



ITEM 1: COVER PAGE

Part 2A of Form ADV: Firm Brochure

Stratos Wealth Partners, Ltd.

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This brochure provides information about the qualifications and business practices of Stratos Wealth Partners, Ltd. (“SWP”). If you have any questions about the contents of this brochure, please contact your Stratos representative or Stratos Wealth Partners, Ltd. at (440) 519-2500. 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.

Additional information about Stratos Wealth Partners, Ltd. is available on the SEC’s website at www.adviserinfo.sec.gov.

Stratos Wealth Partners, Ltd. is registered with the U.S. Securities and Exchange Commission. Note, however, that such registration does not imply a certain level of skill or training. The oral and written communications we provide to you (including this brochure) are information you use to evaluate us (and other advisers), and thus are a factor in your decision to hire us or to continue to maintain a mutually beneficial relationship.

ITEM 2: MATERIAL CHANGES

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the disclosure brochure.

Clients wishing to receive a complete copy of this brochure may download it from the SEC website as indicated on page 1 of this brochure or contact our Chief Compliance Officer at 440-519-2500.

This section describes the material changes to SWP's brochure since its last amendment.

The material changes since the last ADV amendment in September of 2023 are as follows:

- SWP has a fee arrangement with LPL related to assets held on one of the LPL advisory programs pursuant to which LPL pays a rebate based on the amount of assets invested in that LPL program. (See Items 4, 12 and 14 for more information.)

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ITEM 4: ADVISORY BUSINESS

Introduction

Stratos Wealth Partners, Ltd. (“SWP”) is an SEC registered investment adviser wholly owned within the Stratos Wealth Holdings, LLC family of companies and has been a registered investment adviser since 2010. Stratos Wealth Holdings, LLC is a holding company which owns, among other companies, two other registered investment advisers and a limited purpose broker-dealer, member FINRA/SIPC. Please see Item 10 for more information.

SWP’s advisory services are made available to clients primarily through individuals associated with SWP as investment advisor representatives (“IARs”). IARs are independent contractors of SWP and may have their own legal business entities whose trade names and logos are used for marketing purposes and may appear on marketing materials and/or client statements. The client should understand that the businesses are legal entities of the IAR and not of SWP. The IARs are under the supervision of SWP, and the advisory services of the IAR are provided through SWP. SWP has these arrangements with the business entities listed in Schedule D of Form ADV.

For more information about the IAR providing advisory services, clients should refer to the Brochure Supplement (also called the ADV Part 2B) for the IAR. The Brochure Supplement is a separate document that is provided by the IAR along with this disclosure brochure before or at the time client engages the IAR. If the client did not receive a Brochure Supplement for the IAR, the client should contact the IAR or SWP at (440) 519-2500.

As of December 31, 2023, SWP had approximately \$11,808,000,000 in assets under management on a discretionary basis and approximately \$725,200,000 in assets under management on a non-discretionary basis.

Types of Advisory Services

SWP offers various types of advisory services and programs, including but not limited to: advisor-managed wrap and non-wrap programs, asset allocation programs, advisory programs offered by third party investment advisor firms, and financial planning services.

Not all services are available to all clients, through all advisers, or in all states. In addition, services may not be available at all custodians.

SWP currently has agreements with the following broker-dealer custodians:

- LPL Financial (“LPL Financial” or “LPL”), Member FINRA/SIPC;
- Fidelity Brokerage Services, LLC and National Financial Services, LLC (collectively “Fidelity”), Member FINRA/SIPC; and
- Charles Schwab (“Schwab”), Member FINRA/SIPC.

A separate disclosure brochure is provided for services offered through the Retirement Plan Consulting Program offered through LPL Financial. If the IAR participates in the Retirement Plan Consulting

Program, the IAR will be dually registered with the LPL Financial Registered Investment Advisor firm. If clients would like more information on this program, clients should contact the IAR for a copy of the program brochure that describes this program, or go to www.adviserinfo.sec.gov for LPL Financial.

SWP provides non-wrap accounts through each of the above custodians. Not all custodians or products are available to all clients or IARs, or in all states.

Accounts at the custodians listed above are also available under a wrap fee program. Please see the separate SWP Wrap Fee Brochure for further information. There is no significant difference between the way IARs manage wrap fee account and non-wrap fee accounts. However, if a client determines to engage SWP on a wrap fee basis, the client will pay a single fee for investment management and transaction fees. The services included in a wrap fee agreement will depend upon client needs. If the client determines to engage SWP on a non-wrap fee basis, the client will select services on an unbundled basis, paying for each service separately. Note: when managing a client's account on a wrap fee basis, SWP will receive, as payment for its investment advisory services, the balance of the wrap fee after all other costs incorporated into the wrap fee have been deducted. Inasmuch as the execution costs for transactions effected in the client account will be paid by the IAR, a conflict of interest exists in that the IAR may have a disincentive to trade securities in the client account. In addition, the amount of compensation received by SWP as a result of the client's participation in the wrap program may be more than what SWP would receive if the client paid separately for investment management and transaction fees.

SWP offers customized individually managed portfolios or management based on model accounts. IARs will determine and present to clients an asset allocation specific to the client based upon a client's individual investment goals, objectives, risk tolerance, and investment time horizon.

Strategic Wealth Management ("SWM")

SWM Accounts are unbundled or non-wrap accounts that are custodied at LPL Financial. The client pays an advisory fee to SWP and ticket or transaction charges on each transaction executed in the account. The exception is that there may be a select listing of securities (typically reserved to mutual funds) for which no transaction fees will be assessed. However, the security may be subject to a holding period to avoid early liquidation fees. For securities with holding periods, clients are not prevented from liquidating during the holding periods, however, there is a fee associated with liquidations during the holding period.

SWM is a comprehensive, open-architecture, fee-based investment platform where multiple investments can be aggregated into one account with one consolidated statement for the client. Clients' portfolios may consist of stocks, bonds, Exchange Traded Funds ("ETFs")/Exchange Traded Notes ("ETNs"), no-load and/or load mutual funds and cash or cash equivalents, or other securities deemed by the IAR to be appropriate and suitable for the client.

SWM Accounts are offered on a discretionary and non-discretionary basis as agreed to between the client and the IAR. Non-discretionary accounts require the IAR to discuss all changes in the client's portfolio with the client, and receive client approval, prior to execution of the transactions. For discretionary accounts, the IAR will make changes within the client's portfolio as deemed appropriate by IAR without delay and without contacting the client prior to the transaction. Clients will receive confirmations and statements from LPL Financial reflecting all transactions in their account. SWP or IAR will not have the discretionary authority to close the account or withdraw funds or securities, with the exception of SWP's advisory fees on a quarterly basis.

The IAR will determine and present to clients an asset allocation specific to the client based upon a client's

individual investment goals, objectives, risk tolerance, and investment time horizon. Clients may have a customized individually managed portfolio managed by the IAR or participate in various model portfolios designed by IAR(s) consistent with the client's stated investment objective. A model portfolio will be managed similar to other clients utilizing the model. There are no guarantees a portfolio based on a model will ensure positive results. Past performance is no guarantee of future results. In either case, the IAR provides ongoing advice on the selection or replacement of a portfolio based on the client's individual needs. The IAR may choose more than one portfolio to be managed for the client's account. SWP also offers an advisor-managed wrap fee program called the SWP Wealth Management II Program. Please see the SWP Wrap Fee Program Brochure for further information on this program.

SWP provides asset management services on an ongoing basis based on the individual needs of the client. The management program through SWP offers clients flexibility among payment structures, custodians, and management styles. Management will be on an active basis. Thus, IARs will actively monitor the assets in the account and make changes or recommendations the IAR deems appropriate in light of the circumstances in the market.

SWP does not take custody of SWM Accounts except under two conditions which are considered by the SEC to be custody because of our authority and ability to transfer funds.

1. SWP is deemed to have custody because of our ability to deduct our fees from your account. You will receive a statement at least quarterly direct from the account custodian showing the deduction of our fees from your account. Authorization to deduct our fees from your account is given in the agreement you execute with SWP.
2. SWP is deemed to have custody if you establish a standing letter of authorization to direct us to transfer funds or securities from your account to a specified third party and you give us the authorization to change the timing and or the amount of the transfer. SWP does not have the ability to change the third party without your written authorization.

A minimum account value of \$10,000 is required for SWM Accounts; however, in certain instances, the minimum account size may be lower.

Advisor-Managed, Non-Wrap Accounts

For SWP's additional advisor-managed, non-wrap accounts, the client pays a management fee to SWP and ticket or transaction charges on each transaction executed in the account. The exception is that there may be a select listing of securities (typically reserved to mutual funds) for which no transaction fees will be assessed. However, the security may be subject to a holding period to avoid early liquidation fees. For securities with holding periods, clients are not prevented from liquidating during the holding periods, however, there is a fee associated with liquidations during the holding period.

The IAR will determine and present to clients an asset allocation specific to the client based upon a client's individual investment goals, objectives, risk tolerance, and investment time horizon. Clients may have a customized individually managed portfolio managed by the IAR or participate in various model portfolios designed by IAR(s) consistent with the client's stated investment objective. A model portfolio will be managed similar to other clients utilizing the model. There are no guarantees a portfolio based on a model will ensure positive results. Past performance is no guarantee of future results. In either case, the IAR provides ongoing advice on the selection or replacement of a portfolio based on the client's individual needs. The IAR may choose more than one portfolio to be managed for the client's account. SWP also offers

an advisor-managed wrap fee program called the Advisor Wealth Management II Program. Please see the SWP Wrap Fee Program Brochure for further information on this program.

The IAR provides asset management services on an ongoing basis based on the individual needs of the client. The management program through SWP offers clients flexibility among payment structures, custodians, and management styles. Management will be on an active basis. Thus, IARs will actively monitor the assets in the account and make changes the IAR deems appropriate in light of the circumstances in the market.

These non-wrap accounts are custodied at Fidelity or Schwab. SWP does not take custody except under two conditions which are considered by the SEC to be custody because of our authority and ability to transfer funds.

1. SWP is deemed to have custody because of our ability to deduct our fees from your account. You will receive a statement at least quarterly from the account custodian showing the deduction of our fees from your account. Authorization to deduct our fees from your account is given in the agreement you execute with SWP.
2. SWP is deemed to have custody if you establish a standing letter of authorization to direct us to transfer funds or securities from your account to a specified third party and you give us the authorization to change the timing and or the amount of the transfer. Stratos does not have the ability to change the third party without your written authorization.

Clients' portfolios may consist of stocks, bonds, ETFs/ETNs, no-load and/or load mutual funds and cash or cash equivalents, or other securities deemed by the IAR to be appropriate and suitable for the client.

If the SWP account is opened containing existing securities previously purchased through or is opened with cash proceeds from the sale of securities sold through Fidelity, Schwab, or the IARs, Fidelity, Schwab, and/or the IAR may have already received commissions on the purchase. Additional commissions will not be charged, however, the fees discussed below will be charged.

Clients are advised that transactions in the account, account reallocations and rebalancing may trigger a taxable event for the client, with the exception of transactions in IRA accounts, 403(b) accounts and other qualified retirement accounts. SWP does not offer tax advice and clients are urged to consult with their tax advisers.

A minimum account value of \$10,000 is required for advisor-managed, non-wrap accounts; however, in certain instances, the minimum account size may be lower.

Discretion on Held-Away Assets

When requested by the client, IARs of SWP can provide discretionary investment management and periodic monitoring by leveraging the order management system provided by Pontera with respect to certain accounts (primarily 401(k) participant accounts, health-savings accounts and other assets identified by the client) held with custodians other than those referenced in Item 12. In such instances, the IAR will regularly review the available investment options in these accounts, monitor them, and rebalance and implement its strategies as necessary in the same manner as if such accounts were held with a custodian referenced in Item 12.

Sub-Advisory Services through SWP

Some IARs of SWP may act as subadvisor to other non-affiliated registered investment advisers (“RIAs”). SWP will manage such accounts in accordance with the investment objective applicable to the end client. SWP will rely on the primary RIA to determine the needs of the client and recommend the investment objective to the client.

