



Advisory Brochure

Form ADV Part 2A

10151 Carver Rd.
Suite 100
Cincinnati, OH 45242
(513) 792-0301 or (800) 478-0788
www.lmkohn.com

December 16, 2024

This Brochure supplies information about the qualifications and business practices of L.M. Kohn & Company (LMK). If you have any questions about the contents of this Brochure, please get in touch with us at 513-792-0301 or comments@lmkohn.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

LMK is a Registered Investment Adviser firm. The registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you decide to hire or keep an Adviser.

More information about LMK is also available via the SEC's website adviserinfo.sec.gov. The SEC's website also provides information about any person affiliated with LMK who is registered or must be registered as an investment adviser representative of LMK.

(Cover Page – Item 1)

Material Changes (Item 2)

Annual Update

The Material Changes section of this brochure will be updated at least annually or when material changes occur since the earlier release of the Firm Brochure.

Per SEC Rules, we will ensure you receive a summary of any materials changes to this and later brochures within 120 days of our business fiscal year's close. We will supply other ongoing disclosure information about material changes, as necessary.

The entire brochure is available on our website, www.lmkohn.com, under Form ADV/Privacy Notice. If you do not have access to the internet and would like to receive a complete copy of the brochure, please contact Cara Kimmerly at 513-792-0301 or compliance@lmkohn.com.

If you would like to receive future updates by email instead of by mail, please send your request and email address to compliance@lmkohn.com.

Material Changes since Advisory Brochure Form ADV Part 2A dated 12/11/2023:

- **Item 4, section titled “Direct Owners and Executive Officers” has been updated. Robert Chess, formally Director of Supervision, has been named Chief Compliance Officer. Mike Bell, CCO and Timothy Chon, COO are no longer with the firm.**
- **Item 5, section titled “Fees and Compensation” has been updated with new disclosure language to address conflicts of interest with 12b-1 fees and their reimbursement. Conflict of interest for advisors or firms to recommend funds which also pay an ongoing 12b-1 fee. To mitigate this conflict of interest, we have arranged for 12b-1 fees to be automatically rebated back to client accounts on RBC’s advisory platforms where RBC is entitled to receive service fees.**
- **Item 9, section titled “Disciplinary Information” has been updated with RBC Clearing and Custody most recent disclosure event.**
- **Item 12, section titled “Brokerage Practices” disclosure language has been added pertaining to the selection of mutual fund share classes. The firm will make every effort to ensure use of the lowest expense share class of a mutual fund in an advisory account and it is the policy of its IARs to make every effort to ensure selection of the lowest expense share class of a particular fund. Lowest expense share class in a mutual fund family may not be purchased for clients that clear trades exclusively through RBC. While efforts are made to provide clients with the cheapest share class of the mutual fund(s) that are being selected, there are some instances where trades that are being cleared exclusively through RBC are not able to be purchased (by the Firm’s IARs) with the cheapest share class.**

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Branch Information

#001.....10151 Carver Rd. Suite 100
.....Cincinnati, OH 45242
.....Doing Business As: L.M. Kohn & Company

#001.....3123 Wiltshire Drive
.....Decatur, GA 30002
.....Doing Business As: Art Rosser Financial Services Group

#001.....14806 Floyd
.....Overland Park, KS 66223
.....Doing Business As: A. Turner Financial, LLC

#001.....19111 Detroit Road, Suite 100
.....Rocky River, OH 44116
.....Doing Business As: Baker & Company

#001.....150 Grossman Dr. Suite 200
.....Braintree, MA 02184
.....Doing Business As: Butler Benefit Brokers, Inc.

#001.....4500 Bowling Blvd Suite 100
.....Louisville, KY 40207
.....Doing Business As: Carpenter Wealth Management, LLC

#001.....18 North Fort Thomas Ave. Suite 107
.....Fort Thomas, KY 41075
.....Doing Business As: Citizens Financial Services

#001.....212 East Drinker Street
.....Dunmore, PA 18512
.....Doing Business As: Conway Financial Group

#001.....70 West 40th St. 8th Floor
.....New York, NY 10018
.....Doing Business As: Cornerstone Pension Consulting Inc.

#001.....3214 Deer Point Place
.....Prospect, KY 40059
.....Doing Business As: JLA Capital LLC

#001.....5018 Sawyer Cove Way
.....Windermere, FL 34786
.....Doing Business As: JMK Wealth Advisors, LLC.

#001.....3 South 318 Curtis Avenue
.....Warrenville, IL 60555
.....Doing Business As: L.M. Kohn & Company

#001.....6200 West 9th St. Unit 3
.....Greeley, CO 80634
.....Doing Business As: L.M. Kohn & Company

#001.....1000 North Magnolia Ave., Suite B
.....Orlando, FL 32803
.....Doing Business As: L.M. Kohn & Company

#001.....2150 Butterfield Dr. Suite 200

..... Troy, MI 48084
..... Doing Business As: L.M. Kohn North

#001.....4840 Maritime Waters Court
..... Land O Lakes, FL 34638
..... Doing Business As: Love & Associates

#001..... 4800 Fashion Sq Blvd Suite #490
..... Saginaw, MI 48604
.....Doing Business As: Norris & Company Wealth Management LLC.

#001..... 2229 Packard Street Suite 3
..... Ann Arbor, MI 48104
..... Doing Business As: Pilot Wealth Management

#001..... 788 Columbia Avenue
..... Holland, MI 49423
..... Doing Business As: The Tatlan Group

#001.....2755 Juniper Ct.
..... Troy, MI 48098
..... Doing Business As: True Harbour Wealth Management

#001.....1270 Macintosh Court
.....Troy, OH 45373
..... Doing Business As: Vision Financial Partners

#005.....2794 Mack Rd
.....Fairfield, OH 45014
..... Doing Business As: Lighthouse Agency Inc.

#009.....4962 Brywill Circle
..... Sarasota, FL 34234
..... Doing Business As: Planning Works, LLC

#023.....1954 Evelyn Byrd Ave
..... Harrisonburg, VA 22801
..... Doing Business As: Loomis Wealth Management, LLC

#024.....9078 Union Centre Blvd., Suite 350
.....West Chester, OH 45069
.....Doing Business As: Kohn Wealth Management Advisors, LLC

#025.....521 Barret Ave
..... Louisville, KY 40204
.....Doing Business As: Green & Halliburton, Inc.

#IA033 209 Franklin St. Suite A1
..... Cedar Falls, IA 50613
..... Doing Business As: Financial Designs, LLC

#IA033300 E. Bremer Ave. Suite 220
..... Waverly, IA 50677
..... Doing Business As: Paradigm Benefits, LLC

#KY030..... 4350 Brownsboro Rd. Suite 110
..... Louisville, KY 40207
.....Doing Business As: Aldyn Capital LLC

#MO032..... 7777 Bonhomme Ave., Suite 1616
..... Clayton, MO 63105
..... Doing Business As: Millennium Financial

#OH031..... 17601 W. 130th Street
..... North Royalton, OH 44133
..... Doing Business As: M3 Wealth Management / Healy Financial Services

#OH031..... 17601 W. 130th Street
..... North Royalton, OH 44133
..... Doing Business As: M3 Wealth Management / Pinzone Financial Services

#OH031..... 17601 W. 130th Street
..... North Royalton, OH 44133
..... Doing Business As: M3 Wealth Management / King Financial Inc.

Advisory Business (Item 4)

Firm Description

L.M. Kohn and Company ("LMK") has multiple offices that work under different business names for branding purposes. These offices have Investment Adviser Representatives ("IAR") of LMK. IARs will work with clients to select a proper program. The list of programs and details about the programs are as follows:

UMAS – Discretionary: There is a choice to have the IAR or a Third-Party Manager ("TPM") have the discretion. This would be shown in the LMK IAR agreement. This program can be WRAP or non-WRAP. If WRAP is chosen, then LMK would be the WRAP sponsor if the IAR has the discretion. If TPM has the discretion, then that company would be the WRAP sponsor. There is also the ability to exclude assets or not take part in certain investment strategies.

