



**PRIVATE  
CLIENT  
SERVICES™**

MEMBER FINRA, SIPC  
A Registered Investment Advisor

## **Part 2A Appendix 1 of Form ADV: *Wrap Fee Program Brochure***

### **PCS PRIVATE WEALTH MANAGEMENT ACCOUNTS, PCS ADVISOR MODEL PORTFOLIOS, INVESTMENT MANAGEMENT MARKETPLACE (IMM) And THIRD PARTY ASSET MANAGER ACCOUNTS (TPAM)**

#### **Private Client Services**

2225 Lexington Rd  
Louisville, Kentucky 40206

Telephone: 502-451-0600  
Email: [compliance@pcsb.net](mailto:compliance@pcsb.net)  
Web Address: [www.pcsbd.net](http://www.pcsbd.net)

March 28, 2024

This brochure provides information about the qualifications and business practices of Private Client Services (PCS). If you have any questions about the contents of this brochure, please contact us at 502-451-0600 or [compliance@pcsb.net](mailto:compliance@pcsb.net).

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

While Private Client Services is registered with the SEC as a Registered Investment Advisor (RIA), the registration alone does not imply any specific level of skill or training.

Additional information about Private Client Services also is available on the SEC's website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov). You can search this site by a unique identifying number, known as an SEC file number. The SEC file number for Private Client Services is 801-71475.

## **Item 2**   **Material Changes**

The SEC requires that an annual update of Form ADV Part 2A identify and discuss material changes that have occurred since the last annual update of this form, which was dated March 31, 2023.

The standard of materiality under the Investment Advisers Act of 1940 is whether there is a substantial likelihood that a reasonable investor or client would have considered such material changes to be important.

No material changes have been made within this update.

### **Item 3**    **Table of Contents**

<b>Item</b>	<b>Topic</b>	<b>Page</b>
Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Services, Fees and Compensation	4
Item 5	Account Requirements and Types of Clients	13
Item 6	Portfolio Manager Selection and Evaluation	14
Item 7	Client Information Provided to Portfolio Managers	18
Item 8	Client Contact with Portfolio Managers	18
Item 9	Additional Information	19

#### **ITEM 4 SERVICES, FEES AND COMPENSATION**

Private Client Services (PCS) is an SEC-registered investment adviser with its principal place of business located in Louisville, Kentucky. PCS began conducting business in 2001. On December 31, 2023, total assets under management in wrap programs was \$845,809,245 million.

PCS utilizes five distinct and separate program platforms for its fee-based asset allocation accounts. The first is its proprietary Private Wealth Management Program. The second is the use of PCS Advisor Model Portfolios. The third is the use of the Orion Investment Management Marketplace (IMM), fourth is the directly held American Funds F2 Share mutual funds, and the fifth is a Third Party Asset Manager (TPAM) Program, which currently provides client access to five different asset managers with a broad array of asset allocation based models.

The Private Wealth Management discretionary program had \$273,799,993 in assets under management and \$267,097,754 in assets under management in non-discretionary accounts as of December 31, 2023.

The PCS Advisory Model portfolios had \$19,490,193 in assets under management as of December 31, 2023.

PCS has offered access to TPAM since 2005. On December 31, 2023, assets under management in the TPAM Program were \$256,264,520. There were five different TPAMs in the program at the end of 2023.

PCS has offered American Funds F2 share Mutual Funds effective March 2019. On December 31, 2023, assets under management were \$29,156,783.

The Investment Management Marketplace is a new program and did not have any assets as of December 31, 2023.

#### **Services – Client Financial Discovery and Risk Profiling**

PCS provides a framework for client financial discovery, risk profiling, asset allocation modeling, and suitability and compliance review.

Based on the needs of the individual client, PCS Investment Advisor Representatives (“IARs”) provide ongoing advice regarding the investment of client assets. Through a process of discussion and discovery, PCS IARs evaluate and analyze a given client’s particular financial goals, resources and constraints. Key determinants include the client’s investment objectives, their investment and income time horizons, their risk tolerance, and their anticipated liquidity needs. Our IARs then develop and recommend one or more suitable personal investment strategies to create and manage an investment portfolio that will assist the client in reaching their financial goals. As appropriate, we also discuss and consider a client’s prior investment history and experience with various investable asset classes, as well as family composition and background.

Upon completion of the discovery and risk profiling process, the IAR will make a recommendation to manage the client portfolio on one of five different investment platforms that PCS offers to our clients. PCS offers a discretionary and non-discretionary Private Wealth Management platform, PCS Advisor Model Portfolios platform, directly held American Funds F2 share portfolios, Investment Model Marketplace, and a Third-Party Asset Manager (TPAM) platform. Descriptions of all options are detailed below. Given an individual client’s circumstances, there may be instances where a combination of platforms might be utilized.

The IAR will also present an appropriate benchmark, either a widely recognized market index or blend of market indices, that is representative of the asset classes to be used in the construction of the client

portfolio.

