

Item 1: Cover Page

**FORM ADV PART 2A
DISCLOSURE BROCHURE**



December 3, 2024

This brochure provides information about the qualifications and business practices of Manna Wealth Management Inc. Being registered as an investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at (305) 306-7107. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

**ADDITIONAL INFORMATION ABOUT MANNA WEALTH MANAGEMENT INC. (CRD #332313) IS
AVAILABLE ON THE SEC'S WEBSITE AT WWW.ADVISERINFO.SEC.GOV**

Item 2: Material Changes

Annual Update

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

Material Changes since the Last Update

Since the last update of this brochure on September 20, 2024, the following changes have been made:

- Assets under management have been updated in Item 4
-

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

Item 3: Table of Contents

Form ADV – Part 2A – Firm Brochure

Item 1: Cover Page	i
Item 2: Material Changes	ii
Annual Update	ii
Material Changes since the Last Update.....	ii
Full Brochure Available.....	ii
Item 3: Table of Contents.....	iii
Item 4: Advisory Business.....	1
Firm Description	1
Types of Advisory Services	1
Client Tailored Services and Client Imposed Restrictions.....	1
Wrap Fee Programs.....	1
Client Assets Under Management.....	2
Item 5: Fees and Compensation	2
Method of Compensation and Fee Schedule.....	2
Client Payment of Fees	2
Additional Client Fees Charged.....	2
Prepayment of Client Fees	3
External Compensation for the Sale of Securities to Clients.....	3
Item 6: Performance-Based Fees and Side-by-Side Management.....	3
Sharing of Capital Gains	3
Item 7: Types of Clients.....	3
Description	3
Account Minimums	3
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....	3
Methods of Analysis.....	3
Investment Strategy	4
Security Specific Material Risks.....	4

Item 9: Disciplinary Information.....	7
Criminal or Civil Actions.....	7
Administrative Enforcement Proceedings.....	7
Self- Regulatory Organization Enforcement Proceedings	7
Item 10: Other Financial Industry Activities and Affiliations	7
Broker-Dealer or Representative Registration	7
Futures or Commodity Registration	7
Material Relationships Maintained by this Advisory Business and Conflicts of Interest.....	7
Recommendations or Selections of Other Investment Advisors and Conflicts of Interest	7
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	7
Code of Ethics Description.....	7
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest....	8
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest ...	8
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest.....	8
Item 12: Brokerage Practices	9
Factors Used to Select Broker-Dealers for Client Transactions	9
Aggregating Securities Transactions for Client Accounts.....	9
Item 13: Review of Accounts	10
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved	10
Review of Client Accounts on Non-Periodic Basis	10
Content of Client Provided Reports and Frequency.....	10
Item 14: Client Referrals and Other Compensation.....	10
Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest.....	10
Advisory Firm Payments for Client Referrals.....	10
Item 15: Custody.....	10
Account Statements.....	10
Item 16: Investment Discretion	10
Discretionary Authority for Trading.....	10

Item 17: Voting Client Securities	11
Proxy Votes	11
Item 18: Financial Information	11
Balance Sheet	11
Financial Conditions Reasonably Likely to Impair Advisory Firm’s Ability to Meet Commitments to Clients.....	11
Bankruptcy Petitions during the Past Ten Years.....	11

Item 4: Advisory Business

Firm Description

Manna Wealth Management Inc. (“Manna”) a corporation, formerly founded in Washinton DC, with offices in Miami and Miami Beach. The firm has been serving clients since its inception in December 1962. With a rich history spanning over six decades, Manna has evolved to meet the dynamic needs of its clientele and adapt to the ever-changing financial landscape. In 2024, the firm enhanced its commitment to providing comprehensive financial services by officially registering as an Investment Advisor, thereby reinforcing its fiduciary responsibility to its clients. Under the adept leadership of its managing principal owner, David Kassir, the principal owner of Manna, brings a wealth of experience in wealth management, investment strategies, and financial planning, Manna is dedicated to crafting tailored solutions that align with the unique financial goals and aspirations of its clients. The firm prides itself on its client-centric approach and its unwavering dedication to fostering long-term relationships built on trust and transparency.

