

LEE FINANCIAL GROUP HAWAII, INC.

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December 4, 2023

This Brochure provides information about the qualifications and business practices of Lee Financial Group Hawaii, Inc. If you have any questions about the contents of this Brochure, please contact us at (808) 988-8088 and/or info@LeeHawaii.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Lee Financial Group Hawaii, Inc. is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Lee Financial Group Hawaii, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The material changes to this Brochure from our last update to this Brochure on September 5, 2023 are:

December 4, 2023

Item 4: Updated assets managed at December 4, 2023.

Items 4, 5, 7, 8, 10, 11, 12, 13, 16, and 17: Removed all references to Lee Financial Mutual Fund, Inc. (“Lee Financial Fund”), and its related mutual fund series, the Hawaii Municipal Fund as the Hawaii Municipal Fund reorganized into the Hawaii Municipal Bond Fund, a series of Bishop Street Funds, effective December 4, 2023.

Item 8: Removed references to the government loans and grant received during COVID-19.

Currently, our Brochure may be requested by contacting Lee Financial Group Hawaii, Inc. at (808) 988-8088 or info@LeeHawaii.com. Our Brochure is also available on our web site www.LeeHawaii.com, also free of charge.

Additional information about Lee Financial Group Hawaii, Inc. is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Lee Financial Group Hawaii, Inc. who are registered, or are required to be registered, as investment adviser representatives of Lee Financial Group Hawaii, Inc.

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Item 4 – Advisory Business

Lee Financial Group Hawaii, Inc. (“LFG”) was organized on May 13, 1988 and its sole owner is Terrence K.H. Lee. As of December 4, 2023 LFG managed \$219,872,608 of client assets on a discretionary basis.

Wealth Management Services

LFG provides investment supervisory services (giving continuous advice as to the investment of funds on the basis of the individual needs of each client) to individuals, trusts, estates, charitable organizations, corporations and other business entities, pension and profit sharing accounts (“Wealth Management services”). These Wealth Management services include, but are not limited to, one or more of the following services: providing investment advice, selecting investments and providing reports to clients. These services are provided pursuant to a discretionary agreement between LFG and the client.

Horizon Program (“HP”)

LFG offers an automated investment program, HP, through which clients can be invested in a range of investment strategies which LFG has constructed and manages, each consisting of a portfolio of exchange-traded funds (“ETFs”) and a cash allocation. The client may exclude up to three ETFs from their portfolio. The client’s portfolio is held in a brokerage account opened online by the client at Charles Schwab & Co., Inc. (“CS&Co”). LFG uses the Institutional Intelligent Portfolios® platform (“Platform”), offered by Schwab Performance Technologies (“SPT”), a software provider to independent investment advisors and an affiliate of CS&Co., to operate the HP. LFG is independent of and not owned by, affiliated with, or sponsored or supervised by SPT, CS&Co., or their affiliates (together, “Schwab”).

LFG and not Schwab, is the client’s investment advisor and primary point of contact with respect to the HP. LFG is solely responsible, and Schwab is not responsible, for determining the appropriateness of the HP for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis.

LFG has contracted with SPT to provide LFG with the Platform, which consists of technology and related trading and account management services for the HP. The Platform enables LFG to make the HP available to clients online and includes a system that automates certain key parts of LFG’s investment process (the “System”). The System includes an online questionnaire that helps LFG determine the client’s investment objectives and risk tolerance and to select an appropriate investment strategy and portfolio. LFG will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio. LFG then makes the final investment decision and selects a portfolio based on all the information the client has provided to LFG. The System also includes an automated investment engine through which LFG manages the client’s portfolio on an ongoing basis through automatic rebalancing and, if the client is eligible and elects, tax-loss harvesting.

LFG charges clients a fee for its HP services as described below under *Item 5 Fees and Compensation*. LFG’s fees are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees to CS&Co. as part of the HP. Schwab does receive other revenues from LFG in connection with the HP.

LFG does not pay SPT fees for the Platform. These services are provided pursuant to a discretionary agreement between LFG and the client.