PCS IARs may manage accounts on either a discretionary or non-discretionary basis. Client consent for any and all trade recommendations or changes in asset allocation must be obtained prior to the execution of such trades or allocation changes within all non-discretionary accounts. Clients who elect to assign discretionary authority to their IAR are not required to approve individual transactional activity. Discretionary authority will be limited to portfolio management activities and does not include any authority related to disbursement of funds from a client account without express instruction from the client for each money movement (Systematic disbursement with approved request excluded).

PCS Advisor Portfolios are managed on a discretionary basis and the timing of changes to a portfolio makeup are made by the PCS Investment Committee.

Clients may impose reasonable restrictions on investing in certain asset classes, certain types of securities, specific industries or economic sectors, or securities issued by specific companies or entities.

Upon client request only, PCS assists in the development and utilization of a formalized Investment Policy Statement (IPS), which summarizes the general investment goals and objectives of a client and describes the strategies that the Advisor should employ to meet these objectives. Specific information on matters such as asset allocation, risk tolerance, and liquidity requirements would also be included in an IPS.

The supervision, monitoring and review processes for client accounts are described below in Item 13.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- General equity securities (Stock)
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares
- Alternative Investments
- Structured Notes
- United States governmental securities
- Options contracts on securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented when a recommendation is consistent with the client's stated investment objectives, tolerance for risk, liquidity, and suitability.

## **PCS WEALTH MANAGEMENT**

The PCS Private Wealth Management (PWM) platform is a proprietary wrap fee program offered on a discretionary or non-discretionary basis that allows clients to permission their IAR to make investment decisions on their behalf or work directly with the IAR in order to design investment strategies that align with the client risk tolerance and investment goals and objectives. Discretion is limited to the investment selection within the account and does not include discretion related to money movement into or from the client account.

Because each account is customized for each client, individual security selection recommendations will result in different individual investments within each account. This may or may not result in different investment performance between accounts with similar asset allocations.

The PCS Private Wealth Management platform also has the flexibility to be managed on a non-discretionary basis. Within the allocation to each asset class, the IAR will work with the client to make individual security, mutual fund, exchange traded fund, or other investment vehicle recommendations to complete the construction of a given account. Non-discretionary accounts require client consent for the implementation of a given allocation and subsequent trading and rebalancing, which does not occur without client acknowledgment and acceptance of any recommendations. Clients are under no obligation to take action on any recommendations.

## **PCS ADVISOR MODEL PORTFOLIOS**

The PCS Advisor Model Portfolio platform is a wrap fee program consisting of multiple qualified and non-qualified models. The portfolios are strategic, providing solutions across five distinct risk bands with fixed target allocations that are optimized across the entire risk and return spectrum. The asset allocation for each of the portfolios provides a fixed target from which portfolio drift and rebalancing is calculated.

Within each portfolio, the PCS Investment Committee will implement portfolio changes disseminated by the firm's Outsourced Chief Investment Officer (Fiducient Advisors) to complete the construction and ongoing management of a given portfolio. The PCS Investment Committee will evaluate recommended changes to portfolios provided by Fiducient but may or may not accept all changes.

The PCS Investment Committee is made up of members representing Research, Marketing, Compliance, Operations, and Executive Management.

## **INVESTMENT MODEL MARKETPLACE**

PCS has access to leading strategists' models for fixed income, equities, and alternatives through our strategic partnership with Orion Advisor Tech. These investment models are part of the discretionary wrap fee program offered at PCS. Models are built by third party money managers with allocations, buy and sell signals and marketing collateral provided through automation on the Orion platform. PCS must agree to strategist terms and subscribe to the desired models. Strategists and/or models may be added with Investment Committee approval and are traded by the PCS home office team through automated strategist allocation updates.

Models may differ in suitability requirements and clients must meet applicable suitability standards prior to investing in these models.

### **AMERICAN FUNDS DISTRIBUTORS, INC. F2 SHARE DIRECTLY HELD FUNDS**

Private Client Services has the ability to actively manage advisory accounts directly held through American Funds Distributors, Inc. (American Funds) in share classes that do not have an up-front or contingent deferred sales charge. Class F-2 shares are designed for investors who choose to compensate their financial professional based on the total assets in their portfolio, rather than commissions or sales charges. This arrangement is often called an “asset-based” or “fee-based” program. Class F-2 shares do not carry a 12b-1 “trailing commission”. Fund expenses will vary with each investment selection depending on multiple factors as outlined in the fund prospectus. Please note that Class F-2 shares are not available for purchase in certain employer-sponsored retirement plans unless they are part of a qualifying fee-based program.

American Funds F-2 funds are managed by advisors on a non-discretionary basis according to the client’s individual needs, goals and objectives. The advisory fee charged for these accounts may range between 0.50% and 1.0% flat rate annually. These fees are calculated and debited by American Funds quarterly in arrears based on an average daily balance of the account(s). The accounts are subject to a \$10 setup fee and \$10 annual fee, but not subject to any additional trading related fees through the American Funds platform. The client must acknowledge and agree to allow American Funds to liquidate shares of the funds held in order to cover any applicable advisory or account service fees.

### **THIRD PARTY ASSET MANAGERS (TPAM)**

PCS has engaged in agreements with several unaffiliated asset managers, known as TPAMs (Third Party Asset Manager). TPAMs offer clients of PCS additional services, investment flexibility, and access to institutional and alternative asset managers. Such access has historically been available only to large institutions, high net worth individuals and accredited investors.

