



**Form ADV Part 2A: Firm Brochure**

**Wealth Analytics Partners, LLC.**

**12730 High Bluff Drive, Suite 260**

**San Diego, CA 92130**

**Phone (858) 794-2100**

**Fax (858) 794-2109**

**[jeff@wealthanalytics.com](mailto:jeff@wealthanalytics.com)**

**[www.wealthanalytics.com](http://www.wealthanalytics.com)**

**CRD #140115**

**February 2, 2024**

*This brochure provides information about the qualifications and business practices of Wealth Analytics Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 858-794-2100, or by email at [jeff@wealthanalytics.com](mailto:jeff@wealthanalytics.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.*

*Additional information about the Adviser is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## ITEM 2- MATERIAL CHANGES SINCE THE LAST UPDATE

---

Since the filing of our last annual updating amendment dated February 2, 2023, we have no material changes to report.

### FULL BROCHURE AVAILABLE

---

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 858-794-2100 or by email at [service@wealthanalytics.com](mailto:service@wealthanalytics.com).

## TABLE OF CONTENTS

Item 2- Material Changes since the last update .....	2
Full Brochure Available.....	2
Item 4-Advisory Business.....	4
Item-5 Fees/Services and Compensation.....	6
Item 6- Performance-Based Fees .....	7
Item 7-Types of Clients.....	7
Item 8-Methods of Analysis, Investment Strategies and Risk of Loss .....	7
Methods of Analysis .....	7
Investment Strategies .....	8
Market, Security and Regulatory Risks.....	8
Item 9-Legal and Disciplinary.....	11
Item 10-Other Financial Industry Activities and Affiliations .....	11
Item 11-Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	11
Code of Ethics .....	11
Participation or Interest in Client Transactions .....	11
Personal Trading.....	11
Item 12-Brokerage Practices .....	12
Brokerage Selection and Soft Dollars.....	12
Trade Errors.....	13
Directed Brokerage .....	13
Order Aggregation .....	13
Item 13-Review of Accounts .....	13
Periodic Reviews and Triggers .....	13
Regular Reports .....	13
Item 14-Client Referrals and Other Compensation.....	14
Item 15-Custody.....	14
Item 16-Investment Discretion.....	14
Item 17-Voting Client Securities.....	15
Item 18-Financial Information.....	15
Information Security Program .....	16
Information Security .....	16
Privacy Practices .....	16

## ITEM 4-ADVISORY BUSINESS

---

### FIRM DESCRIPTION

Wealth Analytics Partners, LLC, hereinafter ("the Adviser") was founded in 2004 and is an SEC registered investment adviser.

The Adviser is a fee-only investment management and financial planning firm. The firm does not sell securities on a commission basis. It should also be noted that the Adviser does not act as a custodian of client assets and the client always maintains asset control.

As a registered investment adviser, we are held to a fiduciary standard. We have the duty always to put our clients' interests before our own, by providing disinterested advice and disclosing any material conflicts of interest to our clients as disclosed herein.

### PRINCIPAL OWNERS

The Adviser is owned by Wealth Analytics, Inc. (70%) and Wealth Analytics Consulting, Inc. (30%). Troy Daum owns 100% of Wealth Analytics, Inc. and Jeff W. Poole owns 100% of Wealth Analytics Consulting, LLC.

### IRA ROLLOVER RECOMMENDATIONS

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice).
- Never put our financial interests ahead of yours when making recommendations (give loyal advice).
- Avoid misleading statements about conflicts of interest, fees, and investments.
- Follow policies and procedures designed to ensure that we give advice that is in your best interest.
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

### MANAGED ASSETS

As of December 31, 2023, the Adviser manages approximately \$237,732,043 in assets on a discretionary basis.

## **INVESTMENT MANAGEMENT AGREEMENT**

As part of the investment management service, advisory personnel review many aspects of the client's financial affairs. Advisory personnel then work with clients to set realistic and measurable goals and to define objectives to reach those goals. As goals and objectives change over time, advisory personnel make recommendations and implement an action plan on an ongoing basis. The Adviser periodically reviews a client's financial situation and portfolio through regular contact with the client which often includes an annual meeting with the client. The Adviser makes use of portfolio rebalancing to maintain client allocations.

The scope of work and fee for an Advisory Service Agreement is provided to the client in writing prior to the start of the relationship. The agreement sets forth the services to be provided and the fees for the service. The agreement may be terminated by either party in writing at any time.