Communication is primarily conducted with clients through electronic channels. Clients must agree to accept electronic delivery of documents, including, but not limited to: Form ADV, disclosure documents, prospectuses, statements, confirmations and other materials. LFG makes hard copies available if requested. Wealth Managers are also available to discuss servicing matters with clients.

The client, not LFG decides whether to enroll in the HP; however LFG works with clients to help them determine which services are the best fit for them. In general, those clients who have less investment complexity and are seeking a more digital experience may benefit from LFG's HP. Clients who have investible assets of \$250,000 or more, more investment complexity, or a desire for one-on-one services with a Wealth Manager may benefit from LFG's Wealth Management Services.

LFG asks clients to complete an investment risks data sheet that includes, among other things, information on the client's investment goals, risk tolerance, asset inventory and investment experience, in order to tailor its advisory services to the individual needs of the client. LFG manages its client assets in accordance with such investment restrictions as the client may, from time to time, furnish to LFG in writing.

Benefit Plans and IRAs – Our Fiduciary Acknowledgment

When LFG and our individual Wealth Managers 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 of 1974 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.

Under this special rule, covered "plans" include employee benefit plans subject to the Employee Retirement Income Security Act of 1974, as well as tax-qualified solo 401(k) and Keogh plans for self-employed individuals and partners. "IRAs" include individual retirement accounts, individual retirement annuities, health savings accounts, Archer medical savings accounts and Coverdell education savings accounts.

Item 5 – Fees and Compensation

Wealth Management services. LFG’s basic fee schedule for Wealth Management services is as follows:

Annualized Fee, based on the total assets under management as follows:

on amounts from \$0 to \$250,000	1.25%
on the next amount from \$250,001 to \$500,000	1.00%
on the next amount from \$500,001 to \$750,000	0.90%
on the next amount from \$750,001 to \$1,000,000	0.80%
on the next amount over \$1,000,001	0.75%

For clients enrolled in the HP, LFG is compensated for its advisory services by charging an annualized fee of 0.65%. In addition, as described above in Item 4 Advisory Business, clients do not pay fees to SPT or brokerage commissions or other fees to CS&Co. as part of the HP. Schwab does receive other revenues from LFG in connection with the HP. Brokerage arrangements are further described below in *Item 12 Brokerage Practices*.

In addition to the management fees described as above, every quarter a Hawaii general excise tax may be deducted directly from each client account based on the management fee incurred that quarter. Currently, the Hawaii general excise tax is 4.712% and is subject to change.

LFG may also charge a fixed fee for providing investment advisory services to clients. Annualized fees may be negotiated for certain clients.

The specific manner in which fees are charged by LFG is established in a client’s written agreement with LFG. Advisory fees generally are billed in arrears based on the account’s asset value at the end of each calendar quarter. Client account asset values reflect prices provided to Manager by an unrelated third party source. Clients generally authorize LFG to directly deduct fees from the client’s account. The initial fee will be prorated, based on and including, the initial date of deposit of cash or securities into the client account through the end of the applicable calendar quarter. Thereafter, the fee will be prorated for each cash contribution or share of any security deposit made to, and each withdrawal made from, the client account during the applicable calendar quarter except for client directed movements of excluded assets into or out of the client account.

Because our fees are typically asset-based, LFG has an incentive to recommend to clients that they make larger investments, and that they roll over or transfer assets from accounts with other financial institutions to LFG. Our individual Wealth Managers, in addition to salary, receive a share of the fees and other revenues they generate for LFG, and can also receive cash bonuses awarded by LFG’s management, which are based upon factors that include individual and firm revenues. Asset-based fees therefore present a conflict of interest because they incentivize our firm and our Wealth Managers to encourage you and other clients to invest additional funds in your account. A recommendation to roll over assets from a plan or IRA (as described above under *Benefit Plans and IRAs – Our Fiduciary Acknowledgment*) for which we do not provide services, to a plan or IRA for which we do provide services, whether the rollover is from (1) a plan to an IRA, (2), an IRA to an IRA, (3) a plan to another plan, or (4) an IRA to a plan, poses a conflict because our firm and individual Wealth Managers will make more money if you do so. Likewise, LFG and our individual Wealth Managers are investment advisers and not brokers, and we have financial incentives to recommend that clients roll over or transfer (or otherwise convert) brokerage accounts held at

other financial institutions (which may be IRAs, retirement plan accounts or otherwise types of brokerage accounts) to advisory accounts with LFG.