PCS has established a due diligence process to investigate various aspects of each TPAM, including evaluation and analysis of historical investment performance, portfolio manager biographies and backgrounds, trading and operations policies, compliance, code of ethics and overall business enterprise risk, and may also be reviewed by the firm’s OCIO, Fiducient Advisors.

The client financial discovery and risk profiling process is customized by the TPAM to suit the array of available investment alternatives that a given TPAM may offer. Upon completion of the discovery and TPAM risk profiling processes, PCS IARs will make a recommendation to the client as to which TPAM offers a suitable platform and selection of potential portfolios to meet client objectives. Factors considered in making this determination include account size, risk tolerance, the investment philosophy of the selected TPAM, the suitability of the products offered by the TPAM, and the opinion of the client. Clients should refer to the selected TPAM’s Firm Brochure or other disclosure documents for a full description of the services offered by each firm.

PCS provides supervisory support and periodic compliance testing to ascertain that client accounts remain appropriate for the TPAM asset allocation model. PCS IARs also conduct periodic account reviews designed to capture any changes in client circumstances and IARs will then work with the client to adjust investment strategies as necessary to reflect identified changes.



## **ADDITIONAL SERVICES**

We provide an additional service through Pontera for accounts not directly held in our custody, but where we do have discretion, and may leverage an Order Management System to implement tax-efficient asset location and opportunistic rebalancing strategies on behalf of the client. These are primarily 401(k) accounts, HSA's, and other assets we do not custody. Fees will be assessed and billed quarterly in arrears. When you participate in this program the fees are calculated based on assets held within directly managed held-away accounts, which are determined by the account value at the end of the quarter.

The advisory fee is a blended fee and is calculated by assessing the percentage rates using the predefined levels of assets as shown in the chart listed below and applying the fee to the daily average of the account value or the account value as of the last day of the previous quarter (per the paragraph above), resulting in a combined weighted fee. For example, an account valued at \$2,000,000 would pay an effective fee of 1% with the annual fee being \$20,000 (a quarterly fee of \$5,000).

Investment management fees are generally directly debited on a pro rata basis from client accounts. The exception for this is directly managed held-away accounts, such as 401(k)'s. As it is impossible to directly debit the fees from these accounts, those fees will be assigned to the client's taxable accounts on a pro-rata basis. If the client does not have a taxable account, those fees may be billed directly to the client. Accounts initiated or terminated during a calendar quarter will be charged a pro-rated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 15 calendar days in advance. Since fees are paid in arrears, no rebate will be needed upon termination of the account.

### *Monitoring of Investment Performance:*

Investment performance is reported to the client at least quarterly, and a suitability review of investment objectives, risk tolerances and the selected benchmark occurs, (unless specifically denied by the client) at least once annually. IAR's may make recommended changes to a client's investment allocation/portfolio as changes in situation and/or client objective or risk tolerance are identified.

### *Employee Communications:*

For pension, profit sharing and 401(k) plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), we may also provide educational support and investment workshops designed for the plan participants. The nature of the topics to be covered will be determined by us and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will NOT provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

## **Private Wealth Management (PWM), PCS Advisor Model, Investment Model Marketplace Portfolio and Other Services Fees:**

The annualized fee for PWM and PCS Advisor Model Portfolios is charged as a percentage of assets under management, according to the following blended fee schedule:



<u>Total Account Market Value</u>	<u>Maximum Annual Fee</u>
\$25,000 - \$249,999	2.00%
\$250,000 - \$499,999	1.75%
\$500,000 - \$999,999	1.50%
Over \$1,000,000	1.25%

Non-discretionary accounts custodied through Pershing, LLC, fees are billed quarterly, in advance, at the beginning of each calendar quarter based upon the total market value of the client's account at the end of the previous quarter. Fees will be calculated by Pershing LLC and debited from the account in accordance with the client authorization in the Client Services Agreement.

PWM and PCS Advisor Model Portfolio accounts are billed through Orion and held through Pershing LLC, Charles Schwab, Fidelity Investments, and/or Pershing Advisor Solutions, have fees billed monthly, in arrears, based upon the average daily balance of the month. Some PWM accounts where assets are held away may be billed quarterly.

Fees are debited from the account in accordance with the client authorization in the Investment Management Agreement. PCS may charge an account minimum fee for advisory accounts, which may, in certain instances, result in the aggregate client fee exceeding 2%. Should the advisory agreement be terminated by either the client or by PCS, a pro rata fee is charged to the client based on the number of days left in the billing period.

A minimum of \$25,000 of assets under management per account is required for this service. This minimum account size may be negotiable under certain circumstances. The firm reserves the right to waive the account minimum.

***Limited Negotiability of Advisory Fees:*** Although Private Client Services has established the maximum fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reporting needs among other factors. The specific annual fee schedule is identified in the Investment Management Agreement (IMA) between the Advisor and each client.

Discounts may be offered to family members and friends of associated persons of our firm as stated in the contract between the advisor and each client.