## **FINANCIAL PLANNING AGREEMENT**

The financial plan may include but is not limited to a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations. However, the client is under no obligation to accept any of the recommendations of the Adviser or use the services of the Adviser in particular.

## **ASSET MANAGEMENT**

Investments may include equities (stocks), corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (mutual funds shares), U. S. government securities, options contracts, and interests in partnerships.

## **WRAP PROGRAM**

The Adviser does not sponsor or provide investment management services to a wrap program.

## **TERMINATION OF AGREEMENT**

The Adviser reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in the Adviser's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded.

A Client may terminate any agreement at any time by notifying the Adviser in writing. Clients shall be charged pro-rata for services provided through to the date of termination. If the client made an advance payment, the Adviser would refund any unearned portion of the advance payment.

Upon termination, Clients will receive a refund of any unearned fees. An Advisory client will have a period of five (5) business days from the date of signing the investment advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, the client may terminate the investment advisory agreement by providing the Adviser with thirty (30) days

written notice. Upon termination, fees will be prorated to the date of termination and any unearned portion will be refunded to the Client.

If the Agreement is terminated prior to the end of the quarter, fees will be prorated for services performed. If the Client is an individual person, the Agreement shall terminate upon receipt by the Adviser of written notice of the death or mental disability of the Client. Termination of the Agreement shall not, in any case, affect or preclude the consummation of any prior transaction.

#### **ASSIGNMENT OF INVESTMENT MANAGEMENT AGREEMENTS**

Agreements may not be assigned without client consent.

## **ITEM-5 FEES/SERVICES AND COMPENSATION**

---

### **INVESTMENT MANAGEMENT**

The Adviser provides investment supervisory services, also known as asset management services and furnishes investment advice through consultations. On more than an occasional basis, the Adviser furnishes advice to clients on matters not involving securities.

The Adviser bases its fees on a percentage of assets under management, hourly charges, and fixed fees (not including subscription fees).

Wealth Analytics Partners, LLC (“the Adviser”) charges fees for financial planning and investment advice. Fees are charged quarterly in advance based on the total market value of the account including cash, as of the last trading day of the preceding calendar quarter. Fees for asset management services are negotiable and generally range from .45% to 1.25% per year of the assets under management. Fees are typically based on the amount of assets under management and the range of services being provided. In some cases, clients with similar services may be subject to different fee schedules. In addition, fees may be adjusted upon thirty days’ written notice to the client.

### **FINANCIAL PLANNING**

Fixed fees refer to written financial plans, which range from \$500.00 to \$50,000, depending on the nature and complexity of a client’s financial situation. Half the fee is due upfront, the rest upon presentation of the plan. If a plan cannot be delivered within 6 months, then we will only charge \$1200 up front and the balance due at the time the plan is delivered. If a client cancels, any prepaid fees will be refunded on a pro-rated basis and/or the Adviser may deduct fees based upon the amount of time spent at a rate of \$250 per hour.

When multiple services are offered, there is a conflict of interest since there is an incentive for the party offering financial planning services to recommend products or services for which the Adviser, or a related party, may receive compensation. However, financial planning clients are under no obligation to act upon any recommendations of the Adviser or to affect any transactions through the Adviser if they decide to follow the recommendations.

## OTHER FEES

There are several other fees that can be associated with holding and investing in securities. In addition to the advisory fees paid to the Adviser, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks, and other financial institutions (collectively “Financial Institutions”). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, margin costs, charges imposed directly by a mutual fund or ETF in a client’s account, as disclosed in the fund’s prospectus (i.e., fund management fees, 12b-1 fees, and other fund expenses), deferred sales charges, wire transfer, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Management fees charged by the Adviser are separate and distinct from the fees and expenses charged by the third parties in connection with the securities that are recommended to you.

The Adviser will consider the internal fees and expenses associated with each share class when selecting mutual funds that have multiple share classes for recommendation to clients, and it is the Adviser’s policy to choose the lowest-cost share class available, absent circumstances that dictate otherwise. For a complete discussion of expenses related to each mutual fund, you should read a copy of the prospectus issued by that fund. The Adviser can provide or direct you to a copy of the prospectus for any fund that we recommend to you.

## ITEM 6- PERFORMANCE-BASED FEES

---

Fees are not based on a share of the capital gains or capital appreciation of managed securities. The Adviser does not use a performance-based fee structure.

