

Class VI Family Office, LLC

(part of the Class VI family of companies)

101 University Blvd. Suite 400
Denver, CO 80206
Phone: 303-243-5619

January 31, 2024

Part 2A Brochure

This brochure provides information about the qualifications and business practices of Class VI Family Office, LLC or ("Class VI Family Office" or "Firm"). If there are any questions about the contents of this brochure, please contact us at 303-243-5619. 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. Class VI Family Office is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about Class VI Family Office is available on the SEC's website at www.adviserinfo.sec.gov. This site may be searched by using a unique identifying number, known as an IARD number. The IARD number for Class VI Family Office is 285035.

ITEM 2 – MATERIAL CHANGES

Summary of Material Changes

This section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) **www.adviserinfo.sec.gov**.

The following changes were made since our last annual filing on January 25, 2023:

Item 4 has been amended to add language regarding Class VI Ventures, LLC, the related Registered Investment Adviser registered with the SEC.

Related Adviser – Private Fund

The Firm’s related Adviser, Class VI Ventures, LLC, is an adviser to a Private Fund. Class VI Ventures, LLC manages the Private Fund based on the particular investment objectives and strategies described in the applicable (i) confidential offering memorandum or separate account agreement and (ii) governing documents (referred to collectively as “Offering Documents”). The Fund’s focus is primarily making growth capital investments in small to mid-sized companies. The Private Fund is not registered under the Investment Company Act, and their shares or interests, as applicable, are not registered under the Securities Act, and are instead sold to qualified investors who meet certain criteria on a private placement basis. Class VI Private Fund requires that investors be “accredited investors” as defined under Regulation D under the Securities Act (“Regulation D”). Accordingly, the Class VI Private Fund is not publicly offered in the United States.

Our Firm will recommend the Private Fund to certain wealth management account clients of Class VI Family Office. Other qualified individuals who may not be employees or advisory clients of Class VI or another Class VI entity, but who have pre-existing business relationships with the firm or its affiliates or industry expertise in the sector in which a fund may be investing, also may participate alongside other investors. It is important clients refer to Class VI Ventures, LLC’s Part 2A Brochure for disclosure of Private Fund, applicable risks and the related conflicts.

Language under Item 10 has been amended to reflect a detailed description of the related parties under the Class VI Companies and remove language regarding a now dormant entity, CoPilot.

We encourage clients to read this document in its entirety. Additional copies may be downloaded from the SEC Website as indicated above, or by contacting our Chief Compliance Officer, David Tolson, at 303-243-5611 or david@classvipartners.com

ITEM 3 – TABLE OF CONTENTS

ITEM 2	MATERIAL CHANGES	2
ITEM 3	TABLE OF CONTENTS	3
ITEM 4	ADVISORY BUSINESS.....	4
ITEM 5	FEEES AND COMPENSATION.....	9
ITEM 6	PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT	11
ITEM 7	TYPES OF CLIENTS	11
ITEM 8	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	11
ITEM 9	DISCIPLINARY INFORMATION.....	15
ITEM 10	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	15
ITEM 11	CODE OF ETHICS PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	17
ITEM 12	BROKERAGE PRACTICES	18
ITEM 13	REVIEW OF ACCOUNTS	22
ITEM 14	CLIENT REFERRALS AND OTHER COMPENSATION.....	22
ITEM 15	CUSTODY.....	23
ITEM 16	INVESTMENT DISCRETION	23
ITEM 17	VOTING CLIENT SECURITIES.....	24
ITEM 18	FINANCIAL INFORMATION	24

ITEM 4 – ADVISORY BUSINESS

This Disclosure document is being offered by Class VI Family Office about the investment advisory services we provide. It discloses information about the services that we provide and the way those services are made available to our clients. We are an investment management firm located in Colorado. Class VI Family Office provides business owners, executives, and entrepreneurs with consultative and holistic wealth planning solutions prior to, throughout the process of, and following a significant liquidity event involving privately held business and/or other assets. The firm was established by David Tolson and Chris Younger in 2016. Class VI Investments, LLC is the Managing Member of Class VI Family Office, LLC.

Clients can choose to employ Class VI Family Office to design and proactively manage an investment portfolio, customized to the goals, objectives, and risk tolerance of each client. Class VI Family Office encourages clients to go through the wealth planning process to design and manage an investment portfolio that will meet their needs for cash flow, tax-efficiency, and overall allocation. We will offer initial complimentary meetings; however, investment advisory services are initiated only after the client(s) and Class VI Family Office execute a client agreement.

Investment and Wealth Management and Supervision Services

We offer discretionary and non-discretionary investment management and investment supervisory services for a fee, based on a percentage of the assets under management or on a flat dollar arrangement. These services include investment analysis, allocation of investments, portfolio reports, financial commentaries, and ongoing monitoring of client portfolios. We primarily allocate client assets among various mutual funds, exchange-traded funds (“ETFs”), and individual debt (bonds) and equity securities in accordance with a client’s stated investment objectives.

We work with clients to obtain necessary information regarding their financial condition, investment objectives, liquidity requirements, risk tolerance, time horizons, and any restrictions on investing. Clients can place reasonable restrictions on the types of investments that may be purchased in an account, however we retain the right to decline to enter into a management agreement with any clients whose investment requirements are contrary to the firm’s investment strategies. The financial and risk information gathered allows us to determine the portfolio best suited for a client’s investment objective and needs.

In performing our services, we shall not be required to verify any information received from the client or from other professionals. We may recommend clients engage the services of other professionals for implementation purposes. Clients have the right to decide whether to engage the services of any such recommended professional. Once we have determined the types of investments to be included in a client portfolio and allocated them, we will provide ongoing portfolio review and management services. This approach requires us to review client portfolios at least quarterly.