Types of Advisory Services

ASSET MANAGEMENT

Manna offers discretionary and non-discretionary asset management services to advisory Clients. Manna will offer Clients ongoing asset management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors.

Discretionary

When the Client provides Manna discretionary authority the Client will sign a limited trading authorization or equivalent. Manna will have the authority to execute transactions in the account without seeking Client approval on each transaction.

Non-Discretionary

When the Client elects to use Manna on a non-discretionary basis, Manna will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, Manna will obtain prior Client approval on each and every transaction before executing any transaction.

Financial planning is included with all portfolio management services at no additional charge or fee. Financial planning may include but are not limited to: investment planning; life insurance analysis & planning; tax planning; retirement planning; estate planning; and income planning.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each Client are documented in our Client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written Client consent.

Wrap Fee Programs

Manna does not sponsor any wrap fee programs.

Client Assets Under Management

Manna has the following Client assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$ 106,667,552	\$ 18,313,188	December 3, 2024

Item 5: Fees and Compensation**Method of Compensation and Pricing Schedule****ASSET MANAGEMENT**

Manna offers direct asset management services to advisory Clients. Manna assesses an annual investment advisory fee between 0.0% and 2.75% based on the total assets under management.

The annual cost is negotiable based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.). Manna considers cash to be an asset class, and as such is included in cost calculations. Also, to be noted, at times fees will exceed the money market yield. Fees are billed quarterly in advance based on the amount of assets managed as of the close of business on the last business day of the previous quarter. If the Account does not contain sufficient funds to pay advisory fees, Manna has authority to sell or redeem securities in sufficient amounts to pay advisory fees.

Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. After the initial five (5) business days, the agreement may be terminated by Manna with thirty (30) days written notice to Client and by the Client at any time with written notice to Manna.

There are no fee adjustment made for account deposits and/or withdrawals during a billing period.

For accounts opened or closed mid-billing period, fees will be prorated based on the days services are provided during the given period. Additionally, all unearned fees will be refunded to the Client. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be mutually consented and acknowledged in writing by both parties before any increase in said fees occurs.

Client Payment of Fees

Fees for asset management services are deducted from a designated Client account. The Client must consent in advance to direct debiting of their investment account.

Additional Client Fees Charged

Custodians may charge transaction fees and other related costs on the purchases or sales of mutual funds, equities, bonds, options and exchange-traded funds. Mutual funds, money market funds and exchange-traded funds also charge internal management fees, which are disclosed in the fund's prospectus. Manna does not receive any compensation from these fees. All of these fees are in addition to the management fee you pay to Manna. For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Manna does not require any prepayment of fees of more than \$1,200 per Client and six months or more in advance.

Investment management fees are billed quarterly in advance. Refunds for fees paid in advance but not yet earned will be refunded on a prorated basis and returned within fourteen days to the client via check, or return deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination. (*The daily rate is calculated by dividing the annual asset-based fee rate by 365.).

External Compensation for the Sale of Securities to Clients

Investment Advisor Representatives of Manna receive external compensation from sales of investment related products such as insurance as licensed insurance producers. This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. This conflict is mitigated by disclosures, procedures, and Manna's fiduciary obligation to place the best interest of the Client first and Clients are not required to purchase any products or services. Clients have the option to purchase these products through another insurance producers of their choosing.

Item 6: Performance-Based Fees and Side-by-Side Management**Sharing of Capital Gains**

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Manna does not use a performance-based fee structure because of the conflict of interest.

Item 7: Types of Clients**Description**

Manna generally provides investment advice to individuals, high net worth individuals, corporations or business entities. Client relationships vary in scope and length of service.

Account Minimums

Manna requires a minimum of \$250,000 to open and maintain an account. In certain instances, the minimum account size may be lowered or waived.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**Methods of Analysis**

Manna's methods of analysis include Charting analysis, Cyclical analysis, Fundamental analysis, Modern portfolio theory, Quantitative analysis and Technical analysis.

Charting analysis involves the use of patterns in performance charts. Manna uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Cyclical analysis involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategy

Manna uses long term trading.