## ITEM 7-TYPES OF CLIENTS

---

The Adviser generally provides investment advice to individuals, institutions, pension and profit-sharing plans, trusts, estates, or charitable organizations, corporations, or business entities.

## ACCOUNT MINIMUMS

The Adviser requires a minimum of \$1,000,000 to establish a new advisory account; however, the minimum may be waived at the sole discretion of the Adviser. In addition, the Adviser may continue to service existing clients that have values that are below the minimum.

## ITEM 8-METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

---

### METHODS OF ANALYSIS

---

The Adviser’s security analysis methods include fundamental analysis.

The main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

## INVESTMENT STRATEGIES

---

Strategies may include long-term purchases, short-term purchases, and margin transactions. Portfolios are generally globally diversified to control the risk associated with traditional markets.

## MARKET, SECURITY AND REGULATORY RISKS

---

Any investment with the Adviser or any other Adviser involves significant risk, including a complete loss of capital and conflicts of interest. All investment programs have certain general risks that are borne by the investor which are described below:

### MARKET RISKS:

**Competition.** The securities industry and the varied strategies and techniques to be engaged in by the Adviser are extremely competitive and each involves a degree of risk. The Adviser will compete with firms, including many of the larger securities and investment banking firms, which have substantially greater financial resources and research staff.

**Market Volatility.** The profitability of the Adviser substantially depends upon it correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. The Adviser cannot guarantee that it will be successful in accurately predicting price and interest rate movements.

**Wealth Analytics Partners LLC's Investment Activities.** The Adviser's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors that are neither within the control of nor predictable by the Adviser. Such factors include a wide range of economic, political, competitive, technological, and other conditions (including acts of terrorism and war) that may affect investments in general or specific industries or companies. The securities markets may be volatile, which may adversely affect the ability of the Adviser to realize profits. Additionally, specific investments under the Adviser's strategy may require significant time to realize the expected return and may experience a pricing correction in a faster-than-expected time, subjecting the Adviser to reinvestment risk. Likewise, the investment strategy of the Adviser is partially dependent on its ability to correctly identify and assess technology's impact on a company's business. As a result of the nature of the Adviser's investing activities, it is possible that its financial performance may fluctuate substantially over time and from period to period.

**Material Non-Public Information.** By reason of their responsibilities in connection with other activities of the Adviser and/or its affiliates, certain principals, or employees of the Adviser and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Adviser will not be free to act upon any such information. Due to these restrictions, the Adviser may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

**Accuracy of Public Information.** The Adviser selects investments, in part, based on information and data filed by issuers with various government regulators or made directly available to the Adviser by the issuers or through sources other than the issuers. Although the Adviser evaluates all such information and data and sometimes seeks independent corroboration when it's considered appropriate and reasonably available, the Adviser is not able to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate



information is not available. Investments may not perform as expected if the information is inaccurate.

**Small Companies.** The Adviser may invest a portion of its assets in small and/or unseasoned companies with small market capitalization. While smaller companies generally have the potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification and competitive strength of larger companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. As a result, the securities of smaller companies may be subject to wider price fluctuations. When making large sales, the Adviser may have to sell portfolio holdings at discounts from quoted prices or may have to make a series of small sales over an extended period due to the lower trading volume of smaller-company securities.

**Volatility of Currency Prices.** The profitability of the Adviser's portfolios depends, in part, upon the Adviser correctly assessing the future price movements of currencies. However, price movements of currencies are difficult to predict accurately because they are influenced by, among other things, changing supply and demand relationships; governmental, trade, fiscal, monetary and exchange control programs and policies; national and international political and economic events; and changes in interest rates. Governments from time to time intervene in certain markets to influence prices directly. The Adviser cannot guarantee that it will be successful in accurately predicting currency price and interest rate movements.

**Market or Interest Rate Risk.** The price of most fixed-income securities moves in the opposite direction of the change in interest rates. For example, as interest rates rise, the price of fixed income securities falls. If the Adviser holds a fixed-income security to maturity, the change in its price before maturity may have little impact on the Adviser's performance; however, if the Adviser must sell the fixed income security before the maturity date, an increase in interest rates could result in a loss to the Adviser.

