

Nova R Wealth, Inc.

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March 7, 2024

FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Nova R Wealth, Inc. If you have any questions about the contents of this brochure, contact us at 913-225-9201. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Nova R Wealth, Inc. is available on the SEC's website at www.adviserinfo.sec.gov. Our searchable IARD/CRD # is 169574.

Nova R Wealth, Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated March 17, 2023, we have the following material changes to report:

- We added the following to our discretionary authority disclosure under Item 4 and Item 16:
 - We will also have discretion over the broker or dealer to be used for securities transactions in your account.
- We added the following disclosure related to *Held Away Accounts* under Item 5:
 - For assets held at a custodian that are not directly accessible by our Firm ("Held Away Accounts"), we have the ability to, but are not required to, manage these Held Away Accounts using a third party order management system that allows our Firm to view and manage assets. Our annual fee for investment management services for Held Away Accounts will follow our portfolio management fee schedule and termination instructions as noted in the Investment Management Agreement.

You agree to promptly address any requests from the third party system to update the login credentials for their Held Away Accounts. You also acknowledge that we will not have access to view or manage your Held Away Account if the login credentials are not updated, which can result in investment losses or gains or inadvertently incorrect valuations being used in the billing process. Client acknowledges that the Firm is not responsible for losses arising from the client's delays in updating their login credentials through the third party system. We will not update credentials on behalf of the client. You understand that certain credential information will be disclosed to this unaffiliated third party and we will at no time have access to this credential information.

The advisory fee payable for any Held Away Account will be deducted directly from another account owned by you. If we deduct advisory fees for Held Away accounts, these advisory fees will be deducted from taxable accounts only. The Advisor will pay a fee for the use of the third party order management system. You will not pay an additional fee for the use of this service other than what is listed in the Investment Management Agreement.

- We added the following disclosure related to Trade Aways under Item 12:
 - The Firm will generally execute client transactions with the client's account Custodian. However, transactions will be executed through other broker-dealers, when determined to be appropriate, when the Firm and the financial institution(s) have entered into agreements for "Trade Away" services. As a result, the client will incur both the fee charged by the executing broker and a separate Trade Away fee by the client's account Custodian. We will not receive any additional compensation in connection with Trade Away transactions.

We encourage clients to review this entire Brochure and contact Eric Rodgers, Chief Compliance Officer, at 913-225-9207 with any questions.

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Item 4 Advisory Business

Description of Firm

Nova R Wealth, Inc. is a registered investment adviser based in Overland Park, Kansas. We are organized as a corporation under the laws of the State of Kansas. We have been providing investment advisory services since August 2014. We are owned by Timothy Ray Rodgers.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," "Firm," and "us" refer to Nova R Wealth, Inc. and the words "you," "your," and "client" refer to you as either a client or prospective client of our Firm.

Wealth Management Services

We provide our clients with wealth management services, which generally includes discretionary management of investment portfolios in connection with a broad range of financial planning and consulting services.

Investment Management Services

We provide customized investment management solutions through continuous personal client contact and interaction while providing discretionary investment management and financial planning services. We may also provide both of these services as a wealth management offering.

We work with you to identify your investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio strategy. We will then construct a portfolio, consisting of primarily of diversified mutual funds and/or exchange-traded funds ("ETFs") to achieve your investment goals. We may also utilize individual stocks and bonds as well as independent third-party managers, as appropriate, to meet the needs of certain clients.

Where appropriate, we will recommend investments in the privately-offered securities of certain issuers, including early-stage and growth-stage companies. Typically, such securities are only offered to investors that satisfy investor eligibility criteria, including the fact that such issuers will typically require investors to be "accredited investors" as defined in Rule 501(a) under Regulation D under the Securities Act of 1933. There are significant risks associated with investments in such privately-offered securities, only some of which are described below in *Methods of Analysis, Investment Strategies and Risk of Loss* section - Item 8. The risk factors and conflicts of interest pertaining to investments in such privately-offered securities are often found in the private placement memoranda or other risk disclosure documents distributed by such issuers. It is imperative for investors to whom such securities are recommended to read such offering materials to familiarize themselves with the specific risks associated with each such investment. In certain circumstances, conflicts of interest exist when we recommend an investment in such privately-offered securities, particularly where one or more of our principals or employees maintains an existing ownership stake in the securities of such issuers. In such circumstances, we have an incentive to recommend an investment in such privately-offered securities in order to promote the success of the company, which, in turn, will benefit any investment in such company made by any of our principals or employees.

