

**BRAND ASSET MANAGEMENT GROUP**  
A Mosaic of Financial Experts

## Item 1 – Cover Page

Brand Asset Management Group, Inc.  
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Chesterfield, MO 63017  
(636) 532-7333

[www.brandamg.com](http://www.brandamg.com)

February 2024

Form ADV, Part 2A, our “Disclosure Brochure” or “Brochure,” as required by the U.S. Securities and Exchange Commission is a very important document between Clients (you, your) and Brand Asset Management Group, Inc. (BAMG, us, we, our). BAMG’s IARD firm number is 106162.

This Brochure provides information about our qualifications and business practices. If you have any questions about the contents of this brochure, please contact us at (636) 532-7333. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (SEC) or by any state securities authority.

We are a registered investment adviser with the U.S. Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. Additional information about BAMG is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) (click on the link, select “investment adviser firm” and type in our firm name). Results will provide you with both Parts 1 and 2 of our Form ADV.

## Item 2 – Material Changes

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

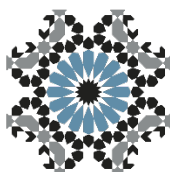
Since the last filing, the following has been amended:

- Updates pursuant to the required annual updating amendment
- Added Phil Daniels, Chief Operating Officer, to Item 4

We may, at any time, update this Brochure and send a copy to you, or offer to send you a copy (either by electronic means (email) or in hard copy form).

If you would like another copy of this Brochure, please download it from the SEC website as indicated above or you may contact our Chief Compliance Officer, Sara Smith at (636) 532-7333, [ssmith@brandamg.com](mailto:ssmith@brandamg.com), or mail to our office located at 16090 Swingley Ridge Road, Suite 620, Chesterfield, MO 63017.

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## Item 4 – Advisory Business

Brand Asset Management Group, Inc. (BAMG, us, we, our) is a corporation organized under the laws of the State of Missouri on March 2, 1992. Todd H. Brand is the principal owner and Phil Daniels is the Chief Operating Officer of BAMG. BAMG's advisory services are made available to clients primarily through individuals associated with BAMG as investment adviser representatives ("IARs"). For more information about the IARs providing advisory services, clients should refer to the Brochure Supplement for his or her IAR. The Brochure Supplement is a separate document that is provided by the IAR along with this Brochure before or at the time the client engages the IAR.

We offer investment advisory services to individuals including high net worth individuals, trusts and estates, pension and profit sharing plans, charitable organizations, and corporations. This Disclosure Brochure provides you with information regarding our qualifications, business practices, and the nature of advisory services that should be considered before becoming our advisory client.

Please contact Sara Smith, Chief Compliance Officer, if you have any questions about this Brochure.

Individuals associated with us will provide our investment advisory services. These individuals are appropriately licensed and qualified to provide advisory services on our behalf. Such individuals are known as Investment Adviser Representatives (Advisors).

Below is a description of the investment advisory services we offer. For more detail on any product or service please reference the advisory agreement or speak with your Advisor.

### **DESCRIPTION OF SERVICES PROVIDED**

BAMG emphasizes continuous personal client consultation and interaction when providing discretionary investment advisory services. We will work with our clients to identify their investment goals, objectives, and risk tolerance in order to create an initial portfolio allocation designed to reach those goals and objectives. We typically create a portfolio consisting of a variety of securities, including but not limited to, mutual funds (including closed-end funds), equities, exchanged traded funds, bonds, U.S. governments, municipals, unit investment trusts (UITs), no-load variable annuities, and life insurance. While we do not recommend or acquire new individual securities, often times we advise and manage legacy assets that you bring into our wealth management program.

Investment strategies vary based on your investment objectives and risk tolerance and at times include long-term buy and hold trading, short-term trading and/or margin transactions. Each portfolio will be designed to meet your particular investment goals, objectives, circumstances, and risk tolerance. Each client will have the opportunity to place reasonable written restrictions on the types of investments to be held in the portfolio. You also should notify us in writing of any changes in your financial status, investment objectives, policies, or restrictions. It could adversely affect the investment decisions we make on your behalf if we do not have complete and accurate information.

### **Mosaic Wealth Management©**

BAMG undertakes to provide each client with objective setting and asset allocation services and assistance and the means to utilize the multi-asset, multi-style, multi-manager diversification techniques used by the large institutional pools of assets. BAMG prepares periodic reports concerning the investment programs and portfolios of each client.

BAMG manages a client's account on a discretionary basis; such discretion is granted by you in writing when you sign our investment advisory agreement. We have the authority to make investment decisions without consultation with you. These decisions would involve determinations regarding which securities are bought and sold, the total amount of securities to be bought or sold, and the price per share. Our discretionary authority in making these determinations will be limited by conditions imposed by you in your investment guidelines, objectives, or instructions otherwise provided to us.

In certain situations, the Mosaic option will be offered as a turnkey wealth management service allowing advisory clients to pay one fee that can include BAMG's advisory services, most routine estate planning, and accounting services under an arrangement established by BAMG with a certified public accounting firm and a law firm.

