fee will be pro-rated for the billing period from the date of cancellation. Calton will refund any unearned investment advisory fees back to the client.

Certain clients may be charged for portfolio investment performance by Calton under specific terms in the Investment Advisory Agreement, pursuant to a performance-based fee schedule. Clients agreeing to be charged under the performance-based fee schedule will be charged a quarterly fixed investment advisory fee and a performance-based investment advisory fee based on a schedule detailed under Item 6 (Performance-Based Fees and Side-By-Side Management) of this document.

Financial Planning Services

Calton and/or its IARs charge either a flat fixed or an hourly fee for financial planning services. The financial planning fee is negotiable between the client and IAR and is generally based on the complexity and scope of the financial plan, report, or analysis. The scope of the financial planning services, the financial planning fees charged, and the terms of the Financial Planning Agreement will be negotiated on a case-by-case basis with each client.

Calton or the client may terminate the Financial Planning Agreement upon written notice to the other party. Fees charged for financial planning services that have not been completed by the IAR will be refunded to the client.

Selection of Other Advisers

As part of the T-MAP program, Calton charges a separate investment advisory fee for the selection of other advisers in addition to the investment advisory fee you pay the TPMM. The investment advisory fee paid to the TPMM is disclosed in the TPMM's Disclosure Brochure. The TPMMs' investment advisory fees may or may not be negotiable. Calton's compensation may differ depending upon the compensation agreement Calton has with each TPMM. Therefore, a conflict of interest exists where Calton and/or its IARs may have an incentive to recommend one TPMM over another that charges a higher investment advisory fee when Calton and/or its IAR would receive higher compensation.

The client will be required to sign an investment advisory agreement directly with the recommended TPPM(s). The client may terminate his or her investment advisory agreement with the TPPM according to the terms of the agreement with the TPPM. The client should review each TPPM's Disclosure Brochure for specific information on how to terminate the investment advisory agreement with the TPPM and how to receive a refund. The client should contact the TPPM directly for questions regarding his or her investment advisory agreement with the TPPM.

Retirement Plan Consulting Service Fees

Retirement Plan Consulting Services are available for a flat fee, based on Assets Under Management ("AUM"), or at an hourly rate for one time consulting service. The scope of the retirement plan consulting services, the investment advisory fees charged, and terms of the consulting services are negotiated on a case-by-case basis with each client and vary depending on the size, complexity and needs. Retirement plan consulting fees generally are charged as follows:

1. Fees for Assets Under Management may not exceed 1.5%;
2. Fees for one time consulting fees may not exceed \$50,000;
3. Hourly Fees may not exceed \$500 an hour

Either Calton or the client may terminate the Retirement Plan Consulting Agreement upon 30-day written notice to the other party. The client will receive a pro-rata refund for consulting fees paid for services that have not been completed.

Additional Fees and Expenses

As part of Calton's investment advisory services to the client, Calton and/or its IAR may invest or recommend that the client invest in mutual funds and Exchange Traded Funds ("ETFs"). The investment advisory fees that the client pays to Calton for managing his or her account(s) are separate and distinct from the fees, charges and expenses charged by the mutual fund companies and the product sponsors of the ETFs. More complete information about the fees, charges and expenses can be found in the mutual fund companies' or ETFs' prospectuses. Mutual fund and ETFs Clients may incur transaction charges and/or brokerage fees when purchasing or selling securities. Disclosure of the full costs is in the mutual funds or ETFs' prospectuses. For information on Calton's brokerage practices, please refer to the "Brokerage Practices" section of this brochure.

Margin Accounts

Calton may approve clients' accounts to trade using margin. Each client must sign a separate margin agreement prior to margin being approved for the client's account. Investment advisory fees for advice and execution of securities transactions in the client's account are based on the total dollar value of the assets held in the account, which includes the value of the securities purchased on margin. While a negative amount may be shown on a client's statement for the margined security as the result of a lower net market value, the amount of the investment advisory fee is based on the actual market value. Calton and/or its IARs recommending margin accounts in fee-based investment advisory accounts could create a conflict of interest where Calton and/or its IAR may have an incentive to recommend the use of margin to create a higher market value in the client's account, and therefore receive a higher investment advisory fee. The use of margin will also result in interest being charged in the client's account in addition to all other fees, charges, and expenses associated with the account. The use of margin in fee-based investment advisory accounts should be carefully reviewed by the client.

Compensation for the Sale of Other Securities and Investment Products

Calton is also registered as a broker-dealer with the SEC and FINRA. IARs providing investment advice on behalf of Calton are also Registered Representatives ("RRs") with Calton. When acting in their capacity as RRs, the IARs may also receive commission-based compensation in connection with the purchase and sale of mutual funds and other securities. The compensation includes "12b-1 fees," which are fees mutual fund companies pay to broker-dealers or their RRs for the sale of mutual funds or marketing and other expenses. Beginning in June 2018, Calton adopted a policy of crediting back to the clients any 12b-1 fees received by Calton and/or its RRs from the sale of mutual funds. Calton adopted this policy to eliminate the conflicts of interests that previously existed in recommending that clients purchase share classes of mutual funds that paid 12b-1 fees in fee-based investment advisory accounts, when there was a share class of the same fund that did not charge a 12b-1 fee.

Commissions or other compensation earned by IARs when acting as RRs is separate and in addition to the investment advisory fees charged by Calton and/or its IARs. The receipt of any commission compensation presents a conflict of interest because IARs who are RRs and provide investment advice on behalf of Calton have an incentive to recommend securities that are commission-based. This conflict of interest exists even though Calton credits back the 12b-1 fees discussed above.

IARs who are acting as RRs may also recommend both fee-based investment advisory and commission-based brokerage accounts. Calton reviews and evaluates conflicts of interest. As part of Calton's evaluation, the firm reviews whether each proposed commission-based brokerage transaction is suitable for the client and is consistent with Calton's obligation to act in the clients' best interests.

