

Part 2A of Form ADV: Firm Brochure (“Brochure”)

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This Brochure provides information about the qualifications and business practices of ArchLight Wealth Management, LLC (the “Adviser” or “ArchLight”). If you have any questions about the contents of this Brochure, please contact us by telephone at 201-661-3416 or by email at Kurt@Archlightwealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about ArchLight also is available on the SEC’s website at www.adviserinfo.sec.gov. Registration of an investment adviser with the SEC or with any state securities authority does not imply any level of skill or training.

The advisory services described in this brochure are not insured by the Federal Deposit Insurance Corporation (FDIC); not a deposit or other obligation of, or guaranteed by, ArchLight, or any of its affiliates; and are subject to investment risks, including possible loss of principal amount invested.

Item 2 – Material Changes

This is the initial Brochure for ArchLight. There are no Material Changes.

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Item 4 Advisory Services

A. Firm Information

Archlight's principal offices are located in Califon, New Jersey and New York, New York.

Archlight is a subsidiary of ArchLight Wealth Holdings, LLC.

B. Advisory Services Offered

ArchLight provides discretionary wealth management services to retail and institutional clients primarily through third party, unaffiliated, independent Financial Advisors (an "FA"). ArchLight's investment minimum for its advisory services is \$1,000,000. (ArchLight reserves the right to waive this minimum in its sole discretion. ArchLight works with each client and/or the client's authorized Financial Advisor to determine the client's goals, portfolio needs, investment objectives, wealth objectives, financial situation, any restrictions or limitations, arriving at an asset allocation, investment plan and wealth goals. ArchLight tailors the services it provides to each client based upon their needs, objectives, financial goals, risk tolerance, and size and complexity of their investment relationship with ArchLight. Those services can include portfolio management, trust and estate planning, tax management, hedging strategies, insurance solutions, consortium credit facilitation, and business exit planning. ArchLight retains sole discretion over the determination of which services are offered its clients. Certain services offered may not be customized based on the nature of the service and/or the size of the client relationship.

C. Client Account Management

ArchLight is offered on third-party platforms. Through those third-party platforms, FAs and clients choose ArchLight for portfolio and wealth management. A typical client relationship will have a third-party FA and an ArchLight Portfolio Strategy Management team member to assist the client through the implementation process and the on-going portfolio management of the client's assets. ArchLight allows for customization of client portfolios. Client accounts can begin as all cash accounts or accounts with existing assets or a mixture of both. ArchLight's portfolio implementation process, will convert these assets to the agreed upon investment plan and goals of the client, taking into account tax impacts, transition costs, client restrictions and market and economic conditions.

ArchLight will utilize all investments at its discretion, including, but not limited to: Domestic and International Large, Mid and Small stocks, Investment Grade and Non-Investment Grade Bonds, Mutual Funds, Closed End Funds, ETFs, Alternatives, Private Products, Structured Notes, Options, Warrants and other derivatives. ArchLight will typically manage a client's investment portfolio cross all accounts, but can also manage to client goal(s) at an account level upon request if appropriate. ArchLight will manage client assets in a variety of account types, including but not limited to Individual accounts, Joint Accounts, Trust Accounts, Endowments, Foundations and retirement accounts (e.g., IRA, 401k, 403b, 457). Investments are bought at the client level, unless in a pooled vehicle.

ArchLight cannot accommodate certain restrictions for client investments, and will inform a client if a request cannot be accommodated. Except for the portion of an account that is invested in pooled vehicles, each client's account is managed separately from other clients of ArchLight.

There are no guarantees that a client's objectives will be achieved.

D. Wrap Fee

ArchLight does not offer a Wrap Fee program, but will manage assets of clients of third party platforms that do have Wrap Fee accounts. Clients should contact their FA and/or broker dealer to learn about the wrap fee solutions available to them.

E. Assets Under Management

ArchLight is a newly formed investment advisor and therefore has no regulatory assets under management.

Item 5 Fees and Compensation

A. Fees for Advisory Services

ArchLight typically charges its clients annual fees for investment advisory services. The advisory fee rate that ArchLight charges its clients will not exceed 1.0%, provided that the actual fee will be variable depending on the client's total assets under management with ArchLight and level of service that such client and ArchLight agree will be provided. ArchLight may offer discounts to clients on its advisory fee in its sole discretion. Typically, such discounts are based on the services provided as well as the amount of assets under management with ArchLight.

