

Item 1: Cover Page



Registered as PAX Financial Group, LLC | CRD No. 284164
Doing Business As: PAX Financial Group

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

January 18, 2024

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This brochure provides information about the qualifications and business practices of PAX Financial Group. If you have any questions about the contents of this brochure, please contact us at 210-881-5700. 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. Registration with the SEC or state regulatory authority does not imply a certain level of skill or expertise.

Additional information about PAX Financial Group is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Firm Brochure is our disclosure document prepared according to regulatory requirements and rules. Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary. There have been no material changes made to the PAX Financial Group disclosure statement since the last annual update issued on February 28, 2023.

You can request a free brochure by calling us at 210-881-5700. You can also find out more about us and receive our current brochure from the SEC's website: www.adviserinfo.sec.gov.

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Item 4: Advisory Business

A. Firm Description

PAX Financial Group, LLC, dba PAX Financial Group ("PAX" and/or the "firm") is a registered investment adviser with the U.S. Securities and Exchange Commission ("SEC") offering portfolio management services and retirement plan consulting services for individuals and high net worth individuals (together with their trusts and estates) and small businesses, corporations and their pension and profit sharing plans (each referred to as a "Client"). PAX has been in business since 2007 and was originally founded by Darryl Lyons, Joseph Schuetze, and Andres Gutierrez.

PAX is organized as a Texas Limited Liability Company ("LLC"), with principal owners Darryl Lyons and Joseph Schuetze owning approximately 75% of the partnership interests. The remaining owners primarily include current investment adviser representatives, agents, and employees of PAX.

PAX is also an insurance agency licensed with the Texas Department of Insurance. Our insurance group operates under the name PAX Financial Group Insurance Services, a registered DBA. Our investment adviser representatives (or IARs) may also be registered as insurance agents.

B. Advisory Services

PAX offers the following advisory services, which are described in further detail below.

- Investment Management
- Wrap Fee Program
- Third-Party Separate Account Management
- Financial Planning and Consultation
- Retirement Plan Consulting
- Business PIVOT Planning

Our advisory services are tailored to the individual needs of each Client. Each Client's investment objective, risk tolerance, liquidity needs, and other financial data will be taken into consideration. Accounts are reviewed on a regular basis and rebalanced as necessary according to each Client's investment profile. PAX may, at his/her sole discretion, decline to assist the Client with the implementation of investment strategies or purchasing of securities that have not been recommended or those securities PAX deems not to be in the Client's best interest.

When providing a consolidated financial summary of accounts to Clients, data included may contain information about accounts for which PAX does not manage or advise the Client. As such, no inference should be drawn that PAX serves as the adviser on all securities listed on these consolidated financial summaries.

B.1. Investment Management

PAX provides discretionary and non-discretionary fee-based investment management services for compensation.

PAX's investment management services are predicated on the Client's investment objectives, goals, tolerance for risk, and other personal and financial circumstances. PAX will analyze each Client's current investments, investment objectives, goals, age, time horizon, financial circumstances, investment experience, investment restrictions and limitations, and risk tolerance and implement a portfolio consistent with such investment objectives, goals, risk tolerance and related financial circumstances. In addition, PAX may utilize third-party software to analyze individual security holdings and separate account managers utilized within the Client's portfolio.

For discretionary investment management, PAX receives a limited power of attorney to effect securities transactions on behalf of its Clients that include securities and strategies described in Item 8 of this brochure.

PAX's engagement with a Client will include, as appropriate, the following:

- Providing assistance in reviewing the Client's current investment portfolio against the Client's personal and financial circumstances as disclosed to PAX in response to a questionnaire and/or in discussions with the Client and reviewed in meetings with PAX.
- Analyzing the Client's financial circumstances, investment holdings and strategy, and goals.
- Providing assistance in identifying a targeted asset allocation and portfolio design.
- Implementing and/or recommending individual equity and fixed income securities, mutual funds and ETFs.
- Reporting to the Client on a quarterly basis or at some other interval agreed upon with the Client, information on contributions and withdrawals in the Client's investment portfolio, and the performance of the Client's portfolio measured against appropriate benchmarks (including benchmarks selected by the Client).
- Proposing changes in the Client's investment portfolio in consideration of changes in the Client's personal circumstances, investment objectives and tolerance for risk, the performance record of any of the Client's investments, and/or the performance of any fund retained by the Client.
- If the Client's portfolio and personal circumstances, investment objectives, and tolerance for risk make such advice appropriate, providing recommendations to hedge a Client's portfolio through the use of derivative strategies, to generate additional income through the use of covered call option writing strategies involving exchange listed or OTC options, and/or to monetize or hedge concentrated stock positions.

Clients have the right to provide the firm with any reasonable investment restrictions that should be imposed on the management of their portfolio, and should promptly notify the firm in writing of any changes in such restrictions or in the Client's personal financial circumstances, investment objectives, goals and tolerance for risk. PAX will remind Clients of their obligation to inform the firm of any such changes or any restrictions that should be imposed on the management of the Client's account. PAX will also contact Clients at least annually to determine whether there have been any changes in a Client's personal financial circumstances, investment objectives and tolerance for risk.

B.2. Third-Party Separate Account Management

PAX may recommend that all or a portion of Client assets in an account be managed by third-party manager(s). For such arrangements, the Client will grant PAX written authorization to use discretion in selecting or changing a strategy within a third-party manager relationship or changing the third-party manager entirely without prior notice. In most cases, the Client pays the third-party manager an investment management fee out of account assets directly that is separate from PAX's fee.

For certain Client assets, PAX makes available the investment management services of approved third-party sub-advisers. Each sub-adviser is granted discretionary investment authority over assets that PAX assigns to the sub-adviser in accordance with the specific strategy or model that is selected for management.

Any authority of the sub-adviser only applies to the specific assets within the Client's custodial account for which sub-adviser has been appointed as the discretionary manager. Each sub-adviser shall not have any Client facing responsibilities and will rely on instructions PAX provides on behalf of such Client. The sub-adviser will not provide investment advice or have any advisory responsibility to the Client beyond the assets for which it is appointed as sub-adviser. The terms of services provided by each sub-adviser are directed in accordance with a separate written agreement entered into between PAX and the sub-adviser.

PAX has a financial incentive to refer Clients to approved sub-advisers rather than managing the assets on its own or referring them to another third-party manager, creating a conflict of interest. When PAX refers Clients to approved sub-advisers, it receives various incentives which benefit PAX but not all PAX Clients, which may include some or all of the following:

- Certain technology implementation fees incurred by PAX in connection with PAX's use of the sub-adviser's technology solutions will be reduced or waived entirely if a predetermined number of PAX Client subscribe to PAX's guidance services which utilize such technology solutions.
- Certain technology implementation fees incurred by PAX in connection with PAX's use of the sub-adviser's technology solutions will be reduced if a predetermined number of PAX's Client's assets are placed in investment models or in mutual funds or exchange-traded funds available through such sub-adviser or one of its affiliates.

Goldman Sachs Personal Financial Management Service Offering

In an effort to enhance the quality and breadth of services that PAX provides to its Clients, PAX utilizes a suite of digitally powered technology solutions offered by GSPFM, a division of Goldman Sachs ("GSPFM"). GSPFM provide access to its technology platform to PAX which includes use of certain technology platforms, training relating to use of such technology platform, and if elected by PAX certain clerical document and data compilation services.

GSPFM is not in any way involved in, or responsible for, the individual investment management or guidance provided to Clients. PAX pays GSPFM a flat fee for its technology implementation services and fees calculated per percentage-basis formula in accordance with the volume of Clients for whom PAX utilizes such services and/or products. As such, for certain services offered,

Clients indirectly contribute to the payment of cost of services paid to GSPFM. Relating to the cost for services, PAX is financially incentivized to refer Clients to GSPFM portfolios in order to reduce its costs of utilizing its platform, creating a conflict of interest. Financial incentives are described herein.

When PAX refers Clients to approved GSPFM, it receives various incentives which benefit PAX but not all PAX Clients, which may include some or all of the following:

- Certain technology implementation fees incurred by PAX in connection with PAX's use of GSPFM's technology solutions will be reduced or waived entirely if a predetermined number of PAX Client subscribe to PAX's guidance services which utilize such technology solutions.
- Certain technology implementation fees incurred by PAX in connection with PAX's use of GSPFM's technology solutions will be reduced if a predetermined number of PAX's Client's assets are placed in investment models or in mutual funds or exchange-traded funds available through GSPFM or one of its affiliates.
- Clients are advised that if PAX does not meet a predetermined threshold of production utilizing services or technology solutions offered by GSPFM, as applicable, GSPFM may terminate its sub-advisory relationship with PAX. To address this conflict, if the Client does not want to invest their assets with GSPFM as the Sub-Manager or receive PAX financial guidance services that require access to the GSPFM platform, the Client may discuss alternative options with PAX.
- If PAX invests \$15,000,000 or more in Goldman Sachs Asset Management managed US registered 1940 Act mutual funds ("GSAM Mutual Funds"), PAX will receive a quarterly credit equal to \$6,250 for every \$15,000,000 of assets invested in GSAM Mutual Funds on the date of the applicable invoice. The total credit may not exceed the total quarterly invoiced amount for the CX Use Fee as specified on the fee schedule. GSPFM will measure eligibility for and apply the credit, if any, on a quarterly basis against the annual fees due and owing. GSPFM reserves the right to terminate the credit program at any time. As a result of this arrangement, PAX has an economic incentive to recommend GSAM Mutual Funds.

SMArtX Advisory Solutions

PAX has entered into a relationship with SMArtX Advisory Solutions ("SMArtX"), where SMArtX sub-advises PAX client accounts and provides access to a platform in which PAX may utilize various programs offered by SMArtX.

The SMArtX platform makes available model portfolios offered by one or more third-party strategists. Through the sub-advisory agreement with PAX, SMArtX will provide discretionary investment advisory services with respect to the assets held in the client's account in accordance with the client's objectives and PAX's direction and/or discretion.

B.4. Financial Planning and Consultation

PAX will conduct an evaluation of the Client's specific circumstances to determine the items necessary to improve their retirement and/or financial outlook. PAX may use third-party software to gather Client data to evaluate their probability of retiring within their desired goal.

Clients who choose this service receive an analysis, assessment, evaluation, suggestion, and/or recommendations from the advisor tailored to the Client's stated goals, individual needs, and/or objectives. Information and documents are gathered from the Client, as appropriate, during the initial meeting. The analysis, assessment, evaluation, suggestion, and/or recommendations to the Client will be provided during the second meeting and generally address, but is not limited to, the following areas:

- Individual/Household Considerations: Goals, objectives, family circumstances and/or obligations.
- Cash Flow and Tax Considerations: current and future cash flow needs, budgeting, asset location strategies and tax planning.
- Risk Management: Insurance review, retirement income analysis, risk tolerance review, and retirement probability analysis.
- Retirement Planning: future income deficiency planning, savings strategies, needs and wants analysis.
- Investment Analysis: model portfolio construction, investment and asset review, align strategies with objectives and goals.

