



**CoreCap Advisors, LLC.**  
[FORM ADV, PART 2A – FIRM BROCHURE]

**This brochure provides information about the qualifications and business practices of CoreCap Advisors, LLC (“CCA”). If you have any questions about the contents of this brochure, please contact us at 888-296-3360. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about CCA is available on the SEC’s website at *[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)*. The searchable IARD/CRD number for CoreCap Advisors is 158819.**

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## Item 2 – Material Changes

This Form ADV Part 2A makes certain changes to the prior Form ADV Part 2A of CCA. CCA has had two material changes since its last annual filing in March 2024. First, CCA has added two additional custodians, Axos Advisor Services (“Axos”) and Fidelity Investments (“Fidelity”) . Second, , as part of CCA’s purchase by Simplicity Financial Marketing Holdings, Inc (“Simplicity”), CCA now has access to Simplicity’s Third-Party Asset Manager (“TPAM”), Simplicity Wealth (“Simplicity Wealth”). As part of this access, CCA receives a split fee with Simplicity Wealth for any assets that are managed under Simplicity Wealth, which can create a potential conflict of interest.

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## Item 4 – Advisory Business

CCA was founded in 2011 and is currently owned by Core Capital Holdings, LLC, a holding company that is ultimately owned by M & O Capital, LLC. In January 2024, M & O Capital, LLC along with all affiliated entities, including CCA, was purchased by Simplicity Financial Marketing Holdings, Inc (“Simplicity”).

CCA provides the following types of advisory services.

### *Investment and Portfolio Management*

CCA provides discretionary investment and portfolio management services to its clients. Portfolio investment decisions are made according to the investment objectives and risk tolerances of each client, and also the client’s stated investment restrictions (if any) and special circumstances. As a relationship-oriented firm, CCA emphasizes individualized attention to a client’s assets and investment needs.

Asset fee-based services are administered via the RBC Correspondent Services (“RBC”) advisory platform and via the advisory platforms at Charles Schwab (“Schwab”), Axos, or Fidelity. Clients may elect to use either RBC, or Schwab. Generally, clients will sign an Investment Management Agreement

(“IMA”) giving CCA discretionary investment authority over their account. Discretion refers solely to CCA’s authority to make purchase and sale decisions for a client’s account. The use of investments such as mutual funds or Exchange Traded Funds (“ETFs”) may create a layering of management fees for those client relationships in which they are used. The normal fees associated with a mutual fund or an ETF (such as investment advisory, administration, distribution, transfer agent, custodial, legal, audit and other customary business-related fees and expenses) will apply as well as the agreed-upon investment management fee from CCA. In these situations, CCA will usually select one or more mutual funds or ETFs for the client and will discuss the investment with the client before it is made.

CCA has entered relationships with third-party investment advisors (“Sub-Advisors”) who provide services to CCA clients. CCA may, from time to time and based upon information received from the client, utilize the services of such a Sub-Advisor to manage some or all of a client’s assets on a discretionary basis and in accordance with the client’s stated investment objectives. In these situations, CCA offers consulting and advisory services in overseeing such Sub-Advisors. CCA makes recommendations regarding the use of a Sub-Advisor and its investment style based on, but not limited to, the client’s financial needs, long-term goals, and investment objectives.

Sub-Advisors selected by CCA offer multiple strategies. Once a Sub-Advisor is selected, CCA annually monitors the chosen Sub-Advisors to ensure that it adheres to the philosophy and investment style for which it was selected and to ensure that its performance, portfolio strategies, and management remain aligned with the client’s overall investment goals and objectives. CCA will retain discretionary authority to hire and fire Sub-Advisors and reallocate the client’s assets to other Sub-Advisors, where such action is deemed to be in the best interest of the client. CCA’s annual review includes, but is not limited to, assessment of the Sub-Advisor’s disclosure brochure, performance information, materials, personnel turnover, and regulatory events.

CCA has a fee sharing agreement in place with the Sub-Advisors. The allocation of the gross advisory fees between CCA and the Sub-Advisors is dictated by the services provided to the individual client. Clients are not charged additional fees to cover this fee sharing agreement with Sub-Advisors. The fees shared will not exceed CCA’s stated maximum advisory fee. By signing a Sub-Advisor addendum, the client is authorizing CCA to withdraw advisory fees.