SWP will typically require discretionary authority in order to select securities and execute transactions without permission from the client prior to each transaction. SWP recommends Fidelity, to maintain custody of clients’ assets and to effect trades for their accounts. SWP seeks to provide investment decisions that are made in accordance with the fiduciary duties owed to its accounts and without consideration of SWP’s economic, investment or other financial interests. To meet its fiduciary obligations, SWP attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, SWP’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time.

Stratos Investment Management, LLC

SWP sponsors the Stratos Wealth Partners, Ltd. Wrap Fee Program and hires Stratos Investment Management, LLC (“SIM”), an affiliate of SWP, to act as its portfolio manager for that program. SIM also provides subadvisory services to IARs of SWP on a non-wrap fee basis. SIM offers ongoing portfolio management based on the individual goals, objectives, time horizon, and risk tolerance of each client. The wrap fee program allows the investor to pay one stated fee that includes management fees and transaction costs.

SIM primarily acts as a subadvisor. Its portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Portfolio construction
- Risk tolerance
- Regular portfolio monitoring

SIM will typically require discretionary authority in order to select securities and execute transactions without permission from the client prior to each transaction. However, the firm may also provide non-discretionary portfolio management if needed. Advisors working with SIM often recommend Fidelity to maintain custody of clients’ assets and to effect trades for their accounts but may also recommend that Schwab or LPL maintain custody of clients’ assets and effect trades for their accounts. SIM seeks to provide investment decisions that are made in accordance with the fiduciary duties owed to its accounts and without consideration of SIM’s economic, investment or other financial interests. To meet its fiduciary obligations, SIM attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios. It is SIM’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis to avoid favoring one client over another over time. Clients should refer to Items 10 and 14 below for more information about conflicts of interest that may arise when using SIM as a portfolio manager.

SIM is under common control with SWP and Stratos Wealth Advisors, LLC (“SWA”). SWP and SWA have overlap in personnel with SIM and use SIM as a subadvisor for many client accounts. SIM complies

at all times with its fiduciary duty as an investment adviser. Please see Item 10 below for more information about conflicts of interest that may arise when using SIM as a portfolio manager.

For more information regarding SIM, including more information on the advisory services and fees that apply, the types of investments available in the programs, and the conflicts of interest presented by the programs, please see both the SWP Wrap Fee Program Brochure and the SIM Form ADV Part 2A Firm Brochure.

Financial Planning Services

As part of its financial planning services, SWP (through its IARs) provides personal financial planning tailored to the individual needs of the client. The services described below may not be available through all IARs. SWP offers Financial Planning Services under the following structures:

Financial Plans for a Flat Fee

With this structure, the engagement terminates upon delivery of the financial plan. SWP offers various types and levels of financial planning. The level and type of services will vary among IARs and will depend on the needs of the client.

Subscription Financial Planning Services

Clients seeking to receive ongoing financial planning advice may choose to pay a recurring subscription fee for such services. Recurring fees are negotiated between the IAR and the client and reflect the service(s) provided.

Hourly Consulting Services

SWP, through its IARs, provides consulting services on an hourly basis. The IAR tailors the hourly consulting services to the individual needs of the client, and the engagement terminates upon final consultation with the client.

The Employer Sponsored Account Recommendations (“ESAR”) Service

IARs may also provide financial planning advice to plan participants regarding their retirement plans under all financial planning service structures. IARs may provide advice for qualified plan participants. They will provide specific recommendations to clients if they are not being provided under a separate Stratos program. With this service, an IAR may provide clients with specific investment recommendations for their retirement plan assets that are not managed by a Stratos IAR. It is up to the client to decide whether or not to implement the recommendations made by the IAR. The IAR may provide these services for free, or charge either a flat fee or an hourly fee. The IAR may also provide these services through the Financial Wellness Program or as part of a Subscription Financial Planning Service, however the IAR’s fiduciary status changes as listed below.

When providing ESAR services through a one-time engagement (free, flat fee or hourly fee structure) services are not provided on a regular or ongoing basis. The IAR will not be deemed to be a fiduciary under the Employee Retirement Income Security Act of 1974 (“ERISA”) with respect to the participant’s

plan assets. To maintain the non-fiduciary status under ERISA, the program limits the number of engagements with any client to one per calendar year.

When providing ESAR services as part of a Subscription Financial Planning Service the services are considered to be provided on a regular or ongoing basis. The advisor assumes the role of fiduciary under the ERISA with respect to the participant's plan assets.

The following information applies to all Financial Planning services offered by SWP:

SWP and the IAR do not have any discretionary investment authority when offering financial planning services. The IAR makes recommendations as to general types of investment products or securities that may be appropriate for the client to consider and may also provide recommendations regarding specific investments or securities.

Planning and consulting services are based on the client's financial situation at the time and are based on financial information disclosed by the client to SWP. Clients are advised plans may contain certain assumptions that may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance is in no way an indication of future performance. SWP cannot offer any guarantees or promises that the client's financial goals and objectives will be met. Further, clients must continue to review any plan or analysis and update the plan based upon changes in the client's financial situation, goals, or objectives, or any changes in the economy. Should a client's financial situation or investment goals or objectives change, the client must notify SWP promptly.

Clients are advised that fees for financial planning and/or consulting services are strictly for the planning and/or consulting services. Therefore, clients may pay fees and/or commissions for additional services obtained (e.g., asset management) or products purchased (e.g., securities or insurance).

Financial Planning Services may include, but not be limited to, the following examples of services:

- Retirement Planning
- General, Segmented and Comprehensive Financial Planning
- Educational Planning
- Cash Flow Analysis
- Estate Planning
- Budget Planning
- Tax Planning
- Insurance Needs Analysis
- Business Continuity, Succession and Exit Planning
- Asset Allocation Services
- Sports and Entertainment Management
- Executive Planning
- Corporate Benefit Consulting
- Other planning and consulting services as requested by the client and agreed to by the IAR

SWP will gather financial information and history from clients, which may include, among other things, retirement and financial goals, risk tolerance, investment horizon, financial needs, cost of living needs, education needs, savings tendencies, and other applicable financial information required by SWP in order to provide the investment advisory services requested.

As stated above, the level and type of services will depend upon the needs of the client. Depending on the services requested, clients may receive a written analysis, summary or plan. One or more meetings may be necessary with the client and may involve other professionals, as invited and agreed to by the client (e.g., attorneys and/or certified public accountants). The financial plan may be constructed or prepared by a Stratos party other than the IAR,

SWP and the IAR do not have any discretionary investment authority when offering financial planning.

Conflicts of Interest for Financial Planning and Consulting Services

Under all Financial Planning programs offered by SWP, IARs have a conflict of interest to recommend their own services for asset management and/or insurance. Clients are under no obligation to use SWP or the IAR for the services, or to take action as recommended by the IAR.

Third Party Investment Adviser (“TPIA”) Account Management Services

SWP offers the following TPIA account management programs. Not all of these programs are available to all clients, all IARs, or are offered in all states.

Under these TPIA programs, SWP (through its IARs) provides ongoing investment advice to clients that is tailored to the individual needs of the client. SWP IARs may interact with each TPIA as a promoter, a subadvisor, or a dual contract adviser. The IAR’s responsibilities will be different under each of these arrangements. The specifics of the IAR’s role and payment of fees will be governed by the TPIA Investment Management Agreement with SWP, and the client’s agreement with the TPIA. As part of these TPIA services, the IAR obtains the necessary financial data from the client and assists the client with: determining the suitability of the program; setting an appropriate investment objective; and opening an account with the TPIA. In addition, depending on the type of program, the IAR may assist the client in selecting a model portfolio of securities designed by the TPIA or selecting a portfolio management firm to provide discretionary asset management services. The IAR may have discretionary authority to select the TPIA or to make changes to the TPIA. It is the TPIA (and not the IAR) that has client authority to purchase and sell securities on a discretionary or non-discretionary basis pursuant to the investment objective chosen by the client. This authorization will be set out in the TPIA client agreement. The disclosure brochure for the particular TPIA will explain whether clients may impose restrictions on investing in certain securities or types of securities.

SWP offers the following programs utilizing TPIA managers:

LPL Financial Sponsored Advisory Programs

SWP may provide advisory services through certain programs sponsored by LPL Financial, a registered investment advisor and broker-dealer. Below is a brief description of each LPL advisory program available through SWP. For more information regarding the LPL programs, including more information on the advisory services and fees that apply, the types of investments available in the programs, and the conflicts of interest presented by the programs, please see the LPL Financial Form ADV Part 2A or the applicable program’s ADV Part 2A and the applicable client agreement.

Personal Wealth Portfolios Program (“PWP”)

PWP offers clients an asset management account using asset allocation model portfolios designed by LPL. IARs have discretion for selecting the asset allocation model portfolio based on the client’s investment objective. They also have discretion for selecting third party money managers (PWP Advisors), mutual funds and Exchange Traded Funds (“ETFs”) within each asset class of the model portfolio. LPL will act as the overlay portfolio manager on all PWP accounts and will be authorized to purchase and sell on a discretionary basis mutual funds, ETFs, and equity and fixed income securities.

A minimum account value of \$250,000 is required for the PWP. In certain instances, LPL will permit a lower minimum account size.

Optimum Market Portfolios Program (“OMP”)

OMP offers clients the ability to participate in a professionally managed asset allocation program using Optimum Funds shares. Under OMP, the client authorizes LPL on a discretionary basis to purchase and sell Optimum Funds pursuant to investment objectives chosen by the client. The IAR assists the client in: determining the suitability of OMP for the client, and setting an appropriate investment objective. The IAR has discretion to select a mutual fund asset allocation portfolio designed by LPL consistent with the client’s investment objective. LPL will have discretion to purchase and sell Optimum Funds pursuant to the portfolio selected for the client. LPL will also have authority to rebalance the account.

A minimum account value of \$10,000 is required for OMP. In certain instances, LPL will permit a lower minimum account size.

Model Wealth Portfolios Program (“MWP”)

MWP offers clients a professionally managed mutual fund asset allocation program. SWP obtains the necessary financial data from the client and assists the client in: determining the suitability of the MWP program, and setting an appropriate investment objective. The IAR initiates the steps necessary to open an MWP account and has discretion to select a model portfolio designed by LPL’s Research Department consistent with the client’s stated investment objective. LPL’s Research Department or third-party portfolio strategists are responsible for selecting the mutual funds or ETFs within a model portfolio and for making changes to the mutual funds or ETFs selected.

The client authorizes LPL to act on a discretionary basis to purchase and sell mutual funds and ETFs and to liquidate previously purchased securities. The client also authorizes LPL to effect rebalancing for MWP accounts.

MWP requires a minimum asset value for a program account to be managed. The minimums vary depending on the portfolio(s) selected and the account’s allocation amongst portfolios. The lowest minimum for a portfolio is \$25,000. In certain instances, a lower minimum for a portfolio is permitted.

Manager Access Select (“MAS”)/Managed Access Network (“MAN”) Program

MAS/MAN provides clients access to the investment advisory services of professional portfolio management firms for the individual management of client accounts. The IAR assists the client in identifying a third party portfolio manager (“Portfolio Manager”) from a list of Portfolio Managers made available by LPL. The Portfolio Manager manages the client’s assets on a discretionary basis. The IAR provides initial and ongoing assistance regarding the Portfolio Manager selection process.

A minimum account value of \$100,000 is required for the MAS/MAN Program, however, in certain instances, the minimum account size may be lower or higher.

Small Market Solution (“SMS”) Program

Under SMS, LPL Research (a team of investment professionals within LPL) creates and maintains a series of different investment menus (“Investment Menus”) consisting of a mix of different asset classes and investment vehicles (“investment options”) for clients that sponsor and maintain participant-directed defined contribution plans (“Plan Sponsors”). The Plan Sponsor is responsible for selecting the Investment Menu that it believes is appropriate based on the demographics and other characteristics of the Plan and its participants. LPL Research is responsible for the selection and monitoring of the investment options made available through Investment Menus (“Fiduciary Selection Services”). The investment options that are offered through SMS are limited to the specific investments available through the recordkeeper that the Plan Sponsor selects. The Plan Sponsor may only select an Investment Menu in its entirety and does not have the option to remove or substitute an investment option.