Upon request, PAX can provide consultative and administrative services regarding Client's investment and financial concerns on assets not managed by PAX, including advice on non-securities matters.

Clients working with PAX who request an insurance solution for their health, life, long-term care, or disability insurance needs will be directed to one of our representatives who is a licensed insurance agent. PAX and its representative may receive commissions or fees as a result of this referral. Please see Item 10.C. for detailed information and conflicts of interest. Clients are advised that when PAX recommends its own services, it has a conflict of interest because it will be compensated if these services are implemented. Thus, implementation of the recommendations is entirely at the Client's discretion and they may, of course, select a third-party provider.

B.5. Retirement Plan Consulting

PAX offers Retirement Plan Consulting services to Plan Sponsors of 401(k)s, profit sharing and retirement plans ("Plans"), those subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and other employee retirement plans that are not subject to ERISA, such as Simple IRAs. These Plans are participant-directed and trustee-directed Plans and are governed by a separate Investment Fiduciary & Retirement Plan Consulting Agreement. PAX offers the following services to Plan sponsors and their employees:

- Administrative Support

- Acting as a liaison between the Plan and Service Providers, product sponsors or vendors
- Ongoing guidance, for consideration and selection by Sponsor, of participant-directed defined contribution plan investment options to be made available by the Plan
- Plan Design Consultation which includes assisting plan sponsor in reviewing objectives and options available through various plans
- Education or training for the Sponsor with regard to various matters, including plan features, retirement readiness matters, servicing and maintaining the Plan
- Fiduciary training and/or education periodically or upon reasonable request for Sponsor
- Assistance in enrolling Plan Participants in the Plan, including conducting an agreed upon number of enrollment meetings. As part of such meetings, IAR's may provide participants with additional information about the Plan, which may include information on the benefits of Plan participation, the benefits of increasing Plan contributions, the impact of pre-retirement withdrawals on retirement income, the terms of the Plan and the operation of the Plan
- Oversight of Relationship with Service Provider
 - Assist Sponsor with selection, monitoring and replacement of Service Providers
 - Assist Sponsor with review of Covered Service Providers ("CSP") and fee benchmarking services
 - Assist Sponsor with plan review and oversight
 - Coordinate and assist with CSP replacement and conversion (if applicable)
- Investments
 - Periodic review of investments in the context of plan objectives
 - Provide investment literature upon requests and/or during education meetings for Sponsor and Plan Participants
 - Provide literature for online account access to investments upon requests
- Participant Services (Group Sessions)
 - Facilitate group enrollment meetings
 - Coordinate employee education regarding plan investments and fees
 - Assist Plan Participants in understanding plan benefits, retirement readiness and impact of increasing deferrals

The actual services to be provided shall be agreed upon by PAX and Plan sponsor prior to engagement and documented in the Investment Fiduciary & Retirement Plan Consulting Agreement.

PAX may provide nondiscretionary fiduciary services to Participant-Directed Plan Sponsor relationships. When providing the Nondiscretionary Fiduciary Services, Advisor will solely be making recommendations to Sponsor, and Sponsor retains full discretionary authority or control

over assets of the Plan and all final decision-making responsibilities regarding the implementation, acceptance, or rejection of any advice from Advisor.

B.6. Business PIVOT Planning

PAX offers Business PIVOT Planning to Clients who are in a process of business exit planning. Through this engagement, PAX provides services, tools, and information relating to the following:

- the amount of potential proceeds sufficient to provide Client with liquidity to obtain future goals;
- a reasonable value for the business;
- contingency planning and planning for post-sale quality of life; and
- development of a team to assist in Client's next steps.

The Client will participate in five (5) scheduled meetings following submission of required data to PAX. At the completion of the engagement, PAX will provide the Client with a written summary of the plan, copies of all the tools completed, and defined action items for implementation ("Deliverables").

C. Client-Tailored Services and Client-Imposed Restrictions

Each Client's account will be managed on the basis of the Client's financial situation and investment objectives and in accordance with any reasonable restrictions imposed by the Client on the management of the account—for example, restricting the type or amount of security to be purchased in the portfolio.

D. Wrap Fee Programs

Other than Retirement Plan Consulting Services and Business PIVOT Planning, PAX's investment management services are offered exclusively through a wrap fee program, where trading and execution costs are included in the asset-based fee charged to the client. For information on this program, please refer to Appendix 1 of Part 2A: PAX Financial Group Wrap Fee Program Brochure.

E. Client Assets Under Management

As of December 31, 2022, the firm had \$494,838,589 of discretionary assets and \$0 non-discretionary assets under management.

Item 5: Fees and Compensation

A. Methods of Compensation and Fee Schedule

A.1. Investment Management Fees

Other than Retirement Plan Consulting Services, all of the firm's investment management services to be provided and fees charged to a Client are offered exclusively through our wrap fee program and are negotiated based upon a variety of factors which include but are not limited to: the particular circumstances of the Client, specific investment strategies requested by the Client, retirement planning needed, overall Client relationship including longstanding members, household account sizes, and/or otherwise agreed upon with the Client. As a result, PAX may offer certain Clients lower fees than are offered to other Clients.

The schedule below reflects the maximum fees charged to PAX-advised Clients. The specific annualized fee charged is set forth by the Client and PAX respectively. Please refer to Appendix 1 of Part 2A: PAX Financial Group Wrap Fee Program Brochure for detailed information on PAX's wrap fee program.

Amount	Fee
\$0 - \$199,999	1.50%
\$200,000 - \$499,999	1.25%
\$500,000 - \$999,999	1.00%
\$1,000,000 - \$1,999,999	0.90%
\$2,000,000 - \$2,999,999	0.80%
\$3,000,000 - \$3,999,999	0.70%
\$4,000,000 - \$4,999,999	0.60%
\$5,000,000 +	0.50%

The advisory fee is an annual percentage based on the value of all assets in the account. Fees are billed in advance calculated on the last day of each calendar quarter. The fees will be prorated if the investment advisory relationship commences otherwise than at the beginning of a calendar quarter. The advisory fee shall be prorated with respect to any contributions to or withdrawals from the account. Eligible accounts may be aggregated by household to determine the lowest possible fee if all accounts are managed as one relationship.

Accounts are billed on the gross equity of the account and not on net equity. As a result, the firm may be incentivized to recommend the use of leverage to enhance the gross value of the portfolio for fee purposes.

A.2. Third-Party Separate Account Management Fees

If Client participates in Third-Party Separate Account Management services, the Client pays the third-party manager an investment management fee out of account assets directly which is separate and in addition to PAX's fee.

SMarTX Advisory Solutions: In addition to PAX's management fee, the Client will be charged a platform fee of .1%, which covers the cost of technology/services for performance reporting and trading, and a third-party strategist model fee set by the third-party strategist. The Strategist Fee varies depending on the Strategist and model portfolio selected.

The fees will be prorated if the investment advisory relationship commences otherwise than at the beginning of a calendar month. Reference the Third-Party Separate Account Manager ADV for more information.

Clients may receive reimbursement or credit for transferring or moving accounts to an advisory relationship with PAX. PAX may absorb the costs, waive advisory fees, or pay certain expenses related to the transfer of Client accounts. In certain circumstances, account transfer costs may also be paid for by the new service provider(s) (reference disclosures herein for more information).

A.4. Financial Planning & Consultation Fees

PAX provides financial planning and consultation services for a one-time fixed fee, paid upfront, generally in the amount of \$900. PAX maintains full discretion to assess, increase, reduce, or waive the one-time fee based on specific circumstances. Clients may pay by check, credit card, or provide PAX with authorization to debit an investment account on the Client's behalf.

The agreement will terminate once services are rendered and/or delivered. Client may engage PAX for additional financial planning and consulting services subject to a new agreement.

Client may terminate the Agreement at any time by providing advance written notice to PAX. Upon termination, Client will be responsible for fees earned based on the agreed upon rate of \$150.00 per hour for work completed to date by PAX. Any paid fees exceeding the amount earned by PAX for services performed shall be refunded to the Client. For prepaid fees in excess of \$1200, services will be completed within six months of the date fees are received.

A.5. Retirement Plan Consulting Fees

Services and fees are individually negotiated with each Plan sponsor or trustee and may vary significantly. All services and related costs are described in an agreement executed with each Plan and PAX. Costs are determined by a number of factors, including the amount of assets of the Plan, the services PAX will provide, the location of the Client, the number of participants in the Plan, and other factors.

Unless Advisor agrees to invoice Plan or Sponsor directly for its Fees, Sponsor authorizes Advisor to invoice the Plan's custodian for the Fee and directs and authorizes the custodian to deduct the Fee from the Plan's Account. Sponsor hereby directs and authorizes Advisor to instruct the custodian to send Sponsor a statement, at least quarterly, indicating all amounts disbursed from the Account including the Fee paid from the Account. Sponsor acknowledges that it is Sponsor's responsibility to verify the accuracy of the calculation of the Fee and that the custodian will not determine whether the Fee is accurate or properly calculated.

The Agreement may be modified (i) by written agreement between Advisor and Sponsor; or (ii) the Advisor may propose to increase or otherwise change the Fees charged, to change

the Services provided, or otherwise modify this Agreement by giving Sponsor at least sixty (60) days advance notice of the proposed change.

Unless terminated, this Agreement is ongoing. Sponsor may terminate Agreement within five (5) business days of executing the Agreement without incurring a penalty or charge. Otherwise, either party may terminate this Agreement upon thirty (30) days prior written notice to the other party.

A.6. Business PIVOT Planning

The fee for the Business PIVOT Planning consulting engagement is \$7,500, which is due in full upon scheduling of the first meeting.

Client may terminate the agreement at any time with 30 days' advance notice. If the date of termination follows the first meeting, the fee shall be retained by PAX.

PAX may terminate the agreement at any time by returning all payments made and tools completed by Client. PAX may also terminate the agreement if, through no fault of PAX, Client fails to complete all five (5) meetings and submission of all required data within one (1) year of payment, in which case PAX shall be entitled to retain the payment.

B. Client Payment of Fees

B.1. Investment Management Fees

PAX generally requires fees to be prepaid on a quarterly basis. PAX requires Clients to authorize the direct debit of fees from their accounts. Exceptions may be granted subject to the firm's consent for Clients to be billed directly for our fees. For directly debited fees, the custodian's periodic statements will show each fee deduction from the account. Clients may withdraw this authorization for direct billing of these fees at any time by notifying us or their custodian in writing.

PAX will deduct advisory fees directly from the Client's account provided that (i) the Client provides written authorization to the qualified custodian, and (ii) the qualified custodian sends the Client a statement, at least quarterly, indicating all amounts disbursed from the account. The Client is responsible for verifying the accuracy of the fee calculation, as the Client's custodian will not verify the calculation.