Upon entering into a contract with LFG, the client has the right to terminate the contract without penalty within five business days after entering the contract. Either party may terminate the investment advisory agreement upon thirty days written notice. A client, upon termination, will be charged on a pro-rata basis based on days elapsed for services provided through the date of termination.

Clients are billed in arrears on a quarterly basis. These fees are deducted from client assets or billed directly to the client if no account is established. Either party may terminate an engagement upon written notice within 5 days of signing the Agreement, at which time no fees would be due. Should the client terminate the engagement after this date, the client is responsible and will be invoiced for any effort expended by LFG on their behalf.

LFG is also a state licensed insurance agency and may provide investment advice on purchasing life insurance and annuities. LFG does not charge or receive any investment advisory fees for such products. Instead, LFG may receive a portion of the commission charged by the life insurance or annuity vendor for sales made to clients upon LFG's recommendation. Insurance and annuity commissions pose conflicts of interest for LFG and our Wealth Managers because they result in us receiving additional compensation, and we will receive more compensation for recommending higher-commission products than lower-commission products.

LFG's fees described in this item 5 do not include brokerage commissions (including mark-ups and mark-downs), transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers and 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 ETFs also charge internal management fees and expenses, which are disclosed in a fund's prospectus. Such charges, fees, expenses and commissions are exclusive of and in addition to LFG's fee. LFG, receives brokerage and research services consistent with Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act"). See Item 12.

Item 12 further describes the factors that LFG considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

LFG and its supervised persons do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

LFG may provide portfolio management services to individuals, trusts, estates, high net worth individuals, corporations and other business entities, pension and profit-sharing accounts, charitable institutions, foundations, endowments, and governments/municipalities.

Clients generally must have an account minimum of \$250,000 to establish a Wealth Management services account; however, this minimum may be waived under certain circumstances.

Clients that are organizations (such as corporations and partnerships) or government entities, and clients that are subject to the Employee Retirement Income Security Act of 1974, are not eligible for the HP. The minimum investment required to open an account in the HP is \$10,000. The minimum account balance to enroll in the tax-loss harvesting feature is \$50,000.

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

Wealth Management services.

For Wealth Management services clients, LFG seeks to manage portfolios for capital growth and/or income by strategically creating accounts that may consist of, for example, equity securities, mutual funds, structured notes, exchange-traded funds, and/or various fixed-income instruments. LFG's Investment Committee employs an internal research process which combines methodologies for its sector allocation and individual equity portfolio construction. LFG's Investment Committee also focuses on mutual fund offerings that have attractive risk-reward profiles versus their peers, with generally strong long-term track records, and are offered no-load or load-waived within the client's custodian platform.

This investment strategy is subject to the following material risks:

- market risk (there is no guarantee that the investment objective will be met. Yield, share price and investment return can fluctuate so clients may receive more or less than their original investment upon sale);
- issuer-specific changes risk (changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's credit quality or value);
- large capitalization securities risk (large capitalization stocks may underperform other segments of the equity market or the equity market as a whole);
- small and mid-sized capitalization securities risk (the value of securities of smaller, less well-known issuers can perform differently from the market as a whole and other types of stocks and can be more volatile and less liquid than that of larger issuers. Such companies may have limited product lines, markets or financial resources and may lack management depth);
- structured notes risk (structured notes are subject to interest rate risk and credit risk with respect both to the issuer and, if applicable, to the underlying security. The price of structured notes may be volatile and they may have a limited trading market, making it difficult to value them or sell them at an acceptable price. In exchange for the issuer's guarantee of full or partial payment of principal on maturity, the upside return of the structured note investment may be capped or limited and the issuer's guarantee is generally available only if the structured note is held to maturity. There may be higher fees and costs associated with structured notes than other types of investments. Structured notes are also subject to counterparty risk, which is the risk that the other party to the transaction will not fulfill its contractual obligations);

