

Herold Advisors, Inc.

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Individual Investment Consulting Wrap Fee Advisory Program Brochure

March 2024

This Brochure provides information about the qualifications and business practices of **Herold Advisors, Inc.** ["Herold"]. If you have any questions about the contents of this Brochure, please contact us at 212-371-3950 and/or www.heroldlantern.com. 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.

Herold is a Registered Investment Adviser. The registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

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

Item 2 – Material Changes

There has been no material change made to Herold Advisors, Inc. Wrap Fee Program Brochure since the Annual Amendment filing on March 31, 2022.

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Item 4 – Services, Fees and Compensation

- A. Herold was founded in 1975 by Bernard Herold. Herold was originally known as ERIAC, Inc. then changed its name to Herold Advisors, Inc. in 1999. Herold is majority owned by Percheron Asset Management Group, Inc.

Herold offers its clients (individuals, business entities, trusts, estates, pension and profit-sharing plans, and charitable organizations, foundations, and other US Institutions) Investment Management Services on a discretionary and non-discretionary basis in its wrap fee program.

Herold first reviews a client’s investment advisory needs, investment objectives and risk tolerances. Herold then works with the client to determine the optimum balance between equity, fixed income, mutual fund, exchange traded funds (ETF’s) and money market products to meet those needs. For some advisory clients Herold may employ a strategy of writing covered call options. Herold investment advice is limited to these types of investment products. Clients may impose restrictions on investing in certain securities or types of securities.

Wrap-Fee Program charges are subject to negotiation with each client. Fees for each client are documented in the Investment Advisory Agreement completed by each client at the inception of the client relationship with Herold. Herold generally charges 1.0 to 1.2% of the market value of the assets placed under Herold’s management. Supervised persons receive fee-based compensation from Herold based on the fee stipulated in the clients’ Investment Management Agreement.

The specific manner in which fees are charged by Herold is established in a client’s Investment Advisory Agreement with Herold. Herold will generally bill its fees on a quarterly basis. Clients are billed in advance each calendar quarter. Clients may also elect to be billed directly for fees or to authorize Herold to directly debit fees from client’s accounts. Management fees may be prorated for each capital contribution made during the applicable calendar quarter depending on the nature and size of the contribution. Management fees will not be prorated for withdrawals made during the applicable quarter unless the management agreement has been terminated. Upon termination of any account any prepaid unearned fees will be promptly refunded, and any earned unpaid fees will be due and payable. Unearned fee will be computed based on the number of days that have expired in

the quarter.

- B. Herold's Wrap Fee Program may cost more or less than purchasing such services separately depending upon the transactional activity within a given account. The intent of the wrap fee program is to bundle the cost of portfolio management and trading and to allow the customer to pay one inclusive fee. The client should consider the selection of this type of program based on their investment objectives.
- C. Herold's Wrap Fee Program fees are inclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual fund and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Herold's fee, and Herold shall not receive any portion of these commissions, fees and costs. Herold does not charge a management fee for assets invested in open end mutual funds except for advisor class shares. In certain instances client funds may be kept or placed in a A, B or C class shares of a mutual fund that pay 12(b)1 fees to Bernard Herold & Co. where a different class of shares of the same fund managing the same portfolio exists that does not have 12(b)1 fees but, since Herold Advisors does not charge a management fee on these shares, affected clients are benefitted by the 12(b)1 fee being less than the management fee that would otherwise apply. Also, in certain circumstances switching funds out of class A, B or C shares may be a taxable event.

Herold & Lantern Investments, Inc. an affiliate broker-dealer receives marketing assistance payments from most of the market sweep program offerings made available on our brokerage and advisory platforms. The amount of payment depends on the aggregated dollars invested in money market funds over a given month and can range from zero to 0.00043 of the monthly balance. Money market sweep programs that do not pay marketing assistance are also available to Herold & Lantern Investments, Inc., and Herold Advisory brokerage and advisory platforms respectively. Use of sweep offerings that pay market assistance have a negative impact on performance results of the money market platform. Amounts received from these market assistance programs are used to contain cost across Herold & Lantern Investments, Inc. product offerings, which Herold Advisors, Inc. may utilize. These arrangements present a conflict of interest when it comes to selecting or recommending a money market sweep option in that Herold has an incentive to recommend that clients select a money market sweep option because it pays more compensation to Herold & Lantern Investments, Inc. Herold Advisors may margin a customer position based on request. Herold & Lantern Investments, Inc may receive a portion of the margin expenses from their clearing firm based on this transaction, which poses a conflict of interest in that Herold has an incentive to recommend the use of margin because it pays more compensation to Herold & Lantern Investments, Inc. Amounts received from these participation programs are used to contain cost across Herold & Lantern Investments, Inc. product offerings, which Herold Advisors, Inc. may utilize.