B. Fee Billing

- (i) When ArchLight Bills Client Directly: ArchLight will bill clients quarterly in advance based on quarter end value of a client's assets with ArchLight. If a client opens their relationship mid-quarter, ArchLight will bill pro-rata for that quarter. If a client closes their relationship mid-quarter, they will be rebated for the pro-rata amount equal to the remainder of the quarter.
- (ii) When ArchLight Bills Through a Third-Party: ArchLight's billing practices are subject to the requirements of each third-party partner. ArchLight will comply with the third-party's applicable billing practices which may differ from ArchLight's practices for direct billing. Clients should speak with their FA to learn more.

C. Other Fees and Expenses:

ArchLight uses Pershing as its primary custodial platform for clients who choose to have ArchLight open accounts directly. Pershing assesses additional fees for services it performs as broker dealer/platform to the clients. These fees include wire fees, checking fees, and Annual Maintenance fees and termination fees for IRAs. Pershing uses a family of funds as Money Market solutions for clients with cash balances. These funds assess management fees, services fees, and 12b-1 fees.

ArchLight will utilize third-party investments when managing a client's portfolio. These investments include, but are not limited to, Mutual Funds, Closed-ended funds, ETFs, Hedge Funds, Fund of funds, other alternative and private investments and structured products. These investments assess assorted fees, including management fees, services fees, operating expenses and in some cases, 12b-1 fees and sales loads. ArchLight will receive a portion of these fees for assets maintained in these investments. ArchLight will also enter into agreements with these third-party investment firms which will earn ArchLight a fee from these investments.

D. Payment of Fees

As stated above, each client pays an asset-based advisory fee in accordance with the applicable investment advisory agreement. For clients that open accounts directly with ArchLight the applicable advisory agreement is by and between such client and ArchLight. For all other clients the applicable advisory agreement will generally be by and between such client and their Financial Advisor's Broker-Dealer and/or Registered Investment Advisor firm.

For clients that open accounts directly through ArchLight their advisory fee is calculated based on the end of quarter asset value of the client's portfolio, and is charged quarterly in advance. In computing the asset

value of an account, a security listed on a national securities exchange will be valued, as of the valuation date, at the closing price on the principal exchange on which it is traded. Any other security in an account will be valued in a manner determined by ArchLight or its agents in good faith to reflect such security's fair market value.

ArchLight relies on valuations furnished by vendors and/or their independent pricing services. Clients authorize ArchLight to deduct the asset-based fees from their portfolio.

The client should consider that, depending upon a number of factors, including the level of the fee charged and the amount of activity in the client's account, the advisory services can cost the client more or less than purchasing advisory services from other providers.

Clients can purchase individual securities and shares of the mutual funds directly without retaining ArchLight for advisory services. The fees and expenses of mutual funds that are offered to the general public can be more or less than the fees and expenses of the share class that clients receive through ArchLight.

Fees are negotiable in certain circumstances and can differ from client to client based upon a number of factors, including the amount of the assets under management, the client-related services to be provided to the account, the overall relationship with ArchLight and other relevant criteria. Fees also can differ as a result of the application of prior fee schedules depending upon the inception date of a client's advisory relationship with ArchLight.

E. Compensation for Sale of Securities

ArchLight does not collect commissions or sales loads for the purchase and sales of securities. Pershing and other platforms that ArchLight is offered through will charge clients commissions for the purchase and sales of securities. These fees are different from platform to platform and may cover different services platform to platform. ArchLight will collect fees from its approved third-party alternative investment products.

F. Trade Away and Other Associated Costs

Although not often, ArchLight may trade on different platforms, and as a result the brokers trading will assess a fee or a markup for their services. ArchLight will receive research services for these activities.

Item 6 Performance Based Fees

Some third-party investment vehicles in which clients of ArchLight may invest are subject to the payment of performance fees once certain minimum performance benchmarks are met; all such arrangements are described in the offering documents associated with such investment vehicles. These arrangements benefit ArchLight, but do not result in the receipt of performance or incentive compensation by ArchLight or any ArchLight owner, officer, director or employee. ArchLight does not manage accounts that are subject to concurrent (or side-by-side) performance-based fees.

Item 7 Types of Clients

ArchLight provides wealth management and portfolio management services to high-net-worth individuals and institutional clients (e.g., pension and profit-sharing plans, charitable organizations, municipalities, and endowments).

ArchLight generally requires a relationship minimum of \$1,000,000 but can waive this minimum in its sole and absolute discretion. If a relationship's assets under management falls below the minimum requirement due to market fluctuations, a client will not be required to invest additional funds to meet the minimum

account size. Platforms that ArchLight is available on may have higher minimums applied to ArchLight and its clients.

