Disclosure Brochure

March 6, 2024

Smith Anglin Financial, LLC

A Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Smith Anglin Financial, LLC (hereinafter "SAF"). If you have any questions about the contents of this brochure, please contact Steve W. Anglin at (972) 267-1244. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Smith Anglin Financial, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Smith Anglin Financial, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since SAF's last annual update filed on March 16, 2023. SAF has no changes to disclose in relation to this Item.

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Item 4. Advisory Business

SAF provides financial planning, consulting, and investment management services. Prior to engaging SAF to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with SAF setting forth the terms and conditions under which SAF renders its services (collectively the "Agreement").

SAF has been in business as an SEC registered investment adviser since August 2, 2007. Steve W. Anglin, Weston A. Pollock, Chris B. Lott, and Rex S. Moxley are the principal owners of SAF.

SAF has $1,571,428,888 of assets under management as of December 31, 2023. $1,501,134,233 of these assets are managed on a discretionary basis and $70,294,655 are managed on a non-discretionary basis.

This Disclosure Brochure describes the business of SAF. Certain sections will also describe the activities of Supervised Persons. Supervised Persons are any of SAF's officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on SAF's behalf and is subject to SAF's supervision or control.

Financial Planning and Consulting Services

SAF provides its clients with a broad range of comprehensive financial planning and consulting services (which includes tax-related and other non-investment related matters). These services include retirement, education, insurance, estate, and tax planning.

In performing its services, SAF is not required to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. SAF recommends the services of itself, its Supervised Persons in their individual capacities as registered representatives of a broker-dealer, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if SAF recommends its own services. The client is under no obligation to act upon any of the recommendations made by SAF under a financial planning or consulting engagement or to engage the services of any such recommended professional, including SAF itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of SAF's recommendations. Clients are advised that it remains their responsibility to promptly notify SAF if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising SAF's previous recommendations and/or services.

Investment Management Services

Clients can engage SAF to manage all or a portion of their assets on a discretionary or non-discretionary basis. SAF primarily allocates clients' investment management assets among mutual funds and exchange traded funds ("ETFs"), as well as a limited amount of individual debt and equity securities in accordance

with the investment objectives of the client. For certain eligible clients, SAF also recommends privately placed securities (including debt, equity and/or interests in pooled investment vehicles). SAF also provides advice about any type of legacy position or other investment held in clients' portfolios, but clients should not assume that these assets are being continuously monitored or otherwise advised on by the Firm unless specifically agreed upon. SAF also renders non-discretionary investment management services to certain clients relative to variable life/annuity products that they own, their individual employer- sponsored retirement plans, or other products that are not be held by the client's primary custodian. In so doing, SAF either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

SAF tailors its advisory services to the individual needs of clients. SAF consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. SAF ensures that clients' investments are suitable for their investment needs, goals, objectives, and risk tolerance.

Clients are advised to promptly notify SAF if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon SAF's management services. Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if, in SAF's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Educational Seminars

SAF and/or its Supervised Persons, in their individual capacities, conduct educational seminars (the "Seminars") on a broad range of investment-related topics, such as retirement, education, insurance, estate, and tax planning. In conducting the Seminars, SAF and/or its Supervised Persons present general information that is not tailored to any individual's investment needs, goals, objectives and risk tolerance and does not constitute specific recommendations of SAF. During the Seminars, SAF and/or its Supervised Persons may recommend the services of SAF, its Supervised Persons in their individual capacities as registered representatives of a broker-dealer, and/or other professionals to implement certain investment strategies discussed therein. A conflict of interest exists to the extent SAF and/or its Supervised Persons recommend the services of SAF and/or its Supervised Persons. Attendees are under no obligation to act upon any of the general information presented by SAF in the Seminars or to engage the services of any such recommended professional, including SAF and/or the Supervised Persons themselves.

Item 5. Fees and Compensation

SAF offers its services on a fee basis, which includes fixed and hourly fees, as well as fees based upon assets under management. Additionally, certain of SAF's Supervised Persons, in their individual capacities, offer securities brokerage services and insurance products under a commission arrangement.