If the Plan is subject to ERISA, LPL will be a “fiduciary” and serve as “investment manager” (as that term is defined in section 3(38) of ERISA) in connection with the Fiduciary Selection Services. None of the services offered under SMS other than the Fiduciary Selection Services will constitute “investment advice” under 3(21)(A)(ii) of ERISA, or otherwise cause LPL or SWP to be deemed a fiduciary.

In addition to the Fiduciary Selection Services, the Plan Sponsor may also select from a number of non-fiduciary consulting services available under SMS that are provided by SWP. These consulting services may include, but are not limited to: general education, and support regarding the Plan and the investment options selected by Plan Sponsor; assistance regarding the selection of, and ongoing relationship management for, recordkeepers and other third-party vendors; Plan participant enrollment support; and participant-level education regarding investment in the Plan. These consulting services do not include any individualized investment advice to the Plan Sponsor or Plan participants with respect to Plan assets, and LPL and SWP do not act as fiduciaries under ERISA in providing such consulting services.

Guided Wealth Portfolios (“GWP”)

GWP offers clients the ability to participate in a centrally managed investment program, which is made available to users and clients through LPL’s Account View, a web-based interactive account management portal. The Program generates investment recommendations based upon model portfolios constructed by LPL and selected for the account. Communications concerning GWP are intended to occur primarily through electronic means (including but not limited to, through email communications or through such portal), although SWP will be available to discuss investment strategies, objectives or the account in general in person or via telephone.

A preview of the Program (the “Proposal Tool”) is provided to help users determine whether they would like to become advisory clients and receive ongoing financial advice from LPL and SWP by enrolling in the advisory service (the “Advisory Service”). The Proposal Tool and Advisory Service are described in more detail in the GWP Program Brochure. Users of the Proposal Tool are not considered to be advisory clients of LPL or SWP, do not enter into an advisory agreement with LPL or SWP, do not receive ongoing investment advice or supervisions of their assets, and do not receive any trading services.

Investors participating in the Advisory Service complete an account application and enter into an account agreement with LPL and SWP. Based on information provided by the client in a client profile, LPL selects

an appropriate investment allocation track and model portfolio for a client. The SWP IAR is required to review and accept the account, including the investment allocation track and model portfolio, prior to account opening. The model portfolios have been designed and are maintained by LPL Research and include a list of ETF holdings and may in the future include mutual funds holdings and include relative weightings and a list of potential replacement securities for tax harvesting purposes. LPL Research currently serves as the sole Portfolio Strategist and does not charge a fee for its services. Only one Model Portfolio is permitted per account.

A minimum account value of \$5,000 is required to enroll in the Managed Service.

Conflicts of Interest

Transactions in LPL advisory program accounts are effected through LPL as the executing broker-dealer.

The IAR receives management fees as a result of a client's participation in an LPL program. Depending on, among other things, the type and size of the account, type of securities held in the account, changes in its value over time, ability to negotiate fees or commissions, historical or expected size or number of transactions, and number and range of supplementary advisory and client-related services provided to the client, the amount of this compensation may be more or less than what SWP would receive if the client participated in other programs, whether through LPL or another sponsor, or paid separately for investment advice, brokerage and other services.

In addition, SWP has a fee arrangement with LPL related to assets held on one of the LPL advisory programs. Under this arrangement, LPL pays SWP a rebate based on the amount of assets invested in that LPL program. This results in a conflict of interest between clients and SWP because receipt of the rebate gives SWP an incentive to recommend that clients invest assets in the program; however, this conflict is mitigated insofar as the rebate payments SWP receives are not shared with the IAR who selects or recommends the program for its clients.

The account fee for GWP may be higher than the fees charged by other investment advisors for similar services, and clients could generally pay a lower advisory fee for algorithm-driven, automated ("robo") investment advisory services through another robo provider. However, clients using such direct robo services will forgo opportunities to utilize LPL-constructed model portfolios or to work directly with a financial advisor.

Clients should consider the level and complexity of the advisory services to be provided when negotiating the account fee (or the advisor fee portion of the account fee, as applicable) with SWP. With regard to accounts utilizing third-party portfolio managers under aggregate, all-in-one account fee structures (including MAS, PWP and the legacy MWP fee structure), because the portion of the account fee retained by SWP varies depending on the portfolio strategist fee associated with a portfolio, SWP has a financial incentive to select one portfolio instead of another portfolio.

Fidelity Advisory Programs

SWP may also provide advisory services through Fidelity as the broker-dealer custodian. Below is a brief description of advisory programs available at Fidelity.

Fidelity Separate Account Network® ("SAN") – Fidelity offers a Separate Account Network program ("SAN Program"), a unified platform for managed portfolios. The SAN Program enables the IAR to have the ability to build separately managed account portfolios from a vast network of managers to meet client needs which will be managed as a wrap fee program by designated SAN Managers on a discretionary basis. The minimum investment required by each individual SAN Manager must be met. Please refer to

the SAN Manager's Form ADV Part 2A or the comparable disclosure document and the Form ADV Part 2A, Appendix 1 provided to clients by their SWP IAR.

Some managers under the SAN program may require an additional client advisory agreement in addition to the agreement signed with SWP. For a complete description of the services offered, the programs, the fees charged and minimum account requirements, please refer to the separate disclosure brochure (such as Part 2A of Form ADV) maintained by the Manager as provided by the IAR.

Clients should carefully review these additional disclosure brochures for important and specific details including, among other things, fees, experience, investment objectives, and risk guidelines, and disclosure of the money manager's conflicts of interest.

The client and IAR together determine which program is appropriate for the client. Clients will receive confirmations and statements reflecting all transactions in their account. SWP will not have the discretionary authority to close the account or withdraw funds or securities, with the exception of SWP's advisory fees on a quarterly basis.

Clients should refer to the disclosure brochure, client agreement and other account paperwork for each TPIA for more detailed information about the services available under the program.

Envestnet

Envestnet provides broad access to financial products, including institutional money managers. In addition, IARs can select from Envestnet's portfolio consulting group and Fund Strategist Network.

Fund Strategist Network

Envestnet's Fund Strategist Network provides IARs with access to institutional managers to develop unique strategies for their client's portfolios. IARs can access asset allocation and investment management assistance from fund strategists who can deliver multi-asset solutions for their clients. The IAR will recommend an appropriate model portfolio. Once the model portfolio is selected, the strategist will be responsible for monitoring the performance of the holdings in their model portfolios and will adjust and rebalance the model portfolio in accordance with their investment strategy. The fund strategist will manage on a discretionary basis. The client may be somewhat restricted in their ability to directly contact and consult with the fund strategists, but the IAR is available to address any questions, issues or concerns about the performance of their accounts. The minimum investment required by each fund strategist, which will vary from \$5,000 to \$50,000.

Envestnet ONE, Unified Managed Account (UMA)

The Envestnet UMA program offers a single portfolio that can access multiple asset managers to address a variety of asset classes. This investment model seeks to deliver the benefits of a traditional separately managed accounts in a single, broadly diversified portfolio by combining institutional money managers, ETFs and mutual funds into a single portfolio and custodial account. Envestnet also provides overlay management services to seek tax efficiencies and appropriate asset allocation across the portfolio. The minimum investment required for a UMA is \$250,000, but may be negotiated lower at account opening.

Schwab Advisory Programs

SWP may also provide advisory services through Schwab as the broker-dealer custodian. Below is a brief description of advisory programs available at Schwab.

Managed Account Select

This wrap fee program sponsored by Schwab includes brokerage, custody and money manager services. The IAR has access to professional money managers that have been evaluated by Schwab. The money managers will manage the accounts on a discretionary basis. The IAR will have access to ongoing research and comparative reports regarding the money manager selected for clients. The account minimum for the Managed Account Select program is typically \$100,000 for accounts utilizing equities but may be more for fixed income.

Managed Account Access

This wrap fee program sponsored by Schwab also provides access to professional money managers. The IAR will select from an array of money managers and hundreds of investment strategies. The money managers will manage the accounts on a discretionary basis. The account minimum for the Managed Account Access program is typically \$100,000 for accounts utilizing equities but may be more for fixed income.

Managed Account Marketplace

In this program, the IAR will work with the client to negotiate directly with money managers of the client's choosing. Marketplace allows the IAR and the client to use money managers based on their own negotiated arrangements. Account minimums will be as negotiated with the money manager selected.

Referral Services for Investment Advisors

SWP and its IARs may act as referral agents on behalf of TPIAs pursuant to a referral agreement. In such case, SWP provides services to the TPIA related to the referred client. The IAR provides the referred client a disclosure statement regarding the role of SWP and the IAR as a referral agent, but the IAR does not enter into an agreement with the client to provide ongoing investment advice. Instead, the client engages the TPIA for advisory services. Please see Item 14 below for more information about these referral services and the related compensation.

Clients should refer to the disclosure brochure, client agreement and other account paperwork for each TPIA for more detailed information about the services available under the program.

ITEM 5: Fees and Compensation

The advisory fees payable upon initial implementation are collected directly from the account (provided the client has given SWP written authorization for SWP to deduct the fees directly from the account). Advisory fees for all subsequent periods will be collected directly from the account, provided authorization was obtained. Clients will be provided with an account statement from the account custodian, reflecting the deduction of the advisory fee. If the account does not contain sufficient funds to pay advisory fees,

SWP has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. The client may reimburse the account for advisory fees paid to SWP, except for ERISA and IRA accounts.

Fees are negotiable and are not based on a share of capital gains/losses upon or capital appreciation/depreciation of the funds or any portion of the funds.

Additionally, in limited cases, the client's managed accounts may be aggregated together to determine a fee breakpoint. Therefore, clients with multiple managed accounts will be charged a fee considering the account values in total. In these cases, and when available, it is a benefit to the client to have an IAR that aggregates accounts. Alternatively, some IARs may charge a corresponding fee based on each account size. Therefore, clients with multiple accounts may pay a different fee depending on the account size.

The maximum annual advisory fee is **2.25%** for SWM and other advisor-managed non-wrap accounts.

In limited cases, SWP may apply a flat fee to provide asset management services. The maximum flat fee will be no more than 2.25% of the assets under management. Details regarding billing can be found in the client agreement for the applicable accounts. Clients should understand that this may create a conflict of interest, as SWP's and the IAR's compensation does not increase or decrease along with the client's account value.

Transaction Charges:

In addition to the advisory fees above, clients with non-wrap fee accounts will pay a transaction charge for each transaction. Transaction charges are not assessed by SWP and SWP does not share in the transaction charges. The transaction charges are assessed by the broker-dealer executing the transaction and may be changed at any time by the broker-dealer. The following list of fees or expenses are what clients pay directly to third parties, whether a security is being purchased, sold or held in an account under SWP management. Fees are charged by the broker-dealer/custodian.

Clients who custody their account at LPL financial will typically pay higher transaction fees and higher fees for structured products than they would at other custodians such as Fidelity or Schwab.

SWP does not receive, directly or indirectly any of these fees charged to the client. They are paid to the broker, custodian or the mutual fund or other investment that is held. The fees include, among others:

- Accounts holding Alternative Investments will be charged an annual custodial fee per position per account per year
- Brokerage commissions
- Transaction fees
- Exchange fees
- SEC fees
- Advisory fees and administrative fees charged by mutual funds/ ETFs
- Advisory fees charged by subadvisers (if any are used for your account)
- Custodial fees
- Trade-away fees
- Deferred sales charges (on mutual funds or annuities)
- Odd-Lot differentials
- Transfer taxes
- Wire transfer and electronic fund processing fees
- Commissions or mark-ups/mark-downs on security transactions

Ticket Charges

There are conflicts of interest to consider in connection with the selection of mutual funds and a specific transaction cost commonly known as ticket charge associated with each mutual fund transaction.

As background, custodians often make available mutual funds that offer various classes of shares. Some share classes of a fund charge higher internal expenses, whereas other share classes of a fund charge lower internal expenses. Institutional and advisory share classes (collectively, “institutional shares” or “institutional share classes”) typically have lower expense ratios and are less costly for a client to hold than Class A shares or other share classes that are eligible for purchase in an advisory account. In some instances, a mutual fund offers only Class A shares, but another similar mutual fund may be available that offers institutional shares.