ArchLight can request that clients provide proof of authority, directed trading letters, qualified client or qualified purchaser status, accredited investor certifications, and/or other information.

To the extent ArchLight provides advisory services to clients that are subject to the ERISA, ArchLight will evaluate and may rely on one or more Prohibited Transaction Exemptions (“PTEs”) available under ERISA.

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

A. Methods of Analysis and Investment Strategies

Economic forecasts, capital market assumptions and asset allocation will be made by the ArchLight Investment Committee, which is responsible for review and approval of all third-party investment products and all decisions that serve as guidelines or framework to ArchLight colleagues responsible for investment decisions for clients that have provided discretion to manage their investment assets. ArchLight utilizes a variety of methods and strategies to make investment decisions and recommendations. These methods generally entail an evaluation of investment opportunities that may be appropriate investments for clients using fundamental, technical, quantitative, and qualitative analyses.

These methods, strategies and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment.

ArchLight employs the investment strategies listed below. These strategies can be constructed as a separately managed account using individual securities, affiliated products, or third-party pooled investment vehicles.

B. Investment Proposal and Prospect Client Analysis

ArchLight uses financial analysis tools to design client portfolio asset allocations to meet each client’s risk, return requirements, and financial goals. ArchLight assesses the objectives of each client to identify appropriate and suitable asset allocation options.

The asset allocation determination is based on a combination of broad historic index returns, risks and correlations and current economic outlook. Past performance is no guarantee of future results.

C. Equity

ArchLight offers a broad range of equity investment strategies, both proprietary and sourced from external managers. Client’s equity allocations can be structured to achieve the desired blend of growth, capital appreciation, and dividends. ArchLight’s equity strategies are generally long only and will utilize both foreign and domestic exposures.

D. Fixed Income

ArchLight’s Fixed Income Investment strategies are intended to achieve a variety of investment objectives and risk tolerance levels. These strategies can include exposure to both domestic and foreign corporate bonds, domestic and foreign borrowers, taxable and tax free strategies, short and long term maturities, emerging markets, asset backed securities, and collateralized debt obligations. ArchLight seeks to partner with external managers to provide clients with a broad range of solutions across the liquidity, duration and credit quality spectrum.

E. Stock Options

ArchLight can use stock options to assist in achieving a client’s portfolio goals and objectives.

F. Proprietary Quantitative Research

In addition to fundamental analysis performed on the economic outlook, capital market assumptions, and individual securities, ArchLight typically utilizes third party research platforms to generate quantitatively oriented research which is considered among other factors to make its investment determinations. These tools use screening techniques based on financial and economic data to inform ArchLight decisions on: (i) economic outlooks; (ii) capital market assumptions; (iii) asset classes; (iv) sector industry groups; and (v) individual securities.

Fund and Private Investment Selection and Monitoring

ArchLight will use suitable third party investment vehicles, including mutual funds, closed-end funds, hedge funds, fund of funds and other private investments, which can help to meet the long-term investment objectives and needs of each client.

G. Sources of Information

ArchLight reviews pertinent financial information on recommended individual securities or third party investment vehicles as well as broad national and international macroeconomic data as a part of its investment process. In furtherance thereof, ArchLight uses commercially available services, financial publications and information services dealing with investment research, securities law, and taxation. ArchLight can use private placement memoranda and other private placement due diligence materials. Such information can be obtained in print or via electronic media. ArchLight also uses company prepared materials (particularly prospectuses) and research releases prepared by others to develop its investment philosophies and strategies.

These efforts do not guarantee that performance returns will be positive. All investing involves risk and can result in a loss that clients should be prepared to bear.

H. Material Risks (Including Significant or Unusual Risks) Relating to Investment Strategies and Types of Securities

Investing in securities involves risk of loss that clients and other investors should be prepared to bear. The following are descriptions of various primary risks related to the investment strategies and types of securities used and recommended by ArchLight. The following list is not intended to be a complete enumeration of the risks associated with the investment strategies and types of securities used and recommended by ArchLight, and not all of the risks listed herein will apply to every client account. The specific risks associated with an investment in a third party investment product are included in their prospectus, summary prospectus, statement of additional information, or offering memorandum, as applicable.

I. General Risks

(i) Conflicts of Interest

ArchLight and its affiliates are engaged in a variety of businesses and have interests other than that of managing client portfolios. The broad range of activities and interests of ArchLight and its affiliates gives rise to actual, potential and perceived conflicts of interest that could affect clients.