### **Brand Family Office**

As an extension to our Mosaic Wealth Management© service offering, some clients engage BAMG or our strategic partners to provide additional services for their families. Brand Family Office services include (but are not limited to) the following:

- Cash Flow planning
- Investment planning (both private & public)
- Goals based planning
- Multi-Generational Estate planning \*

- Philanthropy planning & implementation
- Income Tax planning \*
- Family Education & Legacy discussions
- Locating or negotiating sources of refinancing or borrowing
- Bill pay services \*
- Concierge medicine and health planning \*

\*BAMG may utilize trusted outsourced providers to implement strategies that may require a separate contract to be executed.

### **BrandConnect<sup>SM</sup>**

For certain related or smaller portfolios, we will recommend portfolio management services through Institutional Intelligent Portfolios<sup>TM</sup>, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Performance Technologies (the “Program” and “SPT,” respectively). Through the Program, we offer clients a range of investment strategies we have constructed and manage, each consisting of a portfolio of exchange traded funds and mutual funds (“Funds”) and a cash allocation. The client may instruct us to exclude up to three Funds from their portfolio. The client’s portfolio is held in a brokerage account opened by the client at SPT’s affiliate, Charles Schwab & Co., Inc. (“CS&Co”). We are independent of and not owned by, affiliated with, or sponsored or supervised by SPT, CS&Co or their affiliates (together, “Schwab”).

We, and not Schwab, are the client’s investment advisor and primary point of contact with respect to the Program. We are solely responsible, and Schwab is not responsible, for determining the appropriateness of the Program for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis.

We have contracted with SPT to provide us with the technology platform and related trading and account arrangement services for the Program. This platform enables us to make the Program available to clients online and includes a system that automates certain key parts of our investment process (the “System”). The System includes an online questionnaire that helps us determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that we will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less

or more conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information we have about the client. The System also includes an automated investment engine through which we manage the client's portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects).

Clients do not pay fees to SPT in connection with the Program, but we charge clients a fee for our services as described below under *Item 5 Fees and Compensation*. Our fees are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees to CS&Co as part of the Program. Schwab does receive other revenues, including (i) the profit earned by Charles Schwab Bank, SSB, a Schwab affiliate, on the allocation to the Schwab Intelligent Portfolios Sweep Program described in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement; (ii) investment advisory and/or administrative service fees (or unitary fees) received by Charles Schwab Investment Management, Inc., a Schwab affiliate, from Schwab ETFs™ Schwab Funds® and Laudus Funds® that we select to buy and hold in the client's brokerage account; (iii) fees received by Schwab from mutual funds in the Schwab Mutual Fund Marketplace® (including certain Schwab Funds and Laudus Funds) in the client's brokerage account for services Schwab provides; and (iv) remuneration Schwab receives from the market centers where it routes ETF trade orders for execution.

### **Institutional Advisory**

BAMG provides trusted counsel to Qualified Retirement Plans working with retirement plan sponsors to efficiently design your plan and ensure that it is high functioning towards the objective of making successful retirees out of your people.

As an investment fiduciary, we work closely with your investment committee to create and manage a retirement plan that reduces your fiduciary risk, utilizes the lowest-cost strategy that will accomplish the job, provides completely transparent and full fee disclosure, and emphasizes defined and continuous participant education.

BAMG brings completely tailored investment counsel and education to fiduciaries and plan participants. Our solutions involve the creation of customized investment strategies using the lowest cost available share classes of institutional quality investments.

### **Sub-Advisor Selection**

BAMG may also select and appoint one or more Sub-Advisor(s) to provide Sub-Advisor Services to Client's Account. Such Sub-Advisor Services will be as determined by BAMG. Such Sub-Advisor(s), in providing Sub-Advisor Services, shall have all of the same authority relating to the management, including fee deduction authority, of Client's

Account as is granted to BAMG. In addition, at BAMG's discretion, BAMG may grant such Sub-Advisor(s) full authority to further delegate such discretionary investment authority to other Money Managers. Client will also agree to such authority within BAMG's Advisory Agreement or through a similar document directly with the Sub-Advisor(s) selected. All fees paid by Client to BAMG are exclusive, and in addition to the fees paid to Sub-Advisor.

### **Presentation Services and Special Projects**

We have provided educational programs to organizations and associations for more than 25 years. BAMG offers keynote speaking on a variety of topics such as behavioral economics, asset location and allocation principles, avoiding the six most common investment mistakes, how to integrate active and passive management in a portfolio, tax strategies to help you keep more of what your investments earn, determining an appropriate lifestyle and the means of funding it, understanding global capital markets, and how to talk to your heirs about money.

We also provide two to eight hour programs on understanding personal finance. These programs typically include education, materials and action plans in the areas of financial goal setting, net worth analysis, investment types and uses, portfolio design and asset allocation, financial independence, income generation, savings and cash flow strategies, insurance needs analysis, estate planning concepts, and educational funding strategies. We provide all necessary equipment and materials and can tailor our comments to the needs of your organization or group.

As of December 31, 2023, we had approximately \$795,551,199 of assets under management on a discretionary basis and \$38,435,091 on a non-discretionary basis.