#### **American Funds F2 Shares Directly Held Program Fees:**

The advisory fee charged for the management of the American Funds F2 share directly held Program may be between 0.50% and 1.0% of assets under management (AUM) annual advisory fee.

#### **Investment Model Marketplace Fees:**

The Investment Model Marketplace provides clients access to multiple portfolios managed by third party managers. Each portfolio has fees and account minimums set by the portfolio manager. The specific advisory fee is disclosed to the client and reviewed by the IAR prior to allocating any assets into the portfolio. Fees range from 0.15% to 1.00% depending on the selected portfolio. The IAR Advisory fee will be added to the portfolio fees according to the above referenced schedule.

### **Third Party Asset Manager (TPAM) Fees:**

Clients participating in TPAM managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the custodian, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

We do not enter into an advisory agreement with any client, nor do we charge a fee to any client for referrals to third party asset manager. Our fees for such referrals are paid by the referred TPAM who shares with our firm a percentage of the fees received from the client. Client advisory fees are not increased in any way as a result of our referral of any clients to a TPAM. Clients should refer to the TPAM's disclosure document for information regarding its fees, billing practices, minimum required investments, investment risk, agreement termination policies, and other disclosures related to potential conflicts.

### **FINANCIAL PLANNING FEES**

Private Client Services' Financial Planning fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into an engagement agreement with any client.

Our Financial Planning fees may be calculated and charged on an hourly basis, ranging from \$100 to \$500 per hour. Although the length of time it will take to provide a Financial Plan will depend on each client's personal situation, we will provide an estimate for the total hours at the start of the advisory relationship.

Our Financial Planning fees may be calculated and charged on a fixed fee basis, typically ranging from \$250 to \$25,000, depending on the complexity and specific arrangement reached with the client.

The minimum retainer upon completion of our initial fact-finding session with the client is 50% of the agreed upon planning fee. The balance is due upon completion and delivery of the plan, or a client may be on a quarterly billing cycle if agreed upon at the beginning of the engagement.

The client may be billed quarterly in arrears based on actual hours accrued or as 1/4 of a yearly flat rate as per the engagement agreement.

PCS has a conflict of interest regarding financial planning and consulting services. Implementation of the recommendations made through financial planning or consulting services through PCS, acting either in its capacity as an RIA or Broker/Dealer, will result in additional costs to the client. Financial planning clients are under no obligation to utilize PCS to implement recommendations made during the financial planning process.

### **CONSULTING (PROJECT) SERVICES FEES**

Private Client Services' Consulting Services fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Our Consulting Services fees may be calculated and charged on an hourly basis, ranging from \$100 to \$500 per hour. An estimate for the total hours is determined at the start of the advisory relationship.

Our Consulting Services may be calculated and charged on a fixed fee basis, typically ranging from \$250 to \$5,000 subject to the specific arrangement reached with the client.

Some Consulting Services may be offered to clients on a subscription basis utilizing either an online or system-based platform where the fee for service is collected on a recurring basis. The fees for these services will differ depending on the subscription selected by the client.

## **GENERAL INFORMATION**

### ***Termination of the Advisory Relationship:***

An Investment Management Agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be refunded. Where accounts are billed in arrears, a pro rata charge will occur according to the number of days remaining in the billing period.

### ***Mutual fund and ETF Fees:***

All fees paid to Private Client Services for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. Product provider fees and expenses are described in each fund's prospectus. These fees may include a management fee, fund administrative expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial sales charge.

There are generally various share classes of mutual funds available for purchase by a client. Each share class has varying fee schedules which may include either an up-front fee, contingent deferred sales charge (CDSC), and/or 12b-1 trail commission. PCS Advisors strive to recommend the lowest cost share class available when making recommendations for portfolio design. There may be situations where the lowest cost option is not available. PCS does not allow the purchase of a C-Share mutual fund inside an advisory account. C-Share funds have a contingent deferred sales charge as well as higher internal expenses than other share class funds. Additionally, Private Client Services does not collect or retain 12b-1 fees.

A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm, which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

### ***Additional Fees and Expenses:***

In addition to the advisory fees paid to Private Client Services, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers (charged to all clients other than certain legacy clients whose agreements will reflect the

inclusion of these fees), margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The Firm's brokerage practices are described at length in Item 12, below.

***Disclosure of Conflict of Price Differential:***

PCS places customer accounts with several custodians, currently Pershing LLC, Pershing Advisor Solutions, Charles Schwab, and Fidelity Investments. Each custodian assesses different charges for its services; therefore, this presents a conflict of interest as PCS earns a different level of compensation at one custodian versus another based on various factors such as individual account size or overall firm assets under management.

Moreover, the advisor receives access to software and related support as part of its relationship with each custodian. The software and related systems support may benefit the advisor, but not its clients directly. In fulfilling its duties to its clients, the advisor endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a potential conflict of interest since these benefits may influence the advisor's recommendation of the custodian over one that does not furnish similar software, systems support, or services.'

***Direct Fee Debit***

Clients generally provide Private Client Services and/or certain independent managers with the authority to directly debit their accounts for payment of the investment advisory fees. The financial institutions that act as the qualified custodian for client accounts, from which Private Client Services retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Private Client Services. Alternatively, clients may elect to have Private Client Services send a separate invoice for direct payment.