- investment companies risk (investing in investment companies, including ETFs, subjects the investor to those risks affecting the investment company, including the possibility that the value of the underlying securities held by the investment company could decrease. Moreover, the investor will incur its pro rata share of the expenses of the underlying investment companies' expenses. An ETF may trade at a discount to its net asset value. The account will also incur brokerage costs when it purchases shares of ETFs);
- fixed income risk (fixed income securities will change in value in response to interest rate changes and other factors, such as the perception of the issuer's creditworthiness. The value of fixed income securities will generally decrease when interest rates rise, which may cause the value of the account to decrease. In addition, an investment in fixed income securities with longer maturities will fluctuate more in response to interest rate changes) and;
- municipal market (the municipal market can be significantly affected by adverse tax, legislative, or political changes and the financial condition of the issuers of municipal securities).

Horizon Program.

The HP investment strategies are described in *Item 4 Horizon Program*. The risks related to ETF's are described in *Item 8 Wealth Management services* above.

Investments are not FDIC insured. There is no bank guarantee and all investments are subject to risks, including the risk that a client may lose their entire investment.

Geopolitical and other events, including war, terrorism, economic uncertainty, trade disputes, public health crises and related geopolitical events have led, and in the future may lead, to increased market volatility, which may disrupt US and world economies and markets and may have significant adverse direct or indirect effects on your investment portfolio. In the face of such instability, governments may take extreme and unpredictable measures to combat the spread of disease and mitigate the resulting market disruptions and losses. In the event of a pandemic or an outbreak, there can be no assurance that we or the custodians will be able to maintain normal business operations for an extended period of time or will not lose the services of key personnel on a temporary or long-term basis due to illness or other reasons. The full impacts of a pandemic, such as the novel coronavirus (COVID-19), or disease outbreaks are unknown, resulting in a high degree of uncertainty for potentially extended periods of time.

Cybersecurity Risks: With the increased use of technologies, such as the internet, to conduct business, LFG has become potentially more susceptible to operational and information security risks. A cybersecurity breach can result from either a deliberate attack or an unintentional event. Cybersecurity breaches may involve such items as viruses or other malicious code, or unauthorized access to information systems, networks or devices through "hacking" or other means, for the purpose of misappropriating assets or sensitive information (including, for example, clients' personal information), corrupting data or causing operational disruption or failures in the physical infrastructure or operating systems used by LFG. These risks could result in increased costs associated with corrective measures or other financial loss. LFG has a business continuity plan and a cybersecurity program designed to prevent or reduce the impact of such attacks; however, the tactics used by hackers are constantly changing, and there is a possibility that certain risks will not be avoided. Cybersecurity risks may also impact the issuers of securities in which LFG invests, which may cause those investments to lose value.

Item 9 – Disciplinary Information

None.

Item 10 – Other Financial Industry Activities and Affiliations

LFG is a state licensed insurance agency. Approximate time spent on insurance activities is 10%. LFG and certain of its personnel are appointed as agents to offer life insurance and annuity products. LFG receives a portion of the commission paid to life insurance and annuity vendors for products sold to clients upon LFG's recommendation.

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

LFG has adopted a Code of Ethics for all of its supervised persons describing its standard of business conduct and duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures and reporting, among other things. All supervised persons at LFG must acknowledge the terms of the Code of Ethics annually, or as amended, and must certify as to their compliance with the Code of Ethics. Any violations of the Code of Ethics must be reported promptly to LFG's Chief Compliance Officer.

The officers, directors and employees of LFG may trade for their own accounts in securities which are recommended to and/or purchased for LFG's clients. The Code of Ethics is designed so that the personal securities transactions, activities and interests of the employees of LFG will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same (or related) securities as clients, there is a possibility that employees might benefit from, or the client might be adversely affected by, transactions in a security held by an employee. Also, under the Code certain classes of securities have been designated as exempt from the restrictions of the Code of Ethics based upon a determination that these would materially not interfere with the best interest of LFG's clients. Employee trading is monitored under the Code of Ethics, periodically, to reasonably prevent conflicts of interest between LFG and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with LFG's obligation of best execution and the terms of the investment advisory agreement with each customer whose trades are being aggregated as described under Item 12 below. LFG will allocate securities purchased or sold, as well as the expenses incurred in the transaction, in a manner it considers to be the most equitable and consistent with its obligations to the client as described under Item 12 below. LFG will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order.