## Item 5 – Fees and Compensation

### **Fee Schedules**

BAMG's fee schedule is based on the market value of the client's portfolio. The fee schedule is as follows:

#### **Mosaic Wealth Management® & Institutional Advisory**

<u>Portfolio Value</u>	<u>Annual Fee*</u>
First \$ 3,000,000	1.00%
Next \$ 3,000,000	0.80%
Next \$ 4,000,000	0.60%
Over \$10,000,000	0.40%

\*Subject to a Minimum Quarterly Fee of \$7,500

#### **Brand Family Office**

<u>Portfolio Value</u>	<u>Annual Fee**</u>
First \$ 20,000,000	0.40%
Next \$ 30,000,000	0.20%
Over \$ 50,000,000	0.15%

\*\*A separate agreement is required for family office services.

Exclusive, and in addition to the fees above which are based on Portfolio Value, BAMG charges an ongoing fixed fee for family office services. Prior to the engagement, Client will be provided an estimated plan fee which will be based on the complexity of the engagement. Services provided are charged quarterly in advance. Services will continue year over year until canceled, in writing, by either BAMG or the Client. If the client cancels, any unearned fees for services provided by BAMG will be refunded to the Client prorated on the days service was provided in the given billing period. Services provided by a third party may require a direct engagement by Client, are subject to the provider's terms, and an additional fee may apply.

#### **BrandConnect<sup>SM</sup>**

<u>Portfolio Value</u>	<u>Annual Fee</u>
Over \$250,000	0.85%

## **Payment of Fees**

The fee for investment management will be based on the ending value of the account on the last business day of the previous quarter and is payable quarterly in advance. The first advisory fee will be assessed on a pro-rata basis taking into account the time for which the account was not managed by BAMG and the time left in the quarter. Intra-quarter fee adjustments are made when deposits or withdrawals are significant. Fees, including the minimum quarterly fee, are negotiable. While this fee schedule is typical, negotiability of fees will be based on such factors as services you require, type of assets held in the account, prior relationships and related account holdings, and intention to have us manage additional assets in the future.

Fees are automatically deducted from the account pursuant to the advisory agreement. You will be provided with a quarterly statement from the account custodian reflecting deduction of the advisory fee. Non BrandConnect accounts can terminate our ability to automatically deduct our fees from your account by giving us at least 30 days written notice.

## **Termination of Contracts**

The advisory agreement may be terminated by either party at any time by written notice. Fees paid in advance will be prorated to the date of termination and any unearned portion of the fee will be refunded to the client.

We provide applicable disclosure brochure(s) or the Form ADV Part 2 (including Form CRS) to you and prospective clients before or at the time you enter into an advisory contract.

## **Mosaic Wealth Management©**

The Mosaic option is a turnkey wealth management service allowing advisory clients to pay one fee that can include BAMG's advisory services, most routine estate planning, and accounting services under an arrangement established by BAMG with a certified public accounting firm and a law firm.

## **BrandConnect<sup>SM</sup>**

As described in *Item 4 Advisory Business*, clients do not pay fees to SPT or brokerage commissions or other fees to CS&Co. as part of the Program, but we charge clients a fee for our services as described above. Our fees are not set or supervised by Schwab. Schwab does receive other revenues, including (i) the profit earned by Charles Schwab

Bank, SSB, a Schwab affiliate, on the allocation to the Schwab Intelligent Portfolios Sweep Program described in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement; (ii) investment advisory and/or administrative service fees (or unitary fees) received by Charles Schwab Investment Management, Inc., a Schwab affiliate, from Schwab ETFs™ Schwab Funds® and Laudus Funds® that we select to buy and hold in the client's brokerage account; (iii) fees received by Schwab from mutual funds in the Schwab Mutual Fund Marketplace® (including certain Schwab Funds and Laudus Funds) in the client's brokerage account for services Schwab provides; and (iv) remuneration Schwab receives from the market centers where it routes ETF trade orders for execution. Brokerage arrangements are further described in *Item 12 Brokerage Practices*.

### **Solicitor Services**

BAMG has entered into a Solicitor Agreement with various TPMs to refer Clients to. The fees charged will be disclosed to the Client in a separate agreement executed directly with the referred TPM.

Generally, all fees are withdrawn from the Client's account unless otherwise noted. The referred TPM will receive written authorization from the Client to deduct advisory fees from their account held by a qualified custodian. The TPM will then remit to BAMG their agreed upon fee as BAMG does not have access to deduct Client fees.

### **Presentation Services and Special Projects**

Presentation services and project assistance fees are negotiable and charged as a flat fee on a case-by-case basis, depending on the nature and complexities of the service provided. Prior to the commencement of services, you and BAMG will enter into a written agreement that sets forth the terms and conditions of the engagement, describes the scope of the services to be provided, and the portion of the fee that is due from you prior to our commencing and upon finalizing services.

Additionally, at times clients require special assistance with projects on an "ad hoc" basis for which BAMG charges a fixed fee. Project assistance fees are negotiable, depending on the nature and complexities of the service provided, and are agreed upon in advance with you.

### **Additional Information Concerning Fees**

Below are general characteristics regarding “other” fees incurred, payment of fees, and termination of contracts that will affect your account(s).