A Client investment advisory agreement may be canceled at any time by the Client, or by PAX with 30 days' prior written notice to the Client. Upon termination, any unearned, prepaid fees will be promptly refunded.

C. Additional Client Fees Charged

All fees paid for investment advisory services are separate and distinct from the fees and expenses charged by exchange-traded funds, mutual funds, separate account managers, private placement, pooled investment vehicles, broker-dealers, and custodians retained by Clients. Such fees and expenses are described in each exchange-traded fund and mutual fund's prospectus,

each separate account manager's Form ADV and Brochure and Brochure Supplement or similar disclosure statement, each private placement or pooled investment vehicle's confidential offering memoranda, and by any broker-dealer or custodian retained by the Client. Clients are advised to read these materials carefully before investing. If a mutual fund also imposes sales charges, a Client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. A Client using PAX may be precluded from using certain mutual funds or separate account managers because they may not be offered by the Client's custodian.

Please refer to the Brokerage Practices section (Item 12) for additional information regarding the firm's brokerage practices.

D. External Compensation for the Sale of Securities to Clients

PAX's advisory professionals are compensated through a percentage of advisory fees charged to clients or through a salary and bonus structure. PAX's advisory professionals may receive commission-based compensation for the sale of insurance products.

PAX's advisory professionals may be compensated as agents of PAX Financial Group Insurance Services for recommending products utilized to develop a Client financial plan. This presents a conflict of interest in that PAX professionals are economically incented to sell insurance products based upon the commissions earned.

Clients are under no obligation to act upon or purchase services offered by PAX or through any affiliate(s). Higher or lower fees for comparable services may be available from other unaffiliated sources.

Please see Item 10.C. for detailed information and conflicts of interest.

E. Important Disclosure – Custodian Investment Programs

Please be advised that the firm utilizes certain custodians/broker-dealers. Under these arrangements we can access certain investment programs offered through such custodian(s) that offer certain compensation and fee structures that create conflicts of interest of which Clients need to be aware. Please note the following:

Limitation on Mutual Fund Universe for Custodian Investment Programs: There are certain programs in which we participate where a Client's investment options may be limited in certain of these programs to those mutual funds and/or mutual fund share classes that pay 12b-1 fees and other revenue sharing fee payments, and the Client should be aware that the firm is not selecting from among all mutual funds available in the marketplace when recommending mutual funds to the Client.

Conflict Between Revenue Share Class (12b-1) and Non-Revenue Share Class Mutual Funds: Revenue share class/12b-1 fees are deducted from the net asset value of the mutual fund and generally, all things being equal, cause the fund to earn lower rates of return than those mutual funds that do not pay revenue sharing fees. The Client is under no obligation to utilize such programs or mutual funds. Although many factors will influence the type of fund to be used, the Client should discuss with their investment adviser representative whether a share class from a

comparable mutual fund with a more favorable return to investors is available that does not include the payment of any 12b-1 or revenue sharing fees given the Client's individual needs and priorities and anticipated transaction costs. In addition, the receipt of such fees can create conflicts of interest in instances where the custodian receives the entirety of the 12b-1 and/or revenue sharing fees and takes the receipt of such fees into consideration in terms of benefits it may elect to provide to the firm, even though such benefits may or may not benefit some or all of the firm Clients.

Additional Disclosure Concerning Wrap Programs: To the extent that we either sponsor or recommend wrap fee programs, please be advised that certain wrap fee programs may (i) allow our investment adviser representatives to select mutual fund classes that either have no transaction fee costs associated with them but include embedded 12b-1 fees that lower the investor's return ("sometimes referred to as "A-Shares," depending on the mutual fund issuer), or (ii) allow the use of mutual fund classes that have transaction fees associated with them but do not carry embedded 12b-1 fees (sometimes referred to as "I-Shares," depending on the mutual fund sponsor). Wrap fee programs offer investment services and related transaction services for one all-inclusive fee (except as may be described in the applicable wrap fee program brochure). The trading costs are typically absorbed by the firm and/or the investment representative. If a Client's account holds A-Shares within a wrap fee program, the firm and/or its investment adviser representative avoids paying the transaction fees charged by other mutual fund classes, which in effect decreases the firm's costs and increases its revenues from the account. Effectively, the cost is transferred to the Client from the firm in the form of a lower rate of return on the specific mutual fund. This creates an incentive for the firm or investment adviser representative to utilize such funds as opposed to those funds that may be equally appropriate for a Client but do not carry the additional cost of 12b-1 fees. As a policy matter, the firm does not allow funds that impose 12b-1 or revenue sharing fees on the Client's investment within its wrap fee programs. Clients should understand and discuss with their investment adviser representative the types of mutual fund share classes available in the wrap fee program and the basis for using one share class over another in accordance with their individual circumstances and priorities.

Item 6: Performance-Based Fees and Side-by-Side Management

PAX does not charge performance-based fees.

Item 7: Types of Clients

PAX generally provides advice to individuals and high net worth individuals (together with their trusts and estates) and small businesses, corporations and their pension and profit sharing plans. However, the services offered by PAX are also available to, among others, banks, thrift institutions, charitable organizations, state and municipal government entities as such opportunities may arise.

PAX does not require a minimum account value to open an account. Third Party Managers may have account minimums. Please review the third-party manager's ADV for further details regarding such account minimums.

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

A. Methods of Analysis and Investment Strategies

Investing in securities involves a risk of loss that you, as a Client, should be prepared to bear. There is no guarantee that any specific investment or strategy will be profitable for a particular Client.

A.1. Investment Strategy

PAX's investment philosophy is based on traditional scholastic research, such as Efficient Market Hypothesis (EMH) and Modern Portfolio Theory (MPT). EMH suggests it is impossible to "beat the market," because stock market efficiency causes existing share prices to always incorporate and reflect all relevant information. MPT is a theory on how risk-averse investors can construct portfolios to optimize or maximize expected return based on a given level of market risk, emphasizing that risk is an inherent part of higher reward. MPT suggests that an investment's risk and return characteristics should not be viewed alone but should be evaluated by how the investment affects the overall portfolio's risk and return. By investing in more than one asset class, an investor may be able to reap the benefits of diversification. PAX constructs highly diversified portfolios that incorporate a range of asset classes and market sectors utilizing market based and manager-based investments. PAX implements this philosophy by holding investments for long periods of time as deemed appropriate, periodically reallocating investments as conditions warrant and methodically rebalancing as needed.

A.2. Investment Selection

PAX employs a team approach to manage Client assets. We have an Investment Committee ("IC") with members who have varying investment backgrounds, experiences, and skill sets. The IC constructs multiple models to satisfy multiple investment objectives leveraging tools such as third-party investment analytics tools, third-party investment management resources, IC research and public resources. Investments are selected from a funds list provided by a third-party analytics tool and third-party investment management teams, and further evaluated by the IC based on applicable fees, fund track records and past performance (as applicable) in addition to a variety of statistical data which include beta, standard deviation, R-squared and Sharpe Ratio. Our IC systematically and methodically invests new assets regularly and will determine the rebalancing schedule.

A Client's portfolio may include, but not be limited to, equities (stocks) – domestic and foreign, exchange traded funds (ETFs), mutual funds, and fixed income (bonds –government or corporate/domestic or foreign).

Each market may function and change in different ways depending on supply and demand, current events and investor behaviors. These changes may also affect a Client's tax situation and filings. While our goal is to help increase a Client's net worth, investing in securities involves risk of loss that Client should be prepared to bear.

Employees of PAX do not provide tax or legal advice.

A.3. Methods of Analysis

PAX uses a variety of sources of data to conduct its economic, investment and market analysis, which may include economic and market research materials prepared by others, conference calls hosted by individual companies or mutual funds, corporate rating services, annual reports, prospectuses, and company press releases, and financial newspapers and magazines. It is important to keep in mind that there is no specific approach to investing that guarantees success or positive returns; investing in securities involves risk of loss that Clients should be prepared to bear.

PAX and its investment committee are responsible for identifying and implementing the methods of analysis used in formulating investment recommendations to Clients. The methods of analysis may include quantitative methods for optimizing Client portfolios, computer-based risk/return analysis, technical analysis, and statistical and/or computer models utilizing long-term economic criteria.

- Optimization involves the use of mathematical algorithms to determine the appropriate mix of assets given the firm's current capital market rate assessment and a particular risk tolerance classification.
- Quantitative methods include analysis of historical data such as price and volume statistics, performance data, standard deviation and related risk metrics, how the security performs relative to the overall stock market, earnings data, price to earnings ratios, and related data.
- Technical analysis involves charting price and volume data as reported by the exchange where the security is traded to look for price trends.
- Computer models may be used to derive the future value of a security based on assumptions of various data categories such as earnings, cash flow, profit margins, sales, and a variety of other company specific metrics.

In addition, PAX reviews research material prepared by others, as well as corporate filings, corporate rating services, and a variety of financial publications. PAX may employ outside vendors or utilize third-party software to assist in formulating investment recommendations to Clients.

The Client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Once a portfolio has been selected, we regularly review the portfolio and when appropriate, rebalance the portfolio.

Accounts are rebalanced, or assets reallocated based on market conditions, investment committee recommendations, or other conditions as warranted. Securities we buy or sell for accounts are subject to our discretionary authority. Any changes in the asset allocation models, which includes adding, removing or replacing securities (i.e., mutual funds, ETFs, etc.) are made at the recommendation of the Investment Committee. Those changes are based on a variety of factors, which include but are not limited to changes in the economic, financial or political climate; changes in the tax code; changes in the management of the securities used by the asset allocation models or changes in the degree of desired diversification/concentration in certain

sectors or investment themes. Changes may also be made based on the Client's personal circumstances, including changes to marital status, funding needs or investment objectives.

There are different types of investments that involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy will be profitable or equal any specific performance level(s). Past performance is not indicative of future results.

A.4. Mutual Funds and ETFs, Individual Securities, and Third-Party Separate Account Managers

PAX may recommend "institutional share class" mutual funds, exchange-traded funds, and individual securities (including fixed income instruments). PAX may also assist the Client in selecting one or more appropriate manager(s) for all or a portion of the Client's portfolio. Such managers will typically manage assets for Clients who commit to the manager a minimum amount of assets established by that manager—a factor that PAX will take into account when recommending managers to Clients.

A description of the criteria to be used in formulating an investment recommendation for mutual funds, ETFs, individual securities (including fixed-income securities), and managers is set forth below.

PAX has formed relationships with third-party vendors that

- provide a technological platform for separate account management
- prepare performance reports
- perform or distribute research of individual securities
- perform billing and certain other administrative tasks

PAX may utilize additional independent third parties to assist it in recommending and monitoring individual securities, mutual funds, and managers to Clients as appropriate under the circumstances.