Financial Planning and Consulting Fees

SAF charges a fixed or hourly fee for financial planning and consulting services. These fees are negotiable, but generally range from $400 to $2,500 on a fixed fee basis, or $50 to $500 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services. If the client engages SAF for additional investment advisory services, SAF may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Prior to engaging SAF to provide financial planning and/or consulting services, the client is required to enter into a written agreement with SAF setting forth the terms and conditions of the engagement.

Investment Management Fee

SAF provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by SAF. SAF's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. SAF does not, however, receive any portion of these commissions, fees, and costs. In general, SAF's annual fee is prorated and charged quarterly, in advance, based upon the end of period balance for the previous quarter; however, certain clients are subject to different billing arrangements and methods. The annual fee varies (between 0.45% and 1.85%) depending upon the market value of the assets under management and the type of investment management services to be rendered.

For an aggregated account value that falls below $180,000, a non-refundable fee of $1,800 annually to be paid by credit card will be due upon signing. Each year, at the anniversary of the signing of this Agreement, if the total account value remains below $180,000, the annual, non-refundable fee of $1,800 will be invoiced to be paid by credit card. At the evaluation period, if the total account value is above $180,000, the account will revert to the fee schedule listed below.

For an aggregated account value that falls above $180,000, at the annual account evaluation, all balances for all assets will be subject to a 1.00% annual fee. The fee payable under this Agreement is calculated and billed at the end of each calendar quarter, as valued by the custodian. All bills will be prorated for their respective billing period and all bills will be calculated in advance. All investment accounts opened and managed by Smith Anglin, as acknowledged by client signatures and consent on custodian forms, will be subject to this Agreement.

The Firm includes cash in a client's account in determining the valuation for billing purposes. The Firm may, in its sole discretion, not include cash in determining the fee, especially where a client has a high percentage of cash for reasons other than the Firm's investment management decision. Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), SAF can negotiate a fee rate that differs from the range set forth above.

Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage SAF for additional services for compensation, including rolling over retirement accounts or moving other assets to the Firm's management. Clients retain absolute discretion over all decisions regarding engaging the Firm and are under no obligation to act upon any of the recommendations.

Fee Discretion

SAF, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), SAF generally recommends that clients utilize the brokerage and clearing services of an independent broker-dealer for investment management accounts.

SAF may only implement its investment management recommendations after the client has arranged for and furnished SAF with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, any broker-dealers recommended by SAF, broker-dealers directed by the client, trust companies, banks etc. (collectively referred to herein as the "Financial Institutions").

Clients incur certain charges imposed by the Financial Institutions and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are 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. Additionally, for assets outside of any wrap fee programs, clients incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to SAF's fee.

SAF's Agreement and the separate agreement with any Financial Institutions authorize SAF to debit the client's account for the amount of SAF's fee and to directly remit that management fee to SAF. Any Financial Institutions recommended by SAF have agreed to send a statement to the client, at least quarterly,

indicating all amounts disbursed from the account including the amount of management fees paid directly to SAF. Alternatively, clients may elect to have SAF send an invoice for payment.

Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees are calculated on a pro rata basis.

The Agreement between SAF and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. SAF's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to SAF's right to terminate an account. Additions may be in cash or securities provided that SAF reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to SAF, subject to the usual and customary securities settlement procedures. However, SAF designs its portfolios as long-term investments, and the withdrawal of assets may impair the achievement of a client's investment objectives. SAF may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter.

Commissions or Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with SAF (but not SAF) to render securities brokerage services under a commission arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with SAF. Under this arrangement, clients may implement securities transactions through certain of SAF's Supervised Persons in their respective individual capacities as registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), an SEC registered broker-dealer and member of FINRA. PKS charges brokerage commissions to effect these securities transactions and thereafter, a portion of these commissions are paid by PKS to such Supervised Persons. Prior to effecting any transactions clients are required to enter into a new account agreement with PKS. The brokerage commissions charged by PKS may be higher or lower than those charged by other broker-dealers. SAF recommends no-load funds. SAF does not charge an advisory fee on the same assets for which its Supervised Persons receive commissions.