(ii) Cybersecurity Risk

Cybersecurity incidents can allow an unauthorized party to gain access to client assets, client data (including private shareholder information), or proprietary information, or cause an investment, ArchLight, and/or other service providers (including custodians, sub-custodians, transfer agents and financial intermediaries) to suffer data breaches, data corruption or loss of operational functionality. In an extreme case, a client's ability to purchase or sell investments or access capital.

(iii) Emerging Market Securities

Many of the risks with respect to foreign securities are more pronounced for investments in developing or emerging market countries. Emerging market countries can have government exchange controls, more volatile currency exchange rates, less market regulation, and less developed securities markets and legal systems, which tend to be less stable than those of more developed countries. Their economies also depend heavily upon international trade and can be adversely affected by protective trade barriers and economic conditions of their trading partners.

(iv) Third-Party Investment Vehicles. Pooled investment vehicles managed by ArchLight or a third party investment manager (“Other Funds”) may invest in a wide variety of securities and assets. No assurance can be given that the investment strategies used by such Other Funds will be successful under all or any market conditions. Investments in Other Funds may be subject to withdrawal limitations that could prevent investors therein from terminating investments in Other Funds that are poorly performing or have otherwise had adverse changes. Investments in Other Funds also may result in the payment by an investor directly or indirectly of management fees and carried interest or promote to third parties. Investments in Other Funds may result in ArchLight not having full control over the assets of a client, which lack of control represents a significant risk.

(v) Private Equity. Private equity investments involve a high degree of business and financial risk and can result in substantial or complete losses. Many portfolio companies may be operating at a loss or with substantial variations in operating results from period to period. These companies may need substantial additional capital to support expansion or to achieve or maintain competitive positions. These companies may face intense competition, including competition from companies with much greater financial resources, much more extensive development, production, marketing and service capabilities, and a much larger number of qualified managerial and technical personnel. Any such company may fail.

(vi) Market Risk of Equity Securities

By investing directly or indirectly in stocks, a client can be exposed to a sudden decline in the share price of a particular investment or to an overall decline in the stock market. In addition, one market segment can underperform other segments or the market as a whole. The value of your investment will fluctuate daily and cyclically based on movements in the stock market or impacts to the economy. Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. Preferred stock is subject to the risk that the dividend on the stock can be changed or omitted by the issuer, and that participation in the growth of the issuer can be limited. Preferred stock typically has “preference” over common stock in the payment of distributions and the liquidation of a company’s assets, but is subordinated to bonds and other debt instruments. In addition, preferred stockholders generally do not have voting rights with respect to the issuing company.

(vii) Real Estate Investment Trusts (“REITs”)

REITs’ share prices can decline because of adverse developments affecting the real estate industry, including changes in interest rates. The returns from REITs can trail returns of the overall market. Additionally, it is possible that a REIT will fail to qualify for favorable tax treatment. REITs typically incur fees that are impacts to the return of a REIT.

(viii) Restricted Investments. Restricted securities are oftentimes subject to certain liquidity restrictions, including, without limitation, lock-up periods. These securities may be subject to legal or contractual restrictions on resale and transfer and, therefore, may be illiquid and subject to wide

fluctuations in value. The resale of restricted and illiquid securities may be difficult to value and often times may have higher brokerage charges.

L Risks that Apply to Other Investments

(i) Derivatives Risk

Derivatives include instruments and contracts that are based on and valued in relation to one or more underlying securities, financial benchmarks, indices, or other reference obligations or measures of value. Major types of derivatives include futures, options, swaps and forward contracts. Using derivatives can have a leveraging effect and increase fund volatility. Derivatives transactions can be highly illiquid and difficult to unwind or value, and changes in the value of a derivative held by the Fund could not correlate with the value of the underlying instrument or the Fund's other investments. Many of the risks applicable to trading the instruments underlying derivatives are also applicable to derivatives trading. However, additional risks are associated with derivatives trading that are possibly greater than the risks associated with investing directly in the underlying instruments. These additional risks include, but are not limited to, illiquidity risk and counterparty credit risk.

(ii) Risks Relating to Collateralized Loan Obligations ("CLOs")

In the case of most CLOs, the structured finance securities are issued in multiple tranches, offering investors various maturity and credit risk characteristics, often categorized as senior, mezzanine and subordinated/equity according to their degree of risk. If there are defaults or the relevant collateral otherwise underperforms, scheduled payments to senior tranches of such securities take precedence over those of mezzanine tranches, and scheduled payments to mezzanine tranches have a priority in right of payment to subordinated/equity tranches. CLOs can therefore present risks similar to those of other types of debt obligations and, in fact, such risks can be of greater significance in the case of CLOs depending upon the clients investment ranking in the capital structure. Investments in structured vehicles, including equity and junior debt tranches of CLOs, involve risks, including credit risk and market risk. Changes in interest rates and credit quality can cause significant price fluctuations.