UMAS – Non-Discretionary: This program can be WRAP or non-WRAP. If WRAP is chosen, then LMK would be the WRAP sponsor. This would be shown in the LMK IAR agreement. There is also the ability to exclude assets or not take part in certain investment strategies.

RBC Advisor – Non-Discretionary: This product is part of the WRAP program. RBC is the WRAP sponsor. This would be shown in the LMK IAR agreement. There is also the ability to exclude assets or not take part in certain investment strategies.

RBC UP – Discretionary: There is a choice to have the IAR or a TPM to have the discretion. This would be shown in the LMK IAR agreement. This product is part of the WRAP program. If the IAR is managing the account, then LMK would be the WRAP sponsor. If TPM has the discretion, then RBC would be the WRAP sponsor. There is also the ability to exclude assets or not take part in certain investment strategies.

Consulting Solutions – Discretionary: The TPM has discretion in this product. This would be shown in the LMK IAR agreement. This product is part of the WRAP program. RBC would be the WRAP sponsor. There is also the ability to exclude assets or not take part in certain investment strategies.

Envestnet – Discretionary: There is a choice to have the IAR or a TPM to have the discretion. This would be shown in the LMK IAR agreement. This product is in the WRAP program. Envestnet is the WRAP sponsor. There is also the ability to exclude assets or not take part in certain investment strategies. Envestnet is on the UMAS platform.

Charles Schwab – Discretionary: There is a choice to have the IAR or a TPM to have the discretion. There is also the ability to exclude assets or not take part in certain investment strategies. This product is offered as a WRAP and non-Wrap product. LMK is the Wrap sponsor.

LMK supplies personal financial planning and investment management to individuals, families, and their related entities, trusts, not-for-profit organizations, and family businesses. LMK works with clients to define financial goals and to develop strategies for reaching those goals, some of which can include:

- Cash flow
- Budget management
- Tax planning
- Risk exposure review
- Investment management
- Education funding
- Retirement planning
- Estate planning
- Charitable goals
- Special needs planning
- Family business succession issues
- and other issues specific to the client

LMK also offers services to small businesses relating to the design, structure, implementation, and administration of employee benefit plans. As a securities broker-dealer, the firm sells products and services in addition to investment advisory services. These products and services include but are not limited to:

- Equity securities (exchange-listed securities, securities traded "over the counter", foreign issues, etc.)
- Warrants
- Corporate debt securities
- Commercial paper

- Certificates of deposit
- Municipal securities
- Investment company securities (variable life insurance, variable annuities, mutual fund shares, etc.)
- US Treasuries / Government-sponsored entities.
- Unit Investment Trusts (UIT)
- Preferred stocks
- Exchange Traded Funds / Closed-End Funds
- Options on contracts on securities
- Initial Public Offerings (IPO)
- Publicly Traded REIT

Investment advice is also provided in investments such as CMOs, Mortgage-backed securities, U.S. Government Territory (for example Guam and the Virgin Islands) investments, as well as interest rate and index options.

No referral fees are paid or received for advisory accounts. No benefits are received from custodians/broker-dealers based on client securities transactions ("soft dollar benefits"). Through our agreement with RBC Custody & Clearing Services LLC, we do receive compensation in the form of rebates on the RBC Federal Deposit Insurance Corporation (RBC FDIC) money market program and the RBC credit interest program.

LMK does receive benefits from Schwab due to its low-cost participant program structure. See Brokerage Practices (Item 12) for details.

Assets under the direct management of LMK are held by independent custodians, including RBC Custody & Clearing Services, a division of RBC Capital Markets, LLC, and Schwab. LMK does not act as a custodian of client assets, although we can at times be considered by the SEC to technically have "custody" over certain types of accounts held by independent custodians.

We can recommend other professionals (e.g., lawyers, accountants, insurance agents, real estate agents, etc.) at the request of the client. Other professionals are engaged directly by the client on an as-needed basis even when recommended by the advisor. Conflicts of interest will be disclosed to the client and managed in the best interest of the client.

Direct Owners and Executive Officers

- Larry M. Kohn - Director and Chief Executive Officer
- Carl R. Hollister - Director and President
- Robert Chess - Chief Compliance Officer
- Andrew L. Kohn - Director

Managed Assets

LMK manages assets on either a discretionary or nondiscretionary basis. We have approximately \$2,091,208,747 in client assets under management. There are \$849,204,591 managed on a discretionary basis and \$1,242,004,156 in client assets managed on a non-discretionary basis. Together, these assets are approximately 2,751 client households.

Types of Advisory Services

The primary types of advisory services offered by LMK are investment management and financial planning. Each client is advised that it remains his/her responsibility to promptly notify LMK when there is any change in his/her financial situation and/or financial goals to review, evaluate, or revise earlier recommendations and/or services.

The following are typical investment planning arrangements offered to clients:

Investment Management Services

This service includes financial planning, implementation, and ongoing asset management/monitoring services. This service can include:

- Identification of financial problems
- Cash flow and budget management
- Tax planning
- Risk exposure review
- Investment management
- Education funding
- Retirement planning

- Estate planning
- Charitable goals
- Small business planning issues
- Special needs planning
- Other issues specific to the client

The service also includes the implementation of recommendations accepted by the client, including unlimited telephone support, meetings as needed, ongoing financial planning services, reminders of the specific courses of action that need to be taken, and portfolio reviews as negotiated with each client.

Fee-Based Programs Offered Through RBC Custody & Clearing Services and Schwab:

In a discretionary account, the client authorizes the Portfolio Manager to make purchases and sales in the account without first obtaining the client's permission. In a non-discretionary account, the portfolio manager must obtain the client's permission to purchase and sell. LMK advisory accounts can be discretionary or non-discretionary, as described in each advisory agreement.

RBC Advisor:

The Advisor Program allows the IAR to provide the client with customized, professional investment advice. The IAR develops an asset allocation strategy suited to the client's needs. This non-discretionary platform offers access to a wide variety of securities, no sales charges or transaction fees, complimentary Investment Account Access (Visa Gold Debit Card/Rewards Program) as well as free check writing. An Advisory Master Service Agreement (AMSA) contract must be on file, allowing the advisor to streamline account maintenance and changes to existing accounts. The AMSA contract allows the advisor to accept verbal instructions to open, change, or keep an RBC Advisor account. Please see the RBC advisory programs disclosure document for added disclosures.

Unbundled Managed Account Solutions (UMAS):

An unbundled, managed account platform that offers an open architecture offering list with flexible billing options as well as comprehensive portfolio management tools. These tools are chosen after the client and IAR review and execute the LMK RIA Agreement. Reports can include market commentary, summary reports, risk comparison statistics utilizing Riskalyze, asset allocation market values, cash flows, and portfolio evaluation. Outside Money Manager Portfolios can also be included in the report. The UMAS program also allows the IAR to provide the client with customized, professional investment advice. The IAR develops an asset allocation strategy suited to the client's needs. UMAS accounts can be non-discretionary or discretionary, as described in each advisory agreement.

RBC Unified Portfolio (RBC UP):

RBC UP is an advisory program that combines the functionalities of many advisory platforms into one account. RBC UP is offered on a discretionary basis. This program allows advisors to choose from several distinct products including TPM, mutual funds, ETFs (Exchange-traded funds), and more while combining them into one account with one statement and one 1099. These diverse types of investment selections are billed at the sleeve level which can enable lower overall management fees than if separated into different accounts. This program is powered by Envestnet's technology. An Advisory Master Service Agreement (AMSA) contract needs to be on file, allowing the advisor to streamline account maintenance and changes to existing accounts. The AMSA contract allows the advisor to accept verbal instructions to open, change, or keep an RBC UP account. Please see the RBC advisory programs disclosure document for added disclosures.