LFG's clients or prospective clients may obtain a copy of the firm's Code of Ethics by contacting LFG at (808) 988-8088.

Item 12 – Brokerage Practices

For accounts which LFG has investment discretion, unless the client requests a specific broker, LFG generally has complete discretion over the selection of the broker or dealer to be used for client securities transactions and the commission rates to be paid. In selecting a broker for any transaction or series of transactions, LFG may consider a number of factors, including, for example, net price, clearance, settlement, reputation, financial strength and stability, efficiency of execution and error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, special execution, order of call, offering to LFG on-line access to computerized data regarding clients' accounts, computer trading systems, the availability of stocks to borrow for short trades and other matters involved in the receipt of brokerage services generally. LFG will also consider the availability and timely response of the broker in regards to trading, research and settlement matters.

Except as otherwise expressly agreed with a client, LFG may purchase from a broker or allow a broker to pay for certain research, products or services, including proprietary (*i.e.*, created or developed by the brokerage firm) or third-party research services, economic and market information, portfolio strategy advice, industry and company comments, technical data, recommendations, costs of research conferences, general reports, certain periodical subscription fees, consultations, performance measurement data, on-line pricing, charges for news wire and market data services, quotation services, certain computer software, and the like (a "soft dollar" relationship). LFG reserves the right to receive soft dollar credits based on certain riskless principal, as well as agency, securities transactions with brokerage firms.

If LFG engages in soft dollar relationships, LFG's relationships with brokerage firms that provide soft dollar services to LFG would influence LFG's judgment in allocating brokerage business and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not. LFG would have incentives to select a brokerage firm based on LFG's interest in receiving the research or other products or services rather than on LFG's clients' interest in receiving the most favorable execution. These conflicts of interest would be particularly influential to the extent that LFG uses soft dollars to pay expenses LFG would otherwise be required to pay itself.

With respect to certain products or services used for both research/brokerage and non-research/brokerage purposes, LFG allocates the costs of such products or services between their research/brokerage and non-research/brokerage uses and use soft dollars to pay only for the portion allocated to research/brokerage uses.

If LFG does enter into one or more soft dollar relationships, LFG may pay a brokerage commission in excess of that which another broker/dealer might charge for effecting the same transaction in recognition of the value of the brokerage, research and other services and soft dollar relationships. In such a case, however, LFG would determine in good faith that such commission is reasonable in relation to the value of brokerage, research and other services and soft dollar relationships provided by such broker/dealer, viewed in terms of either the specific transaction or LFG's overall responsibilities to the portfolios over which LFG exercises investment authority. However, an account may pay higher brokerage commissions than are otherwise available or may pay more brokerage commissions based on account trading activity. In addition, some clients may direct LFG

to use a broker that does not provide soft dollar benefits to LFG. Nevertheless, the research and other benefits resulting from the brokerage relationship would benefit all accounts managed by LFG or LFG's operations as a whole as LFG would not necessarily allocate soft dollar benefits only to those accounts that generated the soft dollar benefits or even proportionally to those that do.

With respect to Wealth Management services, LFG generally requires that clients establish brokerage accounts with CS&Co. Not all advisers require their clients to direct brokerage. LFG participates in the Schwab Advisor Services™ program. Schwab Advisor Services™ will be referred to as "Service Agent." LFG is independently owned and operated and not affiliated with CS&Co.

Schwab Advisor Services™ (formerly called Schwab Institutional) is a division of CS&Co., a SEC-registered broker-dealer member FINRA/SIPC. CS&Co. maintains custody of clients' assets and effects trades for client accounts. CS&Co. provides LFG and LFG clients with access to its institutional brokerage services – trading, custody, reporting, and related services, many of which are not typically available to CS&Co. retail investors. CS&Co. also makes available various support services. Some of those services help LFG manage or administer LFG clients' accounts, while others help LFG manage and grow LFG's business. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them.