Where appropriate, we may also provide advice regarding legacy holdings or securities not maintained at the primary custodian, such as retirement plans, education savings plans and insurance products. In such instances, we may not have the authority to direct the trading or allocation of these assets. You may be required to implement any recommendations made by us.

Our investment strategy is primarily long-term focused, but we may buy, sell or re-allocate positions that have been held less than one year to meet your objectives due to market conditions. We will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by you. Each client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by our Firm.

We evaluate and select investments for inclusion in client portfolios only after applying our internal due diligence process. We may recommend, on occasion, redistributing investment allocations to diversify the portfolio. We may also recommend specific positions to increase sector or asset class weightings. Additionally, we may recommend employing cash positions as a possible hedge against market movement. Lastly, we may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the positions in the portfolio, a change in your risk tolerance, generating cash to meet your needs, or any risk deemed unacceptable based on your risk tolerance.

If you participate in our discretionary investment management services, we require you to grant our Firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without obtaining your approval prior to each transaction. We will also have discretion over the broker or dealer to be used for securities transactions in your account. Discretionary authority is typically granted by the investment advisory agreement you sign with our Firm and the appropriate trading authorization forms.

We may also offer non-discretionary investment management services. If you enter into non-discretionary arrangements with our Firm, we must obtain your approval prior to executing any transactions on behalf of your account. You have an unrestricted right to decline to implement any advice provided by our Firm on a non-discretionary basis.

If (i) the Client has certain legacy positions that it would like to transfer and retain in their account or (ii) during the term of this Agreement, the Adviser purchases specific individual securities for the account at the direction of the Client (i.e., the request to purchase was initiated solely by the Client), the Client acknowledges that the Adviser shall do so as an accommodation only, and that the Client shall maintain exclusive ongoing responsibility for monitoring any and all such individual securities, and the disposition thereof, whether or not such securities are included on any performance reports.

Financial Planning

We may provide a variety of complimentary financial planning services to clients as part of our wealth management services as stated in our wealth management agreement. Services are offered in several areas based on your financial situation, depending on your goals, objectives and financial situation. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation based on your financial goals and objectives. This planning or consulting may encompass one or more areas of need, including, but not limited to:

Savings and Distribution Strategy	Gifting and Philanthropy
Tax Management	Legacy Planning
Social Security and/or Pension Strategy	Business Succession and Liquidation
Insurance: Life, Disability, LTC	Parental Care
Special Purchases	Debt Management
Education Planning	Special Family Health Needs Planning

As part of our investment management services, we may use one or more independent third-party managers to manage a portion of your account on a discretionary basis. The independent third-party managers may use one or more of their model portfolios to manage your account. Please see the *Selection of Other Advisers* sub-section below for complete details.

Selection of Other Advisers

We may recommend that you use the services of a third party money manager ("TPMM") to manage all, or a portion of, your investment portfolio. After gathering information about your financial situation and objectives, we may recommend that you engage a specific TPMM or investment program. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following: the TPMM's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will monitor the TPMM(s)' performance to ensure its management and investment style remains aligned with your investment goals and objectives.

The TPMM(s) will actively manage your portfolio and will assume discretionary investment authority over your account. We will assume discretionary authority to hire and fire TPMM(s) and/or reallocate your assets to other TPMM(s) where we deem such action appropriate.

We have entered into a contractual relationship with Dynasty Financial Partners, LLC ("Dynasty"), which provides us with operational and back office support including access to a network of service providers. Through the Dynasty network of service providers, we may receive preferred pricing on trading technology, reporting, custody, brokerage, compliance and other related services. Dynasty charges a "Platform Fee," which, unless otherwise disclosed, is included in our annual investment management fee described in Item 5 below. In addition, Dynasty's subsidiary, Dynasty Wealth Management, LLC ("DWM") is an SEC registered investment adviser, that provides access to a range of investment services including: separately managed accounts ("SMA"), mutual fund and ETF asset allocation strategies, and unified managed accounts ("UMA") managed by external third party managers (collectively, the "Investment Programs"). We may separately engage the services of Dynasty and/or its subsidiaries to access the Investment Programs. Under the SMA and UMA programs. We will maintain the ability to select the specific, underlying third party managers that will, in turn, have day-to-day discretionary trading authority over the requisite client assets.