Consulting Solutions:

This program supplies participants with discretionary investment management services. The portfolio management services feature a select group of independent investment advisors' which RBC Custody & Clearing Services has previously reviewed as sub-advisors in the program through a due diligence screening process. IAR will review the client's needs, goals, and risk tolerances, and aid the client in selecting a suitable advisor(s) from the group.

RBC Custody & Clearing Services keeps the right to remove any TPM from their platforms of offering. However, any change in TPM must be approved by the client. An Advisory Master Service Agreement (AMSA) contract needs to be on file, allowing the advisor to streamline account maintenance and changes to existing accounts. The AMSA contract allows the advisor to accept verbal instructions to open, change, or keep a Consulting Solutions account. Please see the RBC advisory programs disclosure document for added disclosures.

Charles Schwab:

This program supplies participants with discretionary investment management services. The IAR or TPM develops an asset allocation strategy suited to the client's needs from Schwab's platform of offerings with flexible billing options as well as comprehensive portfolio management tools. These tools are chosen after the client and IAR review and execute the LMK RIA Agreement.

WRAP Program

Under the LMK WRAP program, our IARs will manage client assets charging a single fee that covers portfolio management, reporting, and transaction costs. "WRAP" accounts can be non-discretionary or discretionary, as described in each advisory agreement. More information about the program is available in our WRAP Fee Program Brochure.

Model Portfolios

For qualified clients, a small number of IARs can recommend a predetermined model portfolio. When recommending a model portfolio, the adviser takes into consideration suitability issues such as:

- Risk tolerance
- Investment objective

However, it is disclosed to the client that the actual investment transactions in the portfolio are strictly governed by the model and not chosen by the adviser. These transactions do not consider client tax sensitivity, time horizon, or other suitability considerations. The IAR has no control over the realized capital gains or losses (short-term or long-term) produced by the portfolio which can affect the client's tax liabilities. Model Portfolio accounts are discretionary accounts.

Depending on the model type, the IAR receives the information about portfolio changes either from email alerts, newsletters, or quarterly updates, therefore, the trades performed by the IAR will not be priced the same as the trades performed by the model. The past performance of the model does not guarantee future results. The investment return and principal value of the investment when sold or redeemed can be worth more or less than the original cost.

Financial Planning

This service includes financial planning only:

- No implementation services.
- No ongoing asset management services.

Financial planning can include the identification of financial problems, cash flow and budget management, tax planning, risk exposure review, investment management, education funding, retirement planning, estate planning, charitable goals, small business planning issues, fringe benefits, special needs planning or other issues specific to the client.

At LMK, advisory services are tailored to the individual needs of clients. Client goals and objectives are clarified in meetings and via correspondence and are used to decide the course of action for each client. The goals and objectives for each client are documented in our client relationship management system and client files, either in hard copy or in electronic files.

Clients can impose restrictions on investing in certain securities or types of securities. This must be done in writing and be signed and dated by the client, IAR, and the separate account manager if applicable. Agreements cannot be assigned without the client's consent.

In general, the financial plan will address any or all the following areas of concern:

- Personal: Family records, budgeting, personal liability, estate information, and financial goals.
- Tax & Cash Flow: Income tax and spending analysis and planning for the past, current, and future years. IAR will illustrate the impact of various investments on a client's current income tax and future tax liability.
- Death and Disability: Cash needs at death, income needs of surviving dependents, estate planning, and disability income analysis.
- Retirement: Analysis of current strategies and investment plans to help the client achieve his or her retirement goals.
- Investments: Analysis of investment alternatives and their effect on a client's portfolio.

IAR gathers information through:

- In-depth personal interviews
- Questionnaires
- Risk analysis tools

Related documents supplied by the client are carefully reviewed, including a questionnaire completed by the client, and a written report is prepared. Should a client choose to implement the recommendations contained in the plan, IAR suggests the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of the financial plan recommendations is entirely at the client's discretion.

Flat or hourly fees can be charged for LMK's Financial Planning services. Each Financial Plan will be unique and different for each client. A list of services being completed will go with the LMK Advisory Agreement. Clients can choose to execute brokerage or insurance recommendations through an associated person of LMK in their separate role as registered representatives of LMK, and independent insurance agents of various agencies.

Under these circumstances, these individuals will receive separate, yet customary commission compensation in this role. If LMK clients do not choose to implement recommendations through LMK, the firm can or cannot be compensated for its Financial Planning service.

In addition, LMK hopes that these Financial Planning clients will opt for a contract with LMK for money management services. However, Financial Planning clients are free to use any IAR they choose.

Money Manager Search and Monitoring

LMK IARs can recommend a non-affiliated IAR (money manager) to some clients. Based on a client's individual circumstances and needs, the IAR will decide which money manager's portfolio management is right for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client, tax issues relevant to the client, and the investment philosophy of the independent advisor. Clients should refer to the money manager's advisory agreement, ADV/Program Brochure, and Form CRS (Client Relationship Summary) for a full description of the services offered. LMK maintains a list of firm-approved money managers for IARs and their clients to choose from. TPM arrangements are contracted separately, and their advisory fees are charged to clients separately from LMK advisory fees.

If LMK believes that a particular money manager is performing inadequately, or if LMK believes that a different manager is more suitable for a client's particular needs, then the IAR can suggest that the client contract with a different money manager.

Special Projects

Projects can be undertaken that are not described in other types of agreements, including implementation of financial planning recommendations, periodic investment portfolio review, aid with tax planning, employee benefit plan administration, or other services specifically requested by the client.

Tailored Relationships

At LMK, advisory services are tailored to the individual needs of clients. Client goals and objectives are clarified in meetings and via correspondence and are used to decide the course of action for each client. The goals and objectives for each client are documented on the New Account form or the Client Acknowledgment form and in client files, either in hard copy or in electronic files. Agreements cannot be assigned without the client's consent.

Fees and Compensation (Item 5)

Description

The specific fees charged by LMK are documented in the client's written Advisory Services Agreement.

Primary Fee Schedule for LMK Advisory Services

Asset Based Fee that can be charged by the IAR as the advisor's fee - Range: 0.00% - 3.00%, annually based on assets/services rendered. IAR has the discretion to discount IAR fees upon mutual agreement and can consider the householding of client assets. IAR fees are charged quarterly and will be invoiced to the client or debited from a client-directed account unless otherwise annotated on the IAR contract. TPM fees are charged in addition to the IAR's fee and will be shown on the LMK agreement or Statement of Investment Selection (SIS).