CS&Co.'s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which LFG might not otherwise have access or that would require a significantly higher minimum initial investment by LFG clients. For LFG's client accounts maintained in its custody, CS&Co. generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through CS&Co. or that settle into CS&Co. accounts.

CS&Co. also makes available to LFG other products and services that benefit LFG but may not directly benefit clients or their accounts. These products and services assist LFG in managing and administering LFG clients' accounts. They include investment research, both Schwab's own and that of third parties. LFG may use this research to service all or a substantial number of LFG clients' accounts, including accounts not maintained at CS&Co. In addition to investment research, CS&Co. also makes available software and other technology that: (i) provide access to client account data (such as duplicate trade confirmations and account statements), (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts, (iii) provide pricing and other market data, (iv) facilitate payment of advisory fees from LFG clients' accounts, and (v) assist with back-office functions, recordkeeping, and client reporting.

CS&Co. also offers other services intended to help LFG manage and further develop its business enterprise. These services include: educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants, and insurance providers.

CS&Co. may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to LFG. CS&Co. may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. CS&Co. may also provide LFG with other benefits such as occasional business entertainment of LFG personnel.

Schwab also provides LFG with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Exchange Act.

Client accounts enrolled in the HP are maintained at, and receive the brokerage services of, CS&Co. While clients are required to use CS&Co. as custodian/broker to enroll in the HP, the client decides whether to do so and opens its account with CS&Co. by entering into a brokerage account agreement directly with CS&Co. LFG does not open the account for the client. If the client does not wish to place his or her assets with CS&Co., then LFG cannot manage the client's account through the HP. CS&Co. may aggregate purchase and sale orders for ETFs across accounts enrolled in the HP, including both accounts for LFG clients and accounts for clients of other independent investment advisory firms using the Platform.

With respect to the HP, as described above under *Item 4 Advisory Business*, LFG does not pay SPT fees for the Platform so long as LFG maintains \$100 Million in client assets in accounts at CS&Co. that are *not* enrolled in the HP. In light of LFG's arrangements with Schwab, LFG may have an incentive to recommend that LFG clients maintain their accounts with CS&Co. based on LFG's interest in receiving Schwab's services that benefit LFG's business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of transactions. This is a potential conflict of interest. LFG believes, however, that LFG's selection of CS&Co. as custodian and broker is in the best interests of LFG clients. It is primarily supported by the scope, quality, and price of CS&Co.'s services and not Schwab's services that benefit only LFG.

As a result of receiving such services for no additional cost, LFG may have an incentive to continue to use or expand the use of Service Agent's services, creating a conflict of interest as to seeking the clients' interest in receiving the most favorable execution. LFG examined this potential conflict of interest when it chose to enter into the relationship with a Service Agent and has determined that the relationship is in the best interests of LFG's clients and satisfies its client obligations, including its duty to seek best execution.

LFG endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by LFG in and of itself creates a potential conflict of interest.

Commission rates and transaction fees for transactions executed by the Service Agent for client accounts held at a Service Agent generally will be those charged by the Service Agent, and clients may not achieve most favorable execution of their transactions, which may cost clients more money. LFG or any related persons will not receive from Service Agent any compensation from commissions or transaction fees except perhaps to the extent of soft dollar benefits.

From time-to-time LFG may make an error in submitting a trade order on client's behalf. When this occurs, LFG places a correcting trade with the broker-dealer which has custody of the client's account and clients are reimbursed for such trading error losses. In no case shall LFG use soft dollars to correct a trading error.

For clients whose accounts are custodied at Schwab:

Schwab's trade error policy is that if an investment gain results from correcting the trade, the gain will remain in the client's account unless (i) the same error involved other client account(s) that should have received the gain, (ii) it is not permissible for the client to retain the gain, or (iii) LFG confers with client and the client decides to forego the gain (e.g., due to tax reasons). If the gain does not remain in the client's account and Schwab is the custodian, Schwab will donate the amount

of any gain \$100 and over to charity. If a loss occurs greater than \$100, LFG will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in the client account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in the clients account, they may be netted.