CCA clients choose to enter into relationships with these Sub-Advisors through CCA and the fees for such Sub-Advisors are included with the fees paid to us. Separate Forms ADV 2-A and 2-B, as appropriate, for the Sub-Advisors will be provided to clients by CCA on any such accounts. Each client may also be responsible for paying any transaction costs associated with purchasing and selling securities.

CCA will be providing an additional service for accounts not directly held in our custody, but where CCA does have discretion, using a third-party platform to implement tax-efficient asset location and opportunistic rebalancing strategies on behalf of the client. These accounts will primarily be held-away employer sponsored plans, and other assets CCA does not custody. CCA IARs will review at least quarterly the available investment options in these accounts and rebalance the account considering investment goals and risk tolerance, and any change in allocations will consider current economic and market trends.

There will be no minimum on assets under management with this service. An advisory fee will be assessed and billed quarterly in advance based on the client-signed addendum to the IMA. Specifically, this fee is determined by multiplying the previous quarter-end account value by one quarter of the advisor’s fee. For example, an account valued at \$100,000 with an advisor fee of 1% (.25% per quarter), would be charged a fee of \$250.

As it is impossible to directly debit the fees from retirement accounts like a 401(k), the fees will be assigned to the client's chosen taxable account held at our current custodians, Schwab, Axos, Fidelity and RBC. If the client does not have a taxable account, one will need to be opened with our custodian and the fees will be billed directly to that account. Accounts initiated during a calendar quarter will be charged prorated fees based on the amount of time the accounts are managed during that quarter. Accounts terminated during a calendar quarter will be refunded a prorated portion of the fees paid based on the amount of time remaining in the quarter.

### *Financial Planning Services*

Clients seeking financial planning services may enter into an agreement for planning services, payable either as a flat fee or at an hourly rate. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known factors to assess future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information, and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. Clients purchasing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

The topics that the financial plan addresses are negotiated or discussed between you and your investment adviser representative, but the financial plan can address any or all the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information and financial goals.
- **TAX & CASH FLOW:** We analyze the client's income tax and spending and planning for past, current, and future years; then illustrate the impact of various investments on the client's current income tax and future tax liability.
- **INVESTMENTS:** We analyze investment alternatives and their effect on the client's portfolio.
- **INSURANCE:** We review existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning and disability income.
- **ESTATE:** We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney, asset protection plans, nursing homes, Medicaid, and elder law.

We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, investment objectives, liquidity needs and attitudes towards risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.

We also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning and business planning. Typically, the financial plan is presented to the client within

six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided.

CoreCap Advisors participates in a wrap-fee program that it sponsors. How we manage your investments and portfolios in the wrap-free program is not different than accounts not in a wrap-fee program. We use many of the same methodologies in selecting investments.

As of December 31, 2023, CoreCap Advisors had approximately \$2,467,486,750 in discretionary assets under management and \$0 in non-discretionary assets under management.

## **Item 5 – Fees and Compensation**

### *Fees for Investment and Portfolio Management*

For discretionary accounts, fees are normally billed in advance, based on the net asset value of a client's account under management as of the last day of the prior billing period. Billing periods (typically monthly or quarterly) are established during consultation with each client. Fees charged to new clients will also be pro-rated for the number of days in the billing period during which the new client's account was open. If a client terminates the relationship with us other than at the end of a billing period, the fees for the billing period in which termination occurred will be calculated through the date of termination based on the assets under management on that date. CCA requires to have its clients authorize CCA to have the account custodian invoice and deduct these fees directly from their accounts, in compliance with applicable SEC and state rules that permit this type of arrangement.

For certain accounts with certain Sub-Advisors, fees will be billed quarterly in arrears. For such accounts, clients may terminate their advisory agreement with thirty (30) days' written notice. Because fees are charged in arrears, no refund policy is necessary or provided for such accounts. Clients may terminate such contracts without penalty within five (5) business days of signing the advisory contract.

Our annual fees range between 0.5% and 3.00% of assets under management. The annualized fee applies to 100% of the assets in the account and, generally, is not dependent on your participation in a wrap-fee program.

In addition to the account fees and expenses described above, when a client's assets are invested in ETFs or mutual funds, the client's account will also be subject to various other fees and expenses that are described in the ETF's or mutual fund's prospectus. These fees and expenses are paid by the ETF or mutual fund but are ultimately borne by the client as a shareholder of the mutual fund. These fees and expenses include investment advisory, administration, distribution, transfer agent, custodian, legal, audit, and other customary fees and expenses related to mutual funds.