Whether a mutual fund or a specific share class of a mutual fund incurs a ticket charge often depends on whether the mutual fund or the mutual fund share class has 12b-1 fees (fees paid by the mutual fund to distributors of the funds to cover the cost of distribution and/or shareholder services). For instance, where a mutual fund or mutual fund share class has 12b-1 fees can correlate with no ticket charge. Additional fees that could have an impact on whether a mutual fund or mutual fund share class has a ticket charge or not also include recordkeeping fees to the custodian. Mutual funds and mutual fund share classes with no ticket fees (which can be described as NTF shares) usually have higher fees and expense ratios, and the associated costs would be incurred by the client. Mutual funds and mutual fund shares with ticket fees usually have lower fees and expenses, which would lessen the associated fees and expense costs on the client.

SWP has a policy that IARs recommend the lower cost share class reasonably available at the time through the custodian where a client account is located. Furthermore, SWP conducts surveillance to test this policy and maintains a process to reasonably conduct conversions to the lower cost share class, where applicable and possible depending on availability with an individual custodian.

We strongly encourage clients to discuss with their IAR whether lower cost share classes are available with a particular custodian or a particular managed account program; why the particular funds or other investments that will be purchased or held in your account are appropriate in consideration of their expected holding period, investment objective, risk tolerance, time horizon, financial condition, amount invested, trading frequency, the amount of the advisory fee charged; whether clients will pay higher internal fund expenses in lieu of transaction charges that could adversely affect long-term performance; and relevant tax considerations.

Clients using non-wrap fee accounts pay a fee to SWP plus transaction charges. Typically, this option may be more economical for those managed accounts where there is less trading or where mutual funds with no transaction fees will be primarily utilized in the management of the portfolio.

SWP may, on occasion, aggregate trades for clients and provide clients an average execution price. The fixed transaction costs charged by the broker-dealer for these aggregated trades will be assessed on an individual pro-rated basis.

Fees and Termination Provisions for Accounts custodied at LPL Financial, (for SWM Accounts)

Certain IARs of SWP are also associated with LPL Financial as broker-dealer registered representatives (“Dually Registered Persons”). In their capacity as registered representatives of LPL Financial, certain Dually Registered Persons may earn commissions for the sale of securities or investment products that

they recommend for brokerage clients. They do not earn commissions on the sale of securities or investment products recommended or purchased in advisory accounts through SWP. Clients have the option of purchasing many of the securities and investment products SWP makes available through another broker-dealer or investment adviser. However, when purchasing these securities and investment products away from SWP, clients will not receive the benefit of the advice and other services SWP provides.

Advisory fees will be charged in advance on a calendar quarter basis. Fees will be calculated based upon the value of the portfolio on the last business day of the just completed quarterly period. Advisory fees for accounts opened on a day other than the first day of the calendar quarterly period or closed on a day other than the last business day of the calendar quarterly period will be prorated based on the number of days in the quarter. The initial fee for accounts established during a calendar quarter will be billed to the account in arrears at the beginning the calendar quarter following execution of this agreement along with the first full calendar quarter's fee paid in advance. Therefore, for accounts established during a calendar quarter, the first fee paid by the client may be a large fee since it will be a combination of the first full calendar quarter fee paid in advance and a prorated fee for the remaining quarter in which the account was established. The initial fee will be calculated based on the value of the account on the last business day of the then current calendar quarter and prorated based on the number of days remaining in the quarter starting with the date the client executed the advisory agreement (e.g., an account established on July 25, the initial fee will be invoiced to the account sometime within the month of October. The initial fee will be calculated using the value of the account on the last business day of September and will be prorated from the date the advisory agreement was signed to the end of September. Additionally, the fee deducted from the account, based on the example, will include the fee paid in advance for October through December and calculated based on the value of the account on the last business day of September.).

Clients may make additions to the account or withdrawals from the account. Additional assets deposited into the account after it is opened will be charged a pro-rata fee based upon the number of days remaining in the then-current quarterly period. Additionally, partial withdrawals from the account will result in a prorated refund or credit of fees to the account. Fee adjustments for additional deposits to the account and partial withdrawals from the account will be calculated in arrears or in the next quarterly period billing cycle. Fee adjustments will be calculated based on the value at the time of the additional deposit or partial withdrawal. No fee adjustments will be made for account appreciation or depreciation.

Fees and Termination Provisions for Accounts custodied at Schwab or Fidelity

Advisory fees will be charged in advance on a calendar quarter basis. Fees will be calculated based upon the average daily value of the portfolio from the prior calendar quarter. Advisory fees for accounts opened on a day other than the first day of the calendar quarterly period or closed on a day other than the last business day of the calendar quarterly period will be prorated based on the number of days in the quarter.

The initial fee for accounts established during a calendar quarter will be billed to the account in advance from the date of the initial deposit to the calendar quarter end based on the value of the initial deposit.

Client Investment Management Agreement Termination

Clients may terminate, with written notice to SWP, investment advisory services within five (5) business days after entering into the advisory agreement, without penalty or obligation and for a full refund of any prepaid fees. After five (5) business days of entering into an advisory agreement, client will be entitled to a prorated refund of any prepaid quarterly advisory fee based upon the number of days remaining in the quarter after the termination date.

Certain IARs of SWP are also associated with LPL Financial as Dually Registered Persons. In their capacity as registered representatives of LPL, certain Dually Registered Persons may earn commissions for the sale of securities or investment products that they recommend for brokerage clients. They do not earn commissions on the sale of securities or investment products recommended or purchased in advisory accounts through SWP. Clients have the option of purchasing many of the securities and investment products SWP makes available through another broker-dealer or investment adviser. However, when purchasing these securities and investment products away from SWP, clients will not receive the benefit of the advice and other services SWP provides.

When purchasing securities and investment products away from SWP, partial withdrawals or additional deposits may result in a prorated refund or credit of fees to your account(s). Fee adjustments for partial withdrawals and additional deposits may be calculated in arrears on the next quarterly period billing cycle. Fee adjustments will be calculated based on the value at the time of the additional deposit or partial withdrawal.

Fees for Held-Away Assets

IARs may provide discretionary investment management services leveraging the Pontera system for accounts including 401(k) participant accounts, health-savings accounts and other assets identified by the client held with custodians other than those referenced in Item 12. The fee will be assessed and billed quarterly based on the account value at the end of the quarter. Fees will be debited from a taxable account as authorized by the client. If the client does not have a taxable account, then the fees will be billed directly to the client. Accounts initiated or terminated during a calendar quarter will be charged a pro-rated fee based on the number of days remaining in the billing period. An account may be terminated with written notice.

Financial Planning and Hourly Consulting Services

Financial Planning/Consulting Fees may be separate from advisory fees discussed elsewhere. Financial Planning/Consulting Fees are negotiable. Each IAR will negotiate a financial planning/consulting fee with the client and quote a fee prior to any services being rendered. IARs may charge based on a flat or hourly fee. The fee will be based on several factors including but not limited to: the services requested by the client; the complexity of the client's situation; the number of meetings required to complete the requested services; the number of parties and/or other professionals involved; the areas of review and analysis; the staff resources, travel, time and research needed; and the savings to the client as a result of the services. Fees may be different from one IAR to another.

Fees may be paid upon execution of the agreement with SWP or at the end of the engagement. In addition, SWP retains the ability to negotiate an installment payment schedule with the client; however, SWP does not allow for more than six installment payments.

Hourly fees will typically range up to \$500 per hour; however, SWP may permit a higher hourly fee in certain situations. Typically, clients will be provided an estimate of the amount of time needed for the services. No deposit is required at the time of engagement. SWP does not require or solicit prepayment six months or more in advance.

IARs who provide Subscription Financial Planning Services, may charge based on a fixed or tiered fee on a monthly or quarterly basis. IARs may also charge an onboarding fee for new clients entering subscription financial planning services.

Clients may terminate, with written notice to SWP, planning and/or consulting advisory services within five (5) business days after entering into the advisory agreement, without penalty or obligation and for a full refund of any prepaid fees. After five (5) business days of entering into the financial planning advisory agreement, clients may terminate upon SWP's receipt of a client's written notice to terminate. If fees have been prepaid and a financial planning engagement is terminated prior to completion, the client will be entitled to a refund of unearned fees. After completion and presentation of the services no refunds will be issued.

SWP accepts payment by check, credit card and ACH. Note that not all IARs accept credit card and/or ACH payment.

Fees for LPL Advisory Programs

The account fee charged to the client for each LPL advisory program is negotiable, subject to the following maximum account fees:

Manager Access Select	3.0%
OMP	2.5%
PWP	2.5%
MWP	2.83%*
SMS	1.20%**
GWP	1.35%***

* The MWP account fee consists of an LPL program fee, a strategist fee (if applicable) and an advisor fee of up to 2.00%. Accounts remaining under the legacy fee structure may be charged one aggregate account fee, for which the maximum account fee is 2.50%. See the MWP program brochure for more information.

** The SMS fee consists of an LPL program fee of 0.20%, and an advisor fee of up to 1.00%.

*** GWP Managed Service clients are charged an account fee consisting of an LPL program fee of 0.35% and an advisor fee of up to 1.00%. LPL Research currently serves as the sole portfolio strategist and does not charge a fee for its services.

Excluding SMS, LPL serves as program sponsor, investment advisor and broker-dealer for the LPL advisory programs.

SWP and LPL may share in the account fee and other fees associated with program accounts. Associated persons of SWP may also be Dually Registered Persons. Under SMS, LPL serves as investment advisor but not the broker-dealer. The advisor and LPL may share in the advisory portion of the SMS fee.

Fees for Fidelity or Schwab Advisory Programs

Fidelity and Schwab charge an asset-based fee for the services provided in their advisory platform programs. The fees vary according to the program utilized, the size of the account and the investment strategy chosen for an account. The fees may be negotiable based on a number of factors that may result in a particular client paying a fee that is different from another client. Clients should discuss fees with their IARs and review program material to ensure they understand the fees associated with a program before deciding to invest in the program.

Third Party Investment Advisers

For TPIAs, clients pay an advisory fee as set out in the client agreement with the TPIA sponsor. The fee is typically negotiated among the TPIA sponsor, the IAR and the client. Fees may be different from one IAR to another. Further, fees are not commensurate with education or experience. The TPIA sponsor may establish a fee schedule or set a minimum or maximum fee. The TPIA fee schedule will be set out in the disclosure brochure provided by the TPIA sponsor. The advisory fee typically is based on the value of assets under management as valued by the custodian of the assets for the account and will vary by program. The advisory fee typically will be deducted from the account by the custodian and paid quarterly in arrears or in advance. The advisory fee is often paid to the TPIA sponsor, who in turn pays a portion to SWP. SWP and the IAR share such portion of the advisory fee. A TPIA account may be terminated by a party pursuant to the terms outlined in the TPIA client agreement. The TPIA client agreement will explain how clients can obtain a refund of any pre-paid fee if the agreement is terminated before the end of a billing period.

The maximum total fee is 3%, with 2% being the maximum for the SWP advisory fee and 1% maximum being the TPIA fee.

There are other fees and charges imposed by third parties that may apply to investments in TPIA accounts. Some of these fees and charges are described below. The client may be charged commissions, markups, markdowns, or transaction charges by the broker-dealer who executes transactions in the TPIA account. There may be custodial related fees imposed by the custodian of assets for the program account. These additional fees and charges will be set out in the TPIA brochure and the agreements executed by the client at the time the account is opened.

If assets are invested in mutual funds, ETFs or other pooled funds, there are two layers of advisory fees and expenses for those assets. The client will pay an advisory fee to the fund manager and other expenses as a shareholder of the fund. The client will also pay the TPIA advisory fee with respect to those assets. The mutual funds and ETFs available in the programs often may be purchased directly. Therefore, clients could avoid the second layer of fees by not using the advisory services of the TPIA and IAR and by making their own decisions regarding the investment.

A mutual fund in a TPIA program account may pay an asset-based sales charge or service fee (e.g., a 12b-1 fee) that is paid to the broker-dealer on the account. SWP and IARs are not paid these fees for TPIA program accounts.