We tailor our advisory services to meet the needs of our clients and seek to ensure that portfolios are managed in a manner consistent with those needs and objectives. We trade these portfolios and rebalance them as deemed appropriate, based on the combination of our market views and client objectives, using our investment process. If a non-discretionary relationship is in place, we will present the recommendations and only upon client authorization will any action be taken on their behalf.

In all cases, clients have a direct and beneficial interest in their securities, rather than an undivided interest in a pool of securities. We do have limited authority to direct the Custodian to deduct our investment advisory fees from client accounts, but only with the appropriate written authorization from the client. Where appropriate, we provide advice about any type of legacy position or other investment held in client portfolios. Clients can engage us to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified education plans.

Clients are advised and are expected to understand that past performance is not a guarantee of future results. Certain market and economic risks may exist that adversely affect an account's performance. This could result in capital losses in client accounts.

Wealth Planning

Through the Wealth Planning process, the Class VI Family Office team strives to engage our clients in conversations around the family's goals, objectives, priorities, vision, and legacy – both for the near term as well as for future generations. With the unique goals and circumstances of each family in mind, the Class VI Family Office team will offer wealth planning ideas and strategies to address the client's holistic financial picture, including estate, income tax, charitable, cash flow, wealth transfer and family legacy objectives. Our team partners with our client's other advisors (CPA, estate attorney, insurance broker, etc.) to ensure a coordinated effort of all parties toward the client's stated goals. Such services include various reports on specific goals and objectives, general investment and/or planning recommendations, guidance to outside assets, and periodic updates.

Our specific services in wealth planning include:

- Review and clarification of client financial goals.
- Assessment of overall financial position including cash flow, balance sheet, investment strategy, risk management, and estate planning.
- Creation of a unique financial plan according to the client's specific situation, objectives, assets, income, and goals for spending, giving, and wealth transfer.
- Development of a goal-oriented investment plan, with consideration to tax efficiency, asset allocation, expenses, risk, and liquidity across all client accounts (taxable, qualified, trust, etc).
- Ongoing monitoring of financial plan and investment plan to ensure tracking toward goals as circumstances, needs, or objectives may change.

- Assess risk management, asset protection, and insurance needs that may be present for client families.
- Crafting and implementation of, in conjunction with legal and tax counsel, an estate plan to ensure client wishes for beneficiaries in the event of an incapacity or death.

Financial Plans are presented by Class VI Family Office and reviewed with clients utilizing an online financial planning software, with paper or electronic copies to be provided as requested by the client. Reviews and updates to the plan will occur and/or be presented based on material changes to circumstances or upon request by the client.

Third Party Managers

Class VI Family Office IARs assist clients with identifying their risk tolerance and investment objectives. When appropriate, Class VI Family Office may recommend the use of Third-Party Managers ("Managers" or "TPM") within a client portfolio to meet certain goals previously identified by the client. Class VI Family Office maintains a selected list of high-quality Managers who handle day-to-day management of their portfolios based on an established objective. Managers selected for client investments need to meet several quantitative and qualitative criteria established by the Firm. Among the criteria that may be considered are the Manager's experience, assets under management, performance record, client retention, the level of client services provided, investment style, buy and sell disciplines, capitalization level, and the general investment process.

Following recommendations by Firm IARs, clients will have final authority to select a Manager. The IAR will assist clients in completing appropriate documents to enter into a Third-Party Advisory Program Agreement directly with the Manager.

Class VI Family Office IARs shall be available to answer questions the client may have regarding their account and act as the communication conduit between the client and the Manager. Managers may take discretionary authority to determine the securities to be purchased and sold for the client.

Information collected by our Firm regarding Managers is believed to be reliable and accurate, but Class VI Family Office does not necessarily independently review or verify it on all occasions. All performance reporting will be the responsibility of the respective Manager. Such performance reports will be provided directly to the client and Class VI Family Office. The Firm does not audit or verify that these results are calculated on a uniform or consistent basis as provided by a Manager directly to Class VI Family Office, or through the consulting service utilized by the Manager.

Third-party managed programs generally have account minimum requirements that will vary among investment advisors. A complete description of the Manager's services, fee schedules, and account minimums will be disclosed in the Manager's Form ADV or similar disclosure brochure, which will be provided to clients at the time an agreement for services is executed and account is established.

Consulting Services

We also provide clients investment advice on a more-limited basis on one or more isolated areas of concern such as estate planning, real estate, retirement planning, or any other specific topic. Additionally, we provide advice on non-securities matters about the rendering of estate planning, insurance, real estate, and/or annuity advice or any other business advisory/consulting services for equity or debt investments in privately held businesses. In these cases, clients will be required to select their own investment managers, custodian, and/or insurance companies for the implementation of consulting recommendations. If client needs include brokerage and/or other financial services, we will recommend the use of one of several investment managers, brokers, banks, custodians, insurance companies, or other financial professionals ("Firms"). Consulting clients must independently evaluate these Firms before opening an account or transacting business and have the right to choose whether to follow the consulting advice, and to effect business through any firm they choose.