PAX reviews certain quantitative and qualitative criteria related to mutual funds and managers and to formulate investment recommendations to its Clients. Quantitative criteria may include

- the performance history of a mutual fund or manager evaluated against that of its peers and other benchmarks
- an analysis of risk-adjusted returns
- an analysis of the manager's contribution to the investment return (e.g., manager's alpha), standard deviation of returns over specific time periods, sector and style analysis
- the fund, sub-advisor or manager's fee structure
- the relevant portfolio manager's tenure

Qualitative criteria used in selecting/recommending mutual funds or managers include the investment objectives and/or management style and philosophy of a mutual fund or manager; a mutual fund or manager's consistency of investment style; and employee turnover and efficiency and capacity.

Quantitative and qualitative criteria related to mutual funds and managers are reviewed by PAX on a quarterly basis or such other interval as appropriate under the circumstances. In addition, mutual funds or managers are reviewed to determine the extent to which their investments reflect efforts to time the market, or evidence style drift such that their portfolios no longer accurately reflect the particular asset category attributed to the mutual fund or manager by PAX (both of which are negative factors in implementing an asset allocation structure).

PAX may negotiate reduced account minimum balances and reduced fees with managers under various circumstances (e.g., for Clients with minimum level of assets committed to the manager for specific periods of time, etc.). There can be no assurance that Clients will receive any reduced account minimum balances or fees, or that all Clients, even if apparently similarly situated, will receive any reduced account minimum balances or fees available to some other Clients. Also, account minimum balances and fees may significantly differ between Clients. Each Client's individual needs and circumstances will determine portfolio weighting, which can have an impact on fees given the funds or managers utilized. PAX will endeavor to obtain equal treatment for its Clients with funds or managers, but cannot assure equal treatment.

PAX will regularly review the activities of mutual funds and managers utilized for the Client. Clients that engage managers or who invest in mutual funds should first review and understand the disclosure documents of those managers or mutual funds, which contain information relevant to such retention or investment, including information on the methodology used to analyze securities, investment strategies, fees and conflicts of interest.

A.5. Material Risks of Investment Instruments

PAX may invest in open-end mutual funds and exchange-traded funds for the vast majority of its Clients. In addition, for certain Clients, PAX may effect transactions in the following types of securities:

- Equity securities
- Mutual fund securities
- Exchange-traded funds
- Fixed income securities
- Municipal securities
- Corporate debt obligations
- Fixed equity annuities
- Fixed equity indexed annuities
- Real Estate Investment Trusts ("REITs")
- Structured Notes
- Digital Assets

A.5.a. Equity Securities

Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the

company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk and liquidity risk.

A.5.b. Mutual Fund Securities

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

A.5.c. Exchange-Traded Funds ("ETFs")

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Some examples of ETFs are SPDRs[®], streetTRACKS[®], DIAMONDSSM, NASDAQ 100 Index Tracking StockSM ("QQQsSM") iShares[®] and VIPERs[®]. ETFs have embedded expenses that the Client indirectly bears.

Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral and the liquidity of the supporting collateral.

Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

A.5.d. Fixed Income Securities

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of ten years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds have liquidity and currency risk.

A.5.e. Municipal Securities

Municipal securities carry additional risks than those of corporate and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer is domiciled.

A.5.f. Corporate Debt Obligations

Corporate debt obligations include corporate bonds, debentures, notes, commercial paper and other similar corporate debt instruments. Companies use these instruments to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and must repay the amount borrowed at maturity. Commercial paper (short-term unsecured promissory notes) is issued by companies to finance their current obligations and normally has a maturity of less than nine months. In addition, the firm may also invest in corporate debt securities registered and sold in the United States by foreign issuers (Yankee bonds) and those sold outside the U.S. by foreign or U.S. issuers (Eurobonds).

A.5.g. Fixed Equity Annuities

A fixed annuity is a contract between an insurance company and a customer, typically called the annuitant. The contract obligates the company to make a series of fixed annuity payments to the annuitant for the duration of the contract. The annuitant surrenders a lump sum of cash in exchange for monthly payments that are guaranteed by the insurance company. Please note the following risks: (i) *Spending power risk*. Social Security retirement benefits have cost-of-living adjustments. Most fixed annuities do not. Consequently, the spending power provided by the monthly payment may decline significantly over the life of the annuity contract because of inflation, (ii) *Death and survivorship risk*. In a conventional fixed annuity, once the annuitant has turned over a lump sum premium to the insurance company, it will not be returned. The annuitant could die after receiving only a few monthly payments, but the insurance company may not be obligated to give the annuitant's estate any of the money back. A related risk is based on the financial consequences for a surviving spouse. In a standard single-life annuity contract, a survivor receives nothing after the annuitant dies. That may put a severe dent in a spouse's retirement income. To counteract this risk, consider a joint life annuity. (iii) *Company failure risk*. Private annuity contracts are not guaranteed by the FDIC, SIPC, or any other federal agency. If the insurance company that issues an annuity contract fails, no one in the federal government is obligated to protect the annuitant from financial loss. Most states have guaranty associations that provide a level of protection to citizens in that state if an insurance company also doing business in that state fails. A typical limit of state protection, if it applies at all, is \$100,000. To control this risk, contact the state insurance commissioner to confirm that your state has a guaranty association and to learn the guarantee limits applicable to a fixed annuity contract. Based on that information, consider dividing fixed annuity contracts among multiple insurance companies to obtain the maximum possible protection. Also check

the financial stability and credit ratings of the annuity insurance companies being considered. A.M. Best and Standard & Poor's publish ratings information.

A.5.h. Fixed Equity Indexed Annuities

An equity-indexed annuity is a type of fixed annuity that is distinguished by the interest yield return being partially based on an equities index, typically the S&P 500. The returns (in the form of interest credited to the contract) can consist of a guaranteed minimum interest rate and an interest rate linked to a market index. The guaranteed minimum interest rate usually ranges from 1 to 3 percent on at least 87.5 percent of the premium paid. As long as the company offering the annuity is fiscally sound enough to meet its obligations, you will be guaranteed to receive this return no matter how the market performs. Your index-linked returns will depend on how the index performs but, generally speaking, an investor with an indexed annuity will not see his or her rate of return fully match the positive rate of return of the index to which the annuity is linked — and could be significantly less. One major reason for this is that returns are subject to contractual limitations in the form of caps and participation rates. Participation rates are the percentage of an index's returns that are credited to the annuity. For instance, if your annuity has a participation rate of 75 percent, then your index-linked returns would only amount to 75 percent of the gains associated with the index. Interest caps, meanwhile, essentially mean that during big bull markets, investors won't see their returns go sky-high. For instance, if an index rises 12 percent, but an investor's annuity has a cap of 7 percent, his or her returns will be limited to 7 percent.

Some indexed annuity contracts allow the issuer to change these fees, participation rates and caps from time to time. Investors should also be aware that trying to withdraw the principal amount from a fixed indexed annuity during a certain period — usually within the first 9 or 10 years after the annuity was purchased — can result in fees known as surrender charges, and could also trigger tax penalties. In fact, under some contracts if withdrawals are taken amounts already credited will be forfeited. After paying surrender charges an investor could lose money by surrendering their indexed annuity too soon.

A.5.i. Real Estate Investment Trusts ("REITs")

A REIT is a tax designation for a corporate entity which pools capital of many investors to purchase and manage real estate. Many REITs invest in income-producing properties in the office, industrial, retail, and residential real estate sectors. REITs are granted special tax considerations, which can significantly reduce or eliminate corporate income taxes. In order to qualify as a REIT and for these special tax considerations, REITs are required by law to distribute 90% of their taxable income to investors. REITs can be traded on a public exchange like a stock, or be offered as a non-traded REIT. REITs, both public exchange-traded and non-traded, are subject to risks including volatile fluctuations in real estate prices, as well as fluctuations in the costs of operating or managing investment properties, which can be substantial. Many REITs obtain management and operational services from companies and service providers that are directly or indirectly related to the sponsor of the REIT, which presents a potential conflict of interest that can impact returns on investments.

Non-traded REITs include: (i) A REIT that is registered with the Securities and Exchange Commission (SEC) but is not listed on an exchange or over-the-counter market (non-exchange traded REIT); or, (i) a REIT that is sold pursuant to an exemption to registration (Private REIT). Non-traded REITs are generally blind pool investment vehicles. Blind pools are limited partnerships that do not explicitly state their future investments prior to beginning their capital-raising phase. During this period of capital-raising, non-traded REITs often pay distributions to their investors.

The risks of non-traded REITs are varied and significant. Because they are not exchange-traded investments, they often lack a developed secondary market, thus making them illiquid investments. As blind pool investment vehicles, non-traded REITs' initial share prices are not related to the underlying value of the properties. This is because non-traded REITs begin and continue to purchase new properties as new capital is raised. Thus, one risk for non-traded REITs is the possibility that the blind pool will be unable to raise enough capital to carry out its investment plan. After the capital raising phase is complete, non-traded REIT shares are infrequently re-valued and thus may not reflect the true net asset value of the underlying real estate investments. Non-traded REITs often offer investors a redemption program where the shares can be sold back to the sponsor; however, those redemption programs are often subject to restrictions and may be suspended at the sponsor's discretion. While non-traded REITs may pay distributions to investors at a stated target rate during the capital-raising phases, the funds used to pay such distributions may be obtained from sources other than cash flow from operations, and such financing can increase operating costs.

With respect to publicly traded REITs, publicly traded REITs may be subject to additional risks and price fluctuations in the public market due to investors' expectations of the individual REIT, the real estate market generally, specific sectors, the current yield on such REIT, and the current liquidity available in public market. Although publicly traded REITs offer investors liquidity, there can be constraints based upon current supply and demand. An investor when liquidating may receive less than the intrinsic value of the REIT.

A.5.j. Structured Notes

What are Structured Notes? Structured notes are fixed income securities that are issued by financial institutions with returns that are linked to or based on, among other things, equity indices, a single equity security, a basket of equity securities, interest rates, commodities, debt securities, exchange traded funds, and/or foreign currencies (a "Structured Note"). The security, asset, or index on which a Structured Note is based is often called the "Reference Instrument." Structured Notes have a fixed maturity date and include two components – a bond component and an embedded derivative. While some Structured Notes offer substantial protection of invested principal, others offer limited or no principal protection.

The embedded derivatives within Structured Notes adjust the note's risk/return profile by including additional modifying structures that can increase potential returns. The return performance of a Structured Note typically tracks the return profile of the underlying debt obligation and the derivative that is embedded within it. Instead of simply paying straight fixed or floating interest, Structured Notes can offer interest payments that are tailored to

specific indices and/or rates. The derivative securities that are embedded in the Structured Note can also positively or negatively affect the redemption value and final maturity of the security.

Depending on complexity, risk profile, and numerous other factors, Structured Notes often pay interest or coupon rates that are above the prevailing market rate. Many Structured Notes cap or limit the amount of upside participation in the Reference Instrument or underlying asset, particularly in cases where the Structured Note offers principal protection or pays interest that is above-market. Structured Notes are typically issued by investment banks or their affiliates and feature a fixed maturity date.