If a client transfers into a TPIA account a previously purchased mutual fund, and there is an applicable contingent deferred sales charge on the fund, client will pay that charge when the mutual fund is sold. If the account is invested in a mutual fund that charges a fee if a redemption is made within a specific time period after the investment, client will be charged a redemption fee. If a mutual fund has a frequent trading policy, the policy can limit a client's transactions in shares of the fund (e.g., for rebalancing, liquidations, deposits or tax harvesting).

If the client holds a variable annuity that is managed as part of a TPIA account, there are mortality, expense and administrative charges, fees for additional riders on the contract, and charges for excessive transfers within a calendar year imposed by the variable annuity sponsor. If the client holds a Unit Investment Trust ("UIT") in a program account, UIT sponsors charge creation and development fees or similar fees. Further information regarding fees assessed by a mutual fund, variable annuity or UIT is available in the appropriate prospectus, which clients should request from their IAR.

If the TPIA program is a wrap fee program, clients should understand that the wrap fee may cost the client more than purchasing the program services separately (e.g., paying fees for the advisory services of the TPIA and IAR, plus commissions for each transaction in the account). Factors that bear upon the cost of the account in relation to the cost of the same services purchased separately include the:

- Type and size of the account;
- Types of securities in the account;
- Historical and/or expected size or number of trades for the account; and
- Number and range of supplementary advisory and client-related services provided to the client.

The investment products and services available to be purchased in TPIA program accounts can be purchased by clients outside of a TPIA program account, through LPL or through broker-dealers or other investment firms not affiliated with SWP or the TPIA.

ITEM 6: Performance Based Fees and Side-By-Side Management

SWP does not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (performance-based fees). Our advisory fee compensation is charged only as disclosed above. SWP does not engage in Side-By-Side Management.

ITEM 7: Types of Clients

SWP provides services to a variety of clients:

- Individuals
- Trusts, estates and charitable organizations
- Corporations or other business entities
- Governmental plans, municipalities
- Not for profit entities
- Bank or thrift institutions
- Retirement plans

The account minimums for both SWM and other advisor-managed, non-wrap fee accounts is \$10,000; however, in certain circumstances, the minimum account size may be lower.

Please see Item 4 for account minimums for other account types on LPL, Fidelity, and Schwab platforms.

SWP does not require a minimum asset amount for financial planning or hourly consulting.

For TPIAs, the TPIA sponsor typically establishes a minimum account value, which will be set forth in the account opening documents with the TPIA sponsor.

ITEM 8: Methods of Analysis, Investment Strategies and Risk of Loss

Affiliated and unaffiliated service providers may develop asset allocation models. The IAR may also develop asset allocation models or use others from outside independent sources. Each IAR develops his or her own methods of analysis, sources of information, and investment strategies. As such, recommendations by IARs and individual investment portfolios will differ.

A variety of methods and strategies may be utilized when formulating investment advice and managing client assets, methods of analysis may include, but are not limited to:

- Charting Analysis involves the use of patterns in performance charts to identify current trends and trend reversals to forecast the direction of prices;
- Fundamental Analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages; and
- Technical Analysis involves the analysis of past market data (primarily price and volume).

There are certain risks associated with each of these methods of analysis:

Charting Analysis: Economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of charting analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Fundamental Analysis: does not attempt to anticipate market movements. This represents 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 security.

Technical Analysis: The risk of the analysis using mathematical and statistical modeling is that they may not accurately predict future investment patterns. Day-to-day changes in the market prices of investments may follow random patterns and may not be predictable with any reliable degree of accuracy. The risk of analysis using more subjective criteria is that the information obtained to make the analysis may be inaccurate and skew the analysis. In addition, measuring (or weighting) the criteria will likely be inconsistent from one analysis to another and could adversely affect the investment decisions.

Clients' portfolios may consist of stocks, bonds, ETFs/ETNs, no-load and/or load mutual funds and cash or cash equivalents, or other securities deemed appropriate and suitable to the client by SWP.

Clients are advised that transactions in the account, account reallocations and rebalancing may trigger a taxable event for the client, with the exception of transactions in IRA accounts, 403(b) accounts and other qualified retirement accounts. SWP does not offer tax advice and clients are urged to consult with their tax advisers.

Risk of Loss

Securities markets fluctuate substantially over time. All investments in securities include a risk of loss of money invested (principal) and any unrealized profits (i.e., profits in the account that have not been liquidated, sometimes called “paper profits”). In addition, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets SWP manages that may be out of our control. We cannot guarantee any level of performance or that you will not experience a loss of your account assets. SWP does not represent, warrant or imply that the services or methods of analysis used by SWP can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to major market corrections or crashes. No guarantees can be offered that client’s goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by SWP will provide a better return than other investment strategies.

Varied fluctuations in the price of investments are a normal characteristic of securities markets due to a variety of influences. Managed account programs should be considered a long-term investment and thus long-term performance and performance consistency are the major goals.

The IAR has access to various research reports and model portfolios which can be referred to when determining the investment advice the IAR provides to clients. The IAR chooses his/her own research methods, investment style and management philosophy. It is important to note that no methodology or investment strategy is guaranteed to be successful or profitable and has a risk of loss.

Types of Investments and Risks

SWP and its IARs can recommend many different types of securities, including mutual funds, unit investment trusts (“UITs”), closed end funds, Exchange-Traded Funds/Exchange-Traded Notes (“ETFs/ETNs”), variable annuity subaccounts, equities, fixed income securities, options, hedge funds, managed futures, and structured products. Investing in securities involves the risk of loss that clients should be prepared to bear. Described below are some particular risks associated with some types of investments available in the program.

- ***Alternative Strategy Mutual Funds or ETFs.*** Certain mutual funds and ETFs invest primarily in alternative investments and/or strategies. Investing in alternative investments and/or strategies may not be suitable for all investors and involves special risks, such as risks associated with commodities, real estate, leverage, selling securities short, the use of derivatives, potential adverse market forces, regulatory changes, and potential illiquidity. There are special risks associated with mutual funds and ETFs that invest principally in real estate securities, such as sensitivity to changes in real estate values and interest rates and price volatility because of the fund’s concentration in the real estate industry.
- ***Closed-End Funds.*** Client should be aware that closed-end funds are not readily marketable. In an effort to provide investor liquidity, the funds may offer to repurchase a certain percentage of shares at net asset value on a periodic basis. Thus, clients may be unable to liquidate all or a portion of their shares in these types of funds.

- **ETFs.** ETFs are typically investment companies that are legally classified as open end mutual funds or UITs. However, they differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the “spread.” The spread varies over time based on the ETF’s trading volume and market liquidity and is generally lower if the ETF has a lot of trading volume and market liquidity and higher if the ETF has little trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940, like traditional mutual funds, some ETFs (in particular those that invest in commodities) are not registered as an investment company.
- **ETNs.** An ETN is a senior unsecured debt obligation designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets (e.g., commodity futures, foreign currency and equities). ETNs are similar to ETFs in that they are listed on an exchange and can typically be bought or sold throughout the trading day. However, an ETN is not a mutual fund and does not have a net asset value; the ETN trades at the prevailing market price. The repayment of the principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the ETN issuer’s ability to pay. In addition, the trading price of the ETN in the secondary market may be adversely impacted if the issuer’s credit rating is downgraded. The index or asset class for performance replication in an ETN may or may not be concentrated in a specific sector, asset class or country, and may therefore carry specific risks.
- **Leveraged and Inverse ETFs, ETNs and Mutual Funds.** Leveraged ETFs, ETNs and mutual funds, sometimes labeled “ultra” or “2x”, are designed to provide a multiple of the underlying index’s return, typically on a daily basis. Inverse products are designed to provide the opposite of the return of the underlying index, typically on a daily basis. These products are different from and can be riskier than traditional ETFs, ETNs and mutual funds. Although these products are designed to provide returns that generally correspond to the underlying index, they may not be able to exactly replicate the performance of the index because of fund expenses and other factors. This is referred to as a tracking error. Continual re-setting of returns within the product may add to the underlying costs and increase the tracking error. As a result, this may prevent these products from achieving their investment objective. In addition, compounding of the returns can produce a divergence from the underlying index over time, particularly for leveraged products. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. Because of these distortions, these products should be actively monitored, as frequently as daily, and are generally not appropriate as an intermediate- or long-term holding. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may not be diversified and can be based on commodities or currencies. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds.
- **Options.** Certain types of option trading are permitted in order to generate income or hedge a security held in the program account; namely, the selling (writing) of

covered call options or the purchasing of put options on a security held in the program account. The client should be aware that the use of options involves additional risks. The risks of covered call writing include the potential for the market to rise sharply. In such case, the security may be called away and the program account will no longer hold the security. The risk of buying long puts is limited to the loss of the premium paid for the purchase of the put if the option is not exercised or otherwise sold by the program account.

- **Structured Products.** Structured products are securities derived from another asset, such as a security or a basket of securities, an index, a commodity, a debt issuance, or a foreign currency. Structured products frequently limit the upside participation in the reference asset. Structured products are senior unsecured debt of the issuing bank and subject to the credit risk associated with that issuer. This credit risk exists whether or not the investment held in the account offers principal protection. The creditworthiness of the issuer does not affect or enhance the likely performance of the investment other than the ability of the issuer to meet its obligations. Any payments due at maturity are dependent on the issuer's ability to pay. In addition, the trading price of the security in the secondary market (if there is one) may be adversely impacted if the issuer's credit rating is downgraded. Some structured products offer full protection of the principal invested; others offer only partial or no protection. Investors may be sacrificing a higher yield to obtain the principal guarantee. In addition, the principal guarantee relates to nominal principal and does not offer inflation protection. An investor in a structured product never has a claim on the underlying investment, whether a security, zero coupon bond, or option. There may be little or no secondary market for the securities, and information regarding independent market pricing for the securities may be limited. This is true even if the product has a ticker symbol or has been approved for listing on an exchange. Tax treatment of structured products may be different from other investments held in the account (e.g., income may be taxed as ordinary income even though payment is not received until maturity). Structured CDs that are insured by the FDIC are subject to applicable FDIC limits.
- **High-Yield Debt.** High-yield debt is issued by companies or municipalities that do not qualify for "investment grade" ratings by one or more rating agencies. The below investment grade designation is based on the rating agency's opinion of an issuer that it has a greater risk to repay both principal and interest and a greater risk of default than those issuers rated investment grade. High-yield debt carries greater risk than investment grade debt. There is the risk that the potential deterioration of an issuer's financial health and subsequent downgrade in its rating will result in a decline in market value or default. Because of the potential inability of an issuer to make interest and principal payments, an investor may receive less than originally invested. There is also the risk that the bond's market value will decline as interest rates rise and that an investor will not be able to liquidate a bond before maturity.
- **Hedge Funds and Managed Futures.** Hedge and managed futures funds may be purchased by clients meeting certain qualification standards. Investing in these funds involves additional risks including, but not limited to, the risk of investment loss due to the use of leveraging and other speculative investment practices and the lack of liquidity and performance volatility. In addition, these funds are not

required to provide periodic pricing or valuation information to investors and may involve complex tax structures and delays in distributing important tax information. Clients should be aware that these funds are not liquid as there is no secondary trading market available. At the absolute discretion of the issuer of the fund, there may be certain repurchase offers made from time to time. However, there is no guarantee that client will be able to redeem the fund during the repurchase offer.

- **Variable Annuities.** If the client purchases a variable annuity that is part of the program, the client will receive a prospectus and should rely solely on the disclosure contained in the prospectus with respect to the terms and conditions of the variable annuity. The client should also be aware that certain riders purchased with a variable annuity may limit the investment options and the ability to manage the subaccounts.

ITEM 9: Disciplinary Information

SWP is obligated to disclose any legal or disciplinary events that would be material to clients, or potential clients, when evaluating SWP or the integrity of its management team. SWP does not have information to disclose that is applicable to this item.