***Commissions and Sales Charges for Recommendations of Securities***

Clients can engage certain persons associated with Private Client Services (PCS) (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with PCS.

Under this arrangement, the Firm's Supervised Persons, in their individual capacities as registered representatives of PCS, may provide securities brokerage services and implement securities transactions under a separate commission-based arrangement. Supervised Persons may be entitled to a portion of the brokerage commissions paid to PCS, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. PCS may also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with PCS.

A conflict of interest exists to the extent that PCS recommends the purchase or sale of securities where its Supervised Persons receive commissions or other additional compensation as a result of the Firm's recommendation. For certain accounts covered by the Employee Retirement Income Security Act of 1974 ("ERISA") and such others that PCS, in its sole discretion, deems appropriate, PCS may provide its investment advisory services on a fee-offset basis. In this scenario, PCS may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's Supervised Persons in

their individual capacities as Registered Representatives of PCS.

***Grandfathering of Minimum Account Requirements:***

Pre-existing advisory clients are subject to Private Client Services' minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

**COMPENSATION**

We reserve the right to enter into marketing arrangements with independent investment adviser and/or broker-dealer firms pursuant to which representatives of their firms ("Solicitors") offer our services, including participation in this program, to the public. Through these arrangements, we pay a cash referral fee to the Solicitor and/or their firm based upon a percentage of our advisory fee. The payment of referrals fees will not increase the amount of the fees paid by program participants. However, clients should be aware that the receipt of this compensation may create an incentive for the individual to recommend participation in this program over others for which no such compensation may be received.

As required by applicable law, the details of the solicitation arrangement, including the compensation payable to the solicitor, will be described to the client in a separate document provided to the client at the time of the referral.

**ITEM 5 ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

**MINIMUM ACCOUNT REQUIREMENTS**

Participation in Private Wealth Management, PCS Advisor Portfolios, Investment Management Marketplace and TPAM Programs is subject to certain minimum account requirements.

The Private Wealth Management program minimum is \$25,000.

The PCS Advisor Model Portfolios account minimum is \$25,000.

Investment Management Marketplace account minimums vary by portfolio.

Account minimums vary for TPAMs, with at least one of our TPAMs offering account minimums of \$25,000.

The American Funds F2 Share Mutual Fund program has a \$250 minimum account size.

**PCS reserves the right to waive the minimum account size where deemed appropriate.**

The PCS Advisory Program requires clients to direct Private Client Services as to the custodian to be used in managing their account. As a condition for program participation, clients are required to direct us to custody their assets with and to place trades through Pershing, LLC, Pershing Advisory Solutions, Charles Schwab, or Fidelity Investments. These firms are affiliated FINRA-member broker dealers and the clearing firms and custodians that we use for advisory accounts. Private Client Services has negotiated an arrangement with all four custodians to provide custodial and brokerage services as part of the PCS Advisory Program. As such, we reserve the right to decline acceptance of any client account for which the client directs the use of a broker dealer or custodian other than Private Client Services, Pershing, LLC, Pershing Advisory Solutions or Charles Schwab or Fidelity Investments respectively. Please refer to the "Other Financial Industry Activities and Affiliations" section of Item 9 for additional information.



## **TYPES OF CLIENTS**

Private Client Services provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- Families
- High net worth individuals
- Trust and Estates
- Charitable organizations
- Pension plan sponsors
- Corporations or other businesses not listed above

## **ITEM 6 PORTFOLIO MANAGER SELECTIONS AND EVALUATION**

### **PORTFOLIO MANAGER SELECTION**

All Private Wealth Management accounts are managed by registered, independent Investment Advisor Representatives of our firm. These individuals must possess, minimally, a college degree and/or appropriate business experience and all required registrations/certifications.

The PCS Advisor Model Portfolios are managed internally by the PCS Investment Committee, which consists of members of the Marketing/Research, Compliance, and Operations Departments, and Executive Management with guidance from our selected Outsourced Chief Investment Officer, Fiducient Advisors.

Investment Management Marketplace accounts are managed by third party portfolio managers who are available through the Marketplace system, and vary based on the portfolio selected by the client.

The American Funds F2 share mutual funds are managed by American Funds Distributors designated portfolio fund managers.

With regard to clients who select a TPAM account, PCS has established a due diligence process to investigate various aspects of each TPAM, including evaluation and analysis of historical investment performance, portfolio manager biographies and backgrounds, trading and operations policies, compliance, code of ethics and overall business enterprise risk.

### **PORTFOLIO PERFORMANCE REPORTING**

PCS obtains performance information of all participating accounts from the Orion System, which is relied upon by PCS, and is based on standards drawn from industry sources, which may include the CFA Institute's Global Investment Performance Standards, or "GIPS", formerly known as the AIMR Performance Presentation Standards. Performance is currently calculated by taking into account some of the following items: a time-weighted rate of return; cash flows into and out of the accounts; monthly valuations; and income accrued on fixed income securities.