CCA may, from time to time, enter into solicitor agreements with other registered investment advisors to provide investment and portfolio management services to you. In such cases, CCA will refer a potential client to the third-party advisor and will receive a one-time or on-going referral fee from such advisor for such referrals. These referral fees will be included in the management fee charged by the third-party advisor, and thus the client will see only one total fee.

In the event that a CCA IAR wishes to end the advisory relationship with you, CCA or the CCA IAR will send a termination notice letter to you notifying you of the move into a retail account at the same custodian.

### *Fees for Financial Planning Services*

Fees for financial planning services are payable either as a flat fee or at an hourly rate. The fee is negotiated between you and your investment adviser representative.

### *Mutual Fund Expenses and Share Classes*

Many mutual funds are offered with multiple share classes; each share class may have a different fee structure. There are several factors to consider when selecting a mutual fund share class. For example, some mutual fund share classes have a front-end sales charge when you purchase them; other share classes may have a sales charge upon liquidation or no sales charge. Share classes also differ in terms of what fees and expenses are deducted from the mutual fund's pooled investment assets since these fees and expenses are usually not billed separately to each mutual fund shareholder. Common fees or expenses include management fees paid to the fund's investment manager, operating expenses used to pay for the day-to-day costs of operating the mutual fund, and distribution fees (known as "12b-1" fees) used for marketing, distribution, and compensating financial professionals. Consequently, for any type of mutual fund investment, it is important for you to understand that you are directly and indirectly paying two levels of advisory fees and expenses: one layer of fees at the fund level and one layer of fees to us.

All other factors being equal, a mutual fund share class with higher internal expenses will result in a difference in investment returns. You can learn more about a specific mutual fund's available share classes and the fees, loads, expenses, and eligibility requirements by reading the mutual fund's prospectus. In addition, you should ask your representative about the fees and expenses associated with mutual funds you currently own or those presented to you.

Our custodians have agreements in place with mutual fund distributors for CCA's investment advisory customers to have access to a large number of mutual funds. Not all mutual funds, though, are available through them. Certain classes of shares may not be available through our custodians. This means that our clients would not have access to a less expensive share class that might be available by purchasing directly from the mutual fund company or through another custodian. This could result in our clients purchasing or holding a more expensive share class of a mutual fund. Additionally, our custodians may sponsor a "No Transaction Fee" program in which they do not charge a transaction fee for purchase or sell orders submitted on your behalf for mutual funds or ETFs participating in the NTF Program. While we will endeavor to ensure you are in the least expensive share class, there is no guarantee that this will always be the case.

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

CCA does not charge or accept "performance-based fees," which are fees based on a share of capital gains on, or capital appreciation of, the assets of a client.

### **Item 7 – Types of Clients**

CCA provides discretionary portfolio management services primarily to individuals, including high net worth individuals and those persons who are "accredited investors" (as defined by SEC rules), and self-directed retirement plans such as 401(k) and 403(b) accounts owned by these individuals. In addition, we also provide portfolio management services to pension and profit-sharing plans, trusts, estates, and corporations. CCA does not impose any required minimum size for a client's account, although CCA uses the services of certain third-party money managers who may impose such minimums.

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

To provide CCA clients with a diversified portfolio of investments that are tailored to their investment objectives, CCA tends to focus its investment advice on mutual funds, ETFs, individual stocks, and bonds. In certain cases, CCA may also incorporate options or short sales, but only after discussion with the client. CCA's investment time horizon is typically long term (over several years). CCA's investment decisions will be primarily driven by the IAR's investment strategy and any agreed upon limitations rather than by the timing of client's purchases of a particular investment or the holding period of a particular investment. IAR may purchase, sell, and hold investments in client's portfolio without specific consideration of client's other investments which are not held in the account and without regard to the specific tax consequences to client resulting from the sale of an investment. Client acknowledges that client has been urged to seek independent tax counsel on such matters.

### **Third-Party Money Managers**

Further, CCA has entered into sub-advisory agreements with certain third-party money managers. In addition, CCA has access to a Third-Party Asset Manager ("TPAM") through its parent company, Simplicity called Simplicity Wealth. In the case of Simplicity Wealth, CCA receives a split fee with Simplicity Wealth, which can create a potential conflict of interest. CCA IARs may, at their discretion, choose to use the services of such money managers through CCA. Account minimums and additional fees may apply in such relationships. It should be noted that the money managers selected by CCA IARs will manage the client's portfolio, provide financial plans and financial reports as well as other necessary financial documentation. Meanwhile, CCA IARs are responsible for the selection of TPAM, in addition to monitoring and supervising the portfolios to ensure it aligns with the client's suitability profile. Clients who choose to utilize the services of third-party managers will receive, as applicable, the Forms ADV 2-A and 2-B of those advisors from CCA.