ITEM 10: Other Financial Industry Activities and Affiliations

SWP is wholly owned by Stratos Intermediate Holdco LLC within the Stratos Wealth Holdings, LLC family of companies. Stratos Intermediate Holdco LLC owns the following registered investment advisers and a limited purpose broker-dealer:

1. SWP, a retail investment firm offering advice primarily through IARs who are securities licensed through LPL, Member FINRA/SIPC;
2. Stratos Wealth Advisors, LLC (“SWA”), a retail investment firm offering advice primarily through IARs who are not securities-licensed;
3. Stratos Investment Management, LLC (“SIM”), an asset management firm acting primarily as a subadvisor;
4. Stratos Wealth Securities, LLC (“SWS”), a limited purpose broker-dealer, Member FINRA/SIPC. SWS does not process securities transactions or maintain client accounts; and
5. Renaissance Investment Group, a retail investment firm offering advice through IARs who are not securities licensed.

Certain IARs of SWP are also associated with LPL Financial as broker-dealer registered representatives (“RRs”). LPL Financial is a broker-dealer that is independently owned and operated and is not affiliated with SWP. Such Dually Registered Persons may offer services through SWP on a fee basis and conduct securities business on a commissionable basis through LPL. Additionally, the IARs may be insurance licensed and offer insurance products and services. Clients are advised IARs may receive fee compensation for advisory services offered through SWP. Separately, IARs may also receive commission-based compensation for securities business conducted through LPL and for insurance business.

Please refer to Item 12 for a discussion of the benefits SWP may receive from LPL Financial and the conflicts of interest associated with receipt of such benefits.

IARs are generally independent contractors of SWP, and the experience, level of education, level and/or sophistication of services and fees will vary. Fees may not be commensurate with education and/or experience. However, the fees clients will pay for advisory services will not exceed the fee schedules set forth in this brochure. Further, clients are advised that they may pay more or less for similar services received by another client serviced by another IAR.

Clients may maintain multiple accounts with an IAR, some of which are subject to an investment advisory relationship through SWP, while others may operate under a brokerage relationship through LPL. Clients are under no obligation to purchase or sell securities through IARs. However, if a client chooses to implement the recommendations, commissions may be earned by IARs as RRs of LPL for brokerage transactions in brokerage accounts in addition to any fees paid for advisory services on investment advisory accounts. Commissions may be higher or lower at LPL than at other broker/dealers. IARs have a conflict of interest by having clients purchase securities and/or insurance related products through LPL in that the higher their production with LPL the greater potential for obtaining a higher pay-out on commissions earned. Further, IARs may be restricted to only offering those products and services that have been reviewed and approved for offering to the public through LPL. The amount of time spent by each IAR offering securities products on a commission basis as a RR of LPL will vary. Some IARs may spend significantly more or less time offering commissionable products and services through LPL.

As discussed previously, certain associated persons of SWP are RRs of LPL Financial. As a result of this relationship, LPL may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about SWP's clients, even if the client does not establish an account through LPL Financial. If you would like a copy of the LPL Financial Privacy Policy, please contact our Chief Compliance Officer at 440-519-2500.

Certain IARs are also dually registered as IARs of LPL Financial's Registered Investment Advisor for transition and supervisory purposes or offering LPL's Retirement Plan Consulting Program services.

SWP IARs registered with LPL may offer insurance products and services for which commissions will be paid. IARs and other related persons of SWP (defined as any advisory affiliate and any person that is under common control with SWP) may be licensed with various insurance companies. SWP, its IARs and related persons have a conflict of interest when recommending clients purchase insurance products, as commissions may be earned in addition to fees for investment advisory services. Clients are not obligated to purchase insurance products through SWP or its IARs. Some IARs may spend significantly more or less time offering insurance products and services. The principal business of SWP is not to offer insurance products and services. Less than 10% of SWP's resources are dedicated to insurance business.

IARs may have their own legal business entities whose trade names and logos are used for marketing purposes and may appear on marketing materials and/or client statements. The client should understand that the businesses are legal entities of the IAR and not of SWP. The IARs are under the supervision of SWP, and the advisory services of the IAR are provided through SWP. SWP has these arrangements with the business entities listed in Schedule D of Form ADV.

SWP may also offer its advisory services through financial institutions such as banks. SWP is not an affiliate of the banks in which its IARs maintain offices nor are SWP or its IARs employees of the bank.

SWP pays a fee to the bank for the opportunity to conduct business on its premises and with banking clients. This is a conflict of interest in that SWP has an incentive to charge a higher fee to the client. SWP has policies against charging a higher fee when working with financial institutions and periodically reviews these accounts to test for compliance with this policy.

Certain IARs may be certified public accountants (“CPAs”) and offer accounting services through their accounting practice. SWP does not endorse or recommend the services of the IARs in their capacity as CPAs. Further, none of the services offered by SWP are to be considered legal or accounting services. Clients are under no obligation to participate in accounting services offered by IARs who may also be CPAs.

As stated above, IARs are generally independent contractors. As such, the IARs have a direct incentive in the investment advisory fees being charged since a portion of the advisory fee collected by SWP will be paid to the IAR for compensation for advisory services. Further, clients are advised that the amount paid by SWP to the IAR will be based on the production of the IAR. Therefore, the higher sales the IAR produces the more compensation the IAR will receive. Consequently, since production is a basis for determining the IAR’s payout, and since a portion of the advisory fees will be retained by SWP, there is a conflict of interest for the IAR to potentially charge a higher fee.

SWP may offer clients the option to utilize the management services of one or more third party managers. As set forth below, IARs have a conflict of interest by having clients utilize the management services of third-party managers instead of directly managing clients’ assets.

One of the recommended third-party managers, SIM, is an affiliate of SWP, and clients will pay additional fees to SIM in addition to their IAR’s stated management fee. While the IAR does not receive additional fees for offering sub-advisory or wrap services through SIM, SWP does benefit by using an affiliate to manage a client’s assets as its corporate parent will receive additional fees for managing those assets. Clients must discuss these conflicts with their IAR and refer to SIM disclosure brochure for payment terms and conditions.

SWP will assist clients with evaluating their financial situation, identifying one or more third party managers, and selecting a third-party manager’s service. Additionally, on an ongoing basis SWP will be available to answer questions clients may have regarding their managed account and act as the communication conduit between the client and the manager. SWP will periodically meet with the client to evaluate the client’s account and third-party manager. In addition, if the investment program recommended to a client is a wrap fee program the client will also receive Part 2A Appendix 1 of the Form ADV or equivalent wrap fee brochure provided by the sponsor of the program.

Clients may pay transaction fees, account maintenance fees, promoter fees, advisory/management fees and other fees and expenses associated with maintaining the account. Fees will be charged by and collected by the third-party manager, and the third-party manager will allocate SWP’s portion of the fee. Therefore, clients must refer to the third-party manager’s disclosure brochure for payment terms and conditions. Clients will be charged these fees by the third-party manager selected by the client. Any fee received (promoter, investment advisory fee, maintenance, etc.) can create a conflict of interest to the IAR since it will not lower the fee the IAR receives for providing clients with advisory services and SWP may receive a portion of the third-party manager’s fee.

Clients are advised that fees for such programs may be higher or lower than if the client directly obtained the services of the third-party manager, or if the client obtained advisory services separately. Clients should read the third-party manager’s disclosure brochure for additional disclosure of its managed program.

For accounts that utilize a third-party manager, the client will establish a third-party manager custody account at a qualified custodian. SWP will not directly conduct any securities transactions on behalf of the client or participate directly in the selection of the securities to be purchased or sold for the client. Investment decisions are made by the third-party manager in accordance with the agreement between the client and the manager.

As part of financial planning services or hourly consulting services, an IAR may provide recommendations as to investment products or securities. To the extent that the IAR recommends that a client invest in products and services that will result in compensation being paid to SWP and the IAR, this presents a conflict of interest. The compensation to IAR and SWP may be more or less depending on the product or service that the IAR recommends. Therefore, the IAR has a financial incentive to recommend that a financial plan or consulting advice be implemented using a certain product or service over another product or service. The client is under no obligation to purchase securities or services through SWP and the IAR.

If the client decides to implement the financial plan or consulting advice through an advisory program or service, at the time of engagement the IAR will provide the client with a disclosure brochure, client agreement and other account paperwork that contain specific information about fees and compensation that the IAR and SWP will receive in connection with that program. The brochures are also available at www.adviserinfo.sec.gov.

If the client desires instead to purchase securities in a brokerage account through the IAR acting as an RR of LPL, both LPL and the IAR will receive brokerage-related compensation for those services (e.g., commissions and/or trail fees). SWP receives a percentage portion of the brokerage-related compensation. Information regarding such brokerage compensation is provided at the time of a brokerage transaction.

When considering whether to implement a financial plan through your IAR and SWP, clients should discuss with the IAR how SWP and the IAR will be compensated for any recommendations in the plan. It is important to note that clients are under no obligation to implement a financial plan through SWP. Clients should understand that the investment products, securities and services that an IAR may recommend as part of financial planning and hourly consulting are available to be purchased through broker-dealers, investment advisors or other investment firms not affiliated with SWP.

The client should understand that SWP and the IAR, as either an IAR of SWP or an RR of LPL, may perform investment advisory and/or brokerage services for various other clients, and that SWP and the IAR may give advice or take actions for those other clients that differ from the advice given to the client. The timing or nature of any action taken for the account may also be different.

ITEM 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

SWP has adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct and fiduciary responsibility to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions and reporting requirements on the acceptance of gifts and personal securities trading policies, as discussed below.

SWP's Code of Ethics is distributed to each employee and IAR at the time of hire/contract, and thereafter as it is modified. In addition, SWP requires an annual certification by all employees/IARs regarding their understanding and compliance with the Code of Ethics.

A copy of our Code of Ethics will be provided to any client or prospective client upon request. You may contact our Chief Compliance Officer at 440-519-2500.

Participation or Interest in Client Transactions

Most SWP IARs are Dually Registered Persons and must execute securities transactions through LPL, unless those IARs obtain authorization from LPL to execute securities transactions through another broker-dealer.

IARs of SWP may buy or sell securities that are recommended to clients. IARs will not put their interests before a client's interest. IARs may not trade ahead of their clients or trade in such a way to obtain a better price for themselves than for their clients. Further, associated persons are prohibited from trading on non-public information or sharing such information. SWP and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

ITEM 12: Brokerage Practices

LPL Financial is the broker-dealer selected by SWP for the conduct of its commission-based brokerage business and to provide custodial services for advisory accounts held on LPL platforms. Factors considered in selecting LPL include the stability and size of LPL along with the variety of programs and flexibility in commission rates IARs may charge. SWP receives referral bonuses from LPL which are based on the trailing 12-month commission production history of newly hired IARs, as well as a percentage portion of the commissions and bonuses the IARs generate at LPL.

Newly hired representatives may receive from LPL forgivable loans, upfront cash and various forms of start-up expense coverage based on their trailing 12-month commission production history for electing to join LPL and SWP. This provides an incentive for the representative to change firms in order to obtain these forms of compensation.

SWP has also selected Fidelity and Schwab as broker-dealers to provide custody services for advisory accounts in specific cases where the client would be best served. Factors considered in selecting these firms are described below.

SWP does not maintain custody of client assets on which we advise, although we may be deemed to have custody of client assets if clients give SWP authority to withdraw assets from client accounts (see Item 15 – Custody, below). Client assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. SWP will generally recommend that clients use LPL, Fidelity, and Schwab as the qualified custodian.

SWP is independently owned and operated and is not affiliated with LPL, Fidelity, or Schwab. Each of the recommended custodians will hold client assets in a brokerage account and buy and sell securities when SWP instructs them to. While SWP recommends that clients use LPL, Fidelity, or Schwab as their

custodian, clients will decide whether to do so and will open an account by entering into an account agreement with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client referrals and other compensation). Clients should consider these conflicts of interest when selecting a custodian.

SWP does not open the account for clients, although we may assist clients in doing so.