Aggregating Orders

On occasions when LFG deems the purchase or sale of security to be in the best interest of more than one client, LFG to the extent permitted by applicable laws and regulations, may, but is under no obligation to, aggregate the securities to be so sold or purchased in order to obtain the most favorable price or lower brokerage commissions and efficient execution. In such event, allocation of the securities so purchased or sold, as well as the expenses incurred in the transactions, will be made by LFG in the manner it considers to be the most equitable and consistent with its obligations to the client. LFG aggregates client orders consistent with its policy of seeking best price and execution. The aggregated orders may include orders for investment vehicles in which the adviser has an interest. Clients participating in an aggregated order participate at the average share price with all transaction costs shared on a pro rata basis, based on the client's participation in the transaction.

If an aggregated order is filled in its entirety, it is allocated to clients according to the investment strategy being pursued for the client, which includes a predetermined weighting for certain securities in the account. Where the account weightings for a security are the same, the order would be allocated among the accounts with each account receiving its proportionate weighting. If an order is partially filled, it would be allocated on a pro rata basis. On occasions when accounts are fully invested, the lack of available cash in an account will preclude its inclusion in the acquisition of investments otherwise suitable for the client. Also, to the extent that the limited availability of a security would result in de minimis allocations if a pro rata allocation were made, LFG may exclude one or more accounts from participation in the order. In such circumstances, LFG will rotate the client accounts that participate in the order.

When aggregating orders, LFG seeks to avoid favoring any client account over any other client account. Allocations are determined on the trade date; changes in allocation require approval and explanation on the basis for the change. Additional allocations may be made to certain clients to permit the acquisition of meaningful positions to accounts specializing in the market segment of which the security involved is part or to accounts specializing in the type of security or industry represented.

Certain investment opportunities may be suitable for or consistent with the investment objective of only one or a limited number of client accounts. In those cases, it is possible that particular securities acquisitions will be considered and allocated to one or a limited number of accounts.

LFG may not be able to aggregate orders to reduce transaction costs for clients with accounts held at different brokers (e.g., Schwab, or other brokers) that clients have directed brokerage.

Item 13 – Review of Accounts

The review of discretionary accounts for LFG's Wealth Management services is as follows:

LFG's Investment Committee helps to create and develop overall investment model recommendations. A LFG Wealth Manager is responsible for providing investment advice and

applying model recommendations to client accounts. Each account is reviewed at least annually by the Wealth Manager advising the account. The Wealth Manager will also review and monitor the client's investment objectives, changing market and economic conditions and account performance. Potential account changes may be considered based on, but not limited to the following factors: desired diversification by type of holding, individual security and industry, income requirements, risk constraints, tax considerations, and cash levels. Principal responsibility for each account will rest with the Wealth Manager advising the account. Client shall receive statements from the account's custodian reporting the securities purchased and sold for the account during the preceding month and the value of the assets held in the account. LFG shall make available to client on a quarterly basis, in addition to the custodian's statements, a quarterly summary report on the performance of the account. The valuation of client assets that LFG uses on such quarterly reports (and for determining LFG's fee) will be determined by an unrelated third party in accordance with its normal practices and procedures and may not agree with values provided by the custodian.

The review of accounts for LFG's Horizon Program is as follows:

LFG's Investment Committee helps to create and develop overall investment model recommendations. Once a client opens an account online, the account will be pending "acceptance" by LFG. LFG will review the on-line questionnaire and the completed discretionary investment management agreement to verify that the portfolio selected is appropriate based on the client's stated investment objectives and risk tolerance. Each account is reviewed at least annually by the Wealth Manager advising the account with the option for client to contact Wealth Manager at any time during office hours or unless otherwise scheduled with their respective Wealth Manager. Principal responsibility for the investment decisions for each account will rest with the Wealth Manager advising the account. Client shall have electronic online access to statements, trade activities, assets held in the account, performance and value of the assets held in the account. LFG shall make available to client on a quarterly basis a billing summary report. The valuation of client assets that LFG uses on the quarterly billing summary report (and for determining LFG's fee) will be determined by an unrelated third party in accordance with its normal practices and procedures and may not agree with values provided by the custodian.