Clients are under no obligation, contractually or by agreement, to purchase securities products through any IAR or RR registered with Calton. When transferring securities into a fee-based investment advisory account, clients should consider and discuss with their IAR the following:

1. Whether there was a commission that was previously charged for a security being transferred, purchased or sold in their accounts;
2. Whether the securities held in a commission-based brokerage account should be transferred and managed in a fee-based investment advisory account; or
3. Whether the securities in a fee-based investment advisory account should be transferred and held in a commission-based brokerage account.

Calton IARs providing investment advice may also be licensed in states as insurance agents. IARs acting as insurance agents will earn commission-based compensation for soliciting, recommending and selling insurance products to clients. Insurance commissions from the sale of insurance products earned by IARs acting as insurance agents are separate from the investment advisory fees charged by Calton and/or its IAR. The recommendation and sale of insurance products is a conflict of interest, because IARs providing investment advice who are insurance agents have an incentive to recommend insurance products to the client that pays them additional commission compensation. The client is under no obligation, contractually or by agreement, to purchase insurance products through any IAR acting as an insurance agent.

When Calton acts as a broker/dealer, its primary source of income is derived from commission-based compensation received from the purchases and sales of investment products Calton recommends to its clients. Certain securities including bonds are customarily not charged commissions but are purchased and sold by Calton to its clients on a riskless principal basis where Calton charges a mark-up on the purchase amount or a mark-down on the selling amount to the client. The client is notified that Calton is acting as principal and authorizes Calton to mark-up or mark-down in advance of the transaction.

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

Calton may charge side-by-side management or performance-based fees to certain clients under the terms of the Investment Advisory Agreement. Generally, clients having a net worth greater than \$2,200,000 or clients where Calton manages at least \$1,100,000 in assets upon account opening may be charged performance-based fees under the terms of the Investment Advisory Agreement.

Performance-based fees are investment advisory fees that are charged based on a share of capital gains or capital appreciation of a client's account. The fixed portion of the investment advisory fee will not exceed 25% of the account balance payable quarterly in advance. The performance investment advisory fee is generally equal to a maximum of 10% of the net increase in the account value (adjusted for additional investments, redemption and other non-performance related changes) for the preceding month (or portion thereof if less than a month). In general, Performance-based investment advisory fees are calculated and charged quarterly in arrears. In certain instances, performance-based investment advisory fees are calculated monthly and charged quarterly in arrears, therefore an account may incur an investment advisory fee for a given month during a quarter even though the account value at the quarter-end may be below the account value at the beginning of the quarter. The client is provided with a detailed performance-based investment advisory fee calculation on a quarterly basis.

Investment advisory fees will be adjusted for deposits and withdrawals made during the 12-month period. In the event the client makes a complete withdrawal from the account on a date other than year-end, investment advisory fees will be due at the time of withdrawal. Refer to the Fees and Compensation section above for additional information on performance-based investment advisory fees.

Calton manages accounts that are charged performance-based investment advisory fees while at the same time managing accounts that may also have similar objectives that are not charged performance-based investment advisory fees. Charging performance-based investment advisory fees and non-performance based investment advisory fees at the same time creates a conflict of interest, which is described in the following paragraphs.

Performance-based investment advisory fees create an incentive for Calton to make recommendations for investments that may be considered having more risk or may be more speculative than would be the case without the performance-based fee arrangement.

Performance-based investment advisory fees may also create an incentive for Calton and/or its IAR to overvalue investments which do not have a readily obtainable market value. In order to address this conflict, Calton has adopted policies and procedures that require the firm to "fairly value" any investments, which do not have a readily obtainable market value. It may also cause Calton to recommend accounts where it charges a performance-based fee over accounts that it does not charge a performance-based fee. Calton may have an incentive to allocate certain securities, such as initial public offerings to clients who are charged performance-based fees over clients who are charged asset-based fees only. To address this conflict of interest, Calton has adopted policies and procedures that require the firm to allocate securities to clients' accounts without regard to whether the account pays performance-based versus asset-based investment advisory fees.

Item 7 - Types of Clients

Calton offers investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

To open and maintain a portfolio management account with Calton, the firm generally requires that the client have an initial account value of at least \$50,000. Calton may at its discretion accept clients with smaller account values.

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

Methods of Analysis and Investment Strategies

Calton uses one or more of the following methods of analysis or investment strategies when providing investment advice to the client:

1. Charting Analysis - involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.
2. 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's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.
3. Technical Analysis - involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

4. Cyclical Analysis - a type of technical analysis that involves evaluating recurring price patterns and trends.
5. 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.
6. Short Term Purchases - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.
7. 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.
8. Covered Options Writing - As a part of its portfolio management investment strategy, Calton and/or its IARs may recommend that the client sell covered calls against positions in the client's account to manage downside market risk and generate income returns.

Calton's investment strategies and advice may vary depending upon each client's specific financial situation. Calton determines investments and allocations based upon the client's age, financial situation, investment objectives, investment experience, risk tolerance, time horizon, liquidity needs, and other relevant factors. The investment restrictions and guidelines required by each client may affect the composition of their securities portfolio.

Charting, Fundamental, and Technical Analysis:

The risk of market timing based on charting and technical analysis is that charts may not accurately 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. 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. The risk of cyclical analysis is that economic and/or business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. 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.

Frequent Trading:

Calton may use investment strategies that involve buying and selling securities frequently in an effort to capture market gains and/or to help avoid losses during periods of market volatility. Frequent trading can negatively affect investment performance, particularly through increased brokerage, other transactional costs and taxes.

Exchange-Traded Funds ("ETFs"):

ETFs are registered as investment companies under the Investment Company Act of 1940. ETFs may be structured as open-end mutual funds or Unit Investment Trusts ("UITs"). ETFs differ from open-end mutual funds in that ETF shares are listed on national securities exchanges. ETF shares can be bought and sold throughout the trading day the same as shares of other publicly traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the "spread." The spread fluctuates over time based on the ETF's trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940 some ETFs particularly those that invest in commodities are not registered as investment companies. ETFs may be closed and liquidated at the discretion of the issuing company.