Structured Notes are not suitable for everyone. All investors assume full credit risk of the security's issuer and/or guarantor. This means that the investor may lose all the monies invested, including all initial amounts invested as principal protection may not apply, if the issuer and/or the guarantor become insolvent or fail in any way.

Each Structured Note involves varying degrees of risk and unique suitability issues that investors must consider before investing in such securities. Structured Notes involve important legal and tax consequences and investment risks, which each investor should discuss with qualified financial, accounting, and tax advisors regarding the suitability of the specific Structured Note in light of each investor's particular circumstances.

Understanding the Risk Factors. Before investing in any Structured Note security, it is important that you obtain and read the pricing supplement, accompanying prospectus, and prospectus supplements to ensure that you understand the risks associated with the specific Structured Note that you are purchasing.

Payment terms vary significantly for each Structured Note depending on the structure and component of the specific security. While some Structured Notes may pay interest prior to liquidation, others may include payments only upon maturity. Additionally, rates of return vary based on many factors, including the performance of the underlying securities, assets, indices, and/or commodities.

As discussed in the risk factor explanation below, you are also advised that, in cases where the return on the underlying securities is positive, payment may be limited if the structure includes a cap on the percentage return for the underlying security or depending on how the percentage increase for the underlying security is calculated as of the determination date. You are also advised that it may be difficult to sell or liquidate the Structured Note or underlying security as there may be little or no secondary market for such securities, and independent market pricing may be limited or unavailable and market values may vary based on a variety of factors affecting the underlying securities or assets. Such factors may include, among other things: time to maturity; appreciation or depreciation of underlying securities; market volatility; interest rate fluctuations; and myriad other events that may positively or negatively affect the value of underlying securities, indices, or assets.

Issuer Credit Worthiness. Unless a Structured Note is specifically stated to be 100% principal protected or FDIC insured, some or all of your invested principal may be at risk. The return of your principal is guaranteed only to the extent specified in the specific offering terms for the

Structured Note security you are purchasing and is specifically subject to the credit and creditworthiness of the issuer and the underwriter. If there is a negative return on the underlying security or Reference Instrument, then you may receive an amount that is less than your invested principal at maturity and you could lose up to the percentage indicated in your initial investment terms. In some cases, you may end up owning the underlying security at a price that is lower than the original purchase price.

Issuance price and note value. The price you will pay for a Structured Note at the time of issuance will often be higher than the fair market value of the Structured Note on the date of issuance. The cover page of the offering prospectus discloses the Issuer's estimated value of the Structured Note in order to enable you to note the difference between the issuance price and the issuer's estimated value of the note. The issuance price of the note is typically higher than the estimated market value of the note because issuers include in the initial price the costs for selling, structuring, and/or hedging their exposure on the note. Additionally, Structured Notes often may not be resold on a daily basis, which makes it difficult to value them, particularly given their complexity as compared to other financial products.

Liquidity. With the exception of Exchange Traded Notes ("ETNs"), Structured Notes are typically not listed on any national securities exchange and can be difficult to sell, trade, or liquidate, especially in any large quantity or within any limited period of time. Although some Structured Notes are listed on national securities exchanges, such securities are often thinly traded and difficult to sell, trade, or liquidate. As a result, the issuing financial institution's broker-dealer affiliate or the broker-dealer distributor of the note may be the only potential buyers for your Structured Note, and many issuers often specifically disclaim their intention to repurchase or make markets in the notes that they issue. If you choose to invest in a Structured Note, you must be prepared to hold the note until it reaches the maturity date or bear the risk of selling the note at a discount to its value at the time of sale.

Payoff structure. Structured notes often have complicated payoff structures that make it difficult to accurately assess their value, risk, and growth potential over the term of the note. It can be complex to determine each note's performance as the payoff structures and features vary considerably among different notes. For example, payoff structures may be leveraged, inverse, or inverse-leveraged, which can result in larger returns or losses for the investor. You should review the prospectus and pricing supplements carefully for each Structured Note to ensure that you thoroughly understand how the payoff on each note will be calculated. For example, the payoff on Structured Notes can depend on:

- *Participation rates:* Many Structured Notes provide a minimum payoff of the invested principal plus an additional payoff amount to the investor. This is calculated by multiplying the increase in the Reference Instrument by a fixed percentage, which is often called the "participation rate." The participation rate determines how much of the increase in the Reference Instrument will be paid to you a purchaser of the Structured Note.
- *Capped maximum returns:* Some Structured Notes provide payments that are linked to a Reference Instrument with a leveraged or enhanced participation rate, but the payoff amount is capped at a pre-set maximum payoff amount. This means that the investor

does not participate in any increase in the Reference Instrument above the maximum payoff level.

- *Knock-in feature:* Structured Notes often include a pre-specified threshold for the Reference Instrument that is called a knock-in feature (also known as a barrier or trigger) that affects the payout return on the note. If the Reference Instrument falls below a pre-specified level during the term of the note, you could lose some or all of your principal investment at maturity. You could also lose the coupon payments scheduled throughout the term of the note.
- *Credit Rating:* While many Structured Notes, Reference Instruments, and underlying securities may be assigned a credit rating from a national rating organization, many Structured Notes and underlying securities have no credit rating. To the extent that a particular credit rating may pertain to the creditworthiness of the issuer, it is not necessarily indicative of the risk associated with a specific Structured Note or Reference Instrument, index, or asset. The presentation of a credit rating in relation to any Structured Note or underlying security may not indicate or reflect the safety of the principal invested or the potential investment returns associated with your investment. Such credit ratings may not affect or enhance the likely performance of the Structured Note investment.

Tax. The Structured Note investment may be treated as a "contingent payment debt instrument" for U.S. federal income tax purposes. Consequently, even in cases where any accrued interest is not payable until maturity, investors may be required to accrue such interest as ordinary income based on the "comparable yield" of the underlying securities as determined by the underwriter. Halo strongly recommends that you consult your tax advisor regarding such tax treatment and implications prior to purchasing any Structured Note security.

A.5.k. Digital Assets

Purchasing and investing in digital, virtual or crypto currencies, coins and tokens, and similar or related investments (collectively, for purposes of these Special Risks, "Digital Asset Investments") is speculative and involves significant risks. Certain of those risks are identified below, however, these risks likely are not exhaustive and are in addition to the general market, economic, industry and financial performance risks that affect valuations of other investment types and classes. Client understands that because Digital Asset Investments' markets are continually evolving at a rapid pace, it is impossible to identify all of their risks or to project which risks may become the most meaningful.

Lack of regulatory guidance; Significant volatility. There is no clear tax or regulatory guidance and oversight on issuers of Digital Asset Investments and the use of Digital Asset Investments as trading and investment vehicles. Further, the issuance of various Digital Asset Investments may not have been effected in accordance with all applicable laws, such as those imposed by the U.S. Securities and Exchange Commission ("SEC") or the Commodities Futures Trading Commission ("CFTC"). This may expose a holder of one or more Digital Asset Investments to significant risks. Further, digital assets, such as bitcoin, have experienced significant

fluctuations in market value and trading prices. These fluctuations have been, and are expected to continue to be, very volatile. This volatility may lead to considerable levels of risk, and therefore the Client should carefully consider the level of risk that the Client is comfortable bearing.

Regulatory changes or actions may restrict the issuance, use and transfers of Digital Asset Investments, and platforms that facilitate the issuance and trading of Digital Asset Investments. Until recently, little or no regulatory attention has been directed toward digital assets by U.S. federal and state governments, foreign governments and self-regulatory agencies. As Digital Asset Investments have grown in popularity and in market size, the Federal Reserve Board, U.S. Congress and certain U.S. agencies (e.g., the CFTC, FinCEN and the SEC) are examining the operations and practices of Digital Asset Investments issuers, users, wallet providers and platforms that facilitate the issuance or secondary trading of Digital Asset Investments (such platforms, collectively, "Platforms"). Certain state regulators have also initiated examinations of the issuers of Digital Asset Investments, industry participants and Platforms. Both the SEC and the CFTC have begun to assert regulatory authority over Digital Asset Investments and trading and ownership of such assets, and have brought enforcement actions against certain issuers. To the extent that any Digital Asset Investment is determined to be a security, commodity future or other regulated asset, or to the extent that a U.S. or foreign government or quasi-governmental agency exerts regulatory authority over the digital currency industry in general, the issuance of Digital Asset Investments, trading and ownership, transactions involving the purchase and sale of such assets may be adversely affected, which could adversely affect the value and liquidity of all or certain types of Digital Asset Investments. The effect of any future regulatory change on Platforms or Digital Investment issuers and industry participants in general is impossible to predict, but such change could be substantial and adverse to the value and liquidity of all or certain types of Digital Asset Investments.

Digital Asset Investments are subject to significant valuation risks. Particularly because Digital Asset Investments are typically not backed by hard assets or any governmental entity, and do not represent an equity or debt instrument, they are subject to significant valuation risk – which is the risk that such assets are priced incorrectly due to factors such as incomplete data, projections that do not prove to be accurate, significant market speculation, market instability or human error. There is no assurance that any Digital Investment owned in the Account could be sold or transferred for the value established or assigned for it at any time, and it is possible that various Digital Asset Investments would incur a loss because they are sold at a discount to its assigned, or believed, value.

The unregulated nature and lack of transparency surrounding the operations of Platforms may cause the marketplace to lose confidence in such exchanges. The Platforms on which bitcoin and other Digital Asset Investments trade are relatively new and, in some cases, unregulated. Furthermore, while many prominent Platforms provide significant information regarding their ownership structure, management teams, corporate practices and regulatory compliance, many other exchanges do not provide this information. As a result, the marketplace may lose confidence in digital asset exchanges, including prominent exchanges that handle a significant volume of digital asset trading. In recent years there have been a number of Platforms that have closed due to fraud, business failure or security breaches; additionally, larger Platforms

have been targets for hackers and malware and may be more likely to be targets of regulatory enforcement action. A lack of stability in the digital asset exchange markets and the closure or temporary shutdown of such exchanges due to fraud, business failure, hackers or malware, or government-mandated regulation may reduce confidence in the Digital Investment marketplace in general and result in greater volatility in the Digital Investment marketplace. These potential consequences would adversely affect the stability of the value and liquidity of all or certain Digital Asset Investments.

The Platforms may be subject to extensive and complex regulatory regimes. Platforms that facilitate the primary or secondary issuance of Digital Asset Investments may be subject to extensive federal, state and local regulation, non-compliance with which could have a negative impact on the Adviser's ability to acquire Digital Asset Investments through the Platforms or to sell them for the Account. For example, the Platforms may be required to be registered as a broker-dealer, authorized to operate an alternative trading system, be registered as a stock exchange or register with the CFTC. If the Platforms do not comply with applicable laws, they could be subject to sanction and compelled to cease operations, which may have an adverse effect on the Adviser's ability to execute on an investment strategy involving Digital Asset Investments.