Disclosure Regarding Rollover Recommendations

A client or prospect leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) rollover to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). Our Firm may recommend an investor roll over plan assets to an IRA for which our Firm provides investment advisory services. As a result, our Firm and its representatives may earn an asset-based fee. In contrast, a recommendation that a client or prospective client leave their plan assets with their previous employer or roll over the assets to a plan sponsored by a new employer will generally result in no compensation to our Firm. Our Firm therefore has an economic incentive to encourage a client to roll plan assets into an IRA that our Firm will manage, which presents a conflict of interest. To mitigate the conflict of interest, there are various factors that our Firm will consider before recommending a rollover, including but not limited to: (i) the investment options available in the plan versus the investment options available in an IRA, (ii) fees and expenses in the plan versus the fees and expenses in an IRA, (iii) the services and responsiveness of the plan's investment professionals versus those of our Firm, (iv) protection of assets from creditors and legal judgments, (v) required minimum distributions and age considerations, and (vi) employer stock tax consequences, if any. Rollover recommendations are also reviewed in a best effort to determine that the recommendation to a client was reasonable or that the client has determined to make the rollover after being provided ample information about their options. No client is under any obligation to roll over plan assets to an IRA advised by our Firm or to engage our Firm to monitor and/or advise on the account while maintained with the client's employer. Our Firm's Chief Compliance Officer remains available to address any questions that a client or prospective client has regarding this disclosure.

We are Fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to clients regarding retirement plan account or individual retirement account we are also Fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. We have to act in the best interest of clients and not put our interest ahead of theirs. At the same time, the way we make money creates some conflicts with clients' interests.

Related Adviser – Private Fund

The Firm's related Adviser, Class VI Ventures, LLC, is an adviser to a Private Fund. Class VI Ventures, LLC manages the Private Fund based on the particular investment objectives and strategies described in the applicable Client's (i) confidential offering memorandum or separate account agreement and (ii) governing documents (referred to collectively as "Offering Documents"). The Fund's focus is primarily making growth capital investments in small to mid-sized companies. The Private Fund is not registered under the Investment Company Act, and their shares or interests, as applicable, are not registered under the Securities Act, and are instead sold to qualified investors who meet certain criteria on a private placement basis. Class VI Ventures Private Fund requires that investors be "accredited investors" as defined under Regulation D under the Securities Act ("Regulation D"). Accordingly, the Class VI Private Fund is not publicly offered in the United States.

Our Firm will recommend Private Fund to certain wealth management account clients of Class VI Family Office. Other qualified individuals who may not be employees or advisory clients of Class VI or another Class VI entity, but who have pre-existing business relationships with the Firm or its affiliates or industry expertise in the sector in which a fund may be investing, also may participate alongside other investors. It is important clients refer to the private placement memorandum and Class VI Ventures 2A Brochure for disclosure of applicable risks and the related conflicts. Class VI Family Office's recommendations of Fund interests are considered principal transactions by the Firm due to the percentage of the Fund owned by Class VI affiliates. Our Firm will prepare a disclosure on principal transactions and consent to be delivered to Family Office clients referred to the Fund. The consent will provide disclosure of all material facts and will conform to the requirements of Section 206(3) of the Advisers Act. The client must sign the consent prior to acceptance of any Commitment or investment in the Fund. Class VI Ventures and Class VI Family Office, its affiliates and their related persons will receive a potential allocation of Carried Interest (discussed in Item 6 of Class VI Ventures Part 2A Brochure and Offering documents) from the Class VI Private Fund. Such compensation provides an incentive for our Firm and its Affiliates to recommend the Class VI Private Fund to our wealth management clients. Class VI Ventures will not charge an investment management fee to Class VI Family Office wealth management clients for the amount invested in the Class VI Private Fund. However, because the Carried Interest charged to the Class VI Private Fund is higher than the investment management fee charged to the Firm's clients, even with this fee offset there is still an incentive for the Firm to recommend the Class VI Private Fund to Class

VI Family Office clients. To mitigate this conflict, the Firm will only recommend an investment in the Class VI Private Fund to clients in keeping with its fiduciary requirements and will make such investment only upon the written approval and consent of the client.

Assets

As of December 31, 2023, we have a total of \$1,005,775,067 in regulatory assets under our Firm's management. Discretionary regulatory assets under management total \$991,762,555 and regulatory non-discretionary assets under our management total \$14,012,512.

ITEM 5 - FEES AND COMPENSATION

Investment Management Fees and Compensation

Class VI Family Office charges a fee as compensation for providing Investment Management and Wealth Planning services to Clients. These services include, but are not limited to, advisory and consulting services, trade entry, investment supervision, and other account maintenance activities. Custodian charges may include transaction costs, custodial fees, redemption fees, retirement plan, and administrative fees. See Additional Fees and Expenses below for additional details.

The fees for portfolio management and wealth planning are based on an annual percentage of assets under management and are applied to the account asset value on a pro-rata basis and billed quarterly in arrears. The advisory fee will be based upon the market average daily balance of the account for the number of days in the quarter the account is under management. Alternatively, Class VI Family Office may negotiate with the client an annual fixed dollar amount, to be billed quarterly in arrears. Unless otherwise agreed upon and stated in Exhibit B of the Investment Management Agreement, fees are assessed on all assets under management, including securities, cash, and money market balances.

Our maximum annual advisory fee for accounts paying a percentage of assets under management is 1.00%. The specific advisory fees are set forth in the Investment Advisory Agreement. Fees may vary based on the size of the account, complexity of the portfolio, extent of activity in the account, or other reasons agreed upon by us and the client. In certain circumstances, our fees may be negotiated. Class VI employees and their family related accounts are not charged a fee for our services.

Unless instructed by the client, we will aggregate asset amounts in accounts from the same household together to determine the advisory fee for all accounts. We would do this, for example, where we also service accounts on behalf of minor children, individual and joint accounts for a spouse, and/or other types of related accounts. This consolidation practice is designed to allow the client to benefit from an increased asset total, which could potentially cause the account(s) to be assessed a lower advisory fee.