DWM sponsors an investment management platform (the "Platform" or the "TAMP") that is available to the advisers in the Dynasty Network, such as us. Through the Platform, DWM and Dynasty collectively provides certain technology, administrative, operations and advisory support services that allow us to manage our own client portfolios and access independent third-party managers that provide discretionary services in the form of traditional managed accounts and investment models. We can allocate all or a portion of client assets among the different independent third-party managers via the Platform. We may also use the model management feature of the TAMP by creating our own asset allocation model and underlying investments that comprise the model. Through the model management feature, we may be able to outsource the implementation of trade orders and periodic rebalancing of the model when needed.

We will maintain the direct contractual relationship with you and obtain, through such agreements, the authority to engage independent third-party managers, DWM and/or Dynasty, as applicable, for services rendered through the Platform in service to you. We may delegate discretionary trading authority to DWM and/or independent third-party managers to effect investment and reinvestment of client assets with the ability to buy, sell or otherwise effect investment transactions and allocate client assets. If you are participating in certain Investment Programs, DWM or the designated manager, as

applicable, is also authorized without prior consultation with either us or you to buy, sell, trade or allocate your assets in accordance with your designated portfolio and to deliver instructions to the designated broker-dealer and/or custodian of your assets.

Financial Planning and Consulting Services

For financial planning or consulting engagements that fall outside the wealth management services, we offer these advisory services on an à la carte basis. These single subject planning and consulting services include, but are not limited to, the same topics listed in the *Financial Planning* sub-section above.

A financial plan or financial consultation rendered to a client will usually include general recommendations for a course of actions or a specific activity to be taken by the client. For example, recommendations may be made that you engage an investment program or revise a current investment program, commence or alter retirement savings, establish education savings and/or charitable giving programs. We may also refer you to an accountant, attorney or another specialist, as appropriate for your unique situation. For certain financial planning engagements, we will provide a written summary of your financial situation, observations, and recommendations. For consulting or ad-hoc engagements, we may not provide a written summary. Plans or consultations are typically completed within six months of contract date, assuming all information and documents requested are provided promptly.

Financial planning and consulting recommendations may pose a conflict of interest. For example, a recommendation to engage us for investment management services or to increase your level of investment assets with us would pose a conflict, as it would increase the advisory fees paid to our Firm. You are not obligated to implement any recommendations made by us or maintain an ongoing relationship with us. If you elect to act on any of the recommendations made by us, you are under no obligation to implement the transaction through us. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Pension Consulting Services

We offer pension consulting services to employee benefit plans and their fiduciaries based upon the needs of the plan and the services requested by the plan sponsor or named fiduciary. In general, these services may include an existing plan review and analysis, plan-level advice regarding fund selection and investment options, education services to plan participants, investment performance monitoring, and/or ongoing consulting. These pension consulting services will generally be non-discretionary and advisory in nature. The ultimate decision to act on behalf of the plan shall remain with the plan sponsor or other named fiduciary.

We may also assist with participant enrollment meetings and provide investment-related educational seminars to plan participants on such topics as:

- Diversification;
- Asset allocation;
- Risk tolerance; and
- Time horizon.

Our educational seminars may include other investment-related topics specific to the particular plan.

We may also provide additional types of pension consulting services to plans on an individually negotiated basis. All services, whether discussed above or customized for the plan based upon requirements from the plan fiduciaries (which may include additional plan-level or participant-level services) shall be detailed in a written agreement and be consistent with the parameters set forth in the plan documents.

Either party to the pension consulting agreement may terminate the agreement upon written notice to the other party in accordance with the terms of the agreement for services. The pension consulting fees will be prorated for the quarter in which the termination notice is given and any unearned fees will be refunded to the client.

Held Away Accounts

Certain client accounts subject to the Firm's services are held at a custodian that are not directly accessible by the Firm ("Held Away Accounts"). These are primarily 401(k) accounts, 403(b) accounts, 457 plans, and profit sharing plans. We have the ability to, but are not required to, manage these Held Away Accounts using a third party order management system that allows us to view and manage these assets. Using the third party order management system will give the Adviser the ability to effect trades in the held away account and view account information. You acknowledge that we are limited in investment choices by what is available in your plan.

Types of Investments

We offer advice on mutual funds, exchange traded funds ("ETFs"), equity securities (including those of private issuers) and corporate debt securities. Additionally, we may advise you on various types of investments based on your stated goals and objectives.

We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship. Since our investment strategies and advice are based on each client's specific financial situation, the investment advice we provide to you may be different or conflicting with the advice we give to other clients regarding the same security or investment.

Wrap Fee Programs

We do not participate in any wrap fee program.

Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and

- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and our advisory fees. In contrast, we receive less or no compensation if assets remain in the current plan or are rolled over to another Company plan in which you may participate.

Assets Under Management

As of December 31, 2023, we provide continuous management services for \$382,789,736 in client assets on a discretionary basis, and \$9,104,511 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Wealth Management Services

Our fee for wealth management services is a Tiered Fee based on a percentage of the assets in your account and is set forth in the following annual fee schedule:

Annual Tiered Fee Schedule

Assets Under Management	Annual Fee
\$0 - \$100,000	1.50%
\$100,001 - \$500,000	1.00%
\$500,001 - \$1,000,000	0.85%
\$1,000,001 - \$2,000,000	0.75%
\$2,000,001 - \$3,000,000	0.65%
\$3,000,001 - \$5,000,000	0.55%
\$5,000,001 - \$10,000,000	0.45%
\$10,000,001 - \$30,000,000	0.35%

Our annual fee is billed and payable on a quarterly basis, in advance, based upon the market value of the assets being managed by us on the last business day of the previous quarter as reflected by our performance reporting solution. Our wealth management fee is negotiable, depending on your individual client circumstances. Certain legacy accounts will have a different fee schedule than what is published above. The fee is based on a Tiered Fee Schedule, it is not a volume rate based on a fixed percentage across all assets. Each tier of the billable assets are charged the applicable rate shown in the Tiered Fee Schedule.

For example, \$3,750,000 in assets would be charged the following fees:

Assets	Annualized Fee	Dollar Amount	Fee Charged
\$0 - \$100,000	1.50%	\$100,000	1.50%
\$100,001 - \$500,000	1.00%	\$400,000	1.00%
\$500,001 - \$1,000,000	0.85%	\$500,000	0.85%
\$1,000,001 - \$2,000,000	0.75%	\$1,000,000	0.75%
\$2,000,001 - \$3,000,000	0.65%	\$1,000,000	0.65%
\$3,000,001 - \$5,000,000	0.55%	\$750,000	0.55%

\$5,000,001 - \$10,000,000	0.45%	-	-
\$10,000,001 - \$30,000,000	0.35%	-	-
Total		\$3,750,000	0.74%

The two left columns show the Tiered Fee Schedule, the two right columns show the dollar amount and applicable rate charged for each tier of the example. For the above example of \$3,750,000 the blended effective annual fee of the total amount is 0.74%. As assets increase or decrease the effective rate will change. Assets that are charged a fee that is different from the Tiered Fee Schedule or are excluded will not be included in the Tiered Fee calculation and will be billed separately if applicable.

There may be immaterial differences between the quarter end market value reflected on your custodial statement and the valuation as of the last business day of the calendar quarter used for billing purposes, given timing and account activity. Such differences may be caused by, but not limited to, the timing of the receipt and processing of dividends by the custodian. A dividend received by the custodian may occur at the end of the month, but not fully processed and added to the account value in the custodian's system for a few days. While the billing system will add these dividends to the account value when notice of the dividend is first received. Thus causing a difference in reported account value between the two systems during the time billing amounts are calculated.

Adjustments will be made for individual deposits and withdrawals in excess of \$10,000 during the quarter. The advisory fee will be adjusted in the following quarter to reflect the fee difference. The wealth management fee is calculated by applying the quarterly rate (calendar days in the quarter divided by days in the year, multiplied by the annual rate) to the total assets under management at the end of the prior quarter. If the wealth management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the management fee is payable in proportion to the number of days in the quarter for which you are a client. Assets in each of your account(s) are included in the fee assessment unless specifically identified in writing for exclusion.

At our discretion, we may combine the account values of family members to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our Firm written authorization permitting the fees to be paid directly from your account. We provide the custodian with an invoice indicating the amount of the fee to be deducted from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

Either party may terminate the wealth management agreement at any time by providing written notice to the other party. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Selection of Other Advisers

As discussed above, we use Dynasty's TAMP services. TAMP related charges are included in the investment management fee you pay to us. You will be charged, separate from and in addition to your investment management fee, any applicable independent manager fees. We do not receive any portion of the fees paid directly to Dynasty or the service providers made available through its platform, including the independent managers.

Each independent manager fee is determined by the particular manager(s) with which your assets are invested, and is calculated based upon a percentage of your assets under management, as applicable. Independent manager fees generally consist of a Platform Fee and Manager Fee. The Platform Fee generally ranges from 0.08% - 0.18% annually, independent fixed income manager fees generally range from 0.10% - 0.37% annually, and independent equity manager fees generally range from 0.40% - 0.50% annually.