*Selection of Other Advisers* – Although CCA seeks to select only those sub-advisors who will invest client assets with the highest level of integrity, our selection process cannot ensure that the selected sub-advisor will have positive performance or outperform a particular benchmark. CCA does not have control over the day-to-day operations of the sub-advisors.

Also, while CCA strives to render our best judgment on the client's behalf, many economic and market variables beyond CCA's control can affect the performance of client investments and CCA cannot assure that client investments will be profitable, or no losses will occur in a client investment portfolio.

***Past performance is one consideration with respect to any investment or investment adviser, but it is not a predictor of future performance.***

**Investing in securities involves the risk of loss that a client should be prepared to bear. CCA does not guarantee its investment results or performance, and CCA generally does not engage in frequent trading of a client's account, which can adversely affect performance, particularly through increased brokerage and other transaction costs and taxes.**

Investors face the following investment risks:

*Interest-rate Risk* - Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

*Market Risk* - The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's underlying circumstances. For example, political, economic, and social conditions may trigger market events.

*Inflation Risk* - When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

*Currency Risk* - Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

*Reinvestment Risk* - This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

*Business Risk* - These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

*Liquidity Risk* - Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

*Financial Risk* - Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

### 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 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.

### 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 specific market segment or index. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market. The funds, as a shareholder of another investment company, will bear their pro-rata portion of the other investment company's advisory fee and other expenses, in addition to their own expenses. 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., employ 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.



### 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.

### 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 10 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.

### Private Placement/Alternative Investment Risk

Investing in private placements and alternative investments is speculative, not suitable for all clients, and intended for accredited investors who may be experienced and sophisticated and who are willing to bear the high and unique risks of the investment, which can include:

- Loss of all or a substantial portion of the investment due to leveraging and other speculative investment practices;
- Lack of liquidity and possibly no secondary market for the security. If invested in a non-liquid security and the need arises for a client to liquidate and receive any proceeds, prices on the secondary market will be significantly lower than the initial purchase price;
- Volatility of returns;
- Absence of information regarding valuations and pricing;
- Delays in tax reporting; and
- Less regulation and higher fees than other investments.

### **Item 9 – Disciplinary Information**

Item 9 requires disclosure of material facts regarding legal or disciplinary events that would be material to a client's evaluation of CCA's business or the integrity of CCA's management.

CCA has no events to disclose under this Item 9.

### **Item 10 – Other Financial Industry Activities and Affiliates**

CCA is not registered as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of any of the foregoing entities. However, CCA's parent company, Core Capital Holdings, LLC, owns CoreCap Investments, LLC, a FINRA registered broker-dealer ("CCI"). CCI has also obtained the appropriate licenses to sell securities in the states in

which it does business. As a result, certain of CCA's management persons are registered representatives and principals of CCI. Additionally, some of our investment adviser representatives are registered with CCI as registered representatives. None of these individuals, however, is registered as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person or is a listed principal of any of the foregoing entities, nor do any of our management persons have an application for such registration or listing pending.

Many of our investment adviser representatives are also licensed insurance agents. In that capacity, they may recommend insurance products and receive commission if clients decide to follow the recommendation and purchase the insurance product. The commissions received by licensed insurance agents will vary between products and insurance companies and can be anywhere from 0.50% to up to 10%. These insurance products may include fixed annuities, fixed-index annuities, and life insurance. Clients are under no obligation to purchase insurance products and, other than customary commission received, there is no additional compensation provided by CCA relating to insurance sales. Insurance companies with whom insurance agents are appointed may provide their own incentives for recommending certain products. Additionally, marketing compensation is received from M & O Marketing, LLC, an insurance marketing organization which shares common ownership with CCA and CCI. This compensation can include paying for seminars, leads, and other marketing support. This creates a conflict of interest. As a fiduciary, investment adviser representatives are obligated to make recommendations that are in your best interest.