The further development and acceptance of digital currencies is subject to a variety of risks. Digital currencies are a new and rapidly evolving asset of which blockchain technology is a prominent, but not unique, part. The growth of the digital currency industry in general, and distributed ledger technology that supports such digital currencies in particular, is subject to a high degree of uncertainty. The factors affecting the further development of digital currencies, as well as distributed ledger technology, include further growth in the adoption and use of digital currencies; government and quasi-government regulation of digital assets and their use, or restrictions on or regulation of access to and operation of the Platforms that facilitate their issuance and secondary trading; the maintenance and development of the open-source software protocol of certain blockchain networks used to support digital currencies; changes in consumer demographics and public tastes and preferences; the availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies; and general economic conditions and the regulatory environment relating to digital currencies.

Beneficial holders of Digital Asset Investments typically do not have voting or governance rights in the issuer of such assets. Typically, Digital Asset Investments do not afford a holder with any voting rights or other management or control rights in the issuer or the particular protocol or project. Therefore, the beneficial holders of such assets are not able to exercise any control or voting influence over any significant actions of the issuer or the applicable project, such as a sale of its assets or winding up of the project.

Beneficial holders of Digital Asset Investments typically do not have distribution rights. Digital Asset Investments typically do not represent an equity stake in the issuer or a given project, and thus holders of such Digital Asset Investments typically do not have distribution or dividend rights. Therefore, holders do not have liquidation rights otherwise commonly

afforded to stockholder holders in a corporation organized under the laws of the states of the United States.

The tax characterization of investing and trading in Digital Asset Investments is uncertain and may result in adverse tax consequences for beneficial holders. The tax characterization of Digital Asset Investments is uncertain. An investment in, or transactions involving, Digital Asset Investments may result in adverse tax consequences to investors, including withholding taxes, income, corporation or profit taxes, value-added taxes or goods and services taxes, stamp duties or other forms of transactional taxes, and tax reporting requirements.

A lack of a central regulatory authority and structure and the global nature of digital assets and blockchain technologies limit legal remedies and recourses. Because there is a lack of a central regulatory authority and structure and due to the global nature of digital assets and blockchain technologies, a holder of Digital Asset Investments may have no legal remedies or recourse against issuers, other users, holders, purchasers or sellers of Digital Asset Investments, and any other person or entity that may interfere with any Digital Asset Investments owned by the holder, or a holder's digital wallet.

There is no existing trading market for certain Digital Asset Investments and an active trading market may not develop. Certain Digital Asset Investments that may be identified by a representative of IHT may be a new issue of digital tokens for which there is no established public market. Although the issuer of such Digital Asset Investments may intend to list those assets on certain Platforms that facilitate secondary trading, there can be no assurance that such exchanges will accept the listing of the applicable Digital Asset Investments or maintain the listing if accepted. There can be no assurance that a secondary market will develop or, if a secondary market does develop, that it will provide the holders of those Digital Asset Investments with liquidity of investment or that it will continue for the life of the particular digital asset. The liquidity of any market for many Digital Asset Investments will depend on a number of factors, including:

- the number of holders;
- the performance and financial condition of the issuer or applicable project;
- the market for similar digital tokens;
- the interest of traders in making a market in the specific Digital Asset Investments; and
- regulatory developments in the digital token or cryptocurrency industries.

The digital token market is a new and rapidly developing market which may be subject to substantial and unpredictable disruptions that cause significant volatility in the prices of digital tokens. There are no assurances that the market, if any, for any or all Digital Asset Investments will be free from such disruptions or that any such disruptions may not adversely affect a holder's ability to sell certain or all Digital Asset Investments.

Risks associated with Digital Asset Investments issued by foreign issuers or projects. The adviser may invest directly or indirectly in the Digital Asset Investments issued by foreign issuers. Such investments may involve risks not ordinarily associated with exposure to instruments or assets of U.S. issuers. Foreign issuers or projects may be subject to less governmental supervision and regulation than exists in the U.S.; conversely, foreign regulatory regimes applicable to the

Digital Investment space and industry may be more complex and more restrictive than those in the U.S., resulting in higher costs associated with such investments, and such regulatory regimes may be subject to interpretation or change without prior notice to issuers and operators in the industry. For example, in September 2017 China announced that initial coin offerings are illegal in China and that all fundraising activity involving digital token sales should be halted and the Financial Services Commission in the Republic of Korea also recently prohibited initial coin offerings in the Republic of Korea. In addition, digital token financing and trading platforms are prohibited from undertaking conversions of coins with fiat currencies in China, meaning that digital tokens cannot be used as currency in the market. Further, foreign issuers of Digital Asset Investments and operators of Platforms may not be subject to accounting, auditing and financial reporting standards and practices comparable to those in the U.S. The Account's exposure to Digital Asset Investments issued by foreign issuers may be subject to withholding and other foreign taxes, which may adversely affect the net return on such investments.

Intellectual property rights claims may adversely affect the operation of prominent blockchains and crypto assets in general. Third parties may assert intellectual property claims relating to the holding and transfer of digital assets and their source code. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in digital assets or the ability of end-users to hold and transfer various digital assets may adversely affect an investment strategy focused on Digital Asset Investments. Additionally, a meritorious intellectual property claim could prevent the Adviser or other end-users from accessing a specific blockchain network or holding or transferring digital assets that utilize those blockchains, which could force the liquidation of the certain digital assets held in the Account or that are a part of the Adviser's investment strategy, or cause the value of such digital assets to significantly decline. As a result, an intellectual property claim against large participants on certain blockchain networks could adversely affect the value and liquidity of all of certain Digital Asset Investments.

Many Digital Asset Investments may be subject to malfunction or function in an unexpected or unintended manner. Digital Asset Investments, and any network with which they are interacting, may malfunction or function in an unexpected or unintended manner. This may be caused by the applicable Digital Investment itself, the Ethereum protocol, other networks, or a number of other causes, some of which are unforeseeable. Any malfunction or unintended function could result in the complete loss with respect to the affected Digital Investment.

There is risk of theft and fraud, both at the custodian or any third-party exchanges at which Digital Asset Investments may be custodied. Although the third parties utilized to custody Digital Asset Investments are expected to employ significant security measures and diversify risk on any particular exchange, there is risk of hacking from outside criminals at the exchange level as well as any third-party custodian, which could lead to the loss of some or all client funds.

B. Investment Strategy and Method of Analysis Material Risks

Our investment strategy is custom-tailored to the Client's goals, investment objectives, risk tolerance, and personal and financial circumstances.

B.1. Margin Leverage

Although PAX, as a general business practice, does not utilize leverage, there may be instances in which exchange-traded funds, other separate account managers and, in very limited circumstances, PAX will utilize leverage. In this regard please review the following:

The use of margin leverage enhances the overall risk of investment gain and loss to the Client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So if the price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment.

The use of margin leverage entails borrowing, which results in additional interest costs to the investor.

Broker-dealers who carry customer accounts require a minimum equity requirement when Clients utilize margin leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to satisfy the minimum requirement dissipates, the broker-dealer will require the Client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the computation of the minimum equity requirement. In addition, when leverage is utilized and the Client needs to withdraw cash, the Client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal amount based upon similar reasoning as cited above.

Regulations concerning the use of margin leverage are established by the Federal Reserve Board and vary if the Client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

B.2. Short-Term Trading

Although PAX, as a general business practice, does not utilize short-term trading, there may be instances in which short-term trading may be necessary or an appropriate strategy. In this regard, please read the following:

There is an inherent risk for Clients who trade frequently in that high-frequency trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

B.3. Short Selling

PAX generally does not engage in short selling but reserves the right to do so in the exercise of its sole judgment. Short selling involves the sale of a security that is borrowed rather than

owned. When a short sale is effected, the investor is expecting the price of the security to decline in value so that a purchase or closeout of the short sale can be effected at a significantly lower price. The primary risks of effecting short sales is the availability to borrow the stock, the unlimited potential for loss, and the requirement to fund any difference between the short credit balance and the market value of the security.

B.4. Technical Trading Models

Technical trading models are mathematically driven based upon historical data and trends of domestic and foreign market trading activity, including various industry and sector trading statistics within such markets. Technical trading models, through mathematical algorithms, attempt to identify when markets are likely to increase or decrease and identify appropriate entry and exit points. The primary risk of technical trading models is that historical trends and past performance cannot predict future trends, and there is no assurance that the mathematical algorithms employed are designed properly, updated with new data, and can accurately predict future market, industry, and sector performance.

B.5. Option Strategies

Various option strategies give the holder the right to acquire or sell underlying securities at the contract strike price up until expiration of the option. Each contract is worth 100 shares of the underlying security. Options entail greater risk but allow an investor to have market exposure to a particular security or group of securities without the capital commitment required to purchase the underlying security or groups of securities. In addition, options allow investors to hedge security positions held in the portfolio. For detailed information on the use of options and option strategies, please contact the Options Clearing Corporation for the current Options Risk Disclosure Statement.

PAX as part of its investment strategy may employ the following option strategies:

- Covered call writing
- Long call options purchases
- Long put options purchases

B.5.a. Covered Call Writing

Covered call writing is the sale of in-, at-, or out-of-the-money call option against a long security position held in the Client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

B.5.b. Long Call Option Purchases

Long call option purchases allow the option holder to be exposed to the general market characteristics of a security without the outlay of capital necessary to own the security. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

B.5.c. Long Put Option Purchases

Long put option purchases allow the option holder to sell or “put” the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the long put option increases. In this way long puts are often used to hedge a long stock position. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

C. Security-Specific Material Risks

There is an inherent risk for Clients who have their investment portfolios heavily weighted in one security, one industry or industry sector, one geographic location, one investment manager, one type of investment instrument (equities versus fixed income). Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

PAX does not assume market risk on behalf of the Client. PAX does not guarantee the performance of the Client account or any specific level of performance. Past performance is not indicative of a guaranteed future result. Most values of the securities within the account will fluctuate with market conditions. When the account is liquidated, it may be worth more or less than the original amount invested.

PAX will accept and follow all liquidation instructions given by Client and will seek to execute Client’ orders in a timely manner on a best-efforts basis. Occasionally, due to market conditions, liquidity and time constraints imposed by custodians or their respective asset, trades may be executed the following business day, with most liquidations occurring within 10 business days. In handling liquidation requests and purchases, we will execute transactions without regard to pending dividend or capital gains distributions, stock splits, mergers, or other corporate or financial events. The liquidations and reinvestment process will likely result in tax consequences, Clients are advised to consult with their tax professional before depositing and liquidating cash and/or securities.

Contributed cash or cash equivalents in Client accounts may remain un-invested in securities for a period of time. PAX invests liquid assets methodically and believes it is to each Client’s benefit to invest in an aggregated fashion rather than intermittently. For this reason, a period of time may elapse between the deposit of cash, or liquid assets, to the account and the account reaching a fully invested position.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There is nothing to report on this item.