You will note the total fee reflected on your custodial statement will represent the sum of our investment management fee and independent manager fee(s), accordingly. You should review such statements to determine the total amount of fees associated with your requisite investments, and you should review your investment management agreement with us to determine the investment management fee you pay to us.

Financial Planning and Consulting Services

For financial planning and consulting engagements that fall outside the wealth management services, we will charge a fixed engagement fee generally ranging from \$2,000 to \$10,000 or an hourly fee of \$300 - \$500. Fees are negotiable depending on the scope and complexity of the plan, your situation, and your financial objectives. For hourly engagement, an estimate of the total time/cost will be determined at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and request that you approve the additional fee.

Financial planning and consulting fees are typically invoiced up to 50% upon execution of the financial planning or consulting agreement with the balance due upon completion of the agreed upon services. We do not require you to pay fees six or more months in advance. Should the engagement last longer than six months between acceptance of financial planning or consulting agreement and delivery of the financial plan or completion of the agreed upon services, any prepaid unearned fees will be promptly returned to you less a pro rata charge for bona fide financial planning or consulting services rendered to date. At our discretion, we may offset our financial planning and consulting fees to the extent you implement the financial plan through our wealth management service.

Either party may terminate the financial planning or consulting agreement at any time by providing written notice to the other party. If you have pre-paid financial planning or consulting fees that we have not yet earned, you will receive a prorated refund of those fees. If financial planning or consulting fees are payable in arrears, you will be responsible for a prorated fee based on services performed prior to termination of the financial planning or consulting agreement.

Pension Consulting Services

Our advisory fees for these customized services will be negotiated with the plan sponsor or named fiduciary and range between 0.25% - 1.00% (25 bps - 100 bps). The fee will typically be based on a percentage of the plan assets or will be expressed in terms of basis points ("bps"). One basis point is equal to 1/100th of 1%.

Typically, the fee will be billed and payable quarterly in arrears based on the value of the plan assets as determined by the plan custodian or record keeper in accordance with their normally established billing period for calculating fees. We will either send an invoice to the responsible party, or the fees will be paid to us directly by the custodian holding the funds and securities and/or the vendor administering the plan.

You may terminate the pension consulting services agreement upon written notice to our Firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Held Away Accounts

For assets held at a custodian that are not directly accessible by our Firm ("Held Away Accounts"), we have the ability to, but are not required to, manage these Held Away Accounts using a third party order management system that allows our Firm to view and manage assets. Our annual fee for investment management services for Held Away Accounts will follow our portfolio management fee schedule and termination instructions as noted in the Investment Management Agreement.

You agree to promptly address any requests from the third party system to update the login credentials for their Held Away Accounts. You also acknowledge that we will not have access to view or manage your Held Away Account if the login credentials are not updated, which can result in investment losses or gains or inadvertently incorrect valuations being used in the billing process. Client acknowledges that the Firm is not responsible for losses arising from the client's delays in updating their login credentials through the third party system. We will not update credentials on behalf of the client. You understand that certain credential information will be disclosed to this unaffiliated third party and we will at no time have access to this credential information.

The advisory fee payable for any Held Away Account will be deducted directly from another account owned by you. If we deduct advisory fees for Held Away accounts, these advisory fees will be deducted from taxable accounts only. The Advisor will pay a fee for the use of the third party order management system. You will not pay an additional fee for the use of this service other than what is listed in the Investment Management Agreement.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our Firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities and/or holding assets with the custodian. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our Firm, the custodian, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

Compensation for the Sale of Securities or Other Investment Products

Persons providing investment advice on behalf of our Firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are

separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our Firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our Firm.

Item 6 Performance-Based Fees and Side-By-Side Management

We do not accept performance-based fees or participate in side-by-side management. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, including high net worth individuals, trusts, estates, charitable organizations, corporations and business entities.

In general, we do not impose a minimum size for establishing a relationship. However, certain Independent Managers may impose minimums for their investment strategies.

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

Our Methods of Analysis and Investment Strategies

Our research and analysis are derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

We use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

Technical Analysis - involves studying past price patterns, trends and interrelationships in the financial markets to assess risk-adjusted performance and predict the direction of both the overall market and specific securities.

Risk: The risk of market timing based on technical analysis is that our analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company and its industry. The resulting data is used to measure the perceived intrinsic value of the company's stock compared to the current market value.