Exchange-Traded Notes ("ETNs"):

ETNs are senior unsecured debt obligations designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets, for example, commodity futures, foreign currency and equities. ETNs are similar to ETFs and are listed on an exchange and can typically be bought or sold throughout the trading day. ETNs are not mutual funds and do not have a net asset value. ETNs trade at the prevailing market price. Some of the more common risks of ETNs are as follows:

1. The repayment of the principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the ETN issuer's ability to pay.
2. The trading price of the ETN in the secondary market may be adversely impacted if the issuer's credit rating is downgraded. The index or asset class for performance replication in an ETN may or may not be concentrated in a specific sector, asset class or country and may therefore carry specific risks.
3. ETNs may be closed and liquidated at the discretion of the issuing company.

Leveraged and Inverse ETFs, ETNs and Mutual Funds:

Leveraged ETFs, ETNs and some mutual funds sometimes referred to as "ultra" or "2x" are designed to provide a multiple of the underlying index's return, typically on a daily basis. Inverse products are designed to provide the opposite of the return of the underlying index, typically on a daily basis. Leveraged and inverse ETFs are different from and can be riskier than non-leveraged ETFs, ETNs and mutual funds. Leveraged and inverse ETFs are designed to provide returns that generally correspond to the underlying index, but they often do not replicate the performance of the underlying index, because of market fluctuations and volatility associated with them. To accomplish their objectives, leveraged and inverse ETFs may use a range of strategies, including swaps, futures contracts and other derivatives. Leveraged and inverse ETFs may not be diversified and can be based on commodities or currencies. Leveraged and inverse ETFs may have higher expense ratios and be less tax-efficient than non-leveraged ETFs, ETNs and mutual funds. Daily resetting of the asset values of leveraged and inverse ETFs may add to the volatility and fluctuations. As a result, this may prevent leveraged and inverse ETFs from achieving their stated investment objective. In addition, compounding of the returns can produce a divergence from the underlying index over time, when using leveraged and inverse ETFs. In highly fluctuating and volatile markets with large positive and negative swings, return distortions can be magnified over time.

Because of the potential for large fluctuations, leveraged and inverse ETFs that have a daily reset option should be actively monitored daily. Leveraged and inverse ETFs are generally not appropriate as an intermediate or long-term holding and Calton and/or its IARs do not recommend them to their investment advisory clients.

Margin:

Buying on margin means borrowing money from a broker/dealer to purchase stock. Margin trading allows the client to buy more stock. An initial deposit of at least \$2,000 is required for a margin account. This deposit is known as the minimum margin. Calton and/or its clearing firms that custody clients' accounts may require higher initial margin amounts. Once the account is approved the client may borrow up to 50% of the purchase price of a stock. This portion of the purchase price is known as the initial margin.

Not all stocks are eligible to be traded on margin. When selling a stock in a margin account, part or all of the proceeds may be used as repayment of the margin loan until it is fully paid. If the account balance

falls below a minimum required level, there is maintenance margin requirement, which is the minimum account balance that a client must maintain in the account. The client may need to deposit additional funds or sell stock to pay the outstanding loan balance. This is called a margin call. If for any reason the client cannot meet the amount of the margin call, the broker/dealer has the right to sell securities in the client's account to cover the margin call. The broker/dealer is not required to consult the client before selling. The client does not control which stock is sold to cover the margin call.

Clients pay interest on the outstanding loan balances. The interest charges are applied to the clients' accounts and the margin debt balance amount increases over time as interest charges accrue. In volatile markets, prices of stocks may decline quickly increasing the margin debit balance. This creates a conflict of interest, as Calton and/or its IAR receive investment advisory fees on securities that are being charged interest on margin. Therefore, Calton and/or its IARs generally will not recommend the use of margin in fee-based investment advisory accounts. Any proposed margin use in a fee-based investment advisory account must be approved by a home office supervisor.

Options:

Options are complex securities that involve risks and are not suitable for many investors. Option trading can be speculative in nature and carry risk of loss of the entire premium invested. It is generally recommended that clients only invest in options with capital that they can risk. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an underlying asset at a specific price on or before a certain date called the expiration date. The two main types of options are calls and puts.

A call gives the holder the right to buy an asset at a certain price within a specific period of time. Buyers of calls have the expectation that the price of the underlying stock will increase before the option expires resulting in an increase in the value of the stock call option.

A put gives the holder the right to sell an asset at a certain price within a specific period of time. Buyers of puts have the expectation that the price of the stock will fall before the option expires resulting in an increase in the value of the stock put option.

Calton and its IARs do not recommend the purchases of calls and puts in discretionary investment advisory accounts. The client may purchase calls and puts on an unsolicited basis in his or her investment advisory account. However, if the client desires to use an active options strategy to purchase calls and puts, purchases must be executed in a commission-based brokerage account. As a part of its portfolio management investment strategy, Calton and/or its IARs may recommend that the client sell covered calls against positions in the client's account to manage downside market risk and generate income returns.

Tax Implications:

Certain strategies and investments may have unique and significant tax implications. Unless Calton and the client agree in writing, tax efficiency is not the primary consideration in the management of the client's account. Calton recommends that clients consult with their own qualified tax professionals regarding the tax consequences in their accounts.

As a result of revised Internal Revenue Service ("IRS") regulations, custodians and broker-dealers were required to report the cost basis of securities acquired in clients' accounts on January 1, 2011. The custodian for the client's Calton account will automatically default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of the investments in clients' accounts. The client is responsible for contacting his or her tax advisor to determine if the FIFO accounting method is the right choice for the client. If the client's tax advisor believes another accounting method is more suited for the client, a written notice to Calton is required and Calton will notify the custodian of the selected

accounting method. Deciding on which cost basis accounting method is preferred must be made prior to the settlement of transactions in the account. The cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves the potential risk of loss and the client should be prepared to bear the risk of account losses. Calton does not represent or guarantee that its investment advice, services or methods of analysis can or will be successful, predict future results, successfully identify market tops or bottoms, or prevent the risk of losses due to market corrections or declines.