- All clients retain BAMG by entering into a written agreement for services, which contains a more complete discussion and disclosure regarding the Account’s services and fee structure.
- By mutual consent, these fee schedules will be modified to reflect special circumstances. For purpose of fee calculation, certain accounts are aggregated.
- The advisory fee does not cover charges imposed by third parties for investments held in the Account, such as contingent deferred sales charges or 12b-1 trails on mutual funds. In addition, investment advisers to mutual funds charge asset management fees, which are in addition to the advisory fees charged by us. The fees charged by such funds are disclosed in each fund’s prospectus or current offering materials.
- BAMG’s advisory fee does not cover debit balances or related margin interest, commissions, or SEC fees or other fees or taxes required by law.
- You could invest in a mutual fund directly, without our services. In that case, you would not receive the services provided by us which are designed, among other things, to assist in determining which mutual fund or funds are most appropriate for your financial condition, goals, and objectives. Accordingly, you should review both the fees charged by the funds and the fees charged by us to fully understand the total amount of fees to be paid and to thereby evaluate the advisory services being provided.
- Advisory recommendations are based on your financial situation at the time the services are provided and are based on financial information disclosed by you. We incorporate information about trends and performance of securities, the market and the economy into our recommendations, which are designed toward meeting your specific goals, objectives, and needs. Past performance is in no way an indication of future performance. As your financial situation, goals, objectives, or needs change, you must notify us promptly.

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

We do not charge advisory fees on a share of the capital gains or capital appreciation of the funds or securities in a client account (so-called performance based fees). Our compensation structure is disclosed in detail in *Item 5 Fees & Compensation* above.

## Item 7 – Types of Clients

### **Mosaic Wealth Management© and Institutional Advisory Clients**

We provide investment advisory services to individuals including high net worth individuals, trusts and estates, pension and profit sharing plans, charitable organizations, and corporations. New clients accepted for management will generally have assets under management in excess of \$2 million. We can waive this minimum account size at our discretion. Such factors involved in our determination to waive the minimum account size include, but are not limited to, services you require, type of assets held in the account, prior relationships and related account holdings, and intention to have us manage additional assets in the future. BAMG also has the discretion to waive the requirement that this minimum account size be maintained.

### **BrandConnect<sup>SM</sup> Clients**

Clients eligible to enroll in the Program include individuals, IRAs and revocable living trusts. Clients that are organizations (such as corporations and partnerships) or government entities, and clients that are subject to the Employee Retirement Income Security Act of 1974, are not eligible for the Program. The minimum investment required to open an account in the Program is \$250,000. We can waive this minimum account size at our discretion. Such factors involved in our determination to waive the minimum account size include, but are not limited to, services you require, type of assets held in the account, prior relationships and related account holdings, and intention to have us manage additional assets in the future. The minimum required account balance for maintenance of an account and automatic rebalancing is \$5,000. The minimum required account balance to enroll in the tax-loss harvesting feature is \$50,000.

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

As described in *Item 4 Advisory Business* above, our investment strategies at times include long term buy and hold strategies and rarely if ever short-term trading strategies and incorporate margin transactions.

We use strategic allocation principles to evaluate your overall allocation and we compare this to target allocations designed to better achieve your investment objectives. We will assist you in repositioning investments from existing portfolio positions. Evaluation of individual issues, mutual funds, portfolio managers, etc., will be drawn from internal team members and a variety of third party sources believed to be, but not guaranteed, reliable.

Pre-existing investment vehicles may be utilized in the building and maintaining of client portfolios. For example, investments owned by clients prior to, or since, retaining our services, if deemed suitable, will be retained in the portfolios. Similarly, assets that for reasons of income tax liabilities, surrender penalties, etc., which are deemed appropriate, will be retained.

As noted above, our Advisors at times incorporate margin transactions for client's accounts. The use of margin will result in interest charges as well as all other fees and expenses associated with the security or account involved, including our advisory fees.

There are inherent risks involved for each investment strategy or method of analysis we use and the particular type of security we recommend. Investing in securities involves risk of loss which you should be prepared to bear.

- **Market Risk.** Prices of securities in which an account invests tend to be volatile in response to certain events taking place around the world, including: those directly involving the companies whose securities are owned by an account; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Clients should have a long-term perspective and be able to tolerate potentially sharp declines in market value.
- **Equity Risk.** Equity securities tend to be more volatile than other asset classes. The value of an individual stock, mutual fund, or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies tend to experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies.
- **Fixed Income Risk.** The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a

security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security tends to decline because investors demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