How we select custodians

Depending on specific client needs, one broker-dealer or custodian may offer better transaction costs/order processing than another, and those differences are evaluated by the IAR prior to opening a client account. SWP, as an investment adviser, owes a legal and fiduciary duty to its clients, including a duty to seek best execution of client transactions and to make full and fair disclosure to clients about any soft dollar arrangements. While the cost is carefully monitored, cost is not the only determining factor that would influence opening an account at one custodian or another. Important items like financial strength, stability, reputation, research, trading platforms, trading execution, breadth of available investment products, pricing, research, quality of service, administrative efficiencies, and client friendly statements are also considered in the evaluation and selection of a custodian. The lowest cost trade execution is not always the determining factor for the selection of a custodian. However, the client has the right to inquire about opening accounts at these various institutions.

Client Brokerage and Custody Costs

The custodians generally do not charge separately for custody services, but rather are compensated by account holders through commissions or other transaction- related or asset-based fees for securities trades that are executed through them or that settle into client accounts. Custodians are also compensated by earning interest on the uninvested cash in client accounts. For some accounts, custodians may charge clients a percentage of the dollar amount of assets in the account in lieu of commissions. The commission rates and asset-based fees applicable to SWP's client accounts are negotiated based on the condition that our clients collectively maintain a total amount of assets in accounts at the custodian. Although this is a conflict of interest and can create an incentive to IARs to recommend these custodians in order to meet the required amount of assets to maintain the negotiated pricing, we believe this commitment benefits our clients because the overall commission rates and asset-based fees clients pay are lower than they would be otherwise.

In addition to commissions or other transaction-related or asset-based fees, if a client participates in a "prime broker" or "trade away" program, the custodian will typically charge a flat fee for each trade that SWP has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's custodian account. These fees are in addition the commissions or other compensation the client pays the executing broker-dealer. Total cost of a transaction is one factor used to determine if/when to trade away from a custodian, as SWP seeks to minimize trading costs. Because of this and in order to minimize a client's trading costs, SWP has LPL, Schwab, and Fidelity execute most trades for client accounts.

Recommendation of LPL

SWP may recommend that clients establish a brokerage account with LPL Financial to maintain custody of clients' assets and to effect trades for their accounts. LPL provides brokerage and custodial services to independent investment advisory firms, including SWP. For SWP's accounts custodied at LPL Financial, LPL generally is compensated by clients through commissions, trails, or other transaction-based fees for

trades that are executed through LPL or that settle into LPL. For IRA accounts, LPL generally charges account maintenance fees. In addition, LPL also charges clients miscellaneous fees and charges, such as account transfer fees.

Clients should also understand that LPL is responsible under FINRA rules for supervising certain business activities of SWP and its Dually Registered Persons that are conducted through broker-dealers and custodians other than LPL Financial. LPL charges a fee for its oversight of activities conducted through these other broker-dealers and custodians. This arrangement presents a conflict of interest because SWP has a financial incentive to recommend the use of LPL rather than other broker-dealers or custodians in order to avoid incurring the oversight fee.

SWP has a fee arrangement with LPL related to assets held on one of the LPL advisory programs. Under this arrangement, LPL pays SWP a rebate based on the amount of assets invested in that LPL program. This results in a conflict of interest between clients and SWP because receipt of the rebate gives SWP an incentive to recommend that clients invest assets in the program; however, this conflict is mitigated insofar as the rebate payments SWP receives are not shared with the IAR who selects or recommends the program for its clients.

SWP is assessed an “oversight fee” by LPL Financial based on all assets held away from LPL. This fee is passed on to the IAR of record. This is a conflict of interest because IARs have a financial incentive to recommend the use of LPL as the broker-dealer custodian for client accounts to avoid being assessed this fee.

Transition Assistance Benefits. LPL provides various benefits and payments to Dually Registered Persons that are new to the LPL platform to assist them with the costs (including foregone revenues during account transition) associated with transitioning their businesses to the LPL Financial platform (collectively referred to as “Transition Assistance”). The proceeds of such Transition Assistance payments are intended to be used for a variety of purposes, including (but not necessarily limited to) providing working capital to assist in funding the Dually Registered Person’s business, satisfying any outstanding debt owed to the Dually Registered Person’s prior firm, offsetting account transfer fees (“ACATs”) payable to LPL as a result of the Dually Registered Person’s clients transitioning to LPL’s custodial platform, technology set-up fees, marketing and mailing costs, stationery and licensure transfer fees, moving expenses, office space expenses, staffing support, and termination fees associated with moving accounts.

The amount of the Transition Assistance payments is often significant in relation to the overall revenue earned or compensation received by the Dually Registered Person at their prior firm. Such payments are generally based on the size of the Dually Registered Person’s business established at the prior firm and/or assets under custody. Please refer to the relevant Part 2B brochure supplement for more information about the specific Transition Payments your IAR receives.

Transition Assistance payments and other benefits are provided to associated persons of SWP in their capacity as registered representatives of LPL. However, the receipt of Transition Assistance by such Dually Registered Persons creates a conflict of interest relating to SWP’s advisory business. In certain instances, the receipt of such benefits is dependent on a Dually Registered Person maintaining its clients’ assets with LPL and therefore SWP has an incentive to recommend that clients maintain their account with LPL in order to generate such benefits.

SWP attempts to mitigate these conflicts of interest by evaluating and recommending that clients use LPL’s services based on the benefits that such services provide to our clients, rather than the Transition Assistance earned by any particular Dually Registered Person. SWP considers LPL’s stability and size, along with the variety of programs and flexibility in commission rates IARs may charge when recommending or requiring

that clients maintain accounts with LPL. However, clients should be aware of this conflict and take it into consideration in making a decision regarding whether to custody their assets in a brokerage account at LPL.

Products and Services Available to SWP from Schwab and Fidelity

Schwab and Fidelity both provide services to independent investments advisory firms like SWP. They provide SWP and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to retail customers. However certain retail investors may be able to get institutional brokerage services from Schwab or Fidelity without going through SWP. Schwab and Fidelity also make available various support services. Some of these services help us manage or administer client accounts, while others help us manage and grow our business. Schwab's and Fidelity's support services are generally available on an unsolicited basis (SWP doesn't have to request them) and at no charge to SWP. Following is a more detailed description of the support services.

Services that benefit clients. Schwab's and Fidelity's institutional brokerage services include access to a broad range of investment products, execution of securities transactions and custody of client assets. The investment products available include some to which SWP might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The custodian's services described in this paragraph generally benefit our clients and their accounts.

Services that do not directly benefit clients. Schwab and Fidelity also make available to SWP other products and services that benefit the firm but do not directly benefit its clients and their accounts. These products and services assist us in managing and administering clients' accounts and operating our firm. They include investment research, both Schwab's and Fidelity's own and that of third parties. SWP uses this research to service all or a substantial number of clients' accounts, including accounts not maintained at Schwab or Fidelity. In addition to investment research, Schwab and Fidelity also make available software and other technology that (i) provide access to client account data (such as duplicate trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide pricing and other market data; (iv) facilitate payment of SWP fees from client accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Services that generally benefit only SWP. Schwab and Fidelity also offer other services intended to help SWP manage and further our business enterprise. These services include (i) educational conferences and events; (ii) consulting on technology and business needs; (iii) consulting on legal and compliance related needs; (iv) publications and conferences on practice management and business succession; (v) access to employee benefits providers, human capital consultants, and insurance providers; and (vi) marketing consulting and support. Schwab and Fidelity provide some of these services themselves; in other cases, they will arrange for third-party vendors to provide the services to SWP. Schwab and Fidelity discount or waive their fees for some of the services or pay all or a part of a third party's fees. Schwab and Fidelity also provide us with other benefits, such as occasional business entertainment of our personnel. If clients did not maintain accounts with Schwab or Fidelity, SWP would be required to pay for those services from our own resources.

Transition Assistance Benefits. From time to time, Fidelity or Schwab will provide Transition Assistance to SWP IARs that are new to the Fidelity or Schwab platform. The proceeds of such Transition Assistance payments are intended to be used for a variety of purposes, including (but not necessarily limited to)

providing working capital to assist in funding the IARs business, satisfying any outstanding debt owed to the IAR's prior firm, offsetting ACATs fees payable to Fidelity or Schwab as a result of the IAR's clients transitioning to Fidelity's or Schwab's' custodial platform, technology set-up fees, marketing and mailing costs, stationery and licensure transfer fees, moving expenses, office space expenses, staffing support, and termination fees associated with moving accounts.

The amount of the Transition Assistance payments is often significant in relation to the overall revenue earned or compensation received by the IAR at their prior firm. Such payments are generally based on the size of the IAR's business established at the prior firm and/or assets under custody. Please refer to the relevant Part 2B brochure supplement for more information about the specific Transition Payments your IAR receives.

The receipt of Transition Assistance by such IARs creates a conflict of interest relating to SWP's advisory business. In certain instances, the receipt of such benefits is dependent on an IAR maintaining its clients' assets with Fidelity or Schwab and therefore SWP has an incentive to recommend that clients maintain their account with Fidelity or Schwab in order to generate such benefits.

SWP attempts to mitigate these conflicts of interest by evaluating and recommending that clients use Fidelity's or Schwab's services based on the benefits that such services provide to our clients, rather than the Transition Assistance earned by any particular IAR. SWP considers Fidelity's and Schwab's stability and size, along with the variety of programs and flexibility in commission rates IARs may charge when recommending or requiring that clients maintain accounts with Fidelity or Schwab. However, clients should be aware of this conflict and take it into consideration in making a decision regarding whether to custody their assets in a brokerage account at Fidelity or Schwab.

Our Interest in Custodian's Services

The availability of these services from our custodians benefits SWP because we do not have to produce or purchase them. SWP doesn't have to pay for custodial services. The custodians have also agreed to pay for certain technology, research, marketing and compliance consulting products and services on our behalf once the value of our clients' assets in accounts at the custodians reaches certain thresholds. These services are not contingent upon SWP committing any specific amount of business to the custodians in trading commissions or assets in custody. The fact that we receive these benefits from the custodians is an incentive for SWP to recommend the use of the custodians rather than making such a decision based exclusively on our clients' interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a conflict of interest. SWP believes, however, that taken in the aggregate our recommendation of the custodians is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of the custodian's services (see "How we select custodians") and not the custodian's services that benefit only SWP.

Retirement Plan Participant Accounts

SWP uses a third-party platform to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows SWP to avoid being considered to have custody of client funds since IARs do not have direct access to client log-in credentials to affect trades. SWP is not affiliated with the platform in any way and receives no compensation from them for using their platform. A link will be provided to the client allowing them to connect an account(s) to the platform. Once client account(s) is connected to the platform, an IAR will review the current account allocations. When deemed necessary, the IAR will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees

that harm account performance. Client account(s) will be reviewed periodically, at least annually, and allocation changes will be made as deemed necessary.

Brokerage for Client Referrals: SWP does not recommend brokerage for client referrals.

Directed Brokerage: SWP generally does not engage in directed brokerage transactions for clients. In limited circumstances, SWP may allow clients to request to use a particular broker to execute some or all transactions for the client. In those cases, the client will negotiate terms and arrangements for the account with that broker and SWP will not seek better execution services or prices from other brokers or be able to aggregate client transactions for execution through other brokers with orders for other accounts managed by SWP. As a result, the client will potentially 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, SWP may decline a client's request to direct brokerage if, in SWP's sole discretion, such directed brokerage arrangements would result in additional operational difficulties. As a general rule, SWP encourages each client to compare the possible costs or disadvantages of directed brokerage against the value of custodial or other services provided by the broker to the client in exchange for the directed brokerage designation.

In connection with TPIA programs, the TPIA sponsor may require that clients direct brokerage to a broker-dealer, including the TPIA sponsor or broker-dealer affiliated with the TPIA sponsor. Clients should understand that not all advisors require their clients to direct brokerage. By directing brokerage to a broker, clients may be unable to achieve the most favorable execution of client transactions and may pay more in transaction charges than other broker-dealer firms. Therefore, directed brokerage may cost clients more money. For more information about the brokerage practices of a TPIA sponsor, clients should refer to the Disclosure Brochure for the applicable TPIA. For information about other conflicts of interest regarding SWP's arrangements with TPIAs, please also see Item 14 below.

Aggregation

In placing orders to purchase or sell securities in accounts, IARs may elect to aggregate orders (that is, consolidate smaller orders for the same security into a large order, which generally results in transaction cost savings). In so doing, IARs will not aggregate transactions unless aggregation is consistent with its duty to seek best execution. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all transactions executed by the IAR in that security on a given business day, with transaction costs shared pro-rata based on each client's participation in the transaction.