(iii) Investments in Loans

The risks of loans include (among others): (i) limited liquidity and secondary market support; (ii) the possibility that earnings of the obligor may be insufficient to meet its debt service; (iii) the declining creditworthiness and potential for insolvency of the borrower of the loan during a period of economic downturn; (iv) the obligor can be a small or mid-size company representing only local or regional interests; (v) the possibility of a reduction in the spread over the applicable floating rate index if the borrower reduces its leverage; (vi) prepayment (reinvestment risk); and (vii) if subordinated, subordination to the prior claims of other loans or senior lenders. Loans are generally subject to market value volatility that may not be apparent from historical volatility studies and that could be significant at times. An economic downturn could severely disrupt the market for loans and adversely affect the value of outstanding loans and the ability of the borrowers to repay principal and interest. The default history for loans is limited; actual defaults may be greater than indicated by historical data and the timing of defaults may vary significantly from historical observations.

(iv) Private Debt Transactions

Loans and other private debt investments may have substantial vulnerability to default in payment of interest and/or principal. Certain loans may have large uncertainties or major risk exposures to adverse conditions and may be considered to be predominantly speculative. Generally, such loans offer a higher return potential than higher-quality loans, but involve greater risk of loss of income and principal. The value of certain of these loans may also be more sensitive to changes in

economic conditions than higher-quality loans. Although loans may be collateralized, the holder of such loans may be exposed to losses resulting from default and foreclosure. Therefore, the value of the underlying collateral, the creditworthiness of the borrower and the priority of the lien are of great importance to the holder of such loan(s). The adequacy of the protection of the holder's interest in any loan cannot be guaranteed, including the validity or enforceability of the loan or the maintenance of the anticipated priority and perfection of the applicable security interests. Furthermore, claims may be asserted by other parties that might interfere with enforcement of the loan holder's rights. Interests in loans by way of sale, assignment or participation. While obligations in respect of such loans are often secured by designated collateral and subject to a set of restrictive covenants, certain credit agreements may contain only a limited set of covenants or otherwise have more limited protections for a lender. Certain loans may obligate a lender to make additional extensions of credit from time to time. Loans may encounter trading delays due to their unique and customized nature, and transfers may require the consent of an agent bank and/or borrower. Lenders are also potentially subject to risks of fraudulent conveyance or avoidable preference or otherwise subject to the risk of equitable subordination based on actions of prior lenders. Purchasers of loans are predominantly commercial banks, hedge funds, mutual funds and investment banks. As secondary market trading volumes increase, new loans are frequently adopting standardized documentation to facilitate loan trading which may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity or that the current level of liquidity will continue. Because of the provision to holders of such loans of confidential information relating to the borrower, the unique and customized nature of the loan agreement, and the private syndication of the loan, loans are not as easily purchased or sold as a publicly traded security, and historically the trading volume in the loan market has been small relative to, for instance, the high-yield debt market.

(v) General Market and Credit Interest Rate Risks that Affect Debt Instruments Generally

Debt instruments are subject to general market and credit and interest rate risks. Credit risk refers to the likelihood that an obligor will default on the payment of principal, interest or other amounts owed on an instrument. Financial strength and solvency of an obligor are the primary factors influencing credit risk, but other factors may also impact credit risk, such as an obligor's failure to meet its business plan, a downturn in its industry, negative economic conditions or deterioration in value of collateral or other assets expected to be the source of repayment. Credit risk may change over the life of an instrument, and there can be no assurance that ArchLight will be successful in assessing the credit risk of portfolio investments or mitigating the impact of credit risk changes on a Client. Interest rate risk refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate obligations) or directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively affect the price of a fixed rate debt instrument and falling interest rates will have a positive effect on the price of a fixed rate debt instrument. Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

Item 9 Disciplinary Information

ArchLight has no Disciplinary Information to provide.

Item 10 Other Financial Industry Activities and Affiliations

ArchLight has no other activities or affiliations to provide.

Item 11 Code of Ethics, Client Transactions and Personal Trading

(i) Code of Ethics

ArchLight has adopted a Code of Ethics (the “Code”) expressing the firm’s commitment to ethical conduct. ArchLight’s Code of Ethics describes the firm’s fiduciary duties and responsibilities to clients and sets forth the practice of supervising personal securities transactions of employees. Individuals associated with ArchLight can buy or sell securities for their personal accounts identical to or different from those recommended to clients. It is the express policy of ArchLight that no person employed by ArchLight shall place his or her own financial interest over that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients.