- *Junk Bond Risk.* A client's portfolio may be invested in mutual funds and ETFs that are subject to greater levels of interest rate and credit risk as a result of such funds' investments in high-yield securities and unrated securities of similar credit quality (commonly known as "junk bonds") than funds that do not invest in such securities. Junk bonds are considered predominately speculative with respect to the issuer's continuing ability to make principal and interest payments. An economic downturn or period of rising interest rates could adversely affect the market for these securities and reduce the client's ability to sell these securities (liquidity risk). If the issuer of a security is in default with respect to interest or principal payments, the client's portfolio may lose its entire investment.
- *Mutual Fund and ETF Risk.* Open-end and closed-end mutual funds and ETFs invest in a broad range of equity and fixed income securities, including foreign securities and securities of issuers located in emerging markets. Underlying funds also invest in equity securities of any market capitalization including micro-, small- and mid-cap companies, real estate, commodities-related assets, fixed income securities of any maturity or credit quality, including high-yield, high-risk debt securities, and they engage in leveraged or derivative transactions. We have no control over the investment strategies, policies, or decisions of the underlying funds and, in the event of dissatisfaction with such a fund, our only option would be to liquidate clients' investments in that fund. Mutual funds and ETFs charge their own management fees and expenses, which can be duplicative.
- *Interval Fund Risk.* Interval funds tend to be heavily invested in illiquid assets that cannot be quickly sold at fair market price. Funds invested in whole loans and other alternative lending-related securities have values dependent on the borrowers' continued and timely payments. If the borrower fails to make interest payments or repay principal when due on a loan in which the fund has investment exposure, the value of the fund's investments will be adversely affected. There can be no assurance that payments due on underlying loans will be made. Funds invested in private growth companies can adversely affect the determination of the fund's valuation since investments are generally not in publicly traded securities which causes uncertainty regarding the fair market value of the investments. Mutual funds and ETFs charge their own management fees and expenses, which can be duplicative. We strongly urge clients to carefully review the funds' prospectus for a clear understanding of the risks involved with these investments.
- *Cryptocurrency.* BAMG does not recommend to its clients that they invest in cryptocurrency. Cryptocurrency is any form of virtual currency that uses a decentralized ledger to record transactions and manage the issuance of new units. Cryptocurrency is part of an emerging marketplace and is highly speculative. Investing



in cryptocurrency is for investors who can bear the economic risk of loss of their investments. As with all investments, past performance or price movements are not guarantees of future price movements. Cryptocurrency investing is volatile and involves a high degree of risk. Risks associated with investing in cryptocurrency include, but are not limited to, investment risk, volatility risk, liquidity risk, risks of disruption or interruption of access to your account, custody risk, regulatory risk, and cybersecurity breaches. Cryptocurrencies are not legal tender and not backed by the government. Legislation and regulation (or lack thereof) of cryptocurrency or crypto exchanges can change any time which may adversely affect the use, transfer, exchange, and/or value of cryptocurrencies. Once executed, a cryptocurrency transaction may be irreversible, and accordingly, losses due to fraudulent or accidental transactions may not be recoverable. Some cryptocurrency transactions shall be deemed to be made when recorded on a public ledger (e.g., a blockchain), which is not necessarily the date or time that the client initiates the transaction. The value of cryptocurrency may be derived from the continued willingness of market participants to exchange fiat currency for cryptocurrency, which may result in the potential for permanent and total loss of value of a particular cryptocurrency should the market for cryptocurrencies collapse. Cryptocurrency is a digital currency and therefore intangible. This means that, like any other digital system, cryptocurrencies are at risk of fraud, cyber-attacks, and being affected by technical problems or difficulties which could result in the client losing crypto assets or delaying or preventing the ability to access or use them. Clients should carefully consider their financial circumstances and risk tolerance before investing in cryptocurrency, as it is highly volatile and can quickly rise and fall dramatically. We strongly urge clients to carefully review the risks involved with cryptocurrencies prior to making an investment.

- *Foreign Securities Risk.* Mutual funds or ETFs in which clients invest can invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk tend to be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- *U.S. Government Securities.* BAMG may recommend securities issued by the U.S. Government and by U.S. Government agencies and instrumentalities. Only U.S. Government securities are supported by the full faith and credit of the United States.
- *Cybersecurity Risk.* BAMG and its service providers may be subject to operational and information security risks resulting from cyberattacks. Cyberattacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of

service attacks on websites, the unauthorized release of confidential information or various other forms of cybersecurity breaches. Cybersecurity attacks affecting BAMG and its service providers may adversely impact Clients. For instance, cyberattacks may interfere with the processing of transactions, cause the release of private information about Clients, impede trading, subject BAMG to regulatory fines or financial losses, and cause reputational damage. Similar types of cybersecurity risks are also present for issuers of securities in which Clients may invest in, qualified custodians, governmental and other regulatory authorities, exchange and other financial market operators, or other financial institutions. Cybersecurity incidents that could ultimately cause them to incur losses, including for example: financial losses, cost and reputational damages, and loss from damage or interruption of systems. Although BAMG has established its systems to reduce the risk of these incidents from coming to fruition, there is no guarantee that these efforts will always be successful, especially considering that BAMG does not directly control the cybersecurity measures and policies employed by third party service providers.

- *Alternative Investments.* When appropriate for a Client's objective, risk tolerance and qualifications, BAMG may recommend the client participate in private issues, such as single purpose vehicles, funds of funds, private equity, and hedge funds. These may be structured as limited partnerships with differing minimum investments, liquidity, fees and carries.

## **Item 9 – Disciplinary Information**

We do not have any legal, financial or other “disciplinary” item to report. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client / Adviser relationship, or to continue a Client / Adviser relationship with us.