**Maturity Risk.** In certain situations, the Adviser may purchase a bond of a given maturity as an alternative to another bond of a different maturity. Ordinarily, under these circumstances, the Adviser will make an adjustment to account for the interest rate risk differential in the two bonds. This adjustment, however, assumes about how the interest rates at different maturities will move. To the extent that the yield movements deviate from this assumption, there is a yield-curve or maturity risk. Another situation where yield-curve risk should be considered is in the analysis of bond swap transactions where the potential incremental returns are dependent entirely on the parallel shift assumption for the yield curve.

**Inflation Risk.** Inflation risk results from the variation in the value of cash flow from a security due to inflation, as measured in terms of purchasing power. For example, if the Adviser purchases a 5-year bond in which it can realize a coupon rate of 5%, but the rate of inflation is 6%, then the purchasing power of the cash flow has declined. For all but inflation-linked bonds, adjustable bonds or floating rate bonds, the Adviser is exposed to inflation risk because the interest rates the issuer promises to make is fixed for the life of the security. To the extent that interest rates reflect the expected inflation rate, floating rate bonds have a lower level of inflation risk.

**Risk of Default or Bankruptcy of Third Parties.** The Adviser may engage in transactions in securities, commodities, other financial instruments, and other assets that involve counterparties. Under certain conditions, the Adviser could suffer losses if a counterparty to a transaction were to

default or if the market for certain securities, commodities, other financial instruments and/or other assets were to become illiquid. In addition, the Adviser could suffer losses if there were a default or bankruptcy by certain other third parties, including brokerage firms and banks with which the Adviser does business, or to which securities, commodities, other financial instruments and/or other assets have been entrusted for custodial purposes. For example, if the Adviser's prime broker and custodian were to become insolvent or file for bankruptcy, the Adviser could suffer significant losses with respect to any securities held by such a firm.

#### **REGULATORY RISKS:**

**Strategy Restrictions.** Certain institutions may be restricted from directly utilizing investment strategies of the type in which the Adviser may engage. Such institutions, including entities subject to ERISA, should consult their own advisors, counsel, and accountants to determine what restrictions may apply and whether an investment in the Adviser is appropriate.

**Trading Limitations.** For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Adviser to loss. Also, such a suspension could render it impossible for the Adviser to liquidate positions and thereby expose the Adviser to potential losses.

**Tax Risk.** The tax aspects of an investment in the Adviser are complicated and each investor should have them reviewed by professional advisers familiar with such an investor's personal tax situation and with the tax laws and regulations applicable to the investor and private investment vehicles as applicable.

**Conflicts of Interest:** In the administration of client accounts, portfolios, and financial reporting, the Adviser faces inherent conflicts of interest which are described in this brochure. Generally, the Adviser mitigates these conflicts through its Code of Ethics which provides that the client's interest is always held above that of the Firm and its associated persons.

**Supervision of Trading Operations.** The Adviser, with assistance from its brokerage and clearing firms, intends to supervise, and monitor trading activity in the portfolio accounts to ensure compliance with firm and client objectives. Despite the Adviser's efforts, however, there is a risk that unauthorized or otherwise inappropriate trading activity may occur in portfolio accounts.

Depending on the nature of the investment management service selected by a client and the securities used to implement the investment strategy, clients will be exposed to risks that are specific to the securities in their particular investment portfolio.

#### **SECURITY SPECIFIC RISKS:**

**Liquidity:** Liquidity is the ability to readily convert an investment into cash. Securities, where there is a ready market that is traded through an exchange, are generally more liquid. Securities traded over the counter or that do not have a ready market or are thinly traded are less liquid and may face material discounts in the price level in a liquidation situation.

**Currency:** 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.

## ITEM 9-LEGAL AND DISCIPLINARY

---

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

## ITEM 10-OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

---

Certain advisory personnel are licensed to sell insurance products. However, it should be noted that none of these individuals will use this license to sell insurance products at this time. Therefore, advisory personnel do not receive commissions related to the sales of insurance products other than residual commissions from previous transactions unrelated to advisory clients. Neither the Adviser nor its representatives currently sell insurance products to minimize conflicts of interest.

The Adviser participates in a program called Adviser's Choice. Adviser's Choice is a platform, which allows the Adviser to purchase transaction fee and no transaction fee mutual funds for clients. The Adviser does not bear the transaction costs of the trades.

As previously disclosed in Item 4, Mr. Troy Daum is associated with Wealth Analytics, Inc. and Jeff W. Poole is associated with Wealth Analytics Consulting, LLC. Each of these organizations is a co-owner of the Adviser.