We do charge a management fee on assets invested in closed end mutual funds and exchange traded funds (ETFs). Herold & Lantern Investments, Inc. is a participant in Pershing's FundVest ticket charge program. This program offers clients no-load mutual funds with no transaction fees. Through formal agreements Herold & Lantern Investments, Inc. is eligible to receive revenue sharing participation for assets that are held within these programs. Restrictions may apply in certain situations.

- D. The Advisor is compensated for managing the portfolio based on the client's objectives as agreed to in the Investment Management Agreement. The registered representative who recommended the program is compensated as disclosed in the supplement to the Investment Management Agreement. The amount of this compensation may be more than what the representative would receive if the client participated in other programs or paid separately for investment advice, brokerage and other

services. The representative may have an incentive to recommend this program, however all decisions are based on the objectives of the client.

Item 5 – Account Requirements and Types of Clients

Herold provides portfolio management services to individuals, business entities, trusts, estates, pension and profit-sharing plans, foundations and charitable organizations and other U.S. institutions. Herold does not require an annual minimum fee or asset level for portfolio management services.

Item 6 – Advisor Selection and Evaluation

- A. Herold selects their Advisors based on experience in the industry. All Advisors are employees of Herold. Currently each of the Advisors has a minimum of 10 years' experience with Herold. Advisors are assigned to accounts based on the client's objectives and style required. Advisors are reviewed based on their results managing the portfolios and returns to clients. Advisors will be changed based on clients' request.
 - 1. The Advisor's performance is measured against industry benchmarks.
 - 2. The supervising manager performs a review of client activity on a regular basis.
- B. Herold employs related persons to manage portfolios under the wrap fee program. As explained in Item 6 A these managers are chosen based on their investment experience.
- C. Other

Advisory Business:

Herold offers its Portfolio Management Services on a discretionary and non-discretionary basis.

Herold may provide Portfolio Management Services on a Wrap-Fee and Non-Wrap fee basis to its clients. It does not participate in third-party wrap fee programs.

Performance-Based Fees and Side-By-Side Management:

Herold or their supervised persons do not manage performance-based accounts. As such no clients are charged any performance-based fees (fees based on a share of capital gains or on capital appreciation of the assets of a client).

Methods of Analysis, Investment Strategies and Risk of Loss:

Herold uses several methods of analysis to determine client investments. This includes using computer databases to screen investments to see if they meet certain criteria such as earnings and cash flow ratios. We also use fundamental analysis looking at annual reports, analyst reports and major news sources like the Wall Street Journal and other periodicals. For bonds we look at rating agency ratings and corporate reports.

Our investment strategy is to determine a client's risk tolerances and income needs and tailor a portfolio that meets those needs. This is generally done mainly with domestic large capitalization and mid cap equities, and occasionally foreign equities and some smaller cap stocks. We also utilize domestic government, corporate and municipal bonds. Foreign bonds would rarely be used.

Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk and it should not be assumed that future performance of any specific investment or investment strategy will be profitable or equal any specific performance level(s).

Voting Client Securities:

As a matter of practice Herold does not usually vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Clients will receive their proxies or other solicitations directly from the custodian. Herold may provide advice to clients regarding the clients' voting of proxies.

Item 7 – Client Information Provided to Advisors

Registered representatives of Herold & Lantern Investments, Inc. who refer accounts to Herold, provide the Advisors of Herold with an analysis of each client and their objectives.

Item 8 – Client Contact with the Advisors

Herold places no restrictions on clients having contact with their Advisors.

Item 9 – Additional Information

A. Disciplinary Information:

Herold has not been the subject of any disciplinary actions. Herold management disciplinary disclosures are contained in Section DRP of Form ADV.

Other Financial Industry Activities:

Each member of the investment committee spends half of his time as an officer or representative of Herold & Lantern Investments, Inc. a broker dealer registered with FINRA.

Neither Herold nor its representatives are registered or have an application to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

Herold & Lantern Investments, Inc. and Herold are affiliated companies and are owned and operated by Percheron Asset Management Group, Inc. Aside from the commission schedule, Herold has no other special arrangements with Herold & Lantern Investments, Inc. Herold is also affiliated with Herold Insurance Agency, Inc. and Lantern Insurance Brokerage, LLC, both are insurance agencies. This arrangement does create a material conflict in that Herold recommends these affiliates. This is mitigated by the quality of the services provided by both.

Herold does not recommend or select other investment advisors for its clients.