The independent qualified custodian holding clients' funds and securities will debit client accounts directly for the advisory fee and pay that fee to us. Clients provide written

authorization permitting the fees to be paid directly from their account held by the qualified custodian. Further, the qualified custodian agrees to deliver an account statement at least quarterly directly to clients indicating all the amounts deducted from the account, including our advisory fees. Clients are encouraged to review account statements for accuracy.

Either Class VI Family Office or the client may terminate the management agreement immediately upon written or verbal notice to the other party. The management fee will be pro-rated to the date of termination for the quarter in which the cancellation notice was given and billed to the account. Upon termination, clients are responsible for monitoring the securities in their accounts, and we will have no further obligation to act or advise with respect to those assets. In the event of client's death or disability, Class VI Family Office will continue management of the account until we are notified of client's death or disability and given alternative instructions by an authorized party.

Third Party Management ("TPM Program" or "TPM") Fees

Fees and billing methods are outlined in each respective Manager's Brochure and Advisory Contract. The client pays an on-going fee directly to the Manager based upon a percentage of the assets under management, with respect to each Manager. Clients will receive a disclosure of all fees by the TPM, which includes the terms of the compensation arrangement and a description of the compensation paid, at the time of signing an advisory agreement with the TPM. Client reports will depend upon the management program selected. Please see complete details in the program brochure and custodial account agreement for each program recommended and offered.

A Manager relationship may be terminated at client discretion or if recommended by Class VI Family Office. Class VI Family Office will not conduct on-going supervisory reviews of the Manager following such termination. Factors involved in the termination of a Manager may include a failure to adhere to their stated management style or client objectives, a material change in the professional staff of the Manager, unexplained poor performance, unexplained inconsistency of account performance, or our decision to no longer include the Manager on our list of approved Managers.

Consulting Fees

If Class VI Family Office provides consulting services for clients who need advice on a limited scope of work, the consulting fee will be negotiated with each client. Fees may vary based on the extent and complexity of the consulting project and will be billed as services are rendered and charted in arrears. Either party may terminate the agreement. Upon termination, fees will be prorated to the date of termination and any unpaid portion of the fee will be assessed to clients as described above.

Administrative Services Provided by Orion Advisor Services, LLC

We have contracted with Orion Advisor Services, LLC (referred to as “Orion”) to utilize its technology platforms to support data reconciliation, performance reporting, fee calculation and billing, research, client database maintenance, quarterly performance evaluations, payable reports, client portal administration, trading platforms, and other functions related to the administrative tasks of managing client accounts. Due to this arrangement, Orion will have access to client accounts, but Orion will not serve as an investment advisor to our clients. Class VI Family Office and Orion are non-affiliated companies. Orion charges our Firm an annual fee for their software platform and each account administered by Orion. All Orion fees are paid by Class VI Family Office and not assessed to clients.

Additional Fees and Expenses:

In addition to the advisory fees paid to Class VI Family Office, clients may also incur certain charges imposed by other third parties, such as fund managers, broker-dealers, custodians, trust companies, banks, and other financial institutions (collectively “Financial Institutions”). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, margin costs, charges imposed directly by a mutual fund or ETF in a client’s account as disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Class VI Family Office’s brokerage practices are described at length in Item 12, below.

ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge advisory fees on a share of the capital appreciation of funds or securities in a client account (performance-based fees) nor engage in side-by-side management.

Our related Adviser, Class VI Ventures, LLC and one or more of its affiliates, may be entitled to a Performance Allocation from the Private Fund. For a complete discussion of the fees and compensation paid to the Firm from the Fund’s, please refer to each private placement memorandum and Class VI Ventures’ Part 2A Brochure. Investors in the Class VI Private Fund must be “accredited investors” under Regulation D under the Securities Act of 1933. Investors in Class VI Private Fund must be eligible to enter into a performance fee arrangement under the Advisers Act, and therefore will also meet the definition of “qualified client” under Rule 205-3 of the Advisers Act.

ITEM 7 - TYPES OF CLIENTS

We provide investment advice to individuals, high-net-worth individuals, charitable funds, family foundations, institutions, trusts, and estates. Our minimum initial account value is \$1,000,000; however, we may accept accounts for less than this at our sole discretion.

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

Class VI Family Office employs a holistic approach to managing the wealth that our high-net-worth clients have accumulated. We employ a comprehensive wealth planning process to assess each client's unique goals, objectives, circumstances, cash flow needs, time horizon, and risk tolerance. This discovery and discussion process provides a framework for understanding the client's entire financial picture, including both liquid and illiquid assets (real estate, collectibles, closely-held business and other investments) and serves as the foundation for setting a long-term strategic asset allocation. We work closely with each client to design and implement an Investment Policy Statement (IPS) that governs how we strategically and tactically allocate the liquid portion of the portfolio.

We believe that a well-balanced asset allocation is critical, as is a clear understanding of client goals and risk appetite. Reducing risk and volatility and preserving capital are typically more important to our clients than pursuing aggressive, riskier returns. We focus on tax-efficiency in our portfolios, aiming to maximize return and minimize tax liability when choosing investment vehicles.

Fees imbedded in various investment vehicles may create a drag on overall performance, so we pay close attention to management fees that may be associated with a mutual fund, ETF, publicly traded or private alternative investment, or third-party managed accounts.