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

CCA has adopted a Code of Ethics that complies with SEC Rule 204A-1. This Code governs the personal securities trading activities of our “supervised persons,” which include any owner, manager, employee, or other person who provides investment advice on CCA's behalf and who is subject to supervision and control by CCA. The Code recognizes that all supervised persons owe a fiduciary duty to CCA's clients, including a duty to conduct their personal securities transactions in a manner that does not interfere with the transactions of a client or otherwise take unfair advantage of the relationship with a client. The Code contains specific principles of conduct, prohibits certain types of securities trading activities by a supervised person, requires pre-clearance for certain securities transactions by a supervised person and requires “Access Persons” to file an initial holding report and quarterly transactions reports with CCA's CCO. All associated persons of CCA who have accounts that are not on the books of CCA, or its affiliated broker-dealer are required to disclose such accounts to the CCO who then makes arrangements to receive such statements. A copy of CCA's Code of Ethics will be provided to any client who requests one, without charge.

CCA does not buy or sell for client accounts any securities in which CCA or any of its “related persons” have a material financial interest. From time to time, CCA may, or its related persons may, invest in the same securities or related securities (e.g., warrants, options or futures) that CCA is recommending to its clients or that CCA is buying or selling for its clients at or about the same time. Under CCA's Code of Ethics and policies on personal trading, CCA must execute its client's trades prior to making any trades on CCA's own behalf or on behalf of a related person; however, CCA may include trades for its own account or for a related person in any “block” trades that it executes for multiple clients at the same time. Batch trades are described in Item 12 below.

#### **Item 12 – Brokerage Practices**

Selection of Brokers. In selecting a brokerage firm for CCA clients, CCA seeks and recommends broker-dealers who can provide best execution under the circumstances. In determining the ability of a broker or dealer to obtain best execution CCA considers a number of factors, including (but not limited to) the execution capabilities necessary to the transaction, the importance of speed, efficiency

and confidentiality, the broker's apparent familiarity with sources from which or to which particular securities may be purchased or sold and the reputation and the perceived soundness of the broker or dealer.

CCA does not have any duty or obligation to seek advance competitive bidding for the most favorable commission rates available for a particular transaction, or to select any broker solely on the basis of its purported or posted commission rates. CCA will take reasonable steps to be aware of the current level of charges of eligible brokers and to minimize the transaction expenses incurred, to the extent consistent with the interests and policies of clients. Although CCA generally seeks competitive commissions, CCA does not necessarily obtain the lowest brokerage commissions. Some transactions may involve specialized services on the part of a broker and may entail higher commissions as a result.

In accounts for which CCA has authority to select the broker or dealer for transactions in an account, CCA uses Schwab, Axos, Fidelity or RBC because of its existing relationship and level of advisor/client service provided. For accounts where the client asks CCA to recommend a brokerage firm, we will recommend RBC, Schwab, Axos, or Fidelity based on the aforementioned reasons.

Research and Other Soft Dollar Benefits. CCA does not engage in any soft dollar arrangements.

Directed Brokerage. A client may direct CCA to use a particular broker or dealer to execute transactions under terms and arrangements that the client has negotiated. Where this occurs, CCA may not be in a position to negotiate the lowest commissions or spreads for the client, or to achieve best execution of trades. In addition, transactions for a client who has directed CCA to use a certain broker or dealer may not be batched for purposes of execution (see below). Accordingly, the designation by a client of a particular broker or dealer may result in higher commissions, greater spreads, or less favorable prices than might be realized if CCA is empowered to select a broker or dealer and negotiate for best commission.

Aggregation of Trades. From time-to-time CCA may be in the position of buying or selling the same security for a number of clients at approximately the same time. Because of market fluctuations, the prices obtained on such transactions on a single day may vary substantially. In such situations, some clients will receive prices more favorable than other clients. To more equitably allocate the effects of such market fluctuations, CCA may use an averaging procedure for certain transactions, under which purchases, or sales of a particular security will be combined ("batched") for all accounts trading in the same security on the same day. In such cases, the prices shown on confirmation reports for these purchases or sales will be the average execution price for the batch. In certain situations, batched orders entered may not be completely filled, and in such event CCA will prorate the completed portion of the order to ensure that all clients participating in the batched order will receive an allocated portion of the completed transaction.

### **Item 13 – Review of Accounts**

All accounts are monitored or reviewed on an ongoing and regular basis (at least quarterly) for performance. When relevant factors change, such as the financial needs or objectives of a client on fundamental developments which impact the companies whose securities held, or when a security's relative valuation changes, or during periods of market fluctuations, an individual account is promptly reviewed. All reviews are conducted by the investment advisor representative who is responsible for management of a client's account.