Fee Schedule for Consulting Solutions (Non-Model Based*) Account Platform Offered Through RBC Custody & Clearing Services

Asset-Based Fee - charged quarterly at the beginning of each quarter. The following fee schedule does not include the TPM's fees, which range from 0.17% - 1.00%. The TPM's fee will be reflected in the L.M. Kohn Advisory Agreement or SIS.

| | |
|---------------------------|----------------|
| \$100,000 - \$249,999 | 0.40% to 2.50% |
| \$250,000 - \$499,999 | 0.35% to 2.50% |
| \$500,000 - \$999,999 | 0.31% to 2.50% |
| \$1,000,000 - \$1,999,999 | 0.30% to 2.00% |
| \$2,000,000 - \$2,999,999 | 0.28% to 2.00% |
| \$3,000,000 - \$4,999,999 | 0.26% to 2.00% |
| \$5,000,000+ | Negotiable |

**City National charges 1.00% up to \$25,000,000*

Fee Schedule for RBC Unified Portfolio (RBC Up) Program Offered Through RBC Custody & Clearing Services

Asset-Based Fee – charged quarterly at the beginning of each quarter. The following fee schedule reflects a maximum of three levels of fees: advisor fee, program fee, and manager fee. An all-in client fee is reflected on the SIS as the “Client Fee”, which will also match the fee stated on the L.M. Kohn Advisory Agreement. If a TPM is selected, manager fees can range from 0.00% - 0.65%. Fees are billed at the account level.

| | |
|---------------------------|----------------|
| \$25,000 - \$99,999 | 0.50% to 3.00% |
| \$100,000 - \$249,999 | 0.45% to 3.00% |
| \$250,000 - \$499,999 | 0.40% to 3.00% |
| \$500,000 - \$999,999 | 0.36% to 3.00% |
| \$1,000,000 - \$1,999,999 | 0.35% to 2.50% |
| \$2,000,000 - \$2,999,999 | 0.33% to 2.50% |
| \$3,000,000+ | 0.31% to 2.50% |

**Overlay services can provide 5 basis points, with an added 5 basis points for tax management/impact investing.*

Fee Schedule for RBC Advisor Platform Offered Through RBC Custody & Clearing Services

Asset-Based Fee - charged quarterly at the beginning of each quarter.

| | |
|----------------------------|----------------|
| \$25,000 - \$250,000 | 0.55% to 2.75% |
| \$250,001 - \$1,000,000 | 0.55% to 2.75% |
| \$1,000,001 - \$3,000,000 | 0.45% to 2.00% |
| \$3,000,001 - \$5,000,000 | 0.30% to 2.00% |
| \$5,000,001 - \$10,000,000 | 0.20% to 2.00% |
| Above \$10,000,001 | Negotiable |

**Clients electing to utilize the Tax Management Services option, will be assessed an added 10 basis point fee.*

Fee Schedule for Unbundled Managed Account Solutions (UMAS) Offered Through RBC Custody & Clearing Services

Asset-Based Fee - Range: 0.25% - 3.00% annually based on assets/services given. Advisory fees are charged quarterly and will be invoiced to the client or debited from a client-directed account. In most cases, clients will be invoiced in advance per calendar quarter based upon the month-end values (market value and fair market value in the absence of market value, plus any credit balance or minus any debit balance on a time-weighted basis for all percent asset-based fees), of the client's account during the previous quarter. Every deposit will be prorated for fee calculations. Amounts withdrawn (not including income) during the quarter would receive a prorated refund if the amount withdrawn is greater than 5% of the account value.

Non-WRAP program accounts under the UMAS or brokerage platform can have agency commissions charged to cover execution and order processing costs not to exceed \$30 per transaction. This includes mutual funds, UITs (Unit Investment Trusts), fixed income, options, ETFs (Exchange Traded Funds), and equity transactions.

Investnet offers advisors and clients a range of investment advisory tools for use by advisors with their clients through its Private Wealth Management Programs. Investnet also offers IARs and clients a platform for SMA (Separately Managed Account) or UMA (Unified Managed Account) with TPM, whereby Investnet supplies only administrative and technology services. Investnet fees paid by the client are listed on the client's Statement of Investment Selection as the Sponsor Fee. IARs decide for each client which services and programs from Investnet to use and this can include the use of the services of other third-party service providers in conjunction with the programs. Advisory fees are charged quarterly in advance and will be debited from the client account. Investnet fees paid by the client are listed on the client's Statement of Investment Selection as the Sponsor Fee. The full fee schedule including the breakpoint tiering structure will be shown in the SIS. Accounts utilizing Investnet will be prorated for all deposits and withdrawals (principal not income) of \$10,000 or greater.

Fee Schedules for Accounts Held at Schwab

Asset-Based Fee - Range: 0.25% - 3.00% annually based on assets/services given. Advisory fees are charged quarterly in arrears during the first month of each calendar quarter (January, April, July, and October) and are based on a percentage of the Average Daily Balance for the portfolio. The first billing cycle begins at the end of the first calendar quarter of the account being funded and is prorated based on the number of days in the calendar quarter. Fees are calculated by taking the quarterly average daily market values, multiplying by the rate divided by 4. As documented in the advisory agreement, the advisor and client can choose the WRAP Fee Program (to charge a single fee that includes portfolio management services, reporting, and transaction costs) or to have the transaction costs billed separately to the account. Schwab offers zero commissions for stock and ETF transactions and \$.65 per contract for option trades. The transaction costs for mutual funds are not on their no-ticket fee (NTF) platform are \$0 per trade. Mutual Fund Transaction-Fee funds are \$45. Fixed-income agency transactions are also subject to a transaction cost of \$0.20 per bond (\$10 minimum/\$250 maximum).

Alternatives Fee Schedules

Flat Fee - As an alternative, clients can also choose to receive advisory services for an annual flat fee which will be billed quarterly in arrears ranging from \$200 to \$25,000 per year depending on the nature of the advisory services supplied and the client's financial circumstances.

Financial Plan - The fee amount for a written financial plan can be based on an hourly rate not to exceed \$250 per hour or based on a negotiated set fee amount stated in the advisory agreement. Whichever method is chosen, the total fee for a written financial plan cannot exceed \$3,500 within a 12-month period.

Investment Management and Consulting Services – Fees for Investment Management and Consulting Services are negotiated case-by-case and based on the estimated time and work involved for the services being provided. The fee for these services can be an annual flat fee not to exceed \$100,000 within 12 months or an asset-based fee range of 0.25% - 3.00% annually. Fees are billed quarterly.

Wrap Fees

"WRAP fee" arrangements are where the broker-dealer:

- Recommends retention of a third-party investment advisor, or
- Pay LMK's and/or another adviser's advisory fee on behalf of the client, or
- Monitors and evaluates LMK's and/or another adviser's performance, or
- Execute the client's portfolio transactions without commission charge, or
- Custody services for the client's assets, or
- Combine these or other services, all for a single fee paid by the client to the broker dealer.

In evaluating such arrangements, transactions are executed “net” i.e., without commission, and a part of the WRAP fee.

Trades are cleared through the broker-dealer acting as a custodian of the client account. Our experience says that certain broker dealers under clients’ WRAP fee agreements can offer better pricing for transactions in listed equity securities. But no assurance can be given that such will continue to be the case with those or other broker dealers that offer WRAP fee arrangements, nor for transactions in other types of securities.

The client should consider whether the broker dealer offers the WRAP Fee arrangement:

- Seeks the best price and execution of most or all transactions.
- WRAP fee does not exceed the aggregate cost of separately supplied services.

Fees are paid quarterly in advance. LMK will quote an exact percentage for each client based on both the nature (whether its equity, balanced, or fixed income) and the total dollar value of that account. Clients will be invoiced quarterly depending on their specific agreement. All WRAP fees are negotiable between LMK and the participating client.

Consulting Solutions and RBC UP WRAP fee program participants should reference the RBC Custody & Clearing Services Schedule H WRAP fee disclosure document for further information about fees for each separate program.

WRAP fee program participants must be provided with a copy of the L.M. Kohn & Company WRAP Fee Brochure.

Solicitor Arrangements

Contractually, LMK can be paid by the independent adviser for whom it solicits, based on a percentage of the client’s managed assets (ranging from 0.30% to 1.00%), which is in addition to the independent investment adviser’s annual management fee, depending on the size of the account. LMK can also, at its discretion, charge management fees ranging from 1.00% to 3.00%, from which LMK handles payment to the underlying manager. In other cases, TPM arrangements are contracted separately, and their advisory fees are charged to clients separately from LMK advisory fees. The management fee is disclosed in the independent IAR’s disclosure document (Part II of Form ADV or other disclosure document in place of Part II).