A conflict of interest exists to the extent that a Supervised Person of SAF recommends the purchase or sale of securities through a brokerage relationship where that Supervised Persons receives commissions or other additional compensation as a result of that recommendation (the "Brokerage Relationship"). Because the Supervised Persons receive compensation in connection with the sale of securities in the Brokerage Relationship, a conflict of interest exists as such Supervised Persons, have an incentive to recommend more expensive securities or services to clients where such Supervised Persons earn more

compensation with respect to the sale of such securities through the Brokerage Relationship rather than through an advisory relationship with the Firm. The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons to engage in the Brokerage Relationship are in the best interest of that client. Clients should understand that the investments made in the Brokerage Relationship are not receiving advisory services from the Firm. Therefore, the Firm does not have a fiduciary duty over the Brokerage Relationship recommendations.

Educational Seminar Fees

SAF and/or the Supervised Persons charge a fixed fee for conducting Seminars. This fixed fee is negotiable, and varies based on the venue, the topic, the number of attendees, and any overhead costs of the Seminar. Prior to engaging SAF and/or the Supervised Persons to conduct a Seminar, the client is required to enter into a written agreement with SAF setting forth the terms and conditions of the engagement.

ERISA

SAF is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income Security Act (ERISA), and regulations under the Internal Revenue Code of 1986, respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include, among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, we may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset our advisory fees.

Item 6. Performance-Based Fees and Side-by-Side Management

SAF does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

SAF provides its services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and business entities.

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

Method of Analysis

SAF's primary method of analysis is fundamental. Fundamental analysis involves the fundamental financial condition and competitive position of a company. SAF will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Investment Strategies

SAF offers comprehensive financial services to its clients. This entails making financial decisions by taking a global approach to asset management, considering tax implications, and implementing estate and insurance planning. SAF has developed portfolios and strategies that seek competitive returns, based on a suitable level of risk for the particular client. SAF believes that complete asset management can only be achieved after assessing the client's entire financial situation and gaining an understanding of all of the client's financial goals.

The most important element of SAF's investment strategy is asset allocation. SAF feels that proper diversification cannot be achieved by simply owning several different investments. SAF's strategic process of asset allocation involves selecting stocks in different industries, from different countries, and with differing market capitalization, as well as choosing bonds from different sectors and with varying maturities.

The foundation for SAF's advisory services is rooted in modern portfolio theory ("MPT"). MPT was developed in the early 1950's and earned its developers, Harry Markowitz and William Sharpe, the Nobel Memorial Prize in Economic Science in 1990. MPT is best described as a revolutionary view of the stock market that demonstrates how investment risk may be reduced by spreading assets in specific proportions among different asset categories. These categories include domestic stocks, foreign stocks, bonds, and cash. By allocating among the different asset classes based on the client's desired return and risk tolerance level, SAF is able to seek competitive returns while potentially minimizing the turbulence of routine market fluctuation.

When investing based on the MPT concepts, SAF also takes into consideration the correlation of different asset classes when combined into a portfolio. SAF's analyzes the world financial markets, political environment, specific sector conditions, efficient frontier models, and other factors when constructing portfolio strategies primarily comprised of mutual funds.

Mutual funds, which are comprised of many securities, pool the assets of many investors who share a similar goal. Mutual funds provide investors who perhaps possess limited resources an opportunity to invest in a diversified manner. This is important because many individual investors do not have enough capital to properly diversify using individual securities alone. Equity funds, for example, have ownership positions in

multiple companies, while bond funds hold debt instruments of various corporations or government entities. Many mutual funds have as many as 150 or more individual securities that make up the entire fund. While SAF manages the client's overall portfolio, professional managers at each of the mutual funds manage the individual mutual funds. SAF invests in quality funds that meet the requirements designed by SAF, as discussed below, to achieve desired objectives for each client's portfolio, while reducing the risk and volatility in each strategy.

Investment Requirements

SAF has developed a set of stringent requirements that must be met by fund families and their managers to remain on SAF's recommended list for client portfolios:

- *Verifiable Track Record* – Only experienced managers with proven track records are included in SAF's database for client portfolio recommendations. Most of SAF's selected funds have at least three years of available performance data and all comply with SEC reporting standards.
- *Consistency of Historical Returns* – Return consistency is necessary to control risk and volatility. SAF believes it is important that the fixed-income and equity managers demonstrate consistent historical performance in both up and down markets.
- *Reporting* - Results must be communicated in a timely, accurate and understandable manner.
- *Investment Strategy and Style* – Mutual fund and independent money managers are categorized by the types of portfolios they manage. Some of the portfolio types include blue-chip stocks, aggressive growth stocks, municipal bonds, U.S. treasury bonds, high-yield corporate bonds, and precious metals. These categories are then broken down by investment style, which may include value, theme, growth, broad market, blend or sector rotator.
- *Investment Style* – Consistency and discipline of investment style is evaluated to determine the effect of hedging and timing techniques on the entire portfolio. Managers who adhere to stated investment style are favored.
- *Research* – Proprietary research tends to be timelier than research purchased from third parties. Therefore, managers who conduct their own research are favored over those managers who purchase their research.
- *Size* – The fund must be large enough to transact business efficiently, retain talented, professional employees, and respond quickly to a changing marketplace.
- *Management Fees* – Operating expenses must be reasonable in comparison to other funds in the same investment category.
- *Accessibility* – Fund managers and money managers must be readily accessible.

If a fund or manager fails to meet any of the criteria listed above, they will be monitored more closely and put on a watch-list. SAF believes it is crucial that a fund stay within its stated objective. SAF's portfolios are built with each individual fund playing a key role in the overall strategy; therefore, a fund that strays from its category disrupts the desired allocation.

Changes in the funds used in client portfolios are inevitable; however, replacing funds is done conservatively. All portfolio fund changes are communicated to the client by an investment adviser representative of SAF who describes the reason for the change and provides details on the fund replacing the existing position.

Portfolio Strategies

SAF has established several types of portfolio strategies to meet the demands of clients with differing needs and risk tolerances, including:

- *Conservative Income* – A blend of 20% equity and 80% fixed income funds. The Ultra Conservative Income strategy seeks long-term preservation of capital with current income as the primary objective. Clients in pursuit of this objective should be comfortable with a low degree of principal volatility.
- *Income* – A blend of 40% equity funds and 60% fixed income funds, which seeks to provide a high level of current income, continuity of income, and preservation of capital in the long-term. Clients should be willing to accept a moderate level of principal volatility due to changes in the interest rate environment.
- *Balanced* – A blend of 50% equity funds and 50% fixed income funds, which is designed to provide current income and the opportunity for capital appreciation with a moderate level of principal volatility.
- *Conservative Growth* – A blend of 65% equity funds and 35% fixed income funds. This portfolio is designed to provide long-term growth of capital with current income as a secondary consideration. Clients in pursuit of this objective should be willing to accept a moderate degree of principal volatility.
- *Growth* – A blend of 80% equity funds and 20% fixed income funds, which is designed to maximize long-term growth of capital. Clients should be willing to accept a somewhat higher level of portfolio volatility.
- *Maximum Growth Without Fixed Income* – A blend of 95% equity funds and 5% of cash and fixed income funds for liquidity purposes only, which seeks to provide long-term growth of capital through a diversified domestic and international equity strategy. Clients should be willing to accept a higher degree of portfolio volatility.

Risks of Loss

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Market Risks

The profitability of a significant portion of SAF's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that SAF will be able to predict those price movements accurately.

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Management Through Similarly Managed Accounts

SAF manages portfolios by allocating portfolio assets among various securities using one or more of its proprietary investment strategies (collectively referred to as "investment strategy"). In so doing, SAF buys, sells, exchanges and/or transfers securities based upon the investment strategy.

SAF's management using the investment strategy complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the investment strategy, with a safe harbor from the definition of an investment company.

Securities in the investment strategy are usually exchanged and/or transferred without regard to a client's individual tax ramifications.

Use of Private Collective Investment Vehicles

SAF recommends that certain clients invest in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not

registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

Item 9. Disciplinary Information

SAF is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. SAF does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

SAF is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. SAF has described such relationships and arrangements below.

Registered Representatives of Broker Dealer

As discussed above in Item 5, certain of SAF's Supervised Persons are registered representatives of PKS.

Receipt of Insurance Commission

Certain of SAF's Supervised Persons, in their individual capacities, are also licensed insurance agents with various insurance companies, and in such capacity, recommend on a fully disclosed commission basis, the purchase of certain insurance products. While SAF does not sell such insurance products to its investment advisory clients, SAF does permit its Supervised Persons, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients. A conflict of interest exists to the extent that SAF recommends the purchase of insurance products where SAF's Supervised Persons receive insurance commissions or other additional compensation.