## Item 10 – Other Financial Industry Activities and Affiliations

Neither BAMG nor its employees are registered, or have an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or an associated person (or registered representative) of the foregoing entities.

In addition, neither BAMG nor its employees have any arrangement that is material to its advisory business or to our clients with an affiliated person that is a:

- Broker-dealer,
- Investment Company or other pooled investment vehicle,
- Other investment adviser or financial planner,
- Futures commission merchant (or commodity pool operator or commodity trading advisor),
- Banking or thrift institution,
- Accountant or accounting firm,
- Lawyer or law firm,
- Pension consultant, or
- Real estate broker or dealer.
- Insurance company or agency
- Sponsor or syndicator of limited partnerships

BAMG may select and appoint one or more Sub-Advisor(s) to provide Sub-Advisor Services to Client Accounts. When selecting Sub-Advisors, the Client's best interest will be the main determining factor of BAMG. BAMG ensures that before selecting other Sub-Advisors that they are properly licensed or registered as an investment advisor.

## Item 11 – Code of Ethics

BAMG has adopted a Code of Ethics which is based on the principle that BAMG and its employees owe a fiduciary duty to clients. In complying with this duty, advisory personnel must avoid activities or interests that might interfere with making decisions in the best interest of clients.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by BAMG's access persons. The Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. It also contains oversight, enforcement and recordkeeping provisions.

In addition, each person subject to the Code of Ethics is required to report all violations of which such person becomes aware to BAMG's President and/or Chief Compliance Officer. BAMG will provide a copy of its Code of Ethics, free of charge, upon the written or oral request of any client or prospective client. You may request a copy by email sent to [ssmith@brandamg.com](mailto:ssmith@brandamg.com) or by calling 636-532-7333.

Our Advisors will buy or sell for their own accounts, securities that are also held by their clients. Conversely, they will buy and sell securities for client accounts which they themselves own. Such transactions are permitted if in compliance with our Policy on Personal Securities Transactions. Reports of personal transactions in securities by our Advisors are reviewed by the firm's Compliance Department quarterly or more frequently if required.

BAMG will not simultaneously engage in purchasing or selling securities or investment products, with the exception of mutual funds or index securities, for its own account or its principals if such securities are being traded for clients. The principals are required to disclose any securities transaction on a regular basis to BAMG and such reports are reviewed regularly. In order to ensure that each of our officers and employees strictly adheres to the highest standards of conduct and integrity in conducting business on behalf of our clients, we have each officer and employee sign our Code of Ethics and Personal Trading Policy.

## Item 12 – Brokerage Practices

Although, we have no formal soft dollar arrangements or directed brokerage arrangements at this time, our approved custodians provide BAMG with certain brokerage and research products and services that qualify as “brokerage or research services” under Section 28(e) of the Securities Exchange Act of 1934.

BAMG’s fundamental policy is to seek for its clients what, in its judgment, will be the best overall execution of purchase or sale orders and favorable net prices in securities transactions consistent with its judgment as to the business qualifications of the various broker/dealer firms with which BAMG does business. Our decisions with respect to the market in which the transaction is to be completed, the form of transaction, and the allocation of orders among broker/dealers are made in accordance with this policy.

In selecting brokers/dealers to effect transactions, consideration is given to the proven integrity and financial responsibility of the various firms as well as to the demonstrated execution, experience and capability generally and in regard to particular markets or securities and to the competitiveness of the commission rates they charge.

With respect to any brokerage commissions charged by executing broker/dealers, BAMG will regularly review such charges within the foregoing criteria and such other comparative standards that it regards as pertinent for purposes of evaluating the reasonableness of such commissions.

As permitted by law, BAMG can cause its clients to pay broker/dealers an amount of commission for executing a portfolio transaction order on behalf of its clients which is in excess of commissions other broker/dealers would have charged for effecting such a transaction. In order to do so, BAMG must determine in good faith that the higher commission is reasonable in relationship to the value of the services provided by the executing broker/dealer viewed in terms of either a particular transaction or BAMG’s overall responsibilities to the clients.

Our clients have the option to choose between two qualified custodians:

- National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, “Fidelity”), a FINRA-registered broker-dealer, member SIPC
- Charles Schwab & Co., Inc. (“CS&Co”), a FINRA-registered broker-dealer, member SIPC

BAMG has an arrangement with Fidelity through which Fidelity provides BAMG with “institutional platform services.” The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity’s institutional platform services that assist BAMG in managing and administering clients’ accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple clients’ accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients’ accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help BAMG manage and further develop its advisory practice. Such services include, but are not limited to, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom BAMG may contract directly.

BAMG is independently operated and owned and is not affiliated with Fidelity.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

BAMG has an arrangement with Schwab Advisor Services (formerly called Schwab Institutional) which is Schwab’s business serving independent advisory firms like us. Through Schwab Advisor Services, CS&Co provides us and our clients, both those enrolled in the BrandConnect<sup>SM</sup> Program and our clients not enrolled in the BrandConnect<sup>SM</sup> Program, with access to its institutional brokerage – trading, reporting and related services – many of which are not typically available to CS&Co retail customers. CS&Co also makes available various support services. Some of those services help us manage or administer our clients’ accounts while others help us manage and grow our business.