Risk: The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical Analysis - a type of technical analysis that involves evaluating recurring price patterns and trends. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions.

Risk: The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Long-Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Risk: Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

As noted above, we generally employ a long-term investment strategy for our clients, as consistent with their financial goals. We will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of clients. At times, we may also buy and sell positions that are more short-term in nature, depending on the goals of the client and/or the fundamentals of the security, sector or asset class.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. **It is important that you notify us immediately with respect to any material changes to your financial circumstances, including for example, a change in your current or expected income level, tax circumstances, or employment status.**

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts.

Your custodian will default to an accounting method for calculating the cost basis of your investments that places a greater emphasis on reducing taxable gains. The methodology for this accounting method is as follows.

Lots are depleted in the following sequence:

1. Short-term lots depleted at a loss (high loss to low loss, or highest cost to lowest cost)
2. Long-term lots depleted at a loss (high loss to low loss, or highest cost to lowest cost)
3. Short-term lots depleted at no gain or loss
4. Long-term lots depleted at no gain or loss
5. Long-term lots depleted at a gain (low gain to high gain, or highest cost to lowest cost)
6. Short-term lots depleted at a gain (low gain to high gain, or highest cost to lowest cost)

You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our Firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Other Risk Considerations

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive, but should be considered carefully by a prospective client before retaining our services.

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

Liquidity Risk: The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price or it may not be possible to sell the investment at all.

Credit Risk: Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.

Inflation and Interest Rate Risk: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.

Horizon and Longevity Risk: The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired, or are nearing retirement.

Recommendation of Particular Types of Securities

We recommend various types of securities and we do not primarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary

widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. A description of the types of securities we may recommend to you and some of their inherent risks are provided below.

Mutual Funds and Exchange Traded Funds: Mutual funds and exchange traded funds ("ETF") are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

Concentrated Portfolios

Concentrated portfolios are an aggressive and highly volatile approach to trading and investing and should be viewed as complementary to a stable, highly predictable investment approach. Concentrated portfolios hold fewer different stocks than a diversified portfolio and are much more likely to experience sudden dramatic price swings. In addition, the rise or drop in price of any given holding in the portfolio is likely to have a larger impact on portfolio performance, than a more broadly diversified portfolio.

Investments in Private Placement Securities

Where appropriate, we will recommend securities of companies that are offered in reliance on a private placement exemption found in the federal securities laws that obviates registration of such securities. As such, offering materials related to such securities do not contain the same degree of disclosures required for securities that are required to be registered pursuant to federal securities laws. In addition, the issuers of such securities are also not required to publish reports typically required for issuers of registered securities. In addition, because such securities are privately offered, there are typically significant constraints imposed on the transfer or sale of such securities, which means that many such investments are illiquid, and therefore, investors will be required to bear the economic risks associated with such investments for an extended period of time.

Investments in Early-Stage and Growth-Stage Companies

The securities of early-stage and growth-stage companies are susceptible to a high degree of volatility due to, among other things, their reliance on limited financial resources, small management teams, limited product lines and markets; the unpredictable development (and/or obsolescence) of competing products and services; and changes in consumer preferences and the competitive landscape. Early-stage and growth-stage companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing and general management, which, in some cases, cannot be adequately solved. In addition, such companies may be subject to significant regulation of their products, services, or operations which could significantly impact the viability of the company or its products. Such companies may also face challenges with respect to intellectual property matters, whether as a result of the failure to obtain adequate intellectual property protection for their products, services, designs, or methods, or because of claims of infringement on the intellectual property rights of others. In addition, such companies may require substantial amounts of financing which may not be available through institutional private placements or the public markets. The percentage of early-stage companies that survive and prosper is small. Investments in more mature companies in the expansion or profitable stage involve substantial risks. Such companies typically have obtained capital in the form of debt and/or equity to expand rapidly, reorganize operations, acquire other businesses, or develop new products and markets. These activities by definition involve a significant amount of change in a company and could give rise to significant problems in sales, product development, and general management of these activities.

Item 9 Disciplinary Information

In November 2015, Timothy Rodgers entered into an acceptance, waiver and consent with FINRA regarding proper disclosure of outside activities to his prior employer. Nova R Wealth values the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you partner. Additional information about Nova R Wealth and its Advisory Persons are available on the SEC's website at www.adviserinfo.sec.gov by searching with our Firm name or our CRD# 169574.