Calton and/or its IARs cannot make any guarantees or promises that the client's goals and investment objectives will be met. Past performance is not a guarantee of future success or performance.

Recommendations of Particular Types of Securities

As disclosed under the "Advisory Business" section in this Brochure, Calton and/or its IARs may recommend many different types of securities. Calton and/or its IARs do not necessarily recommend one particular type of security, since each client has different financial situations, investment objectives, investment experience, time horizons, and tolerance for risk. Each type of security has its own risks. Similar investment types can have risks that vary widely. Generally, the higher the anticipated or expected return of an investment, the higher the potential risk of loss that may be associated with it.

Calton and/or its IARs may recommend certain types of alternative investments. Generally, recommendations to alternative investments and strategies are for clients who have higher liquid net worth, have significant investment experience and the amounts are limited to certain percentages in the client's account. Clients investing in alternative investments and strategies will receive additional disclosure information regarding the risks involved with these types of investments.

For certain clients, Calton and/or its IAR may recommend a percentage of the client's portfolio be invested in illiquid or non-traded investment products, including Limited Partnerships, Direct Participation Programs ("DPPs"), Business Development Companies ("BDCs") and/or Real Estate Investment Trusts (REITs). Prior to recommending any non-traded investment products, Calton and/or its IAR will discuss with the client the differences and the risks associated with non-traded investments including the lack of liquidity and the restrictions on being able to sell the non-traded product. Calton and/or its IAR do not charge any commissions for the purchase of these types of products and recommends only investment advisory share classes if they are purchased in fee-based investment advisory accounts.

Item 9 - Disciplinary Information

On September 14, 2016, without admitting or denying the findings, Calton entered into an Acceptance, Waiver and Consent with FINRA and was fined \$5,000 based on findings that it failed to report transactions in Trade Reporting and Compliance Engine (TRACE)-eligible securitized products to TRACE within the time required by FINRA rule 6730(a).

On March 11, 2019, Calton signed a consent order with the SEC to cease and desist from committing or causing any violations and any future violations of sections 206(2) and 207 of the Investment Advisers Act of 1940. Calton was censured, and paid disgorgement of \$278,157.85 and prejudgment interest of \$26,886.76 and was required to take undertakings enumerated in the offer of settlement. Calton elected to self-report under the SEC share class selection disclosure ("SCSD") initiative. As a result of the self-reporting, Calton consented to the SEC order. Calton was one of 79 investment advisers included in the SEC's initial release of SCSD orders. As ordered, beginning in June 2018,

Calton adopted a policy of crediting back to each client's account any 12b-1 fees received by Calton or any of its representatives from the sale of mutual funds in investment advisory accounts.

The Order found that Calton breached its fiduciary duty to clients through inadequate disclosures in connection with the sale of mutual fund share classes and the 12b-1 fees Calton received between January 1, 2014, and June 7, 2018 (the "Relevant Period"). During the Relevant Period, Calton purchased, recommended, or held in clients' investment advisory accounts mutual fund share classes that charged 12b-1 fees instead of lower-cost share classes of the same funds for which the clients were eligible. During the Relevant Period, Calton received 12b-1 fees in connection with these investments. Calton failed to disclose on its Form ADV or otherwise the conflicts of interests related to (a) Calton's receipt of 12b-1 fees, and/or (b) Calton's selection of mutual fund share classes that paid 12b-1 fees.

On December 18, 2020, the firm was censured and fined \$18,000 and required to update its WSPs with respect to TRACE reporting. Without admitting or denying the findings, the firm consented to the sanctions and to the entry of findings that it reported to TRACE customer allocation transactions in trace-eligible securitized products that should have been reported as block transactions. The findings stated that the firm executed block trades in trace-eligible securities with an investment advisor not affiliated with the firm. The block orders were then allocated to the investment advisor's customers' accounts, resulting in customer allocation transactions. The firm in turn reported to trace the customer allocation transactions when it should have only reported the block trades it executed with the investment advisor. The findings also stated that the firm failed to report to trace the correct capacity and/or commission for transactions in TRACE-eligible securities.

On May 18, 2021, Calton was censured, and fined \$250,000 and ordered to pay \$472,007.20, plus interest in restitution to customers and required to retain an independent outside consultant. During the period from February 2014 to February 2020, the firm failed to establish and maintain a supervisory system reasonably designed to achieve compliance with the suitability obligations in connection with sales to customers who purchased non-traditional and volatility-linked exchange traded products ("ETPs") in violation of NASD rule 3010(a) and FINRA rules 2111, 3110(a) and 2010. During the period from January 1, 2018 to June 21, 2018, the firm failed to offer retail customers educational materials prior to their first purchases of collateralized mortgage obligations ("CMOs") in violation of FINRA rules 2216(b)(2) and 2010, and failed to establish, maintain and enforce a supervisory system, including written supervisory procedures ("WSPs"), reasonably designed to achieve compliance with FINRA rule 2216(b)(2), in violation of FINRA rules 3110 and 2010. The firm also unreasonably assigned an individual to supervise a registered representative despite the presence of a conflict of interest, in violation of FINRA rules 3110(a)(6), 3110(b)(6), and 2010, and it allowed a non-registered person to accept and enter securities orders, in violation of NASD rule 1031 and FINRA rules 1210, 3110, and 2010. The firm has revised or is in the process of revising its WSPs, processes and supervisory systems to address the infractions related to non-traditional and volatility ETPs and offering to retail customers educational materials prior to their first purchase of CMOs. The firm has updated its supervisory system enabling it to identify and flag ETPs and CMOs transactions. The firm has remedied the conflict relating to supervision and the non-registered person no longer accepts and enters securities orders.

More information concerning Calton's disciplinary disclosures can be obtained from FINRA's BrokerCheck link at: www.finra.org/brokercheck.