We rely on fundamental analysis, leveraging a top-down approach as we design and proactively manage portfolios. Assessing the US and global economies, as well as where we are in various business and market cycles, guides our outlook and the tactical shifts to our clients' portfolios. The holistic planning we do for our clients assists us with the design of their long term strategic asset allocation, which will typically include cash equivalents, fixed income securities, equities, hard assets, and publicly traded & private alternative investments. Tactical shifts to the long-term asset allocation will attempt to take advantage of current economic and market conditions as we choose to over or underweight various asset classes or sectors of the market.

Mutual Fund Share Class

Our Firm may include mutual funds and ETFs in our investment strategies. Our policy is to purchase institutional share classes of those mutual funds selected for the client's portfolio. The institutional share class generally has the lowest expense ratio, which is the annual fee that all mutual funds or ETFs charge their shareholders. It expresses the percentage of assets deducted each fiscal year for a fund's expenses, including 12b-1 fees, management fees, administrative fees, operating costs, and all other asset-based costs incurred by the fund. Some fund families offer different classes of the same fund and one share class may have a lower expense ratio than another share class. These expenses come from client assets which could impact the client's account performance. Mutual fund expense ratios are in addition to our fee, and we do not receive any portion of these charges. If an institutional share class is not available for the mutual fund selected, the adviser will purchase the least expensive share class available for the mutual fund. As share classes with lower expense ratios become

available, we may use them in the client's portfolio, and/or convert the existing mutual fund position to the lower cost share class. Clients who transfer mutual funds into their accounts with our Firm would bear the expense of any contingent or deferred sales loads incurred upon selling the product. If a mutual fund has a frequent trading policy, the policy can limit a client's transactions in shares of the fund (e.g., rebalancing, liquidations, deposits, or tax harvesting). All mutual fund expenses and fees are disclosed in the respective prospectus.

Risk of Loss

Clients must understand that past performance is not indicative of future results. Therefore, current and prospective clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities involves risk of loss. Further, depending on the different types of investments there will be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, Class VI Family Office is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Investors should be aware that accounts are subject to the following risks:

Market Risk: Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer-specific events will cause the value of securities to rise or fall. Because the value of investment portfolios will fluctuate, there is risk that clients will lose money and investments may be worth more or less upon liquidation.

Foreign Securities and Currency Risk: Investments in international and emerging-market securities include exposure to risks such as currency fluctuations, foreign taxes and regulations, and the potential for illiquid markets and political instability.

Capitalization Risk: Small-cap and mid-cap companies may be hindered because of limited resources or less diverse products or services, and their stocks have historically been more volatile than the stocks of larger, more established companies.

Interest Rate Risk: In a rising rate environment the value of fixed-income securities generally declines, and the value of equity securities may be adversely affected.

Credit Risk: Credit risk is the risk that the issuer of a security may be unable to make interest payments and/or repay principal when due. A downgrade to an issuer's credit rating or a perceived change in an issuer's financial strength may affect a security's value and impact the fund's performance.

Securities Lending Risk: Securities lending involves the risk that the fund loses money because the borrower fails to return the securities in a timely manner or at all. The fund could also lose money if the value of the collateral provided for loaned securities, or the

value of the investments made with the collateral, falls. These events could also trigger adverse tax consequences for the fund.

Exchange-Traded Funds: ETFs face market trading risks, including the potential lack of an active market for shares, losses from trading in the secondary markets and disruption in the creation/redemption process of the ETF. Any of these factors may lead to the fund's shares trading at either a premium or a discount to its "net asset value."

Performance of Underlying Managers: We select the mutual funds and ETFs in the asset allocation models. However, we depend on the manager of such funds to select individual investments in accordance with their stated investment strategy.

Liquidity Risk: Liquidity risk exists when investments would be difficult to purchase or sell, possibly preventing clients from selling such securities at an advantageous time or price.

Alternative Investments: Our Firm's use of alternative investment in a client's portfolio would be limited to those investments approved on our recommended Custodian's platform. Investments classified as "alternative investments" may include a broad range of underlying assets including, but not limited to, hedge funds, private equity, private credit, venture capital, and registered, publicly traded securities. Alternative investments are speculative, not suitable for all clients, and intended for only experienced and sophisticated investors who are willing to bear the high risk of the investment, which can include: loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative investment practices; lack of liquidity in that there may be no secondary market for the fund and none expected to develop; volatility of returns; potential for restrictions on transferring interest in the fund; potential lack of diversification and resulting higher risk due to concentration of trading authority with a single advisor; absence of information regarding valuations and pricing; potential for delays in tax reporting; less regulation and typically higher fees than other investment options such as mutual funds. The SEC requires investors be accredited to invest in these more speculative alternative investments. Investing in a fund that concentrates its investments in a few holdings may involve heightened risk and greater price volatility.

On occasion clients will independently present opportunities in a private investment to include in their portfolio. Should clients request a review from Class VI Family Office, it is our Firm's policy to allow our advisor representatives to perform reasonable due diligence on the opportunity and provide commentary with consideration of the overall client goals and financial circumstances. The ultimate investment decision is up to the Client. Our Firm does not bill advisory fees on these types of outside assets.

Options and Other Derivatives Risk: Client portfolios may purchase or sell options, warrants, equity-related swaps, or other derivatives that trade on an exchange. Both the purchasing and selling of call and put options entail risks. An investment in an option may be subject to greater fluctuation than an investment in the underlying securities. The effectiveness of purchasing or selling stock index options as a hedging technique depends upon the extent

to which price movements in the hedged portfolios correlate with price movements of the stock index selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular security, whether a portfolio realizes a gain or loss will depend upon movements in the level of security prices in securities markets generally rather than movements in the price of a particular security.