Item 14 – Client Referrals and Other Compensation

With respect to Wealth Management services, LFG may from time to time have arrangements in writing, where it directly or indirectly compensates persons for client referrals. This compensation will be in the form of cash and may be based, at least in part, on the number or asset amount of client referrals. All arrangements must be discussed with and approved by the President of LFG prior to establishing such arrangement. LFG discloses these referral arrangements not later than the client entering into an investment management agreement.

As a result of past participation in Schwab Advisor Network™ ("the Service"); LFG received client referrals from Schwab. The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with LFG. Schwab does not supervise LFG and has no responsibility for LFG's management of client's portfolios or LFG's other advice or services. LFG is no longer participating in the Service for purposes of receiving client referrals but it is obligated to pay Schwab an on-going fee for each successful client relationship established as a result of past referrals. This fee is usually a percentage (not to exceed 14%) of the advisory fee that the client pays to LFG ("Participation Fee"). LFG pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee

is billed to LFG quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by LFG and not by the client. LFG will also pay Schwab the Participation Fee on any advisory fees received by LFG from any of a referred client's family members who hired LFG on the recommendation of such referred client. LFG has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs LFG charges client with similar portfolios who were not referred through the Service.

LFG generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from, Schwab. This fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees LFG generally would pay in a single year. Thus, LFG will have an incentive to recommend that client accounts be held in custody at Schwab. The Participation and Non-Schwab Custody Fees will be based on assets in accounts of LFG's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, LFG will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit LFG's fees directly from the accounts.

For account of LFG's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from LFG's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealers' fees. Thus, LFG may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. LFG nevertheless, acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for LFG's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

LFG receives an economic benefit from Schwab in the form of the support products and services it makes available to LFG. These products and services, how they benefit LFG, and the related conflicts of interest are described above under *Item 12 Brokerage Practices*. The availability to LFG of Schwab's products and services is not based on LFG giving particular investment advice, such as buying particular securities for LFG clients.

LFG also receives a portion of the commission paid to life insurance and annuity vendors for products sold to clients upon LFG's recommendation.

Item 15 – Custody

LFG is deemed to have custody for some purposes as a result of the ability to deduct advisory fees directly from client accounts held at a qualified custodian and the ability to move money between a client's own accounts and/or a third party via a standing letter of authorization initiated by the client. Clients should receive at least quarterly statements from the broker dealer, bank or other

qualified custodian that holds and maintains client's investment assets. LFG urges you to carefully review such statements and compare such official custodial records to the quarterly account reports that LFG provides to you. LFG's reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

LFG will instruct CS&Co. to deduct LFG advisory fees directly from the client's account. This is the case for accounts in the HP. CS&Co. maintains actual custody of clients' assets. Clients receive account statements directly from CS&Co. at least quarterly. They will be sent to the email or postal mailing address the client provides to CS&Co. Clients should carefully review those statements promptly when received. We also urge clients to compare CS&Co.'s account statements to the billing summary and other reports clients may receive from LFG.

Item 16 – Investment Discretion

Wealth Management services clients, through a limited power of attorney and discretionary agreement, will authorize LFG to determine securities to be bought or sold and the amount of the securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account and in accordance with such investment limitations as the client may, from time to time, furnish to LFG.

Investment guidelines and restrictions must be provided to LFG in writing.

Item 17 – Voting Client Securities

Wealth Management services. As a matter of firm policy and practice, LFG does not have any authority to and does not vote proxies on behalf of clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients may receive proxies directly from the issuer's transfer agent, their custodian or their broker dealer. Clients may contact LFG to provide advice regarding the clients' voting of proxies by calling (808) 988-8088.

Item 18 – Financial Information

Not applicable.

Item 19 – Requirements for State-Registered Advisers

Not applicable.