CS&Co also makes available to us other products and services that assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We use this research to service all or some substantial number of our clients’ accounts, including accounts not maintained at CS&Co.

In addition to investment research, CS&Co also makes available software and other technology that: (i) provides access to client account data (such as duplicate trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide pricing and other market data; (iv) facilitate payment of our fees from our clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

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

CS&Co also offers other services intended to help us manage and further develop our business enterprise. These services include: (i) educational conferences and events; (ii) technology, compliance, legal, and business consulting; (iii) publications and conferences on practice management and business succession; and (iv) access to employee benefit providers, human capital consultants and insurance providers. CS&Co provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. CS&Co may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. CS&Co also provides us with other benefits such as occasional business entertainment of our personnel.

The availability of services from CS&Co. benefits us because we do not have to produce or purchase them. We don't have to pay for these services, and they are not contingent upon us committing any specific amount of business to CS&Co. in trading commissions or assets in custody. With respect to the BrandConnect<sup>SM</sup> Program, as described under *Item 4 Advisory Business*, we do not pay SPT fees for its services in connection with the Program. As part of our fiduciary duty to our clients, our firm will endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or our related persons creates a potential conflict of interest and may indirectly influence our firm's choice of CS&Co as a custodial recommendation. Our firm examined this potential conflict of interest when our firm chose to recommend CS&Co and have determined that the recommendation is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

BAMG is independently operated and owned and is not affiliated with Schwab.

For our clients' accounts it maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on



trades that it executes or that settle into your Schwab account. This commitment benefits you because the overall commission rate you pay are lower than they would be if we had not made the commitment. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities are bought or the funds from the securities are sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

As Fidelity and Schwab do not offer every investment available, BAMG will, from time to time, establish relationships with other providers of financial products, or any other bank, trust company or other custodian as agreed upon between the client and BAMG.

It is BAMG’s policy to ensure clients are made whole following any trade error. BAMG will reimburse you when BAMG causes a trade error to occur in your account that results in a loss. If the trade error results in a gain, our policy is to follow custodian guidelines. Fidelity requires all trade corrections to be processed using BAMG’s trade correction account, which is netted at the end of each quarter. Any net gains are donated to charity. Schwab’s policy is to have gains remain in your account unless certain criteria is met (e.g. you sign proper documentation rejecting the gain, the error is a mutual fund trade and the mutual fund company’s policies do not readily allow retention of gains as part of correcting the error, the same error involved other client account(s) that should have received the gain, etc.). If the gain is not retained in your account, Schwab will retain the gain. For errors with a gain of \$100 or more, Schwab will donate it to the Charles Schwab Foundation, which is done on a monthly basis. For gains less than \$100, Schwab will keep the gain to offset its own administrative time and expense to process advisor trade errors.

## Item 13 – Review of Accounts

**Reviews:** Advisors perform regular, periodic reviews which include monitoring the performance of investments in the account, a comparison of the client's portfolio to the diversification and asset allocation of the account as compared with the client's investment objectives, and an evaluation of the investment strategy in light of any change in the client's circumstances.

You are provided with monthly or quarterly account statements from the custodian, depending on the activity in the account. Our reports include details of your holdings, asset allocation, and other transaction information. Comparisons to market indices and account performance will be used to evaluate account performance.

BAMG will provide to you written reports it prepares regarding your portfolio. You are encouraged to review these reports and compare them against reports received from the independent custodian that services your advisory account. You should immediately inform us of any discrepancy noted between the custodian records and the reports you receive from us.

BrandConnect<sup>SM</sup> clients will receive electronically an account statement (at least quarterly) detailing positions and activity in their accounts.

## Item 14 – Client Referrals and Other Compensation

### **Client Referrals:**

When providing investment advisory services to our clients, BAMG emphasizes a team approach. We connect clients with legal, accounting and risk management services as part of our “Mosaic Wealth Management©” services, when requested by clients or if we believe that such services are in the best interest of the client. BAMG typically recommends specific attorneys, accountants, insurance agents or asset management firms to clients, and these service providers, in turn, may recommend BAMG to their clients for investment advisory services. As a result, BAMG will have a conflict of interest in making these recommendations because it could receive referrals from professionals recommended to advisory clients. BAMG attempts to refer other professionals to clients only when we believe that the services provided by the professional would best suit our client’s needs.

We have entered a solicitor relationship with an investment advisor in which BAMG receives compensation for referring clients to that advisor. If you are introduced to the investment advisor by BAMG, we, at the time of the solicitation shall disclose the nature of the solicitor relationship, and shall provide each prospective client with a copy of the investment adviser’s written disclosure brochure, together with a copy of the written disclosure brochure from us, as solicitor, disclosing the terms of the solicitation arrangement, including the compensation we receive.

BAMG typically refers its advisory clients to qualified custodians and broker-dealers, including Charles Schwab and Fidelity, for custody and brokerage services. BAMG has a conflict of interest in making these referrals because BAMG receives economic benefits, regulatory compliance assistance and other benefits from these broker-dealers, which benefits generally are available to all financial advisers that utilize the broker-dealer’s professional adviser platform. For a description of these products and services, how they benefit BAMG, and related conflicts of interest, see *Item 12 Brokerage Practices*. Fidelity and Schwab’s products and services offered to BAMG are not based on BAMG’s agreement to recommend any particular type of investment, although the benefits provided to BAMG could increase as clients’ assets under management custodied by these broker-dealers increase.