Commissions and Fees Offset by Commissions

Some RBC Platforms or the standard LMK Advisory Services Agreement allow for charging commissions and advisory fees for non-WRAP accounts. The client must initial the advisory contract or addendum to authorize execution costs to be charged to the client transaction. In non-WRAP accounts IARs can charge a nominal commission to cover execution costs in addition to investment advisory fees; in no case will a commission exceed \$30 per transaction. There will be no principal transactions in any L.M. Kohn & Company advisory account unless that specific asset has been excluded from the fee calculation. Additionally, there will be no Agency cross-transactions with any advisory account. All fixed-income transactions will be executed on an agency basis and will be bought or sold at the best prevailing price based on liquidity and quantity. For sales of fixed-income securities TRAQs (FINRA Market Data) and EMMA (MSRB trade reporting) will be used for price and quantity comparisons as well as the use of bona fide Brokers Broker in obtaining bids on securities for sale. LMK urges clients to have a clear understanding of the estimated number of transactions that the advisor intends to recommend for the client on an annual basis and how the execution costs will affect the expenses of these transactions before initialing and signing this agreement.

A 12b-1 fee is an annual marketing or distribution fee on a mutual fund. It is LMK’s policy to use the lowest expense share class of a mutual fund in advisory accounts when available on the custodian’s platform. However, sometimes the lowest expense share class of a particular fund family also pays an ongoing 12b-1 fee. This could prove to be a conflict of interest for advisors or firms to recommend the funds which also pay an ongoing 12b-1 fee. It is generally between 0.25% and 1.00% (the maximum allowed) of a fund’s net assets. To mitigate this conflict of interest, we have arranged for 12b-1 fees to be automatically rebated back to client accounts on RBC’s advisory platforms where RBC is entitled to receive service fees. Schwab, as a qualified custodian Broker/Dealer, keeps any 12b-1 fees within those accounts and does not share any part of them with LMK or our IARs.

Fees for ERISA Covered Plans

Per the Employee Retirement Income and Securities Act (ERISA), and regulations under the Internal Revenue Code of 1986 (the “Code”), our firm is subject to specific duties and obligations. ERISA section 408(b)(2) requires covered service providers to ERISA plans to disclose information about their services and compensation received for such services to responsible plan fiduciaries. This final regulation sets up specific disclosure obligations for covered service providers to ensure that responsible plan fiduciaries are provided with the information they need to make more informed decisions when selecting and monitoring service providers for their plans. The 408(b)(2) regulation amends a prohibited transaction rule under ERISA and the Internal Revenue Code (the “Code”), which states that it is a prohibited transaction for a “covered plan” to enter an arrangement with a covered service provider unless the arrangement is reasonable, and the compensation being received by the service provider is reasonable.

General Information on Fees

In certain circumstances, fees and/or account minimums can be negotiable. However, clients taking part in any of the RBC Custody & Clearing Services WRAP fee programs should refer to Schedule H of the program, they are in for further information.

The fee charged is calculated and is not charged based on a share of capital gains upon or capital appreciation of the funds or any portion of funds of an advisory client (SEC Rule 205(a)(1)).

A client agreement can be canceled at any time, by either party, for any reason upon receipt of 30 days' written or verbal notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

All fees paid to LMK for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds, UITs, and ETFs to their shareholders. These fees and expenses are described on each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee.

Clients should review both the fees charged by the funds and the fees charged by LMK to fully understand the total amount of fees to be paid by the client and to evaluate the advisory services being provided.

Fee Billing

LMK generally bills its fees quarterly in advance for accounts custodied at RBC. LMK bills its fees in arrears for accounts custodied at Schwab. Clients can be billed directly for fees or authorize LMK to directly debit fees from client accounts. It is LMK's policy that performance reporting be calculated net of fees, however, when fees are paid from outside funds, this is not possible. In other words, when fees are not debited directly from the account, the reported performance will be higher than when fees are debited directly from the account.

Management fees charged in advance shall be calculated based on the market value at the end of the previous quarterly period and will be adjusted for in-quarter deposits. Accounts that started or ended during a quarterly billing period will be charged a prorated fee. Clients are entitled to end their LMK Advisory Services Agreement within 30 days of written or verbal notice to LMK of such termination. Unearned fees will be refunded to the client's account. Upon termination of any account, unpaid fees will be due and payable. Special Projects services are billed for services given.

Other Fees

LMK's fees are exclusive to brokerage commissions, transaction fees, and other related costs and expenses that shall be incurred by the client. Clients can incur certain charges imposed by custodians, brokers, TPM other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees, and commissions are exclusive of and in addition to LMK's fee, and LMK shall not receive any part of these commissions, fees, and costs.

Please see the section entitled "Brokerage Practices (Item 12)" for more information.

Past due Accounts and Termination of Agreement

LMK reserves the right to stop working on any account when management fee payments are more than 60 days overdue. In addition, LMK reserves the right to end any financial planning engagement where a client has willfully concealed or has refused to supply pertinent information about financial situations when necessary and proper to supplying proper financial advice, per the judgment of LMK. Clients can end their agreement at any time by supplying written or verbal notice. Terminated clients will receive an itemized bill for work completed.

Compensation for Sales of Investment Products

Unless specifically disclosed in the LMK Advisory Agreement, LMK does not sell securities that pay a commission. Mutual funds, index funds, and exchange-traded funds of all types charge their shareholders various advisory fees and expenses associated with the establishment and operation of the funds. For WRAP accounts there is no added commission or ticket charge generated and for non-WRAP accounts there is an allowance of up to \$30 commission to cover ticket charges. This can be found in the L.M. Kohn Advisory Service agreement. Each fund's prospectus describes these fees and expenses, which generally include a management fee, shareholder servicing, portfolio transaction costs, other fund expenses, and sometimes a distribution fee. These separate mutual fund fees are disclosed in each fund's current prospectus, which is available from the mutual fund and, upon request, from us.

Investors are directly, and indirectly, paying two levels of advisory fees and expenses: one layer of fees at the fund level and one layer of advisory fees and expenses to LMK or RBC. Most mutual funds can be bought directly, without using our services and incurring our advisory fees. Many mutual funds also pay shareholder service fees (12b-1 fees) to brokerage firms, and their

registered representatives, in consideration of their services to the fund's shareholders. Clients can buy investment products recommended by LMK through other brokers or agents not affiliated with LMK. It is the policy of L.M. Kohn for IARs to use the lowest cost share class fund available on the RBC or Schwab platforms for mutual funds recommended and/or bought for L.M. Kohn advisory accounts. However, sometimes the lowest expense share class of a particular fund family also pays an ongoing 12b-1 fee. In these instances, RBC will automatically rebate the 12b-1 fee back to your account, regardless of whether it is a qualified or non-qualified plan account. Schwab, as a qualified custodian Broker/Dealer, keeps any, if at all, 12b-1 fees within those accounts and does not share any part of them with the firm or our IARs.

Performance-Based Fees (Item 6)

Sharing of Capital Gains

LMK does not use a performance-based fee structure. Performance-based compensation can create an incentive for the IAR to recommend an investment that can carry a higher degree of risk to the client. However, the nature of asset-based fees allows LMK to take part in the growth of the client's portfolio. This also means that our fees can decline when the client's portfolio declines in value.

Types of Clients (Item 7)

Description

LMK generally provides investment advice to individuals, high-net-worth individuals, families, trusts, qualified retirement plans, not-for-profit organizations, estates, and businesses. Advice can extend to entities related to the client such as small businesses and charitable organizations, including foundations and endowments. Client relationships vary in scope, assets under management, and length of relationship with IAR.