ITEM 13: Review of Accounts

SWP maintains a compliance program designed to conduct periodic reviews of client accounts. IARs are expected to meet and document reviews with clients on at least an annual basis. Such meetings may include review of accounts statements, quarterly performance reports, and other information or data related to the client's account and investment objectives. Clients may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. Generally, IARs will monitor for changes or shifts in the economy, changes to the management and structure of a mutual fund or company in which client assets are invested, and market shifts and corrections. Clients are advised that they should notify their IAR promptly of any changes to the client's financial goals, objectives or financial situation

as such changes may require the IAR to review the client's portfolio and make recommendations for changes.

LPL, Fidelity, or Schwab, as the custodian, provide clients with regular written reports regarding their accounts. In addition, LPL, Fidelity, or Schwab send client trade confirmations and account statements showing transactions, positions, and deposits and withdrawals of principal and income. Fidelity and Schwab do not send trade confirmations for systematic purchases, systematic redemptions and systematic exchanges. In some cases, SWP provides detailed quarterly performance reports describing account performance and positions. Some managed accounts either send confirmations for each securities transaction in the client's account direct from the account custodian as they occur, and others bundle them to be sent with the periodic statement mailing.

Clients will receive account statements direct from the broker-dealer or account custodian reflecting the deduction of SWP's advisory fee. Clients should carefully review statements received from the broker-dealer or account custodian. Further, clients should compare any written report received from SWP with statements received directly from the broker-dealer or account custodian. Clients should notify their IAR if they notice any discrepancies between the statement received from their account custodian and quarterly performance reports received from SWP.

For all financial planning services, SWP reviews the deliverable(s) provided to the client to ensure the recommendations were in line with the client's needs and objectives.

For TPIA services, IARs review, on an ongoing basis, client accounts and meet with clients to review such items as accounts statements, quarterly performance reports, and other information or data related to the client's account and investment objective. The TPIA sponsor or custodian of the TPIA account assets send clients regular written reports and statements regarding the account.

ITEM 14: Client Referrals and Other Compensation

Client Referrals

SWP may enter into arrangements with individuals ("Promoters") whereby the Promoter will refer a client to SWP who may be a candidate for the investment advisory services offered by SWP. In return, SWP will agree to compensate the Promoter for the referral. Compensation to the Promoter is dependent on the client entering into an advisory agreement with SWP for advisory services. Compensation to the Promoter will be an agreed upon percentage of SWP's advisory fee. SWP's referral program is in compliance with the federal regulations. The promoter/referral fee is paid pursuant to a written agreement retained by both the investment adviser and the Promoter. The Promoter will be required to provide the client with a copy of SWP's Form ADV Part 2A and a disclosure document explaining the nature of the Promoter's relationship with SWP, the compensation arrangement and the amount he/she will receive as a consequence of the Promoter arrangement. The Promoter is not permitted to offer clients any investment advice on behalf of SWP. A client's advisory fee will not exceed SWP maximum fees regardless of promoter or referral arrangements.

SWP and its IARs may offer advisory services on the premises of unaffiliated financial institutions such as banks. SWP has entered into agreements with the financial institutions pursuant to which SWP shares compensation, including a portion of the advisory fee, with the financial institution for the use of the financial institution's facilities and for client referrals.

Other Compensation

SWP receives an economic benefit from its recommended custodians in the form of the support products and services they make available to SWP and other independent investment advisors whose clients maintain their accounts with the custodians. In addition, the custodians have also agreed to pay for certain products and services for which SWP would otherwise have to pay once the value of our clients' assets in accounts at the custodians reach a certain size. Clients do not pay more for assets maintained at the custodians as a result of these arrangements. However, SWP benefits from the arrangement because the cost of these services would otherwise be borne directly by SWP. Clients should consider these conflicts of interest when selecting a custodian. The products and services provided by the custodians, how they benefit SWP, and the related conflicts of interest are described in Item 12 above.

SWP receives referral bonuses from LPL which are based on the trailing 12-month commission production history of newly hired IARs, as well as a percentage portion of the commissions and bonuses they generate at LPL. Newly hired IARs may receive from LPL forgivable loans, upfront cash and various forms of start-up expense coverage based on their trailing 12-month commission production history for electing to join LPL and SWP. This is a conflict of interest in that it provides an incentive for the representative to change firms in order to obtain these forms of compensation.

SWP and/or its Dually Registered Persons are incented to join and remain affiliated with LPL and to recommend that clients establish accounts with LPL through the provision of Transition Assistance (discussed in Item 12 above), and this is a conflict of interest. LPL also provides other compensation to SWP and its Dually Registered Persons, including, but not limited to, bonus payments, repayable and forgivable loans, stock awards, and other benefits. The receipt of any such compensation creates a financial incentive for the IAR to recommend LPL Financial as custodian for the assets in a client's account, and thus it is a conflict of interest. We encourage the client to discuss any such conflicts of interest with their representative before making a decision to custody their assets at LPL Financial.

SWP has a fee arrangement with LPL related to assets held on one of the LPL advisory programs. Under this arrangement, LPL pays SWP a rebate based on the amount of assets invested in that LPL program. This results in a conflict of interest between clients and SWP because receipt of the rebate gives SWP an incentive to recommend that clients invest assets in the program; however, this conflict is mitigated insofar as the rebate payments SWP receives are not shared with the IAR who selects or recommends the program for its clients.

Additionally, SWP's agreement with Fidelity and Schwab provides for payment of Transition Assistance (discussed in Item 12 above for certain IARs joining SWP who are likely to recommend Fidelity or Schwab as a custodian. The receipt of any such compensation creates a financial incentive for the IAR to recommend Fidelity or Schwab as custodian for the assets in a client's account, and thus it is a conflict of interest. We encourage the client to discuss any such conflicts of interest with their representative before making a decision to custody their assets at Fidelity or Schwab. Dually Registered Persons must receive approval to use custodians other than LPL.

The IAR, SWP and SWP employees may receive additional non-cash compensation from advisory product sponsors. Such compensation may not be tied to the sale of any products. Compensation may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings or marketing or advertising initiatives. Advisory product sponsors may also pay for education or training events that may be attended by SWP employees and IARs.

The IAR recommending a TPIA program to the client receives compensation as a result of the client's participation in the program. This compensation includes a portion of the advisory fee and also may include other compensation, such as awards or other things of value offered by the TPIA to the IAR. For example, a TPIA may pay additional marketing payments to SWP, its employees and/or IARs to cover fees to attend conferences or reimbursement of expenses for workshops, seminars presented to the IAR's clients, client appreciation events or advertising, marketing or practice management. The amount of this compensation may be more or less than what the IAR would receive if the client participated in LPL advisory programs, programs of other investment advisors or paid separately for investment advice, brokerage and other client services. Therefore, this is a conflict of interest in that the IAR may have a financial incentive to recommend a TPIA program account over other programs and services.

SWP has entered into referral agreements with independent TPIAs, pursuant to which SWP and IARs receive referral fees from the TPIAs in return for referrals of clients. Because SWP is engaged by and paid by the TPIA for the referral, any recommendation regarding a TPIA as part of a referral presents a conflict of interest. SWP addresses this conflict by providing the client with a disclosure statement explaining the role of SWP, the IAR and the referral fee received by SWP and the IAR.

For more information regarding these TPIA arrangements, refer to Item 4.

One TPIA that an IAR may also recommend is SIM, which is an affiliate of SWP. This creates a conflict of interest because management fees earned by SIM generate revenue for SWP's parent company and benefit the firm as a whole. By managing those assets, the IAR receives a benefit of access to the portfolio management, and SWP and SIM receives fees on those assets that would otherwise be paid to other entities. SWP addresses this conflict by identifying SIM as an affiliate and providing clients with a disclosure brochure explaining the role of SWP, the IAR and SIM and the additional fees charged by SIM for its services. Ultimately it is up to the client to choose the TPIA that is right for their situation.

Some IARs may hold equity in Stratos Wealth Holdings. This creates a conflict of interest in recommending SIM as a subadviser as those IARs will receive an indirect benefit in sharing in the profitability of SIM as a shareholder of Stratos Wealth Holdings.

Load and no-load mutual funds may pay annual distribution charges sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets; therefore, indirectly from client assets. Any 12b-1 fees paid on mutual funds purchased in an SWP managed account are not passed on to IARs and will be retained by LPL or another custodian.

LPL makes available to SWP other products and services that benefit SWP but may not benefit its clients' accounts. Some of these other products and services assist SWP in managing and administering clients' accounts. These include: software and other technology that provide access to client account data (such as trade confirmations and account statements); the facilitation of trade execution and allocation of aggregated trade orders for multiple client accounts; research, pricing information and other market data; the facilitation of payment of SWP's fees from its clients' accounts; and assistance with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of SWP's accounts, including those accounts not maintained at LPL. LPL may also make available to SWP other services intended to help SWP manage and further develop its business enterprise. These services may include: consulting, publications and conferences on practice management; information technology; business succession; regulatory compliance; and marketing. In addition, LPL may make available, arrange and/or pay for these types of services rendered to SWP by independent third parties. LPL 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 SWP.

ITEM 15: Custody

Accounts are often custodied at LPL, Fidelity, Schwab, or qualified custodians as chosen by the client and IAR, or through other TPIAs who have selected custodial relationships.

For TPIA programs, client assets are maintained at a custodian other than LPL. In such cases, the client will complete account paperwork with the outside custodian that will provide the name and address of the custodian. The client will receive statements and reports directly from the custodian, rather than from LPL. Clients should refer to the statements and reports that they receive from the custodian or TPIA sponsor. Clients should the review these statements and reports carefully.

With the exception of the deduction of Stratos' advisory fees from your accounts or if SWP facilitates or executes your requests for third party standing letters of authorization, SWP does not take custody of your funds or securities. Clients will receive account statements direct from the broker-dealer or account custodian reflecting the deduction of SWP' advisory fee. Clients should carefully review statements received from the broker-dealer or account custodian. Further, clients should compare any written report received from their IAR with statements received directly from the broker-dealer or account custodian. Clients should notify their IAR if they notice any discrepancies between the statement received from their account custodian and quarterly performance reports received from SWP.

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct your account custodian to deduct our advisory fees directly from your account, or if you grant us authority to move your money to a third-party account. Additionally, if you have a third-party standing letter of authorization and Stratos has the ability to change the timing or the amount of the transfer upon your request, we are deemed to have custody. Your account custodian maintains actual custody of your assets. You will receive account statements directly from your account custodian at least quarterly. They will be sent to the email or postal mailing address you provided. You should carefully review those statements promptly when you receive them.

ITEM 16: Investment Discretion

Clients may grant SWP authorization to manage a client's account on a discretionary basis. Discretionary authorization provides SWP the ability to determine the securities to be purchased and sold and when such securities are purchased and sold. Client will grant such authority to SWP by execution of the client agreement. Clients must complete and sign custodial paperwork to establish any mutual fund, variable annuity, or brokerage account;

Clients can also request that SWP has non-discretionary authority over their account. In this instance, SWP makes recommendations to clients regarding the securities to be purchased or sold and the size of those transactions. For those accounts, the client must authorize SWP to implement our recommendations.

With respect to financial planning and hourly consulting services, SWP and the IAR do not have any discretionary investment authority.

In a TPIA program, the client typically authorizes the TPIA to purchase and sell securities on a discretionary or non-discretionary basis pursuant to the investment objective chosen by the client. This authorization will be set out in the TPIA client agreement. SWP and the IAR do not have discretion on TPIA program accounts.

ITEM 17: Voting Client Securities

SWP will not ask for, nor accept, voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

ITEM 18: Financial Information

SWP is required in this item to provide you with certain financial information or disclosures about its financial condition. SWP does not solicit fees of more than \$1,200, per client, six months or more in advance. SWP does not have any financial commitment that would impair its ability to meet any contractual or fiduciary obligations it may have to its clients and the firm.

SWP has not been the subject of a bankruptcy petition in its history.