Item 10 - Other Financial Industry Activities and Affiliations

Registration as a Broker-Dealer

In addition to being registered as a Registered Investment Adviser with the SEC, Calton is also

registered as a broker-dealer with the SEC and is a member of FINRA and the Securities Investor Protection Corporation ("SIPC"). As an introducing broker, Calton executes the purchases and sales of securities for its brokerage clients and charges a commission for each transaction.

IARs providing investment advice on behalf of Calton may also be RRs of Calton. Please refer to the "Fees and Compensation" section above for more information.

Corporate Insurance Agency and Licensed Insurance Agents

In addition to being registered as a Registered Investment Adviser and broker/dealer, Calton is also licensed as a corporate insurance agency in states in which it conducts insurance business. IARs may also be licensed as independent insurance agents and recommend insurance products from a variety of insurance companies. IARs will earn commission-based compensation from the sales of insurance products to clients. Insurance commissions earned by IARs are separate from the investment advisory fees charged by Calton and/or the IARs. Please see the "Fees and Compensation" section in this brochure for more information on the compensation received by insurance agents who are affiliated with Calton.

Arrangements with Affiliated Entities

We are affiliated with Dominion Portfolio Management, Inc., Mutual Trust Asset Management, Inc., and PeakShares LLC, registered investment advisers, through common control and ownership. Certain registered representatives of our Company will be registered as investment adviser representatives of Dominion Portfolio Management, Mutual Trust Asset Management, and/or PeakShares LLC.

Dominion Portfolio Management offers retail clients portfolio management and other advisory services. Our advisory services are separate and distinct from the fees paid to Dominion Portfolio Management for their services.

Mutual Trust Asset Management offers retail clients portfolio management and other advisory services. Our advisory services are separate and distinct from the fees paid to Mutual Trust Asset Management for their services.

PeakShares LLC acts as the investment adviser to a publicly traded registered investment company under the Investment Company Act of 1940, PeakShares Sector Rotation ETF ("ETF"). Certain related persons of our firm, including owners, officers, and/or investment adviser representatives of our firm, also serve in the same or a similar capacity for PeakShares or the ETF. The compensation of these related persons may be based, in part, upon the profitability of the ETF. Where appropriate, we will exercise our discretionary authority and without further approval from you, we may invest a percentage of your assets in PeakShares Sector Rotation ETF. This creates a conflict of interest because we will receive compensation as your investment adviser and these related persons will be compensated as a result of PeakShares LLC acting as the investment adviser to the ETF. Additionally, related persons of our firm may buy or sell, for their personal account(s), investment products identical to those purchased by the ETF. This practice may create a conflict of interest because they have the ability to trade ahead of the ETF and potentially receive more favorable prices than the ETF will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor these related persons shall have priority over the ETF in the purchase or sale of securities.

Referral arrangements with an affiliated entity present a conflict of interest for us because we may have a direct or indirect financial incentive to recommend an affiliated firm's services. While we believe that compensation charged by an affiliated firm is competitive, such compensation may be higher than fees charged by other firms providing the same or similar services. You are under no obligation to use the services of any firm we recommend, whether affiliated or otherwise, and may obtain comparable services and/or lower fees through other firms.

Other Outside Business Activities

Some IARs own or are affiliated with independent Registered Investment Adviser (“RIA”) firms outside of Calton. These firms are not affiliated with Calton and their activities are not supervised by Calton. Typically, IARs who own or are affiliated with an independent RIA may offer and provide different investment advisory services and programs, including fee based financial planning services through the RIA. The investment advisory fees may be more or less than what Calton charges.

Investment advisory fees and financial planning services fees provided by the IAR through their own independent RIA are separate and distinct from any fees paid to Calton.

Clients that engage an IAR through an independent RIA firm will receive a copy of the independent outside RIA firm’s disclosure documents.

Certain IARs may have other outside business activities and offer services, such as tax preparation, accounting, legal, real estate, employee benefits consulting or other businesses that are outside business activities from their registration as an IAR of Calton. Calton does not supervise or receive compensation from these other outside business activities conducted by the IARs. IARs engaging in these other outside business activities do so independently of their registration with Calton.

Recommendation of Other Advisers

Calton may recommend that the client use a third-party money manager (“TPMM”) investment adviser based on the client’s needs and best interests. Calton will receive compensation from the TPMM for recommending that the client use the TPMM’s investment programs and services. To the extent Calton and/or its IARs share in the investment advisory fees the client pays to the TPMM, these compensation arrangements present a conflict of interest because Calton and its IARs have a financial incentive to recommend the services of the TPMM. Clients are not obligated, contractually or by agreement to use the services of any TPMMs recommend.

Unaffiliated Third-Party Custodians

Calton may recommend or require that clients establish investment advisory accounts with unaffiliated third-party custodians and/or broker-dealers (“Custodians”), including but not limited to Hilltop Securities, Inc., National Financial Securities, and Charles Schwab & Co., Inc., to maintain custody of clients’ assets and to execute trades for their accounts. The final decision to custody assets with any Custodian is at the discretion of the client, including those accounts covered under ERISA or Internal Revenue Service (“IRS”) rules governing Individual Retirement Accounts (“IRAs”). Custodians provide Calton with access to their institutional trading and custody services, which are typically not available to retail commission brokerage clients.

Custodians Calton has agreements with offer brokerage services, execution, custody, research, analyses and reports, and access to mutual funds and other investments that otherwise generally would only be made available to institutional investors.

For Calton client accounts, the Custodians generally do not charge separately for their custody services, but they are compensated by account owners through commissions and/or or other transaction-related or asset-based fees for securities trades that are executed through the Custodian.

Custodians may also make available to Calton other products and services that benefit Calton but may not benefit the client. These benefits may include helping to fund national, regional or Calton specific educational events organized and/or sponsored by the Custodians. Other potential benefits may

include paying for occasional business entertainment of personnel of Calton by the Custodians, including meals, invitations to sporting events, and other forms of entertainment, some of which may accompany educational opportunities.