Manna implements a range of investment strategies that are designed to meet the diverse needs of clients and achieve their investment goals. Manna's investment strategies are based on a thorough analysis of market trends, economic conditions, and investor sentiment. Below are some of the other investment strategies implemented by Manna:

Growth-oriented investment strategy: This strategy focuses on investing in companies that have strong growth potential and are expected to provide high returns in the long term. Manna identifies such companies by analyzing various factors such as revenue growth, profitability, market share, and product innovation.

Value-oriented investment strategy: This strategy involves investing in companies that are undervalued by the market but have strong fundamentals such as a solid balance sheet, high cash flow, and a strong management team. Manna employs rigorous analysis to identify such companies and invest in them for the long term.

Income-oriented investment strategy: This strategy involves investing in companies that have a track record of paying high dividends to their shareholders. Manna identifies such companies by analyzing their financial statements, dividend payout history, and overall financial health.

Active management strategy: This strategy involves actively managing the portfolio to take advantage of short-term market trends and opportunities. Manna employs a team of experienced investment professionals who monitor the market closely and make investment decisions based on in-depth analysis and research.

Passive management strategy: This strategy involves investing in a diversified portfolio of index funds that mimic the performance of a specific market index. This approach is designed to provide investors with a low-cost, low-risk investment option that offers exposure to a broad range of assets.

In summary, Manna implements a range of investment strategies that are designed to meet the diverse needs of our clients and achieve their investment goals).

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Manna:

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in using this method is that only past performance data is considered without using other methods to crosscheck data. Using

charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Quantitative analysis Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Investment Strategies

- ***Long term trading:*** designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.
- ***Market Risk:*** The prices of securities in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.
- ***Interest-rate Risk:*** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- ***Inflation Risk:*** When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.

- *Currency Risk*: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk*: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk*: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Management Risk*: The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the client's portfolio may suffer.
- *Equity Risk*: Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.
- *Fixed Income Risk*: The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk*: When a client invests in open end mutual funds or ETFs, the client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which client invests.
- *Trading risk*: Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.

Item 9: Disciplinary Information

Criminal or Civil Actions

Manna and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Manna and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

In December 2016, without admitting or denying the findings, David Kassir consented to an Acceptance, Waiver & Consent (AWC) issued by FINRA based on allegations that his member firm created no FINRA 3130 reports from 2011 through 2014 and David Kassir, as CEO, certified each year that the reports existed. The matter is final wherein David Kassir was suspended in all principal capacity for 30 days from January 17, 2017, through February 15, 2017. David Kassir also paid \$7,500 in civil and administrative penalty(ies)/fine(s).

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Manna is not registered as a broker-dealer and no affiliated representatives of Manna are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither Manna nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

David Kassir has a financial affiliated business as an independent insurance producer. Approximately 1% of his time is spent on this activity. He will offer Clients services from those activities. As an insurance producer, he will receive separate compensation.

This practice represents a conflict of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products through another insurance producer of their choosing.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

Manna does not select or recommend other investment advisors.

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

Code of Ethics Description

The affiliated persons (affiliated persons include employees and/or independent contractors) of Manna have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of Manna affiliated persons and addresses conflicts that may arise. The Code defines acceptable behavior for affiliated persons of Manna. The Code reflects Manna and its supervised persons' responsibility to act in the best interest of their Client.

One area which the Code addresses is when affiliated persons buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any affiliated persons to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our Clients.

Manna's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other affiliated person, officer or director of Manna may recommend any transaction in a security or its derivative to advisory Clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Manna's Code is based on the guiding principle that the interests of the Client are our top priority. Manna's officers, directors, advisors, and other affiliated persons have a fiduciary duty to our Clients and must diligently perform that duty to maintain the complete trust and confidence of our Clients. When a conflict arises, it is our obligation to put the Client's interests over the interests of either affiliated persons or the company.

The Code applies to "access" persons. "Access" persons are affiliated persons who have access to non-public information regarding any Clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to Clients, or who have access to such recommendations that are non-public.

Manna will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Manna and its affiliated persons do not recommend to Clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Manna and its affiliated people may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as trading ahead of Client transactions, affiliated persons are required to disclose all reportable securities transactions as well as provide Manna with copies of their brokerage statements.