CCA's clients or their designated agents or advisors will receive monthly or quarterly account statements from their custodian which detail security positions, current value, cost basis and expected yield. It is important for clients to note that CCA relies upon and does not verify the financial and other information which the custodians provide to CCA and to be aware that the clients should

promptly update CCA on any material change to their financial or other status. In-person visits are scheduled periodically or at a client's discretion to ensure communication and understanding of portfolio activities and accomplishments.

#### **Item 14 – Client Referrals and Other Compensation**

CCA has entered arrangements with third-party lead generation firms, marketing firms, and endorsers to solicit and refer prospects to CCA's IARs for a fee.

CCA may, from time to time, enter into agreements with other registered investment advisors to provide investment and portfolio management services to you. In such cases, CCA will refer a potential client to the third-party advisor and will receive a one-time or on-going referral fee from such advisor for such referrals. These referral fees will be included in the management fee charged by the third-party advisor, and thus the client will see only one total fee.

#### **Item 15 – Custody**

CCA does not hold custody of any client funds or securities. Our primary custodial relationships are with Schwab, Axos, Fidelity, and RBC. Your custodian will send you account statements (no less than quarterly). You should carefully review those statements.

Although your investment adviser representative may provide you with reports showing positions, account performance or other information, these are provided as a service and are not to be considered official account statements. Clients are encouraged to compare that data with the statements received from their broker/custodian and to confirm that the investments CCA reports are in fact held by the custodian.

#### **Item 16 – Investment Discretion**

When a client desires to provide CCA with complete authority to select which securities will be bought or sold and the total amount of securities to be bought or sold the investment account agreement will contain a limited power of attorney designating CCA as the client's attorney-in-fact for these purposes. Clients may place limitations on CCA's powers, including limitations related to specific investment objectives or policies or limitations requiring some form of prior notice before CCA is allowed to execute transactions. Any limited power of attorney may be terminated by a client at any time without prior notice, but termination must be in writing (including email communications). Termination of the investment advisory agreement by email may be subject to verification procedures to ensure that the email has come from an authorized party on the account.

#### **Item 17 – Voting Client Securities**

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for directing the way proxies solicited by issuers of securities beneficially owned by the client shall be voted and making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

If you have questions pertaining to a particular proxy notice or other corporate notice, you may contact your investment adviser representative or our main office at 888-296-3360.

In circumstances where a third-party asset manager or a sub-advisor is utilized to provide certain investment advisory services to a client, the third-party asset manager or sub-advisor may or may not

vote proxies on behalf of clients. Please refer to the third-party asset manager's or sub-advisor's Disclosure Brochure and client agreement for more information regarding voting client securities.

#### **Item 18 – Financial Information**

CCA is required to disclose any financial condition that is reasonably likely to impair CCA's ability to meet its contractual commitments to its clients.

CCA is not required to include in this amendment its balance sheet for the most recent fiscal year, because CCA does not, at the present time, require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance.

CCA is not aware of or experiencing any financial condition that would impair its ability to meet its contractual commitments to its clients. Neither CCA nor any of its management persons have been the subject of a bankruptcy petition at any time during the past 10 years.

## WRAP ACCOUNT APPENDIX

### Item 2. Material Changes

Since the most recent Wrap Account Appendix, dated September 30, 2024, Item 4 has been updated to include Schwab, Axos, and Fidelity as a custodian for accounts in our wrap-fee program.

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### Item 4. Services, Fees, and Compensation

As discussed in Item 4 at page 1, CCA provides management of client assets through the efforts of its Investment Advisor Representatives (“IARs”) and through relationships with third party advisors. There is no material difference between the CCA’s standard advisory business and its wrap fee business including the advisory fee range specified in Item 5 of our Form ADV Part 2A (above).

In addition to advisory services, the wrap-fee program includes certain brokerage services of Schwab, Axos, and Fidelity. We are not affiliated with any custodian. Schwab, Axos, and Fidelity act solely as a broker-dealer and custodian. This means they will hold your assets in a brokerage account and buy and sell securities.