Additional products and services offered through Custodians assist Calton in managing and administering its clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Calton's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of Calton's accounts, including accounts not maintained at Custodians. Custodians also make available to Calton other services intended to help Calton manage and further develop its business. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, insurance, and marketing. In addition, Custodians may make available, arrange and/or pay vendors for these types of services rendered to Calton by independent third parties.

Custodians may also discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Calton. As a fiduciary, Calton endeavors to act in its clients' best interests. Calton's recommendation or requirement that clients maintain their assets in accounts at Custodians may be based in part on the benefit to Calton of the availability of some of the products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by the Custodians. Offering these additional services through Custodians may create an incentive to Calton and potential conflict of interest to Calton's clients.

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

Description of Calton's Code of Ethics

Calton strives to comply with applicable laws, rules and regulations governing its business practices. Calton's Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Calton's goal is to act in its clients' best interests at all times and to demonstrate its commitment to the fiduciary duties of honesty, good faith, and fair dealing with clients. All persons associated with Calton are expected to adhere strictly to these guidelines. Calton's Code of Ethics also requires that certain persons associated with the firm periodically submit reports of their personal securities transactions and account holdings to the firm for review. Persons associated with Calton are also required to report any violations to the Code of Ethics. Calton maintains and enforces written policies and procedures reasonably designed to prevent the misuse or dissemination of material, non-public information about clients and their account holdings by persons associated with Calton.

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

Participation or Interest in Client Transactions

As discussed in Item 10, Other Financial Industry Activities and Affiliations, we are affiliated with PeakShares, LLC which is the investment adviser to PeakShares Sector Rotation ETF. Where appropriate, we will exercise our discretionary authority and without further approval from you, we may invest a percentage of your assets in PeakShares Sector Rotation ETF. This creates a conflict of interest because we will receive compensation as your investment adviser and these related persons will be compensated

as a result of Peakshares LLC acting as the investment adviser to the ETF. Additionally, related persons of our firm may buy or sell, for their personal account(s), investment products identical to those purchased by the ETF. This practice may create a conflict of interest because they have the ability to trade ahead of the ETF and potentially receive more favorable prices than the ETF will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor these related person shall have priority over the ETF in the purchase or sale of securities.

Personal Trading Practices

Calton and/or its IARs may buy or sell securities for clients at the same time Calton and/or its IARs buy or sell the same securities for our own accounts. Calton may also combine its orders to purchase securities with client orders to purchase securities known as block trading. Please refer to the "Brokerage Practices" section in this brochure for information on our block trading practices.

A conflict of interest exists because Calton and/or its IARs have the ability to execute transactions ahead of the client and potentially receive more favorable execution prices than the client will receive. To eliminate this conflict of interest, it is Calton's policy that neither the firm nor its IARs will have priority over client orders in the purchase or sale of securities.

Item 12 - Brokerage Practices

While clients are free to choose any broker-dealer or other financial institution to open and hold the securities in their accounts and execute transactions, Calton uses the services of certain clearing firms and custodians to conduct its commission brokerage transactions and investment advisory transactions. Calton clears its brokerage transactions through Hilltop Securities, Inc. ("HTS") and National Financial Securities ("NFS") who maintain brokerage and investment advisory accounts on behalf of Calton and its clients. Calton also uses Charles Schwab ("Schwab") as a custodian for its investment advisory clients. Therefore, Calton and/or its IARs will primarily recommend that the client open an account at HTS, NFS, or Schwab to maintain an investment advisory relationship with Calton or its IARs. The clearing and custodian relationships Calton has with HTS, NFS, and Schwab create a conflict of interest, as Calton and its IARs may receive incentives, including sharing in the expenses and fees charged to the client for recommending that the client maintain Calton accounts and the client may pay higher commissions, charges, fees and/or trading costs than may be available at other broker/dealers, clearing firms or custodians.

If the client desires to execute transactions through another broker/dealer, Calton will review the transactions for best execution. Price is not the sole factor Calton considers when determining for best execution. Calton also considers the broker/dealer's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, and other services. In recognition of the value of research services and additional brokerage products and services the recommended broker-dealer or custodian provides, the client may pay higher commissions and/or trading costs than those that may be available elsewhere.

If the client engages the services of a TPMM investment adviser or participates in a TPMM program managed by a TPMM as described under the "Advisory Services" heading above, the client will be required to use the brokerage and/or custodial services of firms used by the TPMM investment adviser.

Research and Other Benefits

Calton may receive benefits from recommending certain broker-dealer and/or custodians. These benefits do not depend on the amount of transactions Calton directs to the broker-dealer and/or custodian. These benefits may include:

1. A dedicated trading desk that services our clients, a dedicated service group and an account services manager dedicated to our accounts,
2. access to a real time order matching system,
3. ability to block client trades, electronic download of trades, balances and positions in the broker-dealer/custodian's portfolio management software,
4. access to an electronic interface with broker-dealer and/or custodian's software, duplicate and batched client statements, confirmations and year-end summaries, and
5. the ability to have investment advisory fees directly debited and deducted from client accounts (in accordance with federal and state requirements.)

Calton participates in the institutional advisor program (the "Program") offered by Schwab Institutional. Schwab Institutional is a division of Charles Schwab & Co., Inc. ("Schwab") member FINRA and SIPC and the National Futures Association. Schwab is not affiliated with Calton. Schwab offers services to independent Registered Investment Advisers, which include custody of securities, trade execution, clearance and settlement of transactions. Calton receives benefits from Schwab. Therefore, Calton and/or its IARs have a conflict of interest for recommending that their clients maintain accounts with Schwab through its participation in the Program. Calton may recommend Schwab to clients for custody and brokerage services. There is no direct link between Calton's participation in the program and the investment advice Calton and/or its IARs give to our clients, but Calton and its IARs do receive economic benefits through our participation in the Schwab platform program that are typically not available to Schwab retail investors.