Item 10 Other Financial Industry Activities and Affiliations

Licensed Insurance Agents

Certain Advisory Persons of Nova R Wealth may also serve as licensed insurance professionals. Implementations of insurance recommendations are separate and apart from one's role with Nova R Wealth. As an insurance professional, an Advisory person will receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by an Advisory Person or the Advisor.

Recommendation of Other Advisers

We may recommend that you use a third party money manager ("TPMM") based on your needs and suitability. We will not receive separate compensation, directly or indirectly, from the TPMM for recommending that you use their services. However, we do have other business relationships with the recommended TPMM(s) that include Dynasty. Refer to the *Advisory Business* section above for additional disclosures on this topic.

Relationship with Dynasty Financial Partners, LLC

We maintain a business relationship with Dynasty Financial Partners, LLC ("Dynasty"). Dynasty offers operational and back office core service support including access to a network of service providers. Through the Dynasty network of service providers, we may receive preferred pricing on trading technology, transition support, reporting, custody, brokerage, compliance, and other related consulting services.

While we believe this open architecture structure for operational services best serves the interests of our clients, this relationship may potentially present certain conflicts of interest due to the fact that Dynasty is paid by us or our clients for the services referenced above. In light of the foregoing, we seek at all times to ensure that any material conflicts are addressed on a fully-disclosed basis and handled in a manner that is aligned with your best interests. We do not receive any portion of the fees paid directly to Dynasty, its affiliates or the service providers made available through Dynasty's platform. In addition, we review such relationships, including the service providers engaged through Dynasty, on a periodic basis in an effort to ensure you are receiving competitive rates in relation to the quality and scope of the services provided.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our Firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our Firm are expected to adhere strictly to these guidelines. Persons associated with our Firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our Firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Neither our Firm nor any persons associated with our Firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our Firm or persons associated with our Firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Firm nor persons associated with our Firm shall have priority over your account in the purchase or sale of securities.

Aggregated Trading

Our Firm or persons associated with our Firm may buy or sell securities for you at the same time we or persons associated with our Firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("aggregated trading"). Refer to the *Brokerage Practices* section in this brochure for information on our aggregated trading practices.

A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

We recommend the brokerage and custodial services of Fidelity Clearing & Custody Solutions and related entities of Fidelity Investments, Inc. (collectively "Fidelity"). We do not have the discretionary authority to select your broker-dealer/custodian. Further, we do not have the discretionary authority to negotiate commissions on behalf of our clients on a trade-by-trade basis. Clients are not obligated to use Fidelity and we will not charge an extra fee or cost for using a custodian not recommended by our Firm. However, we may be limited in the services we can provide if Fidelity is not engaged.

Whether you choose our recommended custodian or your own, herein we refer to the selected custodian or custodians (collectively as "Custodian"). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. In recognition of the value of the services the Custodian provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

We seek to recommend a custodian/broker that will hold your assets and execute transactions on terms that are, overall, the most favorable compared to other available providers and their services. We consider various factors, including:

- Capability to buy and sell securities for your account itself or to facilitate such services.
- The likelihood that your trades will be executed.
- Availability of investment research and tools.
- Overall quality of services.
- Competitiveness of price.
- Reputation, financial strength, and stability.
- Existing relationship with our Firm and our other clients.

Research and Other Soft Dollar Benefits

We do not have any soft dollar arrangements.

Economic Benefits

As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firms. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our Firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms, and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

Clients may direct us to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. When a client directs brokerage we may be unable to achieve most favorable execution of client transactions, and this practice may cost clients more money and result in a certain degree of delay in executing trades for their account(s) and otherwise adversely impact management of their account(s). Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Trade Aways

The Firm will generally execute client transactions with the client's account Custodian. However, transactions will be executed through other broker-dealers, when determined to be appropriate, when the Firm and the financial institution(s) have entered into agreements for "Trade Away" services. As a result, the client will incur both the fee charged by the executing broker and a separate Trade Away fee by the client's account Custodian. We will not receive any additional compensation in connection with Trade Away transactions.

Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. We will execute our transactions through the Custodian as directed by you. We may aggregate orders in a block trade or trades when securities are purchased or sold through the Custodian for multiple (discretionary) accounts. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. When we do not aggregate orders, certain types of client accounts may trade the same securities after other client accounts. In both instances, we will ensure that this is done in a way that does not consistently advantage or disadvantage particular client accounts.