PCS has contracted with Orion Advisor Technology ("Orion") to provide portfolio accounting, billing, some trading, and performance reporting services for the Asset Allocation Account Program. Performance

information generated through Orion is calculated using Time Weighted Rate of Return (“TWRR”), a GIPS-compliant methodology. PCS is not itself a GIPS-compliant firm but strives to contract with vendors who use GIPS methodology whenever possible.

PCS has contracted with Pershing, LLC, Pershing Advisory Solutions, Charles Schwab, and Fidelity Investments to provide brokerage, custodial and other services for the PCS Advisor Model Portfolios Program. Performance reporting for the PCS Advisor Model Portfolios will be administered by Orion. Orion, the portfolio administrators, run and review monthly reports to detect any position drift. We monitor performance on a monthly basis (at a minimum) for managers, investment research providers, and for our own analysis.

Investment performance is reported to the client at least quarterly, and a suitability review of investment objectives, risk tolerances and the selected benchmark is made available to each client at least once annually. We supervise the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate.

## **AFFILIATED PORTFOLIO MANAGERS**

As previously disclosed, all client assets in the PCS Private Wealth Management program are managed, on either a discretionary or non-discretionary basis, by registered, independent Investment Advisor Representatives of our firm.

The PCS Advisor Model Portfolios are managed by the PCS Investment Committee with input from our OCIO.

## **PERFORMANCE-BASED FEES**

Private Client Services does not charge performance-based fees.

TPAMs utilized by PCS do not charge performance-based fees.

## **METHODS OF ANALYSIS**

All PCS Investment Advisor Representatives operate independently of each other in the utilization of available sources of investment research, economic forecasts, and investment decision making tools. The individual advisor will exercise their own discretion regarding the research and analysis tools necessary to support investment decision making, security selection and portfolio construction. Portfolio construction will consist of investment in individual securities, mutual funds, exchange traded funds, unit investment trusts, options or other investment vehicles. PCS supervises and monitors both the suitability of asset allocation and individual security selections on a periodic basis.

PCS Advisor Model Portfolios also use the following methods when evaluating portfolio selection and allocation within the various model portfolios.

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**Fundamental Analysis.** We attempt to measure the intrinsic value of a security by looking at economic and financial factors, including the overall economy, industry conditions, and the financial condition and management of the company itself, to determine if the security is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).



Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

**Technical Analysis.** Technical analysis is the evaluation of the price and volume trading history and other associated characteristics to help identify price levels where a security might be purchased or sold. Measures of relative strength, trading volume, price support and resistance, price momentum and volatility are some of the attributes of a security which are taken into account when making purchase or sale decisions.

**Mutual Fund and/or ETF Analysis.** We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to achieve investment objectives over the course of a market cycle and in different economic environments. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap or duplication in the underlying investments held in other funds in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine that they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

**Third-Party Asset Manager Analysis.** We examine the experience, expertise, investment philosophies, and past performance of independent TPAMs in an attempt to determine if that manager has demonstrated an ability to achieve investment objectives over the course of a market cycle and in different economic environments. As part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we have no control over the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies at other firms.

**Risks for all forms of analysis.** Our securities analysis methods rely on the assumption that the companies whose securities that we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate, timely and unbiased data and analysis. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

## **Investment and Trading Techniques Employed**

We may use one or more of the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

**Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when:

1. We believe the securities to be currently undervalued, and/or;
2. We want exposure to a particular asset class over time, regardless of the current projection for this class.
3. We take into consideration the potential tax implications of any trade activity.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short-term purchases.** When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less which may result in higher tax implications). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

**Trading.** We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

**Margin transactions.** We will purchase securities for your portfolio with money borrowed from your brokerage account. This allows you to purchase more securities than you would be able to with your available cash and allows us to purchase securities without selling other holdings.

**Option writing.** We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

1. A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
2. A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased in a client portfolio.

We use "covered calls", in which we sell an option on security currently held in a portfolio. In this strategy, the client receives a fee for making the option available, and the person purchasing the option has the right to buy the security from the owner/client at an agreed-upon price.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that is purchased and a call option that is sold, with both transactions occurring simultaneously) for the same underlying security. This effectively puts the owner/client on both sides of the market, but with the ability to vary price, time and other factors.

***Risk of Loss.*** Securities investments are not guaranteed, and you may lose money on your investments. Key to a successful relationship with your investment advisor is an accurate and realistic evaluation of your tolerance for risk taking and the ability to absorb adverse investment performance. We ask that you work with us to help us best understand your tolerance for risk.

### **Voting Client Securities**

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

## **ITEM 7 CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

The Investment Advisor Representative is responsible for introducing a client to the program and will complete an account application and an in-depth risk profile questionnaire for each newly opened managed account. Through a process of discussion and discovery, PCS IARs evaluate and analyze a given client's particular financial goals, resources and constraints. Key determinants include the client's investment objectives, their investment and income time horizons, their risk tolerance, and their anticipated liquidity needs. Our IARs then develop and recommend one or more suitable personal investment strategies to create and manage an investment portfolio that will enable the client to reach their financial goals.

The relevant information is submitted to a designated RIA Program Manager and/or Designated Supervisory Person. A determination is made as to whether participation in this program is appropriate for the client. On an ongoing basis, the participating client's Investment Advisor Representative is responsible for obtaining and communicating to us any changes in the client's financial circumstances and/or objectives, including modifications to any client-imposed restrictions, if applicable.