To supervise compliance with the Code, ArchLight requires that employees with access to advisory recommendations or other inside information (“Access Persons”) provide securities holdings reports and quarterly transactions reports to the Chief Compliance Officer. ArchLight also requires all Access Persons to obtain approval from the Compliance Department prior to effecting transactions in their own accounts or accounts in which they have a beneficial interest. All individuals employed by or affiliated with ArchLight must sign, no less than annually, an attestation confirming their receipt and comprehension of the Code. ArchLight’s Code further includes the firm’s policy prohibiting the use of material non-public information.

ArchLight requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisers. Certain employees are also subject to the ethics rules for broker-dealers, professional designation practices and other ethics rulemaking bodies. Any individual not in observance of the Code will be subject to discipline.

ArchLight will provide a complete copy of its Code of Ethics to any client upon request.

(ii) Investing in Securities Recommended to Clients

ArchLight or a related person can, from time to time, have a portion of, or an interest in, a security that is purchased or sold on behalf of an advisory client. ArchLight has adopted policies to avoid conflicts of interest when personnel of ArchLight or a related person of ArchLight owns, buys, or sells securities also owned by, or bought or sold for a client.

ArchLight can recommend, buy or sell securities of issuers on behalf of its clients in which ArchLight’s Employees can also purchase, hold or sell securities. In order to monitor compliance with its personal trading policy, ArchLight has adopted a personal trading policy for all of its employees. ArchLight requires all employees to obtain approval from the Compliance Department prior to effecting transactions in their own accounts or accounts in which they have a beneficial interest. For purposes of the policy, an employee’s “personal account” generally includes any account (a) in the name of the employee, his/her spouse, his/her children under the age of 21, whether or not residing in the same household, or other dependents residing in the same household, (b) for which the employee is a trustee or executor, or (c) which the employee controls and in which the employee or a member of his/her household has a direct or indirect beneficial interest.

Item 12 Brokerage Practices

A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions General

Except as described below, ArchLight is responsible for selecting broker-dealers to execute trades and negotiating any commissions paid on such transactions. In selecting brokers to execute trades for clients, ArchLight may consider the full range and quality of each broker's services. Factors ArchLight may consider include, among others:

- Financial strength, integrity and stability of the broker-dealer
- Trading expertise and experience, including the ability to minimize total trading costs and trade without impacting the market where possible
- Execution capabilities, such as adequate infrastructure for order entry, clearing and settlement, and knowledge and resources to address any complexities particular to the type of security, the market in which it trades or the size of transaction
- Commissions to be paid
- Value of research or brokerage services provided, including the quality, comprehensiveness and frequency of proprietary research and the ability of the broker to provide access to industry specialists
- Responsiveness, promptness, reliability, and overall quality of the relationship, including attentiveness to our interests, consistency of personnel, willingness to address problems and history of dealing with us fairly and honestly
- Administrative resources, operational efficiency

For accounts that ArchLight opens directly, with and custodies at Pershing as custodian, trades will typically be directed to Pershing's broker dealer(s) for execution. ArchLight will review Pershing's trading practices and performance no less than annually.

For all other accounts ArchLight will direct trades as instructed by the client, introducing platform and/or third party RIA or Broker Dealer. In such instances, clients should inquire with their Financial Advisor or financial representative for information related to the trades review and practices.

ArchLight retains sole and complete investment discretion over the securities held within client portfolios unless otherwise directed by the client and agreed to by ArchLight. In exercising investment discretion for its clients, ArchLight will determine: (i) which securities are to be bought and sold, (ii) the amount of the securities to be bought and sold, and (iii) when permissible the broker or dealer who will execute the transaction.

Fixed income securities are generally purchased from the issuer or a primary market maker, where ArchLight acts as agent or as principal on a net basis without a stated commission. Fixed income securities can also be purchased in the secondary market or from underwriters at prices that include underwriting fees.

Investment services provided to clients (other than an investment company) are subject to the terms and conditions of the client's contract with ArchLight, which can include the client's pre-established relationship with a broker.

Research and Other Brokerage Services

ArchLight's primary consideration in placing transactions with particular broker-dealers is to obtain execution in the most effective manner possible.