Methods of Analysis, Investment Strategies, and Risk of Loss (Item 8)

Methods of Analysis

Security analysis methods at LMK use a combination of methods including fundamental analysis, valuation method, and technical analysis. The main sources of information include Morningstar reports, fund prospectuses, S&P reports, Zacks, financial newspapers and magazines, research materials prepared by others, filings with the Securities and Exchange Commission, and annual reports. Employees of LMK can also attend on- and off-site visits with fund and portfolio managers, conference calls, and industry conferences. We believe these resources for information are reliable and we regularly depend on them for making our investment decisions; however, we are not responsible for the accuracy or completeness of this information.

Fundamental analysis is a technique that tries to determine a security's value by focusing on the economic well-being of a financial entity as opposed to only its price movements. When conducting fundamental analysis, we will review a company's financial statements and consider factors including, but not limited to, whether the company's revenue is growing, if the company is profitable, if the company is in a strong enough position to beat its competitors in the future, and if the company can repay its debts. Because it can take a long time for a company's value to be reflected in the market, the risk associated with this method of analysis is that a gain is not realized until the stock's market price rises to the company's true value.

The valuation method is a technique used to calculate a theoretical value for security to estimate potential future market prices. When using the valuation method, we will review such things as earnings per share, price to earnings, and growth rate.

We also use technical analysis to evaluate potential investments. Unlike fundamental analysis, technical analysis does not analyze the company's value but instead analyzes the stock's price movement in the market. Charting is a form of technical analysis in which the various technical factors are diagrammed to illustrate patterns. Technical analysis studies the supply and demand in the market to determine what direction or trend will continue in the future. However, there are risks involved with this method, including the risk that the trends will change unpredictably, which is why we use a combination of methods and sources.

Investment Strategies

We can use passively managed index and exchange-traded funds when right for the client and actively managed funds, stocks, options, certificates of deposits, and individual government, corporate, or municipal bonds where there are opportunities to make a difference by security selection. We can recommend implementing one or more investment strategies including long-term purchases (held at least a year), short-term purchases (held less than a year), active trading (held less than 30 days), short sales (selling of a security that the seller does not own, based on the assumption that the seller will be able to buy the stock at a lower amount than the price at which the seller sold short), margin transactions (purchase of a security on credit extended by a broker/ dealer), and option writing (selling an option).

The investment strategy for a specific client is based upon the client's objectives, risk, income needs, and tax situation told by the client during consultations. The client can change these goals at any time.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach keeps the risk of loss in mind. However, as with all investments, clients face investment risks including the following: Loss of Principal Risk, Interest-rate Risk, Market Risk, Inflation Risk, Currency Risk, Reinvestment Risk, Business Risk, Liquidity Risk, and Financial Risk.

Disciplinary Information (Item 9)

Legal and Disciplinary

Registered investment advisers must disclose all facts about any legal or disciplinary events material to your evaluation of LMK or the integrity of LMK's management. LMK did a self-report under the SEC (Securities and Exchange Commission) Share Class Disclosure Initiative in August of 2018. SEC issued a Cease-and-Desist order on March 11, 2019, as part of the Share Class Disclosure Initiative. Disciplinary events and disclosures for individual IARs are described in the Brochure Supplement (Part 2b).

L.M. Kohn and Company Disclosure:

LMK had one advisory program that was not automatically rebating mutual fund 12b-1 fees to client accounts. LMK discovered this error and corrected the error by crediting each affected account the 12b-1 fees received. These credits were made in June and July of 2018. In June 2019 as part of the Cease-and-Desist Order dated March 11, 2019, issued by the Securities and Exchange Commission (SEC). LMK credited each affected account prejudgment interest for the accounts credited the 12b-1 fees.

The Cease-and-Desist Order Release 5152, March 11, 2019: The Securities and Exchange Commission considers it appropriate and in the public interest that public administrative and cease-and-desist proceedings be instituted against L.M. Kohn & Company ("respondent"). Based on this order and the respondents' offer, the commission finds that these proceedings arise out of breaches of advisory duty and inadequate disclosures by the respondent in connection with its mutual fund share class selection practices and the fees it received. At times during the relevant period, the respondent bought, recommended, or held for IAR clients' 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. Respondents received 12b-1 fees in connection with these investments. Respondent did not disclose in its Form ADV or otherwise the conflicts of interest related to (a) its receipt of 12b-1 fees, and/or (b) its choice of mutual fund share classes that pay such fees. During the relevant period, the respondent received 12b-1 fees for recommending that clients invest in or hold such mutual fund share classes. As a result of the conduct, the respondent willfully violated sections 206(2) and 207 of the advisers' act.

Undertakings and Prejudgment interest:

The respondent shall cease and desist from committing or causing any violations and any future violations of sections 206(2) and 207 of the adviser's act. Respondent is censured, shall pay disgorgement of \$542,082.10 and prejudgment interest of \$44,800.65, and shall comply with the undertakings enumerated in the offer of settlement.

The respondent has submitted an offer of settlement which the commission has determined to accept. In view of the foregoing, the commission deems it appropriate in the public interest to impose the sanctions agreed to in the respondent's offer. Respondent self-reported to the commission the violations discussed in this order pursuant to the division of enforcement's share class selection disclosure initiative ("SCSD initiative"). Accordingly, this order and respondent's offer are based on the information self-reported by respondent.

RBC Capital Markets Disclosure:

Without admitting or denying the findings, RBC CM consented to the sanctions and the entry of findings that it failed to establish, maintain, and enforce a supervisory system, including written supervisory procedures (WSPs), reasonably designed to achieve compliance with FINRA and Municipal Securities Rulemaking Board (MSRB) rules concerning representatives' recommendations of high-yield corporate and municipal bonds. The findings stated that the firm's policies and procedures did not sufficiently address the suitability factors that representatives should consider before recommending high-yield bonds. On December 15, 2021, RBC CM was censured, fined \$550,000, and ordered to pay \$456,155, plus interest, in restitution to clients. Without admitting or denying the findings, the firm consented to the sanctions and the entry of findings that it failed to create, maintain, and preserve accurate records of manual client orders routed to the NYSE American Options Floor (the "American Options Floor"). The findings stated that the firm failed to maintain a reasonably designed supervisory system to ensure the creation and retention of accurate records for manual options orders, including: (i) the prices of orders that it transmitted to the American Options Floor for execution; (ii) the time at which it transmitted orders to the American Options Floor for execution; and (iii) the prices of the orders it received from its institutional clients. On October 11, 2021, RBC CM was censured,

fined \$250,000, and required to certify that it has corrected the deficiencies with its books and records procedures. It is alleged that from 2014-2017, RBC CM engaged in improper conduct in connection with the allocation, purchase, and sale of certain new issue municipal bond offerings in violation of internal procedures, as well as MSRB and SEC rules. The SEC order found that its conduct violated MSRB and SEC rules. RBC CM was censured; and paid disgorgement of \$552,440, prejudgment interest of \$160,886.97 on disgorgement, and a civil penalty of \$150,000 to the commission. The payments were made by RBC CM on September 22, 2021. The Virginia State Corporation Commission alleged that, from December 1, 2017, through November 27, 2020, RBC CM employed an Investment Advisor Representative (IAR) who was registered in the District of Columbia but not Virginia and that RBC CM failed to enforce its written supervisory procedures regarding IAR registration. On September 8, 2021, RBC CM executed the settlement order which states that RBC CM neither admits nor denies the Virginia State Corporation Commission's allegations and paid a \$10,000 civil penalty.

Without admitting or denying the findings, RBC CM consented to the sanctions and the entry of findings that it failed to report, and inaccurately reported, over the counter (OTC) options positions to the Large Options Positions Reporting System (LOPR). The findings stated that these violations were caused by errors in the reporting logic of the firm's internal risk system that it used to compile and submit OTC LOPR reports. The findings also stated that the firm failed to establish and maintain a supervisory system reasonably designed to comply with its LOPR reporting obligations. On December 31, 2021, RBC CM was censured and fined \$2,600,000 and required to implement multiple new surveillance reports and procedures to determine whether its reportable OTC positions had been reported and were accurate.