B. Code of Ethics:

Herold has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Herold must acknowledge the terms of the Code of Ethics annually, or as amended. Herold's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Larry Herold at Herold.

Herold anticipates that, in appropriate circumstances, consistent with clients' investment objectives, over which Herold has discretionary authority to effect transactions, it will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Herold, its affiliates and/or clients, directly or indirectly, have a material position of interest. This situation may cause a conflict of interest but is addressed by requiring Herold's employees and persons associated with Herold to follow Herold's Code of Ethics at all times.

Herold or its officers, directors and employees may invest in the same securities or related securities that it recommends to clients. This may cause a conflict of interest; however, the Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Herold will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt securities, based upon a determination that these would not materially interfere with the best interest of Herold's clients.

Herold or its officers, directors and employees may recommend securities or related securities to clients or buy or sell securities for client accounts at or about the same time that Herold or its officers, directors and employees buys or sells the same securities for their own account. Since this type of activity may cause a conflict of interest and there is a possibility that employees may benefit from market activity by a client in a security held by an employee, the Code of Ethics is strictly followed. The Code of Ethics requires pre-clearance of some transactions and restricts trading in close proximity to client trading activity unless the client gets the same or a better price. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Herold and its clients.

In addition, certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Herold's obligation of best execution. In such circumstances, the affiliated and client accounts will receive securities at a total average price. Herold will retain records of the trade prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial order. Partially filled orders will be allocated on a pro rata basis or in a manner that makes economic sense for the orders such as filling the smaller orders first. Any exceptions will be explained on the order.

It is Herold's policy that the firm will not affect any principal or agency cross securities transactions for client accounts except in rare circumstances. Herold will also not cross trades between client accounts except in rare circumstances. If we do a cross-transaction we will promptly notify the client of the transaction and explain the nature of the transaction. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or for the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Review of Accounts:

Each Advisor has access to a daily record of all of their transactions, dividends and interest received and a complete picture of all securities in each portfolio along with their cost and value. Advisors review accounts with clients on a periodic basis. Herold has a supervisory person, Larry Herold, President, that reviews all transactions regularly.

Each Advisor may conduct account reviews on other than periodic basis upon occurrence of a triggering event, such as a change in client's investment objectives and/or financial situation, market corrections and by client request.

Each client receives a quarterly evaluation of his/her account including the positions in the account, a market evaluation and the account's performance relative to leading market indicators. This is in addition to brokerage statements which are generally issued monthly. Specific requests for account evaluations for specific dates and events are available to the client if desired. The client also receives a written quarterly market commentary.

Client Referrals and Other Compensation:

Herold & Lantern Investments, Inc. may refer clients to Herold. Herold & Lantern Investments, Inc. provides clients with brokerage services. Herold does not share financially in these brokerage services. Herold Advisors, Inc does not utilize the services of other Sub- Advisors or executing brokers.

B. Registered representatives of Herold & Lantern Investments, Inc. who refer accounts to Herold receive a percentage of the commissions on trades done by Herold through Herold & Lantern Investments, Inc. for those accounts.

In addition, Henry Pacht, Fran Horneff and Barbara Giammarco and are registered representatives at Herold & Lantern Investments, Inc. and they also manage money for Herold. They receive part of the Herold management fee and their share of commissions generated from their accounts. Herold discloses that they receive dual compensation. From time to time there might be other persons at Herold & Lantern Investments, Inc. that manage client assets for Herold. Herold will disclose that they also may receive dual compensation.

Outside individuals that introduce clients to Herold will receive a percentage of the management fees that those accounts generate or they will receive a referral fee. If a person refers an account to us we will disclose this information to the client.

Herold has entered into a referral agreement under which we are compensated as a third party promoter in exchange for endorsements resulting in client referrals to Future Capital. These arrangements create a potential conflict of interest to the extent that the referral, marketing, or promotional activities are biased, and to the extent that we may be motivated by financial benefit. To comply with applicable regulation and ensure disclosure of conflicts of interest, this relationship is subject to the following requirements:

- **Written Agreement:** All referral fees or other compensation for promotional activities are paid pursuant to a written agreement and in accordance with Rule 206(4)-1 under the Investment Advisers Act of 1940.
- **No Additional Client Fee:** A referral fee or other compensation is paid solely from the advisory fee received by Future Capital and does not result in any additional charge to a client.
- **Disclosure to Clients:** The nature of the promotional relationship must be disclosed to a prospective client at the time of the promotional activity or solicitation and must include the terms of the arrangement including the referral fee or other compensation that we will receive as well as applicable ADV firm brochures.
- **Certification of Compliance:** We periodically certify our ongoing compliance with the agreements

Financial Information:

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Herold's financial condition. Herold has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.