## ITEM 11-CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

---

### CODE OF ETHICS

---

The Adviser has adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Adviser and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

The Code covers a range of topics that may include general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings, and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.

### PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

---

On occasion, the Adviser's members and investment adviser representatives may buy or sell securities that they recommend to clients. There is no conflict of interest as the securities are widely held and publicly traded, and the size of the transactions is too small to affect the market. In addition, they always place client interests before their own interests.

### PERSONAL TRADING

---

The Chief Compliance Officer of the Adviser is Jeff Poole. He reviews all employee trades each quarter (except for his own trading activity which is reviewed by another Principal at the firm). The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment.

## ITEM 12-BROKERAGE PRACTICES

---

### BROKERAGE SELECTION AND SOFT DOLLARS

---

Clients may specify which broker-dealer to use, or the Adviser may make recommendations. Generally, these recommendations are based on the Adviser's perception of the breadth of services offered, and the quality of execution. However, the client may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services.

When the Adviser does suggest brokers or dealers to execute transactions, the Adviser will seek to achieve the best execution possible, but this does not require it to solicit competitive bids and does not have an obligation to seek the lowest available commission cost. The Adviser is not required to negotiate "execution-only" commission rates; thus, the client may be deemed to be paying for research and related services (i.e., "soft dollars") provided by the broker which are included in the commission rate. Research and related services furnished by brokers may include, but are not limited to, written information and analyses concerning specific securities, companies, or sectors; market, financial and economic studies, and forecasts; financial publications; statistical and pricing services, as well as discussions with research personnel, along with hardware, software, databases and other technical and telecommunication services and equipment utilized in the investment management process. It is the policy and practice of the Adviser to strive for the best price and execution for costs and discounts which are competitive in relation to the value of the transaction, and which comply with Section 28(e) of the Securities Exchange Act of 1934, as amended. Nevertheless, it is understood that the Adviser may pay compensation on a transaction more than the amount of compensation that another broker or dealer may charge so long as it is in compliance with Section 28(e), and the Adviser makes no warranty or representation regarding compensation paid on transactions. In negotiating mark-ups or mark-downs, the Adviser will consider the financial stability and reputation of brokerage firms and the brokerage and research services provided by such brokers, although the client may not, in any instance, be the sole direct or indirect beneficiary of the research services provided. The Adviser has no obligation to deal with any broker or group of brokers in executing transactions in portfolio securities.

Custodians generally offer a variety of share classes of open-end mutual funds for client accounts, which typically include (1) "retail shares" that are generally available for purchase without a transaction fee, but by and large have a higher internal expense ratio than institutional class shares); and (2) "institutional shares" that typically have a lower internal expense ratio than the retail share class, but often require the payment of a transaction fee and may require a minimum dollar purchase or be subject to other restrictions that make them impractical for certain clients.

Even though the transaction fees and applicable fund expenses (i.e., 12b-1 fees) are payable to the account custodian, and not the Adviser or any of its employees, the Adviser must still undertake a review to determine what share class is most appropriate for the client, considering such factors as the intended purchase amount, the amount of the transaction fee, the difference in expense ratios, the intended holding period, and the availability of the institutional share class.

## TRADE ERRORS

---

From time-to-time, the Adviser may make an error in submitting a trade order on your behalf. When this occurs, the Adviser may place a correcting trade with the broker-dealer which has custody of your account. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved another client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If a loss occurs greater than \$100, the Adviser will pay for the loss. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

## DIRECTED BROKERAGE

---

Clients may direct the Adviser in writing to use a particular broker-dealer to execute some or all transactions for the Client (“Directed Brokerage”). However, clients should understand that if they direct the use of a particular broker or dealer, the Adviser may not:

- Have the authority to negotiate commissions or obtain volume discounts
- Best execution may not be achieved
- Commission charges may vary between Clients depending on the custodian holding the Client account

## ORDER AGGREGATION

---

The nature of the clients and/or trading activity on behalf of client accounts is such that trade aggregation does not garner any client benefit.

## ITEM 13-REVIEW OF ACCOUNTS

---

### PERIODIC REVIEWS AND TRIGGERS

---

Advisory associates perform reviews of all investment advisory accounts no less than quarterly. Associates take several factors into account when reviewing accounts including consistency with the investment strategy and performance. Changes in an account holder’s personal, tax or financial status or macroeconomic and company-specific events may also trigger reviews. There is currently no limit on the number of accounts that can be reviewed by an associate.