Referrals to Related Certified Public Accountants

SAF does not render accounting advice or tax preparation services to its clients. Rather, to the extent that a client requires accounting advice and/or tax preparation services, SAF, if requested, will recommend the services of a Certified Public Accountant, all of which services shall be rendered independent of SAF pursuant to a separate agreement between the client and the Certified Public Accountant. SAF does not receive any of the fees charged by any recommended Certified Public Accountant, referral or otherwise. Specifically, one of SAF's principals, Steve W. Anglin, is also the principal of Smith Anglin & Co. CPAs ("CPA"), a Certified Public Accounting firm located in Dallas, Texas. As discussed above, to the extent that CPA provides accounting and/or tax preparation services to any of SAF's clients, all such services shall be performed by CPA, in its separate capacity, independent of SAF, for which services SAF does not receive any portion of the fees charged by CPA, referral or otherwise. Although SAF shall not receive referral fees

from CPA, Steven Anglin is entitled to receive distributions relative to his respective ownership interests in CPA.

It is also expected that CPA may recommend SAF's services to certain of CPA's clients. Although CPA does not receive referral fees from SAF, individual members of SAF are entitled to receive distributions relative to their respective ownership interests in SAF.

Item 11. Code of Ethics

SAF and persons associated with SAF ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with SAF's policies and procedures.

SAF has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). SAF's Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by SAF or any of its associated persons. The Code of Ethics also requires that certain of SAF's personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

When SAF is engaging in or considering a transaction in any security on behalf of a client, no Access Person may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Access Person is completed as part of a batch trade (as defined below in Item 12) with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by Access Persons to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

Clients and prospective clients may contact SAF to request a copy of its Code of Ethics.

Item 12. Brokerage Practices

SAF generally recommends that clients utilize the brokerage and clearing services of Fidelity Institutional Wealth Services ("Fidelity") and/or Charles Schwab & Co., Inc. ("Schwab") for investment management accounts.

Factors which SAF considers in recommending Fidelity, Schwab, or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Fidelity and Schwab enable SAF to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Fidelity and/or Schwab may be higher or lower than those charged by other Financial Institutions.

The commissions paid by SAF's clients comply with SAF's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where SAF determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. SAF seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

SAF periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

The client may direct SAF in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and SAF will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by SAF (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, SAF may decline a client's request to direct brokerage if, in SAF's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Transactions for each client generally will be effected independently, unless SAF decides to purchase or sell the same securities for several clients at approximately the same time. SAF may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among SAF's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among SAF's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that SAF determines to aggregate client orders for the purchase or sale of securities, including securities in which SAF's Supervised

Persons may invest, SAF generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. SAF does not receive any additional compensation or remuneration as a result of the aggregation. In the event that SAF determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, SAF may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker- dealers in return for investment research products and/or services which assist SAF in its investment decision-making process. Such research generally will be used to service all of SAF's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because SAF does not have to produce or pay for the products or services.

Commissions or Sales Charges for Recommendations of Securities

As discussed above, certain Supervised Persons in their respective individual capacities, are registered representatives of PKS. These Supervised Persons are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless PKS provides written consent. Therefore, clients are advised that certain Supervised Persons may be restricted to conducting securities transactions through PKS unless they first secure written consent from PKS to execute securities transactions though a different broker-dealer. Absent such written consent or separation from PKS, these Supervised Persons are prohibited from executing securities transactions through any broker-dealer other than PKS, under PKS's internal supervisory policies. SAF is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Software and Support Provided by Financial Institutions

SAF receives from Fidelity and/or Schwab, without cost to SAF, computer software and related systems support, which allow SAF to better monitor client accounts maintained at Fidelity and Schwab. SAF receives the software and related support without cost because SAF renders investment management services to clients that maintain assets at Fidelity and Schwab. The software and related systems support may benefit SAF, but not its clients directly.

SAF receives the following benefits from Fidelity and Schwab through their respective investment adviser divisions: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services their investment adviser group participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Fidelity also makes available to the Firm, at no additional charge, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by SAF (within specified parameters). These research and brokerage services are used by the Firm to manage accounts for which it has investment discretion.