In general, ArchLight seeks to effect transactions for clients in such a manner that the total cost or proceeds to clients of each transaction is the most favorable under the circumstances. It is important to note that best execution is a qualitative standard; it is not measured solely by reference to commission rates or price. Paying a broker a higher commission rate than rates charged by other brokers may be appropriate when the difference in commission rate is reasonably justified by the value of brokerage services obtained for the Funds. ArchLight can select a broker-dealer that furnishes investment research services or products, or brokerage services relating to the execution of securities transactions, resulting in clients paying a higher commission to such broker-dealer than that which another broker-dealer might have charged for effecting the same transaction, in recognition of the value of research or brokerage services provided. In addition to execution quality, ArchLight can consider the value of various research services or products, beyond execution, that a broker-dealer provides to ArchLight or its client.

Selecting a broker-dealer in recognition of such other services or products is known as paying for those services or products with "soft dollars." In some cases, research is provided directly by an executing broker-dealer and in other cases, research can be provided by third-party research providers, provided that the executing broker shall be solely obligated for compensation to such provider.

Research services furnished by direct research providers or third-party research providers generally can be used by ArchLight for its clients. ArchLight and their clients share research services and products paid for in this manner. In addition, research services generally can be used in connection with accounts other than those whose commissions were used to pay for such research services.

Research services include fundamental equity analytics, fundamental economic analyses, asset allocation analytics, and stock selection modeling. With respect to fixed income securities, research services include real-time alerts/analytics on ratings actions, and reviews of issuer credit and liquidity factors, among other things. Research services also include various trading and quotation services and advice from broker-dealers as to the value of securities, availability of securities, availability of buyers, and availability of sellers.

The research services ArchLight receives can influence its judgment in allocating brokerage business between firms that provide research services and firms that do not. ArchLight can pay a brokerage commission in excess of what another broker-dealer might charge for effecting the same transaction. In such a case, ArchLight will determine in good faith that such a commission is reasonable in relation to the value of brokerage, research and other services and soft dollar relationships provided by such broker-dealer, viewed in terms of either the specific transaction or ArchLight's overall responsibilities to its clients.

Research and Other Soft Dollar Benefits

ArchLight receives research or other products or services other than execution from a broker-dealer and/or a third party in connection with client securities transactions. This is known as a "soft dollar" relationship. ArchLight will limit the use of soft dollars to services that constitute research and execution within the meaning of Section 28(e) of the Securities Exchange Act of 1934, as amended.

The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services provides a benefit to ArchLight that the ArchLight does not pay for.

This creates an incentive for ArchLight to select or recommend a broker-dealer based on its interest in receiving those products and services.

ArchLight at times will cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for clients. Research and brokerage services obtained by the use of commissions arising from a client's portfolio transactions are used by ArchLight in its other investment activities, including for the benefit of other client accounts that are directed to use other broker-dealers. These clients will receive the benefits of such services without paying for them. ArchLight does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

ArchLight utilizes such soft dollars to pay for these research services. While it does not currently do so, ArchLight can in the future decide to utilize mixed use research services. If it were to do so, ArchLight would allocate mixed-use research services as payable in cash by ArchLight (to the extent not utilized by ArchLight as research) or through commission costs (to the extent utilized by ArchLight as research). In allocating brokerage commissions from mixed-use items, ArchLight would make a good faith determination as to the product or service's relation to the investment decision-making process. The receipt of mixed-use services and the determination of the appropriate allocation could create a potential conflict of interest between ArchLight and its clients.

In general, research services obtained from brokers are used to benefit ArchLight's clients as a group and not solely or necessarily for the benefit of the particular client whose trades are handled by the broker providing such services. Therefore, a client can pay commissions that include payments for research services that benefit other ArchLight clients.

The availability of such research services can create a conflict between the interests of clients in obtaining the lowest cost execution and ArchLight's interest in obtaining such services. When a client's brokerage commissions are used to obtain research, ArchLight receives a benefit because it does not have to produce or pay for the research services.

Brokerage for Client Referrals

In selecting or recommending broker-dealers, ArchLight at times uses brokers that refer clients to ArchLight. See Directed Brokerage disclosure, below, for additional information.

Directed Brokerage

Clients can choose to direct ArchLight to execute the client's trades with a specified broker-dealer. When a client directs ArchLight to use a specified broker-dealer to execute all or a portion of the client's securities transactions, ArchLight treats the client direction as a decision by the client to retain, to the extent of the direction, the discretion ArchLight would otherwise have in selecting broker-dealers to effect transactions.

When a client directs ArchLight to execute the client's trades, ArchLight will make no attempt to negotiate commissions on behalf of the client and such clients can pay materially disparate commissions depending on their commission arrangement with the specified broker-dealer.