In Item 2, RBC CM is required to identify and discuss all material changes to its RBC Clearing and Custody Advisory Programs Disclosure Document (Form ADV Part 2A Appendix 1, Wrap Fee Program Brochure) (the "Disclosure Document"). Since June 30, 2022, version of the Disclosure Document, we have the following material updates. We have updated certain sections to enhance our existing disclosures on products and services and, in certain instances, to provide additional clarity related to our conflicts of interest, including Item 9. Additional information: section titled "Disciplinary Information" On March 3, 2022, City National Rochdale, LLC ("CNR"), a registered investment advisor and affiliate of RBC CM, reached a settlement with the SEC concerning CNR's breach of fiduciary duties relating to its use of proprietary mutual funds and share classes in advisory accounts. Those funds generated fees for CNR and its affiliates, rather than competitor funds within the same asset classes that cannot have generated such fees and created a conflict that was not disclosed. The SEC determined that CNR willfully violated sections 206(2) and 206(4) of the Advisers Act and Rule 206(4)-7 by failing to adopt and implement written policies and procedures designed to prevent violations of the Advisers Act. Under the terms of the settlement, CNR paid \$30,361,804 in fines, disgorgement, and interest.

RBC CM consented to FINRA sanctions and findings that its supervisory system did not provide certain customers with mutual fund sales charge waivers and fee rebates to which they were entitled through rights of reinstatement offered by mutual fund companies, which resulted in the payment of \$264,939.44 in excess sales charges and fees by eligible customers. On July 2, 2024, RBC CM was censured, fined \$75,000 and required to certify that it had remediated the issues and implement reasonably designed supervisory system, including WSPs. The firm also made full restitution, plus interest, to the affected customers. RBC CM consented to FINRA sanctions and findings that it sent trade confirmations to customers that contained inaccurate information. The findings stated that the firm sent its institutional customers confirmations for fixed income transactions, including certain municipal securities transactions, that inaccurately stated that the transactions were executed in an agency capacity, when they were executed in a principal capacity. The firm also sent its institutional customers trade confirmations that inaccurately stated that certain transactions that were solicited were unsolicited and vice versa. In addition, the firm failed to deliver trade confirmations to customers that had requested electronic delivery of trade confirmations and failed to send trade confirmations for millions of dividend reinvestment program (DRIP) transactions. The findings also stated that the firm failed to establish, maintain, and enforce a supervisory system, including WSPs, reasonably designed to achieve compliance with trade confirmation requirements. The findings also included that the firm violated Regulation T promulgated by the board of governors of the federal reserve system under Section 7 of the Exchange Act by extending credit to certain customers of the firm and its introducing firms, which resulted in hundreds of incorrectly executed trades in those accounts and the frequent selling of the positions at issue to generate proceeds to cover the purchases. In connection with these transactions, customer accounts incurred commissions, markups, markdowns, and fees totaling \$392,525.50, that they would not otherwise have incurred had the firm cancelled the trades. In addition, introducing firm customer accounts incurred \$1,308 in fees in connection with these trades that they would not have incurred had the firm cancelled the trades. On April 29, 2024 RBC CM was censured, fined \$375,000, ordered to pay \$393,833.50 in restitution to customers, and required to certify that it has remediated the issues and implemented a supervisory system, including WSPs. For more details on any particular matter, please see the item in this Disclosure Document referred to in the summary above. RBC CM will provide you with a new Disclosure Document without charge, upon request to your Financial Professional. The Disclosure Document is also available on the SEC's website, www.adviserinfo.sec.gov.

Other Financial Industry Activities and Affiliations (Item 10)

Affiliations

LMK is registered as a securities broker-dealer and recommends to its advisory clients clearing through either RBC Custody & Clearing Services (RBC), a division of RBC Capital Markets, LLC, or Schwab, based on the electronic linkage available, the competitive commission structure and the services available. However, clients can choose to use the custodial and brokerage services of any licensed broker or trust company provided that a satisfactory computer link can be set up. LMK intends to continually review other custodial and transactional service providers to ensure that its clients receive competitive commission rates and high-quality execution. These relationships are not necessarily a conflict of interest. LMK can receive minimal benefit from ticket charges from trades placed by RBC but not Schwab. LMK does receive rebates on RBC sponsored sweep accounts such as, the RBC FDIC Insured Bank Deposit Program, the RBC Credit Interest Program, and the RBC Cash Sweep Program, dependent on positive interest rates and assets in the RBC FDIC Insured Bank Deposit Program. There is no revenue sharing conflict for accounts custodied at Schwab. LMK does not have any relationships with futures or commodity entities. LMK IARs can recommend outside investment advisors to clients. LMK has selling agreements, business referrals, or associations with other IARs, accounting firms, law firms, pension consultants, and insurance companies and agencies.

Activities

In addition to LMK, some IARs are associated with other activities. These activities are described in the Brochure Supplement (Part 2b) and are separate and distinct from the advisory services we provide. Clients should be aware that the receipt of added compensation by these IARs creates a conflict of interest that can impair the objectivity of these individuals when making IAR recommendations. LMK and our IARs endeavor always to put the interest of the client first as part of our advisory duty as a registered investment adviser, we take the following steps to address this conflict:

- We disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our IARs to earn compensation from IAR clients in addition to our IAR fees.
- We disclose to clients that they are not bound to buy recommended investment products from our advisors or affiliated companies.
- We collect, keep, and document relevant client background information, including the client's financial goals, objectives, and risk tolerance.
- Our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances.
- We require that our advisors seek prior approval of any outside employment activity so that we can ensure that any conflicts of interest in such activities are properly addressed.
- We monitor these outside business activities to verify that any conflicts of interest continue to be properly addressed by our firm.
- We educate our advisors about the responsibilities of an IAR, including the need to have a reasonable and independent basis for the investment advice provided to clients.

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

Code of Ethics

LMK has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and IAR duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition of insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at LMK must acknowledge the terms of the Code of Ethics annually, or as amended. The firm will supply a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

LMK and its employees can at times buy or sell securities that are also held by clients. Employees cannot trade their own securities ahead of client trades; however, block trades can have client and employee trades in the same block. Employees follow the provisions of the LMK Code of Ethics. These procedures are designed to ensure that the personal securities transactions, activities, and interests of the employees of LMK will not interfere with making decisions in the best interest of IAR clients and implementing such decisions while, at the same time, allowing employees to invest in their own accounts.

All employee trading is reviewed by either the Chief Compliance Officer or a designated Supervising Principal. The Chief Compliance Officer's personal trades are reviewed by a designated Supervising Principal. Trade reviews ensure that employee personal trades do not receive preferential treatment over client trades.

Brokerage Practices (Item 12)

Selecting Brokerage Firms

LMK recommends to some of its advisory clients the brokerage services of L.M. Kohn & Company, clearing through RBC Custody & Clearing Services (RBC), a division of RBC Capital Markets, LLC, member NYSE/FINRA/SIPC. LMK currently recommends RBC based on the electronic linkage available, the competitive commission structure, and the services available. However, clients can choose to use the custodial and brokerage services of any licensed broker or trust company provided that a satisfactory computer link can be set up. LMK intends to continually review other custodial and transactional service providers to ensure that its clients receive competitive commission rates and high-quality execution. This relationship is not a conflict of interest.