We do not aggregate trades for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

Mutual Fund Share Classes

Mutual funds are sold with different share classes, which carry different cost structures. Each available share class is described in the mutual fund's prospectus. When we purchase, or recommend the purchase of, mutual funds for a client, we select the share class that is deemed to be in the client's best interest, taking into consideration the availability of advisory, institutional or retirement plan share classes, initial and ongoing share class costs, transaction costs (if any), tax implications, cost basis and other factors. We also review the mutual funds held in accounts that come under our management to determine whether a more beneficial share class is available, considering cost, tax implications, and the impact of contingent or deferred sales charges.

Item 13 Review of Accounts

Accounts are monitored on a regular and continuous basis by Mr. Tim Rodgers, Principal, and Jonathan Rodgers, investment adviser representative, of Nova R Wealth. Formal reviews are generally conducted at least annually or more frequently depending on your individual needs. Reviews may be conducted more frequently at the client's request.

Accounts may be reviewed as a result of major changes in economic conditions, known changes in the client's financial situation, and/or large deposits or withdrawals in the client's accounts. You are encouraged to notify us if changes occur your personal financial situation that might adversely affect your investment plan. Additional reviews may be triggered by material market, economic or political events.

You will receive brokerage statements no less than quarterly from the custodian. These brokerage statements are sent directly from the custodian to clients. You may also establish electronic access to the custodian's website so that you may view these reports and your account activity. Client brokerage statements will include all positions, transactions and fees relating to your accounts. We generally also provide you with reports regarding your holdings, allocations, and performance during formal account reviews.

Item 14 Client Referrals and Other Compensation

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our Firm are licensed insurance agents. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* section.

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals. We may refer clients to various third parties to provide certain financial services necessary to meet their goals. Likewise, we may receive referrals of new clients from a third-party. However, there is no compensation tied to these referrals and the referrals are not based on any quid pro quo understandings or arrangements.

Participation in Institutional Advisor Platform

We have established an institutional relationship with Fidelity to assist our Firm in managing client accounts. Access to the Fidelity institutional platform is provided at no charge to our Firm. We receive access to software and related support without cost because our Firm renders investment management services to clients that maintain assets at Fidelity. The software and related systems support may benefit our Firm, but not our clients directly. In fulfilling our duties to our clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a potential conflict of interest since these benefits may influence our recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Additionally, we receive the following benefits from Fidelity: access to a trading desk that exclusively services its institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Item 15 Custody

Your independent custodian will directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our Firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other qualified custodian. You will receive account statements from the qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

Standing Letters of Authorization

Our Firm, or persons associated with our Firm, may affect fund transfers from client accounts to one or more third parties designated in writing by the client. These fund transfers may be processed without obtaining written client consent for each separate, individual transaction, as long as the client has provided the custodian with the initial written authorization for us to do so. Such written authorization is known as a Standing Letter of Authorization ("SLOAs"). An adviser with authority to conduct such third party fund transfers has access to the client's assets, and therefore has custody of the client's assets in any related accounts.

However, we do not have to obtain a surprise annual audit as we otherwise would be required to by reason of having custody, as long as we meet the following criteria:

1. You provide a written, signed instruction to the qualified custodian that includes the third party's name and address or account number at a custodian;
2. You authorize us in writing to direct transfers to the third party either on a specified schedule or from time to time;
3. Your qualified custodian verifies your authorization (e.g., signature review) and provides a transfer of funds notice to you promptly after each transfer;
4. You can terminate or change the instruction;
5. We have no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party;
6. We maintain records showing that the third party is not a related party to us nor located at the same address as us; and
7. Your qualified custodian sends you, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

We hereby confirm that we meet the above criteria.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and the appropriate trading authorization forms.

You may grant our Firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. We will also have discretion over the broker or dealer to be used for securities transactions in your account. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or

restrictions or prohibitions of transactions in the securities of a specific industry or security. Refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our Firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our Firm on a non-discretionary basis.

Item 17 Voting Client Securities

We do not accept proxy-voting responsibility for any client. Clients will receive proxy statements directly from the Custodian. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

Item 18 Financial Information

We have not filed a bankruptcy petition at any time in the past ten years.

Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

Item 20 Additional Information

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

IRA Rollover Considerations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset based fee as set forth in the agreement you executed with our Firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our Firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of:

1. Leaving the funds in your employer's (former employer's) plan.
2. Moving the funds to a new employer's retirement plan.
3. Cashing out and taking a taxable distribution from the plan.
4. Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
 - a. Employer retirement plans generally have a more limited investment menu than IRAs.
 - b. Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
 - a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
 - b. You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond age 73.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.
 - a. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401k, but not from an IRA.
8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.