Cybersecurity Risk: In addition to the Material Risks listed above, investing involves various operational and “cybersecurity” risks. These risks include both intentional and unintentional events at our Firm or one of its third-party counterparties or service providers, that may result in a loss or corruption of data, result in the unauthorized release or other misuse of confidential information, and generally compromise our Firm’s ability to conduct its business. A cybersecurity breach may also result in a third-party obtaining unauthorized access to our clients’ information, including social security numbers, home addresses, account numbers, account balances, and account holdings. Our Firm has established business continuity plans and risk management systems designed to reduce the risks associated with cybersecurity breaches. However, there are inherent limitations in these plans and systems, including certain risks that may not have been identified, in large part because different or unknown threats may emerge in the future. As such, there is no guarantee that such efforts will succeed, especially because our Firm does not directly control the cybersecurity systems of our third-party service providers. There is also a risk that cybersecurity breaches may not be detected.

ITEM 9 - DISCIPLINARY INFORMATION

Class VI Family Office does not have any legal, financial, or other “disciplinary” item to report.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The Class VI Companies

The Class VI family of companies was initially started as a mergers and acquisitions intermediary in 2005 by Chris Younger and his business partner David Tolson. Class VI has since grown to include several companies. In addition, other managers and owners of the Class VI Companies have ownership interests and/or exercise management authority over one or more of the affiliates, including Class VI Partners, LLC (“Partners”), Class VI Securities, LLC (“Securities”), Class VI Pathfinder (“Pathfinder”), Class VI Family Office, LLC (“Family Office”), Class VI Investments, LLC (“Investments I”), and Class VI Investments II (“Investments II”). Class VI Ventures, LLC, a related Registered Investment Adviser, serves as an investment adviser to a Private Fund (“Fund”). Collectively these entities are referred to herein as the “Class VI Companies”.

Partners and its affiliate FINRA-member broker-dealer, Securities, represent companies in the sale of assets or equity and operate as an investment bank. Securities has been a FINRA registered broker-dealer since 2009. Securities will serve as the placement agent for Ventures’ Private Fund but will not receive any transaction-based compensation related to its placement

of Fund interests. Pathfinder provides exit planning and consulting services to companies between six months to over five years prior to exiting. Pathfinder utilizes tools and processes it has developed as part of Partners' board advisory and now Pathfinder's practice to help companies prepare for a sale of assets or equity, reduce the risk level of operations, and ensure the growth plan of such companies is tested and credible. While Pathfinder prepares companies for an ultimate sale, Securities and Partners manage the sale transactions. Investments I and Investments II have historically held equity received by Partners or Securities as a part of their investment banking fees. On occasion, Investments I and Investments II have made direct investments in companies or other opportunities.

Partners is 77% owned by an entity 100% owned by Chris Younger, and also has as shareholders entities 100% individually owned by David Tolson, Zack Gibson, Peter Bessone, Alex Woolford, and Cam McCaslin, each of whom is an employee of Partners and Securities. Securities and Investments II are owned by the same entities in the same percentages as Partners. Investments I is owned 50/50 by an entity 100% owned by Chris Younger and another entity 100% owned by David Tolson. Pathfinder is 70% owned by Investments II and 30% owned by Rob Scott, an employee of Pathfinder. Given the respective ownership of the Class VI Companies, each is under the common control of Chris Younger.

Conflicts of Interest

Clients should be aware that the ability to receive additional compensation by Class VI Family Office, its affiliates including Class VI Securities, LLC, and its management persons or employees creates conflicts of interest that impair the objectivity of the Firm and these individuals when making advisory recommendations. Class VI Family Office endeavors always to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser. We take the following steps, among others, to address this conflict:

- We disclose to clients the existence of all material conflicts of interest, including the potential for certain Firm employees to earn compensation from advisory clients in addition to the Firm's advisory fees.
- We collect and document accurate, complete, and relevant client background information, including the client's financial goals, objectives, and risk tolerance.
- The Firm conducts regular reviews of each advisory account to verify that all recommendations made to a client are in the best interest of the client.
- We require that our employees seek prior approval of any outside employment activity to ensure any conflicts of interests in such activities are properly addressed.
- We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by the Firm.
- We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for investment advice provided.

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

Class VI Family Office receives investment opportunities from its affiliated broker-dealer, Class VI Securities, LLC, that it may recommend to its clients. Class VI Securities, LLC can benefit, including the receipt of success fees, from Class VI Family Office clients participating in such investments. Class VI Family Office has adopted policies and procedures to ensure that it conducts and documents appropriate due diligence of such investment ideas before recommending them to Class VI Family Office clients and discloses to clients when such investment idea has been sourced from an affiliate.

Class VI Family Office manages client accounts owned by Firm employees and affiliates, and employees of the affiliates (the "Employee Accounts"). Class VI Family Office has adopted policies and procedures regarding the allocation of securities recommendations and other investment opportunities among various client accounts, including Employee Accounts, to ensure that allocations across all client accounts are fair and equitable over time. Class VI Family Office does not charge a fee on the Employee Accounts.

Class VI Family Office employees and persons associated with us are also allowed to invest for their own accounts in the same or different securities or other investments that we recommend or acquire for client accounts. This creates a conflict of interest. We recognize the fiduciary responsibility to place clients' interests first and have established policies in this regard to avoid any conflicts of interest.

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate this conflict of interest. The Code addresses, among other things, personal trading, gifts, the prohibition against the use of inside information, and other situations where there is a possibility for conflicts of interest.

The Code of Ethics is designed to protect our clients, to detect and deter misconduct, educate personnel regarding the Firm's expectations and laws governing their conduct, remind personnel that they are in a position of trust and must act with complete propriety at all times, protect the reputation of Class VI Family Office, guard against violation of the securities laws, and establish procedures for personnel to follow so we may determine whether they are complying with the firm's ethical principles.