These benefits include the following products and services (provided without cost or at a discount):

1. receipt of duplicate client statements and confirmations; research related products and tools;
2. consulting services;
3. access to a trading desk serving advisor participants;
4. access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts);
5. the ability to have advisory fees deducted directly from client accounts;
6. access to an electronic communications network for client order entry and account information;
7. access to mutual funds with no transaction fees and to certain institutional money managers; and
8. discounts on compliance, marketing, research, technology, and practice management products or services provided to Calton by third party vendors.

Schwab may also have paid for business consulting and professional services to the benefit of Calton and/or its IARs. Some of the products and services made available by Schwab through the program may benefit Calton and/or its IARs but may not benefit Calton's clients' accounts. These products or services may assist Calton and its IARs in managing and administering client accounts, including accounts not maintained at Schwab. Other services made available by Schwab are intended to help Calton and its IARs manage and further develop its business enterprise. The benefits received by Calton and/or its IARs through participation in the program do not depend on the amount of brokerage transactions directed to Schwab. As part of its fiduciary duties to clients, Calton endeavors to put the best interests of its clients first. Clients should be aware that the receipt of benefits by Calton and its IARs creates a conflict of interest and may indirectly influence our choice of using Schwab for custody and brokerage services for Calton's clients.

Directed Brokerage

Depending on the asset management program that the client chooses the client may instruct Calton to use one or more brokers for the execution of transactions in their accounts. Some asset management programs require the client to use a particular broker/dealer in order to participate in the program. If the client chooses to use a specific broker/dealer, the client should understand that it might prevent Calton

from aggregating trades with other client accounts. It may also prevent Calton from obtaining favorable net price and execution, negotiating commissions, obtaining volume discounts. Under these circumstances, the client may pay higher commission charges than other clients. When directing brokerage business, the client should consider whether the commission expenses, execution, clearance, and settlement capabilities obtained through the broker are acceptable and competitive in comparison to those that Calton would obtain.

Block Trading

Calton may combine multiple orders for shares of the same securities purchased for investment advisory accounts it manages. This practice is referred to as "block trading". Calton will combine orders for clients' accounts held at the same custodian only. When block trading, Calton will distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to Calton's discretion regarding market fluctuations and conditions, when Calton combines orders, each participating account will receive an average price per share for all transactions. Block trading does not reduce the clients' transaction costs.

Accounts traded at different custodians will typically receive different prices. In situations where a block order is only partially filled by the executing broker-dealer, Calton allocates the order to all participating accounts on a pro rata basis.

Trade Errors

In the event a trading error occurs in a client's account, Calton's policy is to restore the account to the position it would have been had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or crediting the account. If a trade error results in a profit, the trade error will be corrected in the trade error account of the executing broker-dealer and the client does not keep the profit.

Calton is not responsible for account errors and/or losses that occur where Calton and/or its IARs have used their best efforts to execute trades in a timely and efficient manner. If a trade or a part of a trade is not executed or an electronic system processing error occurs which results in the account not being traded at the same time or at the same price as others, and the occurrence is not a result of Calton's failure to execute or follow its trade procedures, the resulting loss will not be considered a trading error by Calton.

As disclosed in their prospectuses, mutual fund companies reserve the right to refuse to execute trades if in the mutual fund company's sole judgment, the trade(s) would jeopardize the value of the mutual fund. Calton has no authority to change, alter, amend or negotiate any provision in a mutual fund prospectus. Calton is not responsible for trades that are not properly executed by any clearing firm, custodian, mutual fund, or insurance company, when an order has been properly submitted by Calton. Calton is not responsible for a unilateral adverse decision by a mutual fund or insurance company to restrict and/or prohibit mutual fund asset management programs.

Aggregated orders may include transactions for registered investment companies, employee benefit plans and private investments, including limited partnerships or limited liability companies where Calton's principals or employees are among the investors. However, Calton's principals' and employees' accounts will not be given preferential treatment.

Item 13 - Review of Accounts

All investment advisory portfolio management accounts are monitored by the IAR assigned to the account either on an ongoing or periodic basis as agreed upon with the client. The IAR is required to meet with the client no less than annually. The client may request to meet with the IAR at any time. Calton has designated certain supervisors who are responsible for reviewing clients' accounts. The investment advisory account form is approved by a designated supervisor of Calton. Designated supervisors will also review transactions in clients' accounts on an ongoing basis.

Clients will receive trade confirmations and monthly or quarterly statements from the clearing firm and/or custodian(s).

Item 14 - Client Referrals and Other Compensation

As disclosed under the "Fees and Compensation" section in this brochure, IARs providing investment advice may also be licensed as RRs and insurance agents. For information on the conflicts of interest and how Calton addresses these conflicts please refer to the "Fees and Compensation" section.

Calton directly compensates non-employee (outside) consultants, individuals, and/or entities for soliciting clients to Calton. In order to receive a solicitor's fee from Calton, solicitors must comply with the requirements of the jurisdictions in which they operate. If the client was referred to Calton by a Solicitor, the client is provided a copy of Calton's Disclosure Brochure along with the Solicitor's Disclosure Statement at the time of the referral. If the client becomes a Calton client, the Solicitor that referred the client to Calton will generally receive a percentage of the investment advisory fee the client pays to Calton for as long as the client maintains an account with Calton or until such time as the agreement with the Solicitor terminates. The Solicitor may receive a one-time, flat referral fee when the client signs the Investment Advisory Agreement with Calton. The client does not pay additional fees above Calton's investment advisory fees from the Solicitor's referral arrangement. Referral fees paid to a Solicitor are contingent upon the client entering into an Investment Advisory Agreement with Calton.

Therefore, Calton and the Solicitor have a financial incentive to recommend the client use Calton's investment advisory services. This creates a conflict of interest, but the client is not obligated to retain Calton for investment advisory services. Comparable services and/or lower fees may be available through other firms.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. Calton requires Solicitors to disclose to Calton's client if the Solicitor has multiple referral relationships and if comparable services may be available from other advisers for lower fees and/or where the Solicitor's compensation may be less.