B. Administrative Enforcement Proceedings

There is nothing to report on this item.

C. Self-Regulatory Organization Enforcement Proceedings

There is nothing to report on this item.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer or Representative Registration

Neither PAX nor its affiliates, employees, or independent contractors are registered broker-dealers and do not have an application to register pending.

B. Futures or Commodity Registration

Neither PAX nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator or commodity trading advisor and do not have an application to register pending.

C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest

C.1. Insurance Sales

PAX is an insurance agency licensed with the Texas Department of Insurance. Our insurance group operates under the name PAX Financial Group Insurance Services, a registered DBA. Our investment adviser representatives ("IAR") may also be registered as insurance agents. Please see your IAR's Form ADV Part 2B – Brochure Supplement for additional information.

PAX agents make available services from Crump Life Insurance Services ("Crump") to assist Clients who wish to buy insurance products, such as life, long-term disability, fixed annuities, and long-term care insurance, the unaffiliated independent Field Marketing Organization ("FMO") specializes in insurance brokerage. PAX agents receive compensation when they refer PAX Clients to Crump and the Client purchases a product. The compensation received by PAX and its agents is a percentage of the compensation paid to Crump.

In addition, IARs may recommend commission-based insurance products to a Client. PAX's agents have a conflict of interest because there is an economic incentive to sell insurance products that result in commissions or sales revenue. Client are advised that they are under no obligation to purchase any insurance products through PAX or the Crump Agency, products may be less expensive elsewhere. These insurance and/or investment vendors may provide sales support in various forms including but not limited to funding corporate events and/or Client education events hosted by PAX. Educational events are conducted to bring awareness to consumers regarding market trends and product education.

C.2. Book and Online Program Sales

PAX makes available books published by third parties and sold by the Chief Executive Officer (CEO) of PAX. Books are available for sale through booksellers, with pricing averaging between \$0 - \$18. As an IA of PAX, books may be provided to organizations, individual Client or prospective Client at a discount or at no cost. PAX receives 0% of any book royalties or other revenue from the sale of any books written by the CEO.

The CEO also makes available an online retirement readiness course titled "Pivot Your Retirement," which enables consumers to obtain for a fee valuable education-only material to kick start and/or prepare for retirement. Material contains budgeting tools, personal balance sheet construction, and much more. PAX receives a portion of the fees collected for its services. The fees paid are separate and in addition to any advisory services offered through PAX.

C.3. NC Accounting Group, LLC ("NCAG")

NC Accounting Group, LLC is an affiliate of PAX Financial Group and provides bookkeeping and related accounting services to individuals, corporations and other legal entities. PAX Financial Group and one of its managing officers have a combined equity interest of 35% in NCAG. Please be advised that PAX has an economic interest in recommending NCAG's services to its clients; however, clients are under no obligation to utilize the services of NCAG and may engage any accounting firm of their choice.

C.4. Encore Bancshares, Inc. ("EBI")

EBI is a private bank located in Houston, TX, and provides banking, investment management, financial planning, and insurance services to its clients. PAX has acquired a non-controlling interest in EBI. Please be advised that PAX may recommend the banking services of EBI. As such, please be advised of the conflict of interest in that PAX is economically incited to recommend the services of EBI. Clients are not required to utilize the services of EBI as part of their PAX advisory relationship and may use any banking institution they desire.

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

Although PAX may recommend separate account managers, it does not receive any form of referral or solicitor compensation from the separate account manager or Client.

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

A. Code of Ethics Description

In accordance with the Advisers Act, PAX has adopted policies and procedures designed to detect and prevent insider trading. In addition, PAX has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of PAX's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the chief compliance officer of PAX. PAX will send Clients a copy of its Code of Ethics upon written request.

PAX has policies and procedures in place to ensure that the interests of its Clients are given preference over those of PAX, its affiliates and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

PAX does not engage in principal trading (i.e., the practice of selling stock to advisory Clients from a firm's inventory or buying stocks from advisory Clients into a firm's inventory). In addition, PAX does not recommend any securities to advisory Clients in which it has some proprietary or ownership interest.

C. Advisory Firm Purchase or Sale of Same Securities Recommended to Clients and Conflicts of Interest

PAX, its affiliates, employees and their families, trusts, estates, charitable organizations and retirement plans established by it may purchase or sell the same securities as are purchased or sold for Clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the Client, or
- considered for purchase or sale for the Client.

Such conflict generally refers to the practice of front-running (trading ahead of the Client), which PAX specifically prohibits. PAX has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the Client's best interest
- prohibit fraudulent conduct in connection with the trading of securities in a Client account

- prohibit employees from personally benefitting by causing a Client to act, or fail to act in making investment decisions
- prohibit the firm or its employees from profiting or causing others to profit on knowledge of completed or contemplated Client transactions
- allocate investment opportunities in a fair and equitable manner
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a Client.

Advisory representatives and employees must follow PAX's procedures when purchasing or selling the same securities purchased or sold for the Client.

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

PAX, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other PAX Clients. PAX will make a reasonable attempt to trade securities in Client accounts at or prior to trading the securities in its affiliate, corporate, employee or employee-related accounts. Trades executed the same day will likely be subject to an average pricing calculation (please refer to Item 12.B.3 Order Aggregation). It is the policy of PAX to place the Clients' interests above those of PAX and its employees.

Item 12: Brokerage Practices

A. Factors Used to Select Broker-Dealers for Client Transactions

A.1. Custodian Recommendations

PAX may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("custodian"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although PAX may recommend that clients establish accounts at the custodian, it is the client's decision to custody assets with the custodian. PAX is independently owned and operated and not affiliated with custodian. For PAX client accounts maintained in its custody, the custodian generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into custodian accounts.

PAX considers the financial strength, reputation, operational efficiency, cost, execution capability, level of customer service, and related factors in recommending broker-dealers or custodians to advisory Clients.

In certain instances and subject to approval by PAX, PAX will recommend to Clients certain other broker-dealers and/or custodians based on the needs of the individual Client, and taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or custodian. The final determination to engage a broker-dealer or custodian recommended by PAX will be made by and in the sole discretion of the Client. The Client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the Client. Clients are responsible for assessing the commissions and other costs charged by broker-dealers and/or custodians.

A.1.a. How We Select Brokers/Custodians to Recommend

PAX seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, the following:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)

- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength, and stability of the provider
- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below

A.1.b. Client's Custody and Brokerage Costs

For client accounts that the firm maintains, the custodian generally does not charge clients separately for custody services but is compensated by charging transaction fees on trades that it executes or that settle into the custodian's accounts. The custodian's commission rates applicable to the firm's client accounts were negotiated based on the firm's commitment to maintain a certain minimum amount of client assets at the custodian. This commitment benefits the client because the [overall commission rates paid are lower than they would be if the firm had not made the commitment. In addition to commissions, the custodian charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that the firm has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's custodian account. These fees are in addition to the commissions or other compensation the client pays the executing broker-dealer. Because of this, in order to minimize the client's trading costs, the firm has the custodian execute most trades for the account.

A.1.c. Soft Dollar Arrangements

The firm does not utilize soft dollar arrangements.

A.1.d. Institutional Trading and Custody Services

The custodian provides PAX with access to its institutional trading and custody services, which are typically not available to the custodian's retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain minimum amount of the advisor's clients' assets are maintained in accounts at a particular custodian. The custodian's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

A.1.e. Other Products and Services

Custodian also makes available to PAX other products and services that benefit PAX but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of PAX's accounts, including accounts not maintained

at custodian. The custodian may also make available to PAX software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing and other market data
- facilitate payment of PAX's fees from its clients' accounts
- assist with back-office functions, recordkeeping and client reporting

The custodian may also offer other services intended to help PAX manage and further develop its business enterprise. These services may include

- compliance, legal and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants and insurance providers

The custodian may also provide other benefits such as educational events or occasional business entertainment of PAX personnel. In evaluating whether to recommend that clients custody their assets at the custodian, PAX may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely the nature, cost or quality of custody and brokerage services provided by the custodian, which may create a potential conflict of interest.

A.1.f. Independent Third Parties

The custodian may make available, arrange, and/or pay third-party vendors for the types of services rendered to PAX. The custodian may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third party providing these services to PAX.

A.1.g. Additional Compensation Received from Custodians

PAX may participate in institutional customer programs sponsored by broker-dealers or custodians. PAX may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between PAX's participation in such programs and the investment advice it gives to its clients, although PAX receives economic benefits through its participation in the programs that are typically not available to retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools
- Consulting services
- Access to a trading desk serving PAX participants

- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to PAX by third-party vendors

The custodian may also pay for business consulting and professional services received by PAX's related persons, and may pay or reimburse expenses (including client transition expenses, travel, lodging, meals and entertainment expenses for PAX's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may benefit PAX but may not benefit its client accounts. These products or services may assist PAX in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help PAX manage and further develop its business enterprise. The benefits received by PAX or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

PAX also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require PAX to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, PAX will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by PAX's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for PAX's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, PAX endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by PAX or its related persons in and of itself creates a potential conflict of interest and may indirectly influence PAX's recommendation of broker-dealers for custody and brokerage services.

A.1.h. The Firm's Interest in Custodian's Services

The availability of these services from the custodian benefits the firm because the firm does not have to produce or purchase them. The firm does not have to pay for the custodian's services so long as a certain minimum of client assets is kept in accounts at the custodian. Custodian's services may give the firm an incentive to recommend that clients maintain their accounts with the custodian based on the firm's interest in receiving the custodian's services that benefit the firm's business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. The firm believes, however, that the selection of the custodian as

custodian and broker is in the best interest of clients. It is primarily supported by the scope, quality, and price of the custodian's services and not the custodian's services that benefit only the firm.

A.2. Brokerage for Client Referrals

PAX does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory Clients.

A.3. Directed Brokerage

A.3.a. PAX Recommendations

PAX typically recommends Charles Schwab as custodian for Clients' funds and securities and to execute securities transactions on its Clients' behalf.

A.3.b. Client-Directed Brokerage

Occasionally, Clients may direct PAX to use a particular broker-dealer to execute portfolio transactions for their account or request that certain types of securities not be purchased for their account. Clients who designate the use of a particular broker-dealer should be aware that they will lose any possible advantage PAX derives from aggregating transactions. Such Client trades are typically effected after the trades of Clients who have not directed the use of a particular broker-dealer. PAX loses the ability to aggregate trades with other PAX advisory Clients, potentially subjecting the Client to inferior trade execution prices as well as higher commissions.