PCS requires that the client's IAR review the client discretionary account(s) ~~questionnaire~~ annually and confirm with the client that there are no changes in the client's investment objectives, to ensure the selected investment strategy remains appropriate for the client's circumstances and consistent with the client's investment objectives. For non-discretionary accounts an annual review is offered to each client and conducted if not refused by the client.

## **ITEM 8 CLIENT CONTACT WITH PORTFOLIO MANAGERS**

The client's Investment Advisor Representative is available to discuss the management and performance of the client's account and consider changes in the client's situation which may have an impact on the client's investment objectives, risk tolerance and time horizon.

## **ITEM 9    ADDITIONAL INFORMATION**

### **Disciplinary Information**

When required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management, we will do so.

Our firm and our management personnel have no reportable disciplinary events to disclose that are pertinent to the management and supervision of the Asset Allocation Account.

### **Other Financial Industry Activities and Affiliations**

***FIRM Registrations.*** In addition to Private Client Services being a Registered Investment Adviser, our firm is registered as a FINRA member broker-dealer. A list of affiliated broker-dealers is specifically disclosed in Section 7.A. on Schedule D of Form ADV, Part 1, which can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

***MANAGEMENT PERSONNEL Registrations:*** Management personnel of Private Client Services are separately licensed as registered representatives of Private Client Services, a FINRA affiliated broker-dealer. These individuals, in their separate capacity, can place securities transactions for which they will receive separate, yet customary compensation.

While Private Client Services and these individuals endeavor at all times to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect the judgment of these individuals when making recommendations.

As required, any affiliated investment advisers are specifically disclosed in Section 7.A. on Schedule D of Form ADV, Part 1. (Part 1 of our Form ADV can be accessed by following the directions provided on the Cover Page of this Firm Brochure.)

Clients should be aware that the receipt of additional compensation by Private Client Services and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Private Client Services endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a Registered Investment Adviser; we take the following steps to address this conflict:

1. We disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our advisors to earn compensation from advisory clients in addition to our firm's advisory fees.
2. We disclose to clients that they are not obligated to purchase recommended investment products from our advisors or affiliated companies.
3. We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance.
4. We require that our advisors seek prior approval of any outside business activity so that we may ensure that any conflicts of interests in such activities are properly addressed.
5. We periodically monitor these outside business activities to verify that any conflicts of interest continue to be properly addressed by our firm.

6. We educate our advisors regarding the responsibilities of a fiduciary, including the need to have a reasonable and independent basis for the investment advice provided to clients.

As previously disclosed, clients are required to direct us to custody their assets with and to place trades through Pershing LLC as a condition for participation in the PCS Asset Allocation Account program. Pershing LLC is a FINRA-member broker dealer and the clearing firm and custodian that we use for brokerage accounts. Our firm has evaluated Pershing LLC and believes that it will provide our clients with a blend of execution services, commission costs, and professionalism that will assist us in meeting our fiduciary obligations to clients.

Clients are required to direct us to custody their assets with and to place trades through Pershing, LLC, Pershing Advisory Solutions, Charles Schwab, or Fidelity Investments as a condition for participation in the PCS Advisory Model program. Pershing, LLC, Pershing Advisory Solutions, Charles Schwab and Fidelity Investments are FINRA-member broker dealer and the clearing firm and custodian that we use for brokerage accounts. Our firm has evaluated all three custodians and believes that they will provide our clients with a blend of execution services, commission costs, and professionalism that will assist us in meeting our fiduciary obligations to clients.

In evaluating such an arrangement, the client should recognize that brokerage commissions for the execution of transactions in the client's account are not negotiated by Private Client Services on a trade-by-trade basis, and best execution may not be achieved. In addition, as noted above in Item 4, transactions in the client's account are effected "net" (i.e., without separate commission charge to the client) and a portion of the wrap fee is generally considered as being in lieu of commissions. Not all advisers require clients to direct it to use a particular broker dealer, though the sponsors of wrap fee programs typically do.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Private Client Services and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

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 the firm's access persons. Among other things, our 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. Our code also provides for oversight, enforcement and recordkeeping provisions.

Private Client Services' Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [compliance@pcsbd.net](mailto:compliance@pcsbd.net), or by calling us at 502-451-0600.

Private Client Services and individuals associated with our firm are prohibited from engaging in principal transactions.

Private Client Services and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of



our employees 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.

Our firm and/or individuals associated with our firm may buy or sell for their personal account(s) securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person affiliated by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such advisor(s) from benefiting from transactions placed on behalf of advisory accounts.

As previously disclosed, related persons of our firm are separately registered as securities representatives of a broker-dealer, and/or licensed as an insurance agent/broker of various insurance companies. Please refer to the preceding section for a detailed explanation of these relationships and important conflict of interest disclosures.