### REGULAR REPORTS

---

The account custodian generates brokerage statements no less than quarterly and sends these statements directly to account holders. These reports list the account positions, activity in the account over the covered period, and other related information. The custodian also sends clients confirmations following each brokerage account transaction unless a client elects to not receive confirmations. In addition, the Adviser will supply each client with a quarterly performance report.

Financial plans are reviewed only upon request unless the Adviser is retained to update the plan on a continuous basis.

## ITEM 14-CLIENT REFERRALS AND OTHER COMPENSATION

---

### SOLICITATION

The Adviser may employ/engage solicitors to whom it will pay cash, or a portion of the fees paid by investors referred to it by those solicitors. These are one time or ongoing arrangements, based on a percentage of the management fee paid by the client, and do not result in an additional charge to advisory clients. The Adviser and its solicitors comply with the requirements of the Cash Solicitation Rule, Rule 206(4)-3 under the Investment Advisers Act of 1940 and the requirements of the jurisdiction where they operate. When applicable, the solicitor will be licensed as investment advisers or notice filed in the applicable jurisdiction.

### OTHER COMPENSATION

Other than the previously described products and services that the Adviser receives from broker-dealers (Item 12), the Adviser does not receive any other economic benefits from non-clients in connection with the provision of investment advice to clients.

## ITEM 15-CUSTODY

---

The Adviser does not accept or permit the Firm or its associated persons from obtaining custody of client assets including cash, securities, acting as a trustee, provide bill paying service, have password access to control account activity or any other form of controlling client assets. An independent custodian has custody of client assets, as previously disclosed in Item 12.

The Adviser may directly debit advisory fees from client accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other issues. Clients should contact the Adviser directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, the Adviser also sends performance reports directly to clients on a quarterly basis. The Adviser urges clients to carefully compare the information provided on these reports to the information found on the statements sent by the independent custodian to ensure that all account transactions, holdings, and values are correct and current.

## ITEM 16-INVESTMENT DISCRETION

---

The Adviser generally will have discretion over the selection and number of securities to be bought or sold without obtaining specific client consent. Discretionary authority is granted by the Adviser's investment management agreement. From time to time the firm's discretionary authority regarding

investments may be subject to certain limitations. Any/all such limitations shall be outlined in the investment management agreement.

The Adviser will consult with the client where discretion is not obtained prior to each trade to obtain client approval for the transaction(s).

## ITEM 17-VOTING CLIENT SECURITIES

---

The Adviser will not vote nor advise clients how to vote proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. The Adviser does not give any advice or take any action with respect to the voting of these proxies. For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. Clients should receive proxies and other solicitations directly from the custodian (or a service provider contracted by the custodian).

## ITEM 18-FINANCIAL INFORMATION

---

The Adviser does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. The Adviser meets all net capital requirements that it is subject to, and the Adviser has never been the subject of a bankruptcy petition.

The Adviser is not required to provide a balance sheet as it does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance without rendering services.



## INFORMATION SECURITY PROGRAM

---

### INFORMATION SECURITY

---

The Adviser maintains an information security program to reduce the risk that your personal and confidential information may be breached.

### PRIVACY PRACTICES

---

#### PRIVACY POLICY

Below is a summary of the Adviser's Privacy Policy regarding client personal information. A complete version of the Privacy Policy is contained in your client advisory agreement and may be obtained by contacting the Compliance Officer of the Adviser.

#### **The Adviser:**

- May collect non-public personal information about its clients from the following sources:
  - Information received from clients on applications or other forms.
  - Information about clients' transactions with the Adviser, its affiliates, and others.
  - Information received from our correspondent clearing broker with respect to client accounts; and
  - Information received from service bureaus or other third parties.
- Will not share such information with any affiliated or nonaffiliated third party except:
  - When necessary to complete a transaction in a customer account, such as with the clearing firm or account custodians.
  - When required to maintain or service a customer account.
  - To resolve customer disputes or inquiries.
  - With persons acting in a fiduciary or representative capacity on behalf of the customer.
  - With rating agencies, persons assessing compliance with industry standards, or to the attorneys, accountants, and auditors of the firm
- Restricts access to confidential client information to individuals who are authorized to have access to confidential client information and need to know that information to provide services to clients.
- Maintains physical, electronic, and procedural security measures that comply with applicable state and federal regulations to safeguard confidential client information.