Allocation of IPOs

ArchLight from time-to-time purchases shares in IPOs for client accounts. ArchLight's policy and practice is to allocate IPO shares fairly and equitably among its clients who are able to participate in the IPO so as not to advantage any firm personnel or related account and so as not to favor or disfavor any client or group of clients over any other. Directed brokerage arrangements can limit a client's ability to participate in IPOs.

Item 13 Review of Accounts

A. Client Separate Account Reviews

Formal client account reviews are generally conducted annually. ArchLight can provide periodic reports with information about performance, transactions, and asset allocations. Informal reviews are performed more frequently as can be warranted by market conditions and client needs.

An account is reviewed on an ongoing basis to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, asset allocation, adherence to investment guidelines and the performance of each client account.

B. Content and Frequency of Regular Account Reports

Each client who maintains a separate account with ArchLight will receive periodic reports from the custodian where the clients' assets are held and can receive quarterly reports from ArchLight. The reports will include a summary of assets, realized and unrealized capital gains and losses, and anticipated and actual income generated by the portfolio

Item 14 Client Referrals and Other Compensation

In exchange for commissions generated by discretionary trading activity, ArchLight receives research services from a variety of brokerage firms. ArchLight at times directs brokerage to firms who refer clients to the firm.

Item 15 Custody

ArchLight does not take possession of client funds or securities held in separately managed accounts. ArchLight has custody of those client assets with respect to which ArchLight is authorized to deduct advisory fees from the applicable client custodial accounts.

Clients receive statements monthly or at a lesser frequency as directed by the client, from the qualified custodian that holds and maintains their investment assets. ArchLight urges its clients to carefully review such statements and compare such official custodial records to the account statements that ArchLight can provide its clients. ArchLight's statements can vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 Investment Discretion

ArchLight receives discretionary investment authority from the applicable client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. Pursuant to the terms of the ArchLight Investment Advisory Agreement, or other applicable agreements, ArchLight is not required to obtain specific client consent regarding securities or amounts to be bought or sold. ArchLight manages client accounts in accordance with the client's stated investment objectives and the investment policy statement. ArchLight assumes all investment duties with respect to assets held in the investment management account and has all investment powers including sole investment authority, except that ArchLight is not authorized to withdraw any money or securities from the account without specific authority from the client or other duly authorized party. If assets are to be withdrawn in any name other than that of the account, the client or other duly authorized party must provide written instructions.

For client accounts where ArchLight has not been granted discretion or where discretion is limited due to client restrictions, those restrictions can affect ArchLight's ability to perform the stated investment strategy and therefore, investment performance can deviate from fully discretionary accounts managed in accordance with the same strategy.

Item 17 Voting Client Securities

ArchLight has adopted proxy voting policies and procedures (the “Policies”). The Policies require ArchLight to vote proxies received in a manner consistent with the best interests of its clients, and not in ArchLight’s own interests. In certain circumstances, ArchLight may determine that it is in the clients’ best interest not to vote securities.

In the client’s investment advisory agreement, clients are given the option to delegate proxy-voting discretion to ArchLight. ArchLight will only vote proxies where clients give ArchLight discretionary authority to vote on their behalf.

ArchLight seeks to vote proxies in a prudent and diligent manner intended to enhance the economic value of client assets. ArchLight has hired a third-party proxy advisory firm (the “Proxy Advisory Firm”) to vote proxies on its behalf. In most instances, ArchLight votes in accordance with the Proxy Advisory Firm’s recommendation. However, if ArchLight believes that the recommended vote is not in the clients’ best interest it will vote against such recommendation. As part of procedures, ArchLight has established a Proxy Voting Oversight Committee to monitor the effectiveness of ArchLight’s proxy voting process, and to address potential conflicts of interest as they arise.

ArchLight has a conflict when it or an affiliated person has a financial interest in a proxy proposal that can compromise ArchLight’s independence of judgment and action in voting the proxy. When ArchLight’s Proxy Voting Committee determines a proxy proposal raises a material conflict of interest between ArchLight’s interests and those of ArchLight’s clients, ArchLight will seek to resolve the conflict in accordance with its adopted procedures. The Proxy Voting Committee will determine how to address any such material conflicts of interest, such as suggesting to clients that they engage another party to vote the proxy on their behalf or disclosing the conflict to clients and obtaining their consent before voting.

Clients can obtain a copy of the ArchLight’s proxy voting policies and procedures and information about how the ArchLight voted a client’s proxies by contacting Kurt Hawkesworth (Chief Compliance Officer) by email at kurt@archlightwealth.com or by telephone at (201) 661-3416.

Item 18 Financial Information

Registered investment advisers are required in this Item 18 to provide you with certain financial information or disclosures about ArchLight’s financial condition. ArchLight has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.