## **Review of Accounts**

### **Private Client Services Private Wealth Management accounts.**

**REVIEWS:** While the underlying securities and transaction activity within accounts are continually monitored by Advisory representatives, these accounts are also offered a client review at least annually. Accounts are reviewed in the context of the client's investment objectives, risk tolerance and time horizon, as well as the target asset allocation for each model portfolio and any investment restrictions provided by the client. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, significant contributions or withdrawals from the portfolio, or the market, political or economic environment.

Accounts may also periodically be reviewed by designated Firm Compliance and Supervisory Principals.

**REPORTS:** Private Client Services, through our custodians, provide monthly/quarterly, or ad hoc reports summarizing account performance, transaction history, balances, and current holdings. The client is also reminded to notify us if there have been changes in the client's financial situation or investment objectives and whether the client wishes to impose investment restrictions or modify existing restrictions.

### **PCS Advisor Portfolios**

**REVIEWS:** Advisor Portfolios are monitored to ensure portfolio compliance with stated objectives, risk tolerance, and allocation. Advisor Portfolios are subject to rebalancing of portfolio holdings depending on the amount of "Drift" (or changes to portfolio values based on performance of individual holdings within the portfolio).

Advisor Portfolios are reviewed to identify any potential changes in portfolio holdings in order to maintain the portfolio objective, risk tolerance, or to improve potential returns within the portfolio.

**REPORTS:** Private Client Services provides monthly/quarterly or ad hoc reports summarizing account performance, transaction history, balances and current holdings. The client is also reminded to notify their advisor if there have been changes in the client's financial situation or investment objectives and whether the client wishes to impose investment restrictions or modify existing restrictions.

## **Investment Management Marketplace (IMM) and Third Party Money Managers (TPAM)**

**REVIEWS:** These client accounts should refer to the IMM/TPAM's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reviews provided by that independent registered investment advisor.

PCS periodically reviews IMM/TPAM reports summarizing account performance, transaction and rebalancing history, balances and current holdings. PCS monitors the suitability of asset allocation models as selected by the client in the IMM/TPAM account agreement.

**REPORTS:** These clients should refer to the TPAM's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reports provided by that independent registered investment advisor.

Private Client Services does not typically provide reports in addition to those provided by the independent registered investment advisor selected to manage the client's assets.

## **FINANCIAL PLANNING SERVICES**

**REVIEWS:** While reviews may occur at different stages depending on the nature and terms of the specific engagement agreement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted.

All deliverables called for under financial planning engagement agreements are monitored and reviewed by firm personnel prior to delivery to the client by the advisor.

**REPORTS:** Financial Planning clients will receive a completed financial plan per the engagement agreement (results of the engagement agreement will vary depending on services requested. Final report, if applicable, may be in physical or electronic format.). Additional reports will not typically be provided unless otherwise contracted for within the engagement agreement.

## **CONSULTING SERVICES**

**REVIEWS:** While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Consulting Services clients unless otherwise contracted for. Such reviews will be conducted by the client's account representative.

**REPORTS:** These client accounts will receive reports as contracted for at the inception of the advisory engagement.

## **Client Referrals and Other Compensation**

It is Private Client Services' policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

It is Private Client Services' policy not to accept "soft dollar" compensation as it relates to Registered Investment Advisory business. However, Private Client Services can receive expense reimbursement from



vendors for applicable educational programs relating to the availability of products and services in the Private Wealth Management Account as a mutual benefit to all parties and may also receive reimbursement for technology expenses used to manage advisory business activities. These reimbursements will never be tied to any specific sales or asset minimum requirements.

## **Financial Information**

As an advisory firm we are required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations.

Private Client Services participates in Fidelity Investments's institutional customer program and Private Client Services may recommend Fidelity Investments to Clients for custody and brokerage services. There is no direct link between Private Client Services' participation in the program and the investment advice it gives to its clients, although Private Client Services receives economic benefits through its participation in the program that are typically not available to Fidelity Investments retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Private Client Services participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors.

Fidelity Investments may also have paid for business consulting and professional services received by Private Client Services' related persons. Some of the products and services made available by Fidelity Investments through the program may benefit Private Client Services but may not benefit its client accounts. These products or services may assist Private Client Services in managing and administering Client accounts, including accounts not maintained at Fidelity Investments. Other services made available by Fidelity Investments are intended to help Private Client Services manage and further develop its business enterprise. The benefits received by Private Client Services or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to Fidelity Investments. As part of its fiduciary duties to clients, Private Client Services endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Private Client Services or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Private Client Services' choice of Fidelity Investments for custody and brokerage services.

Private Client Services may recommend/require that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of the Advisor's clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. Private Client Services is independently owned and operated and not affiliated with Schwab. Schwab

provides Private Client Services with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Private Client Services client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to Private Client Services other products and services that benefit Private Client Services but may not benefit its clients' accounts. These benefits may include national, regional or Private Client Services specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of Private Client Services by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist Private Client Services in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Private Client Services fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Private Client Services accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to Private Client Services other services intended to help Private Client Services manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to Private Client Services by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Private Client Services. While, as a fiduciary, Private Client Services endeavors to act in its clients' best interests, Private Client Services recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Private Client Services of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Private Client Services has not been the subject of a bankruptcy petition at any time during the past ten years.

Private Client Services has no additional financial circumstances to report.