The Chief Compliance Officer of Manna is David Kassir. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Manna does not have a material financial interest in any securities being recommended. However, affiliated persons may buy or sell securities at the same time they buy or sell securities for Clients. In order to mitigate conflicts of interest such as front running, affiliated persons are required to disclose all reportable securities transactions as well as provide Manna with copies of their brokerage statements.

The Chief Compliance Officer of Manna is David Kassir. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Manna will require the use of a particular broker-dealer based on their duty to seek best execution for the client, meaning they have an obligation to obtain the most favorable terms for a client under the circumstances. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is affected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. Manna will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Manna relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Manna. Manna does not receive any portion of the trading fees.

Manna will require the use of Charles Schwab & Co., Inc.

- *Research and Other Soft Dollar Benefits*

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by Manna from or through a broker-dealer in exchange for directing Client transactions to the broker-dealer. Although Manna has no formal soft dollar arrangements, Manna may receive products, research and/or other services from custodians or broker-dealers connected to client transactions or “soft dollar benefits”. As permitted by Section 28(e) of the Securities Exchange Act of 1934, Manna receives economic benefits as a result of commissions generated from securities transactions by the custodian or broker-dealer from the accounts of Manna. Manna cannot ensure that a particular client will benefit from soft dollars or the client’s transactions paid for the soft dollar benefits. Manna does not seek to proportionately allocate benefits to client accounts to any soft dollar benefits generated by the accounts.

A conflict of interest exists when Manna receives soft dollars which could result in higher commissions charged to Clients. This conflict is mitigated by the fact that Manna has a fiduciary responsibility to act in the best interest of its Clients and the services received are beneficial to all Clients.

- *Brokerage for Client Referrals*

Manna does not receive client referrals from any custodian or third party in exchange for using that broker-dealer or third party.

- *Directed Brokerage*

Clients who direct brokerage outside our recommendation may be unable to achieve the most favorable execution of client transactions as client directed brokerage may cost clients more money. For example, in a directed brokerage account, you may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or you may receive less favorable prices. Not all advisors require their clients to direct brokerage

Aggregating Securities Transactions for Client Accounts

Manna manages each account separately, and therefore, does not aggregate purchases and sales and other transactions. If orders are not aggregated, some clients purchasing securities

around the same time may receive a less favorable price than other clients which may cost clients more money.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed quarterly by the Chief Compliance Officer of Manna, David Kassir. Account reviews are performed more frequently when market conditions dictate. Reviews of Client accounts include, but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria, reviewing target allocations of each asset class to identify if there is an opportunity for rebalancing, and reviewing accounts for tax loss harvesting opportunities.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by Manna's custodian. Client receives confirmations of each transaction in account from custodian and an additional statement during any month in which a transaction occurs. Manna does not provide additional reports to Clients.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

Manna receives additional economic benefits from external sources as described above in Item 12.

Advisory Firm Payments for Client Referrals

Manna does not compensate for Client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to Clients at their address of record at least quarterly. Clients are urged to carefully compare the account statements received directly from their custodians to any documentation or reports prepared by Manna.

Manna is deemed to have limited custody solely because advisory fees are directly deducted from Client's accounts by the custodian on behalf of Manna.

Item 16: Investment Discretion

Discretionary Authority for Trading

If applicable, Client will authorize Manna discretionary authority, via the advisory agreement, to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. If applicable, Client will authorize Manna discretionary authority to execute selected investment program

transactions as stated within the Investment Advisory Agreement. If however, consent for discretion is not given, Manna will obtain prior Client approval before executing each transaction.

Manna allows Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to Manna in writing.

The Client approves the custodian to be used and the commission rates paid to the custodian. Manna does not receive any portion of the transaction fees or commissions paid by the Client to the custodian.

Item 17: Voting Client Securities

Proxy Votes

Manna does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent. If the firm receives a proxy statement, it will be forwarded directly to the client for perusal and handling.

When assistance on voting proxies is requested, Manna will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client. If the Client requires assistance or has questions, they can reach out to the investment advisor representatives of the firm at the contact information on the cover page of this document

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided to Clients because Manna does not serve as a custodian for Client funds or securities and Manna does not require prepayment of fees of more than \$1,200 per Client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Manna has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

Bankruptcy Petitions during the Past Ten Years

Manna has not had any bankruptcy petitions in the last ten years.