These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain amount of the advisor's clients' assets are maintained in accounts at Fidelity and Schwab. Fidelity and 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 client accounts maintained in its custody, Fidelity and 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 Fidelity and Schwab or that settle into Fidelity and Schwab accounts.

Fidelity and Schwab also makes available to the Firm other products and services that benefit the Firm but may not benefit its clients' accounts. These benefits may include national, regional or Firm specific educational events organized and/or sponsored by Fidelity and Schwab. Other potential benefits may include occasional business entertainment of personnel of SAF by Fidelity and Schwab 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 SAF 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 the Firm's 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 some substantial number of the Firm's accounts, including accounts not maintained at Fidelity and Schwab. Fidelity and Schwab also makes available to SAF other services intended to help the Firm 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, Fidelity and Schwab may make available, arrange and/or pay vendors for these types of services rendered to the Firm by independent third parties. Fidelity and Schwab 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 the Firm.

While, as a fiduciary, SAF endeavors to act in its clients' best interests, the Firm's recommendation that clients maintain their assets in accounts at Fidelity and Schwab may be based in part on the benefits received and not solely on the nature, cost or quality of custody and brokerage services provided by Fidelity and Schwab, which creates a potential conflict of interest.

Item 13. Review of Accounts

Review

For those clients to whom SAF provides investment management services, SAF monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom SAF provides financial planning and/or consulting services, reviews are conducted on an "as needed" basis. Such reviews are conducted by one of SAF's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with SAF and to keep SAF informed of any changes thereto. SAF contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

General Reports

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom SAF provides investment advisory services will also receive a report from SAF that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. Clients should compare the account statements they receive from their custodian with those they receive from SAF.

Those clients to whom SAF provides financial planning and/or consulting services will receive reports from SAF summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by SAF.

Item 14. Client Referrals and Other Compensation

In the event a client is introduced to SAF by either an unaffiliated or an affiliated solicitor, the Firm may pay that solicitor a referral fee in accordance with applicable state securities laws. Unless otherwise disclosed, any such referral fee is paid solely from SAF's investment management fee and does not result in any additional charge to the client. If the client is introduced to the Firm by an unaffiliated solicitor, the client will receive a solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement. Any affiliated solicitor of SAF is required to disclose the nature of his or her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of the Firm's written brochure(s) at the time of the solicitation.

Other Compensation

The Firm receives economic benefits from Fidelity and Schwab. The benefits, conflicts of interest and how they are addressed are discussed above in response to Item 12.

Item 15. Custody

SAF's Agreement and/or the separate agreement with any Financial Institution authorize SAF through such Financial Institution to debit the client's account for the amount of SAF's fee and to directly remit that management fee to SAF in accordance with applicable custody rules.

The Financial Institutions recommended by SAF have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to SAF. In addition, as discussed in Item 13, SAF also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from SAF.

Standing Letters of Authorization

SAF also has custody due to clients giving the Firm limited power of attorney in a standing letter of authorization ("SLOA") to disburse funds to one or more third parties as specifically designated by the client. In such circumstances, the Firm will implement the steps in the SEC's no-action letter on February 21, 2017 which includes (in summary): i) client will provide instruction for the SLOA to the custodian; ii) client will authorize the Firm to direct transfers to the specific third party; iii) the custodian will perform appropriate verification of the instruction and provide a transfer of funds notice to the client promptly after each transfer; iv) the client will have the ability to terminate or change the instruction; v) the Firm will have no authority or ability to designate or change the identity or any information about the third party; vi) the Firm will keep records showing that the third party is not a related party of the Firm or located at the same address as the Firm; and vii) the custodian will send the client an initial and annual notice confirming the SLOA instructions.

Item 16. Investment Discretion

SAF is given the authority to exercise discretion on behalf of clients. SAF is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. SAF is given this authority through a power-of-attorney included in the agreement between SAF and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). SAF takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold; and
- When transactions are made.

Item 17. Voting Client Securities

SAF is required to disclose if it accepts authority to vote client securities. SAF does not vote client securities on behalf of its clients. Clients receive proxies directly from the Financial Institutions.

Item 18. Financial Information

SAF does not require or solicit the prepayment of more than $1,200 in fees six months or more in advance. In addition, SAF is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. SAF has no disclosures pursuant to this Item.

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