We have established restrictions to ensure our Firm's fiduciary responsibilities:

1. A director, officer, or employee of Class VI Family Office shall not buy or sell any securities for personal or other portfolio(s) they control where their decision is substantially derived, in whole or in part, by reason of his or her employment or position, unless the information is also available to the investing public on reasonable inquiry. No director, officer, or employee of Class VI Family Office shall prefer his or her own interest to that of the advisory client.

2. We maintain a list of all securities holdings of anyone associated with this advisory practice with access to material, non-public information. These holdings are reviewed on a regular basis by an appropriate officer/individual of Class VI Family Office.
3. We emphasize the unrestricted right of the client to decline to implement any advice rendered, except in situations where we are granted discretionary authority of the client's account.
4. We require that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
5. Any individual not in observance of the above may be subject to termination.

Clients may request a complete copy of our Code by contacting our Chief Compliance Officer at the address, telephone, or email on the cover page of this Part 2.

ITEM 12 - BROKERAGE PRACTICES

The Custodian and Brokers We Use

Investment Management Services

Clients must maintain assets in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. Advisor Services ("Schwab"), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated, and unaffiliated with Schwab. Schwab will hold client assets in a brokerage account and buy and sell securities when we instruct them to.

While we recommend that clients use Schwab as Custodian, client must decide whether to do so and open accounts with Schwab by entering into account agreements directly with Schwab. The accounts will always be held in the name of the client and never in Class VI Family Office's name. Even though clients maintain accounts at Schwab, we can still use other brokers to execute trades for client accounts (see Client Brokerage and Custody Costs).

How We Select Brokers/Custodians

We seek 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:

1. Combination of transaction execution services and asset custody services
2. Capability to buy and sell securities for client accounts
3. Capability to facilitate transfers and payments to and from accounts
4. Breadth of available investment products (stocks, bonds, mutual funds, ETFs, etc.)
5. Availability of investment research and tools to assist in making investment decisions
6. Quality of services
7. Competitiveness of the price of those services (commission rates, other fees, etc.) and willingness to negotiate the prices
8. Reputation, financial strength, and stability
9. Prior service to Class VI Family Office and our other clients

10. Availability of other products and services that benefit us, as discussed below (see Products and Services Available to Us from Schwab)

Client Brokerage and Custody Costs

For client accounts that Schwab maintains, Schwab generally does not charge separately for custody services. However, Schwab receives compensation by charging ticket charges or other fees on trades that it executes or that settle into clients' Schwab accounts. In addition to commissions, Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different custodian but where the securities bought or the funds from the securities sold are deposited (settled) into a client's Schwab account. These fees are in addition to the ticket charges or other compensation the client pays the executing custodian. To minimize these trading costs, we have Schwab execute most trades for client accounts. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see How We Select Brokers/Custodians).

Products and Services Available to Us from Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide Class VI Family Office and our clients with access to institutional brokerage, trading, custody, reporting, and related services, many of which are not typically available to Schwab retail customers. Schwab also makes available various support services which help us manage or administer our clients' accounts and help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we do not have to request them) and at no charge to us. These are considered soft dollar benefits because there is an incentive to do business with Schwab. This creates a conflict of interest. We recognize the fiduciary responsibility to place clients' interests first and have established policies in this regard to mitigate any conflicts of interest. Following is a more detailed description of Schwab's support services:

Services That Benefit Our Clients

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described here generally benefit our clients and their accounts.

Services That May Not Directly Benefit Our Clients

Schwab also makes available to us other products and services that benefit us but may not directly benefit our clients or their accounts. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial

number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

1. Provides access to client account data (positions, trades, statements, cost basis)
2. Facilitates trade execution & allocates aggregated trade orders for multiple accounts.
3. Provides pricing and other market data.
4. Facilitates payment of our fees from our clients' accounts.
5. Assists with back-office functions, recordkeeping, and client reporting.

Services That Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

1. Educational conferences and events
2. Consulting on technology, compliance, legal, and business needs
3. Publications or conferences on practice management & business succession
4. Access to business consultants, human capital consultants, and other resources

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

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. These services are not contingent upon us committing any specific amount of business to Schwab. We believe that our selection of Schwab as custodian and broker is in the best interest of our clients.

Some of the products, services and other benefits provided by Schwab benefit Class VI Family Office and may not benefit our client accounts. Our recommendation or requirement that clients place assets in Schwab's custody may be based in part on benefits Schwab provides to us, or our agreement to maintain certain Assets Under Management at Schwab, and not solely on the nature, cost or quality of custody and execution services provided by Schwab.

Brokerage for Client Referrals

Class VI Family Office does not receive client referrals from any custodian or third party in exchange for using that custodian or third party.

Directed Brokerage

Class VI Family Office executes all trades through Schwab as its custodian. The Firm does not permit clients to direct brokerage through other broker-dealers or custodians.

Aggregation and Allocation of Transactions

Class VI Family Office may aggregate transactions if we believe that aggregation is consistent with both the duty to seek best execution for our clients and the disclosures made to clients

in the client investment advisory agreement. No advisory client will be favored over any other client, and each account that participates in an aggregated order will participate at the average share price of the security within that trade.