The main material difference between a wrap fee account and a standard advisory account at CCA is that in a wrap fee account certain fees and charges are included in the advisory fee charged against the account and paid to CCA. Thus, whereas a standard account may pay 1.35% of Assets Under Management on an annual basis, along with ticket charges or a certain basis point asset-based pricing fee, a wrap fee account might pay a flat 1.50% of AUM fee. Based on the amount of trading which takes place in a client’s account, this can make a significant difference in the ultimate cost of the account. Although a representative will attempt to select the fee structure most advantageous to each client, it is possible that a wrap fee account could cost a client more than the same account would have cost on a non-wrap basis.

In addition to compensating CCA for advisory services, the wrap fee you pay CCA allows us to pay for brokerage and execution services provided by your broker-dealer and custodian. We do not charge higher advisory fees based on trading activity, but you should be aware that we have an incentive to limit our trading in your account(s) because we are charged for executed trades.

The benefits under a wrap fee program depend, in part, upon the size of the account, the costs associated with managing the account, the frequency of trading and the types of securities selected. For example, accounts that are primarily holding cash or cash equivalents, fixed income securities or no-transaction-fee mutual funds over the long-term, may not benefit from being managed under a wrap fee program.

Our wrap fee covers our advisory services and the brokerage services provided by your custodian. However, the wrap fee does not cover all conceivable fees and costs. Fees that are not generally included in the wrap fee include charges imposed by mutual funds, index funds, or exchange-traded funds, mark-ups and mark-downs, spreads paid to market makers, fees for trades executed away from the custodian at another broker-dealer, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions.

The IAR who recommends that a client enter into a wrap fee program is the IAR on the client's account. The IAR will be compensated for the management of the client's account and depending upon the nature of the trading in the client's account, may receive more compensation from a wrap account than the IAR would under a standard fee arrangement. Thus, the IAR may have a financial incentive to recommend a wrap account to the client when it is not necessarily in the client's best interest. CCA does have policies and procedures in place to police and prevent any adverse effects from this conflict of interest upon the client and the client's account.

#### **Item 5. Account Requirements and Types of Clients**

CCA does not have any special requirements for accounts or clients wishing to participate in a wrap account. There is no minimum account size for a wrap account. CCA generally provides investment advice to individuals, trusts, and a limited number of qualified plan accounts.

#### **Item 6. Portfolio Manager Selection and Evaluation**

*Selection of Other Advisers* – Although CCA seeks to select only those Sub-Advisors who will invest client assets with the highest level of integrity, CCA's selection process cannot ensure that the selected Sub-Advisor will have positive performance or outperform a particular benchmark. CCA does not have control over the day-to-day operations of the Sub-Advisors.

Also, while CCA strives to render its best judgment on the client's behalf, many economic and market variables beyond CCA's control can affect the performance of the client's investments and CCA cannot assure that the client's investments will be profitable, or no losses will occur in the client's investment portfolio.

CCA does not formally independently review the performance information of the portfolio managers whose service it uses and does not engage a third-party service to do so. For this reason, it should be noted that the performance information provided by such managers may not be calculated on a uniform or consistent basis, or in compliance with presentation standards relating to investment performance.

***Past performance is one consideration with respect to any investment or investment adviser, but it is not a predictor of future performance.***

**Investing in securities involves the risk of loss that a client should be prepared to bear. CCA does not guarantee its investment results or performance, and CCA generally does not engage in frequent trading of a client's account, which can adversely affect performance, particularly through increased brokerage and other transaction costs and taxes.**

#### **Item 7. Client Information Provided to Portfolio Managers**

Portfolio managers are given only that information necessary to transact the client business for which their services were retained.

#### **Item 8. Client Contact with Portfolio Managers**

CCA does not limit the client's ability to contact any of the portfolio managers whose services its clients use. However, clients should be aware that such portfolio managers may themselves set limits on such contacts.

#### **Item 9. Additional Information**

A. See Item 9, Disciplinary Information, above, for a discussion of material disciplinary information relating to advisory affiliates of CCA. Clients should also refer to Item 10 at Page 6 above for information regarding CCA's other financial industry activities and affiliations.

B. Please see Item 11, above, regarding CCA's Code of Ethics, CCA's lack of participation in client transactions, and CCA's policies and procedures relating to personal trading. CCA has adopted a Code of Ethics in compliance with SEC regulations, does not participate in transactions with its clients, and discourages outside trading accounts by its representatives, which must be expressly authorized by the President. When such accounts are authorized, duplicate statements must be delivered by the carrying firm to the CCO of CCA who reviews them and keeps them on file.