BAMG, in some instances, may compensate third-party solicitors for Client referrals. The solicitor’s agreements entered into by BAMG comply with Rule 206(4)-1 under the Investment Advisers Act of 1940. Currently, BAMG has agreements with SmartAsset Advisors LLC. Additional solicitor agreements may be initiated or existing ones terminated

at any time. Compensation for SmartAsset Advisors LLC is a flat fee based on the leads generated. Such fees are paid pursuant to a written agreement between BAMG and the solicitor. A solicited client will receive an additional disclosure document describing the arrangement and the compensation paid to the solicitor. Clients will not be charged any additional fees or expenses resulting from the referral.

## Item 15 – Custody

BAMG is deemed to have custody of certain client funds and securities within the meaning of Rule 206(4)-2 of the Advisors Act where the clients grant us the authority to deduct our advisory fees directly from their account, and/or to the extent that our clients have signed standing letters of authorization with their custodians that allow us to transfer funds at the client's request, and where the clients grant access. For instance, access will occur with clients who seek advice in their employer-based retirement accounts, e.g. 401(k). Each client receives account statements, at least quarterly, directly from the client's custodian that identify the amount of funds and each security in the account at the end of the quarter, and setting forth all transactions in the account during that quarter, including the amount of advisory fees paid directly to us. We urge our clients to carefully compare the information provided in these statements with any reports received from us to ensure that all account transactions, holdings and advisory fees deducted are correct and current. You should immediately inform us of any discrepancy noted between the custodian records and the reports you receive from us.

SEC registered investment advisors that are deemed to have custody must obtain an annual surprise examination of client assets by an independent registered public accountant. BAMG has engaged Armanino, LLP to complete this exam. At the completion of the examination, Armanino, LLP will file a report with the SEC attesting to BAMG's compliance with the regulatory requirements of custody.

All client assets are held with custodians who are "qualified custodians" under the applicable SEC rules. BAMG utilizes the custodial and trading services of Fidelity Brokerage Services and Charles Schwab & Co., Inc. with whom we have contractual relationships. While Fidelity and Schwab do not offer every investment available, BAMG will, from time to time, establish relationships with other providers of financial products, or any other bank, trust company or other custodian as agreed upon between the client and BAMG.

## Item 16 – Investment Discretion

As described in the details in *Item 4 Advisory Business*, you give BAMG discretionary authority to actively manage your assets and assist you in implementing your investment strategy. This authority is disclosed in the advisory agreement entered into between you and BAMG. This authority grants us the discretion to determine the types of securities to be bought or sold, the total amount of securities to be bought or sold, and the brokers or dealers through whom securities are to be bought or sold. You will have the right to place reasonable restrictions on such authority. Any restrictions must be submitted in writing to us.

We do not actively recommend or acquire new individual securities, but will monitor and often assist clients with sell strategies for legacy positions held in a Clients account. Clients may have stock accounts not under our management. Atypically some clients will retain discretion over the repositioning of assets in their accounts.

## Item 17 – Voting Client Securities (i.e., Proxy Voting)

We do not generally accept authority from clients to vote proxies relating to securities held in their accounts. You maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by you shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to your investment assets. Furthermore, BAMG will have no responsibility or obligation to take any action or render any advice with respect to any legal actions, including but not limited to class action lawsuits, involving securities or other assets held or previously held in the accounts. We and/or you shall correspondingly instruct each custodian of the assets to forward copies of all proxies and shareholder communications relating to your investment assets to you.

In limited cases where BAMG had accepted authority to vote proxies on behalf of such a client as stated in the advisory agreement between BAMG and such client, BAMG adopted proxy voting policies and procedures reasonably designed to ensure that proxies are voted in such clients' best interests. As a brief summary, our policy requires BAMG to review each proxy proposal on a company-by-company basis and to analyze the economic impact each proposal has on shareholder value. Our policy also outlines the guidelines and factors that BAMG considers when deciding how to vote proxies relating to, among other things, director elections, corporate governance, director and executive compensation, capital structure and social and environmental proposals. Our policy provides methods of resolving potential conflicts of interests, such as requiring a second review by BAMG's proxy committee, as well as either (i) disclosing the conflict to the client and obtaining the client's consent or (ii) voting according to the recommendation of an independent third party.

We will provide a copy of our proxy voting policy, as well as a written summary of all votes cast in your account, without charge upon request to Sara Smith, our Chief Compliance Officer, by email to [ssmith@brandamg.com](mailto:ssmith@brandamg.com) or mail to our office located at 16090 Swingley Ridge Road, Suite 620, Chesterfield, MO 63017.

## **Item 18 – Financial Information**

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you given that we do not have custody of client funds or securities, or require or solicit prepayment of fees more than \$1,200 per client and six months or more in advance. In addition, we are not currently subject of a bankruptcy petition.