Item 15 - Custody

As paying agent for Calton, the clients' custodian will directly debit clients' account(s) to pay investment advisory fees owed to Calton. The ability for Calton to deduct its investment advisory fees from clients' accounts means that Calton has custody over the clients' funds or securities. However, the custodians maintain physical custody of any of the funds and/or securities in the clients' accounts. Clients' funds and securities are held and maintained by banks, broker-dealers or qualified custodians. Clients will receive account statements from the qualified custodian(s) that hold and maintain the clients' accounts no less than quarterly. The account statements from the custodian(s) show the amount of the investment advisory fees deducted from clients' accounts for each billing period. The client should carefully review account statements for accuracy.

If clients have a question regarding their account statement or if the client did not receive a statement from the custodian, they should contact Calton directly at the telephone number on the cover page of

this Disclosure Brochure.

Wire Transfers and Standing Letters of Authorization

Calton may execute wire transfers from clients' accounts to one or more third parties designated by the client provided the client has provided Calton with written consent to execute wire transfers. The client is required to sign a Standing Letter of Authorization for Calton to execute third-party wire transactions. An investment adviser with authority to execute third party wire transfers on a client's behalf is deemed by the SEC to have access and custody of clients' assets under SEC Investment Adviser Act rules. Advisors who have custody must have surprise annual audits conducted by an independent accountant. However, Calton qualifies for the exemption from the surprise annual audits based on the following criteria:

1. Calton clients provide a written, signed instruction to the qualified custodian that includes the third-party's name and address or account number at a custodian;
2. The clients authorize Calton in writing to direct transfers to the third parties either on a specified schedule or from time to time;
3. The client's qualified custodian verifies the client authorization (e.g., signature review) and provides a transfer of funds notice to the client promptly after each transfer;
4. The client can terminate or change the instruction;
5. Calton has no authority or ability to designate or change the identity of the third party, their address or any other information about the third party;
6. Calton maintains records showing that the third party is not a related party to Calton nor located at the same address as Calton; and
7. The client's qualified custodian sends each client an initial notice confirming the instruction and an annual notice reconfirming the client's instructions.

Item 16 - Investment Discretion

The P-MAP program is offered on a discretionary basis only. The I-MAP program is offered on a discretionary or non-discretionary basis.

With respect to T-MAP program, the TPMM will actively manage the client's portfolio and will have discretionary investment authority over the client's account. Calton has discretionary authority to hire and fire the TPMMs and/or reallocate clients' assets to other TPMMs as may be appropriate.

The client must sign the Investment Advisory Agreement and open an account prior to Calton purchasing or selling securities in the client's account. The Investment Advisory Agreement authorizes Calton and/or its IAR to have discretion over the client's account. The client grants Calton and its IAR authority to have discretion over the selection, type, and number of securities to be purchased or sold in the client's account(s) giving Calton and/or its IAR the ability to execute transactions without obtaining the client's consent or approval prior to each transaction. The client may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters on his or her account(s). For example, the client 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. Please refer to the "Advisory Business" section in this Disclosure Brochure for more information on discretionary services.

If the client enters into non-discretionary agreements with Calton and/or its IAR, Calton and its IAR will obtain the client's approval prior to the execution of any transactions in the client's account(s). The client does not have to implement any advice provided by Calton and/or its IARs on a non-discretionary basis.

Item 17 - Voting Client Securities

Calton and its IARs do not vote proxies on the client's behalf. The client is responsible for receiving and voting proxies for the securities maintained in the client's account.

For T-MAP accounts, depending on the TPMM's proxy voting policies and procedures, the TPMM may require that the client appoint them as their agent and attorney-in-fact with discretion to vote proxies on the client's behalf. Please carefully review the TPMM's Disclosure Brochure to understand their proxy voting policies and procedures.

Item 18 - Financial Information

Calton does not have any financial condition or impairment that would prevent the firm from meeting our contractual commitments to clients. Calton does not take physical custody of client funds or securities or serve as trustee or signatory for clients' accounts. Calton does not require the prepayment of more than \$1,200 in investment advisory fees six or more months in advance. Calton has not filed a bankruptcy petition at any time in the past ten years. Therefore, Calton is not required to include a financial statement with its Disclosure Brochure.

Item 19 - Requirements for State Registered Advisers

Calton is registered with the SEC; therefore Item 19 is not applicable to Calton.

Item 20 - Additional Information

Client Privacy Information

Calton views protecting clients' private information as a top priority. Pursuant to applicable privacy requirements, Calton has established policies and procedures to help ensure that Calton keeps its clients' confidential personal information private and secure.

Calton does not disclose any non-public personal information about its clients to any non-affiliated third parties, except as permitted by law. In servicing clients' accounts, Calton may share clients' information with its service providers as may be necessary to open and maintain its clients' account(s), including with its clearing firms, custodians, broker/dealers, TPMMs, transfer agents, portfolio managers, technology firms, accountants, consultants, and attorneys.

Calton restricts internal access to non-public personal information about its clients to employees who need that information in order to provide products or services to the client. Calton maintains physical and procedural safeguards that comply with regulatory standards to guard clients' non-public personal information and to help ensure the client's confidentiality. Calton will not sell information about the client or his or her accounts to any other parties. Calton does not share client information unless it is required in order to process a transaction, at the client's request or required by law.

The client will receive a copy of our privacy notice prior to or at the time the Investment Advisory Agreement is signed with Calton. Thereafter, Calton will deliver a copy of the current Privacy Policy Notice to clients on an annual basis. Please contact Calton's main office at the telephone number on the cover page of this disclosure brochure regarding this policy.

Class Action Lawsuits

Calton does not determine if securities held in clients' accounts are the subject of a class action lawsuit or whether the client is eligible to participate in class action settlements or litigation. Calton does not initiate or participate in litigation to recover damages on its clients' behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held in the client's accounts.

If Calton receives written or electronic notice of a class action lawsuit, settlement or verdict affecting securities of its clients, Calton will forward all notices, proof of claim forms and other materials to the clients. Electronic communication is permitted where appropriate, and the client has authorized Calton to contact him or her to send communications electronically.