If we do not receive a complete fill for an aggregated order, we will allocate the order on a pro-rata basis. If we determine that a pro-rata allocation is not appropriate under the circumstances, we will document the reasons why and base the allocation on other relevant factors, which may include:

1. When only a small percentage of the order is executed, allocations may be given to accounts high in cash.
2. With respect to sale allocations, allocations may be given to accounts low in cash.
3. We may allocate shares to the account with the smallest order, or to the smallest position, or to an account that is out of line with respect to security or sector weightings, relative to other portfolios with similar mandates.
4. We may allocate to one account when that account has limitations in its investment guidelines prohibiting it from purchasing other securities that we expect to produce similar investment results and that can be purchased by other accounts in the block.
5. If an account reaches an investment guideline limit and cannot participate in an allocation, we may reallocate shares to other accounts.
6. If a pro-rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, we may exclude the account(s) from the allocation and disgorge any profits.

We document all allocation determinations, the reason for such determinations, and include the relevant factors where pro-rata allocation is not utilized.

Trade Errors

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts can still happen. Consistent with our fiduciary duty, it is our policy to correct trade errors in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated because of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and we will absorb any loss resulting from the trade error, if the error was caused by the firm. If the error is caused by the custodian, the custodian will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will be donated to charity. We will never benefit or profit from trade errors.

ITEM 13 - REVIEW OF ACCOUNTS

Account Reviews and Reviewers – Investment Supervisory Services

The underlying securities within the investment supervisory services are monitored on at least a quarterly basis. These reviews will be made by the Firm's Investment Advisor Representatives. An annual review with the client is usually conducted in person or virtually.

The purpose of all these reviews is to ensure that the investment plan continues to be implemented in a manner that matches clients' objectives and risk tolerances. More frequent reviews may be triggered by material changes in variables, such as individual client circumstances, or the market, political, or economic environment. Clients are urged to notify us of any changes in their personal circumstances.

Statements and Reports

Through an agreement with Orion, Class VI Family Office will have the ability to provide clients with performance/position summary reports upon request. Written reports may also be provided at every client meeting. Formal reviews and communication to clients will be done semi-annually or on an as-needed basis. Consulting clients (i.e. those who have no assets under management with us in our advisory program) will receive no regular reports from the Firm.

The custodian will also provide clients with an account statement at least quarterly. Clients are urged to compare the reports provided by Class VI Family Office against the account statements they receive directly from the account custodian. Clients should contact the firm or the custodian directly with any questions about account statements.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Class VI Family Office does not pay referral fees or receive compensation for referrals.

Our Firm may be asked to recommend a financial professional, such as an attorney, accountant, or mortgage broker. In such cases, our Firm does not receive any direct compensation in return for any referrals made to individuals or firms in our professional network. Clients must independently evaluate these firms or individuals before engaging in business with them and clients have the right to choose any financial professional to conduct business. Individuals and firms in our financial professional network may refer clients to our Firm. Again, our Firm does not pay any direct compensation in return for any referrals made to our Firm. Our Firm does recognize the fiduciary responsibility to place client interests first and have established policies in this regard to mitigate any conflicts of interest.

As referenced in Item 12 above, we may receive an indirect economic benefit from Charles Schwab without cost (and/or at a discount) and may receive support services and/or products from Schwab.

ITEM 15 - CUSTODY

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor can access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented.

Class VI Family Office is deemed to have custody of client funds and securities whenever the Firm is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody Class VI Family Office will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

Clients will provide written authorization permitting the fees to be paid directly from their account held by the qualified custodian. When fees are deducted from an account, Class VI Family Office is responsible for calculating the fee and delivering instructions to the custodian. At the same time Class VI Family Office instructs the custodian to deduct fees from the client's account(s).

ITEM 16 - INVESTMENT DISCRETION

For discretionary accounts, prior to engaging Class VI Family Office to provide investment advisory services, clients will enter a written agreement granting the firm the authority to supervise and direct, on an on-going basis, investments in accordance with the client's investment objective and guidelines. In addition, clients will need to execute additional documents required by the Custodian to authorize and enable Class VI Family Office, in its sole discretion, without prior consultation with or ratification by the client, to purchase, sell, or exchange securities in and for client accounts. We are authorized, in our discretion and without prior consultation with clients to: (1) buy, sell, exchange and trade any stocks, bonds or other securities or assets; (2) determine the amount of securities to be bought or sold; and (3) place orders with the custodian. Any limitations to such authority will be communicated by the Firm to clients in writing.

The limitations on investment discretion held by Class VI Family Office for clients are:

1. For discretionary clients, we require that we be provided with authority to determine which securities and the amounts of securities to be bought or sold.
2. Any limitations on this discretionary authority shall be included in the written agreement and may change/amend as required and submitted in writing.

In some instances, we may not have discretion. In these cases, the Firm will discuss all transactions with the client prior to execution or clients will be required to make the trades if in an employer sponsored account.

ITEM 17 - VOTING CLIENT SECURITIES

Class VI Family Office will not vote proxies on clients' behalf. Clients may vote proxies or designate an independent third-party at their own discretion, as indicated in the custodial account documents. Clients must ensure that proxy materials are sent directly or to the assigned third party. We do not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies. We may on a case-by-case basis make an exception for voting proxies on behalf of our client, although this is not our typical practice. Clients can contact our office with questions about a particular proxy solicitation by phone at 303-243-5619.

Class Action Suits - A class action is a procedural device used in litigation to determine the rights of and remedies, if any, for large numbers of people whose cases involve common questions of law and/or fact. Class action suits frequently arise against companies that publicly issue securities, including securities recommended by investment advisors to clients. With respect to class action suits and claims, clients will have the responsibility for class actions or bankruptcies involving securities purchased for or held in their account. We do not provide such services and are not obligated to forward copies of class action notices we may receive to the client.

ITEM 18 - FINANCIAL INFORMATION

We do not require or solicit prepayment fees in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.