Securities traded through RBC for investment advisory clients are not charged commissions or ticket fees per trade unless the advisory contract between the IAR and the client clearly says that commissions or ticket charges will be charged in addition to the advisory fee. Sometimes trades are bunched so that multiple clients are making a purchase or sale of the same security. These shares are bought and sold at the average cost per trade executed that day. Please note that when TPM is hired to trade in client accounts, that manager handles all trading and execution. There are instances where TPM does not use the average price for all client trades. This could be due to several different scenarios, including the client requesting to raise cash, traders receiving signals at various times in the day, or the same manager trading the same security for different strategies. In the event the total number of shares in the original order is not executed that day, the actual number of shares bought and sold is pro-rated on a fair basis, reserving the right to use round lots for practical purposes. Clients who are invested in mutual funds pay mutual fund management fees. LMK does not share in any of these management fees. The firm will make every effort to ensure use of the lowest expense share class of a mutual fund in an advisory account and it is the policy of its IARs to make every effort to ensure selection of the lowest expense share class of a particular fund. Lowest expense share class in a mutual fund family may not be purchased for clients that clear trades exclusively through RBC. While efforts are made to provide clients with the cheapest share class of the mutual fund(s) that are being selected, there are some instances where trades that are being cleared exclusively through RBC are not able to be purchased (by the Firm's IARs) with the cheapest share class.

LMK also takes part in the institutional client program offered by Schwab Institutional. Schwab Institutional is a division of Charles Schwab Inc., member FINRA/SIPC. Schwab offers services to independent investment advisers which include custody of securities, trade execution, clearance, and settlement of transactions. LMK receives a low-cost structure from Schwab through our participation in the program. We can recommend Schwab to our clients for custody and clearing services. There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although we receive technological cost benefits as well as research benefits through our participation in the 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): zero commission charges on stocks and ETFs, duplicate client confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transactions fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to LMK by third-party vendors.

Products or services offered through Schwab can aid us in managing and administering client accounts, including accounts not kept at Schwab. Other services made available by Schwab are intended to help us manage and further develop our business enterprise. The benefits received by LMK or our advisors through participation in the program do not depend on the amount of brokerage transaction directed to Schwab. Clients should be aware, however, that the receipt of economic benefits by LMK or our advisors in and of itself creates a conflict of interest and can indirectly influence our recommendations of Schwab for custody and clearing services.

Research and Other Soft Dollar Benefits

LMK does not receive soft dollar benefits from the custodians to whom we recommend clients.

Directed Brokerage

For convenience and cost, LMK recommends to its IAR clients the brokerage services of L.M. Kohn & Company, for custody and clearing through RBC Custody & Clearing Services (RBC), a division of RBC Capital Markets, LLC, member NYSE/FINRA/SIPC. LMK clients custodied at Schwab will use Schwab's brokerage services. Although RBC and Schwab are the recommended service providers, clients do not have to use either firm. Other alternatives can result in a lower cost for the client.

When more than one account is trading a particular stock or ETF on the same day, block trading can be used to get identical pricing on the trades. If a client chooses to use their own broker-dealer for trades, it can result in a higher cost because the trades will not be aggregated to achieve the best price.

Review of Accounts (Item 13)

Periodic Reviews

LMK IARs conduct regular, periodic, and at least annually, formal reviews of its clients' portfolios. LMK conducts trade reviews through systems including ProSurv and Complysci. Added reviews can be triggered by prevailing market conditions and changes in client circumstances. Reviews can also be triggered by market conditions. Reviews are conducted by IARs utilizing client risk profiles, suitability, and diversification as a guide. Trade reviews are done daily by authorized supervisors.

Review Triggers

Account reviews for clients are performed more often when market conditions dictate, or when a client's goals change. A review can be triggered by client requests, changes in market conditions, added information about an investment, changes in tax laws, or other significant changes.

Regular Reports

Clients receive monthly or quarterly brokerage account statements from their custodian. RBC clients can receive LMK DASH Reports and/or reports from Addepar for accounts held at RBC. Schwab clients can receive LMK DASH reports. Clients can receive these reports electronically or in hard copies. We encourage clients to compare their reports from LMK with the brokerage statements issued by their custodians.

Client Referrals and Other Compensation (Item 14)

Incoming Referrals

LMK has been fortunate to receive many client referrals over the years. The referrals have come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other sources. The firm does not pay for referrals.

Referrals to Other Professionals

LMK does not accept referral fees or any form of payment from other professionals when a prospect or client is referred to them.

Custody (Item 15)

Account Statements

All assets are held in banks, broker-dealers, or other qualified custodians, who supply account statements directly to clients at their address of record at least quarterly. LMK urges you to carefully review such statements and compare such official custodial records to the account statements that we can provide you with. Our vendor performance reporting statements can vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

SEC "Custody"

According to a recent ruling by the SEC, IARs are considered to have "custody" of client funds if certain conditions are met. From time to time, LMK can be technically considered to have "custody" of certain types of accounts, such as when a staff member acts as a trustee of an unrelated trust and LMK acts as the investment adviser to that trust. In this case, the SEC requires an annual surprise audit of those "custodied" accounts by an independent CPA firm.

Investment Discretion (Item 16)

Discretionary Authority for Trading

In a discretionary account, the client gives the IAR or TPM the authorization to make purchases and sales in the account without first obtaining the client's permission. In a non-discretionary account, the IAR must obtain the client's permission to purchase and sell.

LMK receives limited discretionary authority from clients at the time they sign the Advisory Services Agreement or the LMK Advisory Services Addendum. Choosing discretionary authority grants us the ability to decide, without obtaining the client's specific consent, the securities to be bought or sold for the portfolio, the quantity of securities to be bought or sold, and in most

cases, the broker-dealer to be used and the commission rate to be paid if any (not to exceed amount showed on advisory agreement). In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment goals for the account, by considering the size of the account, and the risk tolerance.

Also, clients can sign an agreement with the custodian which generally includes a limited power of attorney granting LMK authority to direct and implement the investment and reinvestment of the assets within the account, but not to direct the assets outside of the account.

When selecting securities and deciding amounts, LMK observes any investment policies, limitations, and restrictions provided to us in writing. For registered investment companies, our authority to trade securities can also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Voting Client Securities (Item 17)

Proxy Votes

As a matter of firm policy and practice, LMK does not have any authority to and does not vote for proxies on behalf of advisory clients. However, a client can elect a Money Manager to vote on their behalf in some cases. Clients keep the responsibility for receiving and voting proxies for all securities kept in client portfolios. LMK can supply advice to clients about the client's voting of proxies. If you want clarification on voting proxies, please contact the Chief Compliance Officer at 513-792-0301 or compliance@lmkohn.com.

Financial Information (Item 18)

Financial Condition

LMK does not have any financial impairment that will prevent the firm from meeting contractual commitments to clients. A balance sheet does not have to be supplied because LMK does not serve as a custodian for client funds or securities, other than as described above, and does not require prepayment of fees of more than \$1,200 per client, six months or more in advance.

Business Continuity Plan (Item 19)

General

LMK has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services, or key people.

Disasters

The Business Continuity Plan (BCP) covers natural disasters such as snowstorms, pandemics, hurricanes, tornados, fire, and flooding, in addition to disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological events, communications line outage, Internet outage, railway accident and plane accident. Electronic files are backed up daily and archived offsite. The current LMK BCP can be found at www.lmkohn.com.

Alternate Offices

Alternate work locations are found to support ongoing operations if the central office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

LMK has provisions in place for the loss of key personnel as part of the Business Continuity Plan.

Information Security Program (Item 20)

Information Security

LMK maintains an information security program to reduce the risk that personal and confidential information can be breached.

Privacy Notice

We are an independent registered investment advisor, committed to safeguarding the confidential information of our clients. Respect for our client's privacy is critical to the way we do business. Our privacy promise derives from basic principles of trust, ethics, and integrity.

The full version of our Privacy Notice is sent to clients within 30 days of signing a New Account form or Client Acknowledgement form and annually thereafter. Clients can request a copy in advance (of signing) if they wish. Additionally, the full version of our Privacy Notice is available on our website, www.lmkohn.com, under “[Others Links/Privacy Notice](#)”.