B. Aggregating Securities Transactions for Client Accounts

B.1. Best Execution

PAX, pursuant to the terms of its investment advisory agreement with Clients, has discretionary authority to determine which securities are to be bought and sold, and the amount of such securities. PAX recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. PAX will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing Client orders. These factors include but are not limited to the following:

- The financial strength, reputation and stability of the broker
- The efficiency with which the transaction is effected
- The ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)
- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future
- The efficiency of error resolution, clearance and settlement
- Block trading and positioning capabilities

- Performance measurement
- Online access to computerized data regarding customer accounts
- Availability, comprehensiveness, and frequency of brokerage and research services
- Commission rates
- The economic benefit to the Client
- Related matters involved in the receipt of brokerage services

Consistent with its fiduciary responsibilities, PAX seeks to ensure that Clients receive best execution with respect to Clients' transactions by blocking Client trades to reduce commissions and transaction costs. To the best of PAX's knowledge, these custodians provide high-quality execution, and PAX's Clients do not pay higher transaction costs in return for such execution.

Commission rates and securities transaction fees charged to effect such transactions are established by the Client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, PAX believes that such commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

B.2. Security Allocation

Since PAX may be managing accounts with similar investment objectives, PAX may aggregate orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by PAX in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts.

PAX's allocation procedures seek to allocate investment opportunities among Clients in the fairest possible way, taking into account the Clients' best interests. PAX will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any Client or group of Clients. Account performance is never a factor in trade allocations.

PAX's advice to certain Clients and entities and the action of PAX for those and other Clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular Client in light of his or her applicable investment objective, guidelines and circumstances. Thus, any action of PAX with respect to a particular investment may, for a particular Client, differ or be opposed to the recommendation, advice, or actions of PAX to or on behalf of other Clients.

B.3. Order Aggregation

Orders for the same security entered on behalf of more than one Client will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating Clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. Subsequent orders may also be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure. All Clients participating in each aggregated order will receive the average price and, subject to minimum ticket charges and possible step outs, pay a pro rata portion of commissions.

To minimize performance dispersion, "strategy" trades should be aggregated and average priced. However, when a trade is to be executed for an individual account and the trade is not in the best interests of other accounts, then the trade will only be performed for that account. This is true even if PAX believes that a larger size block trade would lead to best overall price for the security being transacted.

B.4. Allocation of Trades

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the Clients in the order, taking into account all relevant factors including, but not limited to, the size of each Client's allocation, Clients' liquidity needs and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

PAX acts in accordance with its duty to seek best price and execution and will not continue any arrangements if PAX determines that such arrangements are no longer in the best interest of its Clients.

Item 13: Review of Accounts

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

Account surveillance is conducted on an ongoing basis by PAX IARs in conjunction with the Investment Committee. IARs monitors portfolio construction, investment objectives and risk tolerance per Client, and the Investment Committee continually monitors model allocations per investment strategy. All Client are advised that it remains their responsibility to advise PAX of any changes in their investment objectives and/or financial situation. All Client (in person, video conference, via email or via telephone) are encouraged to review all financial planning recommendations (to the extent applicable), investment objectives, and account performance with their PAX IARs on an annual basis. If the Client and IAR do not meet for a considerable period of time, greater than a year, after reasonable effort is made by the IAR to do so, the Client's account will be managed based on previously discussed expectations.

Client review periods are generally recommended annually unless a triggering event occurs materially impacting a financial engagement such as, however not limited to, changes to marital status, funding needs or investment objectives and change of employment. Occasionally a review may result in a "no change" recommendation.

B. Review of Client Accounts on Non-Periodic Basis

PAX may perform ad hoc reviews on an as-needed basis if there have been material changes in the Client's investment objectives or risk tolerance, or a material change in how PAX formulates investment advice. If a Client has a change in their financial situation, after notifying PAX, we will perform a review of the Client's financial position to help ensure the recommendations remain appropriate for the Client and satisfies their needs.

C. Content of Client-Provided Reports and Frequency

PAX provides Quarterly Executive Reports to Clients that include information on contributions and withdrawals in the Client's investment portfolio, and the performance of the Client's portfolio measured against appropriate benchmarks (including benchmarks selected by the Client).

The Client's independent custodian provides account statements directly to the Client no less frequently than quarterly. The custodian's statement is the official record of the Client's securities account and supersedes any statements or reports created on behalf of the Client by PAX.

Item 14: Client Referrals and Other Compensation

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

A.1. Compensation from Product Sponsors

PAX and its employees can receive additional compensation from product sponsors whose products we make available to our Clients. PAX participates in activities that are designed to help our financial advisers be more knowledgeable about those company's products, operations, and management.

However, such compensation is not being tied to the sales of any products. Compensation may include such items as merchandise, gifts, prizes, leisure activities such as dinner or tickets to a sporting event, as well as payment or reimbursement in connection with business development expenses, educational meetings with investment IARs, Client workshops, seminars or appreciation events, software, marketing events or advertising initiatives, including services for identifying prospective Client.

Product sponsors may also pay for, or reimburse PAX for the costs associated with, education or training events that may be attended by PAX employees, Client and IARs in addition to PAX sponsored conferences and events. The educational activities, gifts and entertainment received by PAX from product sponsors do, however, create a conflict of interest for PAX. They incentivize PAX to focus more on or otherwise recommend or promote the products of those sponsors that provide this additional compensation over those that do not. Although direct or indirect compensation is received by these product sponsors, PAX IAR's only offer recommendations that are in the best interest of our Clients taking into consideration multiple areas of a Client's financial position such as suitability of recommendations, investment objectives, risk tolerance and financial goals etc.

PAX and its supervised person's receipt of additional compensation and/or services represents a conflict of interest because we have an incentive to offer products from product sponsors that provide these benefits. We mitigate this conflict of interest by disclosing it to our Client, by conducting our operations in accordance with our fiduciary duty, by following our firm's code of ethics and through ongoing monitoring conducted by our chief compliance officer.

A.2. Sub-Adviser Referrals

As referenced in Item 4, PAX has a financial incentive to refer Clients to approved sub-advisers rather than managing the assets on its own or refer them to another adviser, creating a conflict of interest. When PAX refers Clients to approved sub-advisers for Sub-Manager services it receives various incentives which benefit PAX but not all PAX Client, including:

- Certain technology implementation fees incurred by PAX in connection with PAX's use of the sub-adviser's technology solutions will be reduced or waived entirely if a predetermined number of PAX Client subscribe to PAX's guidance services which utilize such technology solutions.

- Certain technology implementation fees incurred by PAX in connection with PAX's use of the sub-adviser's technology solutions will be reduced if a predetermined number of PAX's Client's assets are placed in investment models or in mutual funds or exchange-traded funds available through such sub-adviser or one of its affiliates.
- Program fees normally incurred by PAX to offer a Wrap Fee program will be incurred by the sub-adviser as part of its services. The fees typically paid for by PAX include trade costs, platform fees and third-party provider fees; these fees will be paid for by the sub-adviser under the Third-Party Investment Management program.

A.3. IAR Incentives

PAX offers its financial advisers (IAR's) financial benefits based on his or her assets under management. This provides an incentive for the financial advisers to seek to retain additional assets from you. This conflict is mitigated by the financial adviser's adherence to the firm's fiduciary best interest obligations for account recommendations based on analysis of Client investment objectives and risk tolerance, and periodic review of accounts to ensure that client portfolios remain appropriate. Senior management and compliance also review accounts to ensure the appropriateness of investment recommendations on a regular basis.

A.4. Testimonials

Charlie Kirk provides testimonials for PAX Financial Group. These testimonials are paid for, in part, by PAX Financial Group, which represents a conflict of interest. No client or potential client should assume that any information presented or made available on or through podcasts, radio, websites, banners, or social media should be construed as personalized financial planning or investment advice. Personalized financial planning and investment advice can only be rendered after engagement of PAX Financial Group, execution of the required documentation, and receipt of required disclosures.

B. Advisory Firm Payments for Client Referrals

PAX does not pay for client referrals.

Item 15: Custody

PAX is considered to have custody of Client assets for purposes of the Advisers Act for the following reasons:

- The Client authorizes us to instruct their custodian to deduct our advisory fees directly from the Client's account. The custodian maintains actual custody of Clients' assets.
- Our authority to direct Client requests, utilizing standing instructions, for wire transfer of funds for first-party money movement and third-party money movement (checks and/or journals, ACH, Fed-wires). The firm has elected to meet the SEC's seven conditions to avoid the surprise custody exam, as outlined below:
 1. The Client provides an instruction to the qualified custodian, in writing, that includes the Client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
 2. The Client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
 3. The Client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the Client's authorization, and provides a transfer of funds notice to the Client promptly after each transfer.
 4. The Client has the ability to terminate or change the instruction to the Client's qualified custodian.
 5. The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the Client's instruction.
 6. The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
 7. The Client's qualified custodian sends the Client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Individual advisory Clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances, and portfolio holdings in their accounts. Clients are urged to compare the account balance(s) shown on their account statements to the quarter-end balance(s) on their custodian's monthly statement. The custodian's statement is the official record of the account.

Item 16: Investment Discretion

Clients may grant a limited power of attorney to PAX with respect to trading activity in their accounts by signing the appropriate custodian limited power of attorney form. In those cases, PAX will exercise full discretion as to the nature and type of securities to be purchased and sold, and the amount of securities for such transactions. Investment limitations may be designated by the Client as outlined in the investment advisory agreement. In addition, subject to the terms of its investment advisory agreement, PAX may be granted discretionary authority for the retention of independent third-party investment management firms. Investment limitations may be designated by the Client as outlined in the investment advisory agreement. Please see the applicable third-party manager's disclosure brochure for detailed information relating to discretionary authority.

Item 17: Voting Client Securities

PAX does not take discretion with respect to voting proxies on behalf of its Clients. PAX will endeavor to make recommendations to Clients on voting proxies regarding shareholder vote, consent, election or similar actions solicited by, or with respect to, issuers of securities beneficially held as part of PAX supervised and/or managed assets. In no event will PAX take discretion with respect to voting proxies on behalf of its Clients.

Except as required by applicable law, PAX will not be obligated to render advice or take any action on behalf of Clients with respect to assets presently or formerly held in their accounts that become the subject of any legal proceedings, including bankruptcies.

From time to time, securities held in the accounts of Clients will be the subject of class action lawsuits. PAX has no obligation to determine if securities held by the Client are subject to a pending or resolved class action lawsuit. PAX also has no duty to evaluate a Client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, PAX has no obligation or responsibility to initiate litigation to recover damages on behalf of Clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by Clients.

Where PAX receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a Client, it will forward all notices, proof of claim forms, and other materials to the Client. Electronic mail is acceptable where appropriate and where the Client has authorized contact in this manner.

Item 18: Financial Information

A. Balance Sheet

PAX does not require the prepayment of fees of \$1,200 or more, six months or more in advance, and as such is not required to file a balance sheet.

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

PAX does not have any financial issues that would impair its ability to provide services to Clients.

C. Bankruptcy Petitions During the Past Ten Years

There is nothing to report on this item.