

Horse Cove Partners, LLC

Firm Brochure

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Horse Cove Partners, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at (678) 905-5723. 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 Horse Cove Partners, LLC (CRD #172389) is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

This version of Part 2A of Form ADV (“Firm Brochure”) and Part 2B of Form ADV (“Supplement Brochure”) serves as the annual updating amendment prepared in accordance with the SEC’s requirements and rules.

Summary of Material Changes

Since the firm’s most recent filing, the Firm has made the below material changes:

In Item 4: Advisory Services, Horse Cove has disclosed the use of a sub-advisor to assist with back-office operations and functions.

In Item 4: Advisory Services, Horse Cove has expanded services to include financial planning. Financial planning services include, but are not limited to, a thorough review of all applicable topics including asset allocation, budgeting, debt management strategies, estate plans/trusts, investments, giving strategies and insurance. Horse Cove has outlined fees for these services in Item 5.

In Item 10: Other Financial Affiliations, Horse Cove discloses Wes Jackson and Jeremy Davis are registered representatives and investment advisor representatives of Financial Identity Advisors (FIA) and may be engaged to offer products or provide services through that affiliation. FIA provides asset management, financial planning and insurance services through Cetera Investment Advisers LLC.

In Item 12: Brokerage Practices. Horse Cove clarified benefits received through their custodian, Interactive Brokers.

Additionally, The Firm has exceeded the assets under management threshold for State registration and is filing as a federally registered investment advisor.

Additional changes were made throughout for language consistency and clarification.

Full Brochure Available

We will provide you with a new version of the Brochure as necessary based on changes or new information, at any time, without charge. Request a complete copy of our Firm Brochure and/or Supplemental Brochure by contacting us by telephone at (859) 402-1458 or by email at info@horsecovepartners.com.

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Item 4 **Advisory Business**

A. FIRM DESCRIPTION

Horse Cove Partners, LLC (“Horse Cove” or the “Firm”) is organized as a Georgia limited liability company and was founded in 2012. Horse Cove is wholly owned by Majestic Heights Partners LLC (MHP), which represents the interests of the firm’s managing partners, Jeremy Davis and Wes Jackson. Employees and Investment Advisor Representatives (“IARs”) of the firm may be dual employees of affiliated entities of MHP.

Horse Cove’s current business activities consist of providing investment advisory services through separately managed accounts to individuals and institutions.

TYPES OF ADVISORY SERVICES

Separately Managed Accounts

Horse Cove offers discretionary asset management services to advisory clients and general investment advice to high-net-worth individuals and businesses (the “**Separately Managed Accounts**”). Discretionary authority means Horse Cove will determine the specific securities, and the amount of securities, to be purchased or sold for your account without prior approval for each transaction. All discretionary trades made by Horse Cove will be in accordance with each client’s investment objectives and goals.

Horse Cove offer clients ongoing portfolio management services by determining individual investment goals, time horizons, objectives, and risk tolerance. Horse Cove starts with an extensive review of a client’s financial situation. The Firm then employs a risk tolerance and risk capacity-focused simulation to get a detailed cash flow analysis and proposed asset allocation.

Investment strategies, investment selection, asset allocations, portfolio monitoring, and the overall investment program will be based on the above factors. After conducting our initial review, Horse Cove will determine an asset allocation strategy customized to your specific goals, investment objectives and risk tolerance. Horse Cove utilizes its proprietary strategies in specific types of securities to accomplish optimal returns for its clients.

A copy of the written investment advisory agreement and investment policy statement are available upon request to Horse Cove.

Financial Planning

Horse Cove provides financial planning services using a risk tolerance and risk capacity-focused simulation. Financial plans can cover a wide range of topics including asset allocation, budgeting, debt management, college planning, retirement analysis, and insurance needs analysis. Financial plans are generated depending on client’s financial needs and fees are dependent upon the scope of the analysis of the plan. These fees are detailed in the “Fees and Compensation” section of this brochure.

Clients are under no obligation to act upon the financial planning recommendations. Should they choose to act on any of the recommendations, they are under no obligation to affect the transaction through Horse Cove. Horse Cove is not authorized or qualified to

give legal advice, prepare legal documents, or to act as a trustee.

Use of Sub-Advisors

Horse Cove may direct clients to third-party investment advisers to manage all or a portion of the client's assets. Before selecting other advisers for clients, Horse Cove will ensure those other advisers are properly licensed or registered as an investment adviser. Horse Cove conducts due diligence on any third-party investment adviser, which may involve one or more of the following: phone calls, meetings and review of the third-party adviser's performance and investment strategy. Horse Cove then makes investments with a third-party investment adviser by referring the client to the third-party adviser. These investments may be allocated either through the third-party adviser's fund or through a separately managed account managed by such third-party adviser on behalf of Horse Cove's client. Horse Cove will review the ongoing performance of the third-party adviser as a portion of the client's portfolio.

Rollover Recommendations

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.

Therefore, we operate under a special rule which requires the firm to act in a client's best interest and not put our interests ahead of the client. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations;
- Never put our financial interests ahead of a client when making recommendations;
- Avoid misleading statements about conflicts of interest, fees and investments;
- Follow policies and procedures designed to ensure advice given is in the client's best interest;
- Charge no more than is reasonable for services; and
- Provide basic information about conflicts of interest

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:

- Leaving the funds in your employer's (former employer's) plan;
- moving the funds to a new employer's retirement plan;
- cashing out and taking a taxable distribution from the plan; and/or
- 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. Our recommendations may include any of them, depending on what we feel is in your best interest. We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also 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. As a fiduciary, we are required to document the reason(s) for why the recommendation we made is in your best interest.

B. TAILORED RELATIONSHIPS

Horse Cove provides investment advisory services to clients based on the investment objectives of each client. However, Separately Managed Accounts may impose restrictions on both the risk parameters used by Horse Cove in option strategy and the fixed income and equity components.

C. WRAP FEE PROGRAMS

Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks, and other financial institutions and affiliated and unaffiliated investment advisers through which clients of such firms receive discretionary investment advisory, execution, clearing, and custodial services in a “bundled” form. In exchange for these “bundled” services, clients pay an all-inclusive (or “wrap”) fee determined as a percentage of the assets held in the wrap account.

Due to the nature of its advisory services, Horse Cove does not participate in and is not a sponsor of wrap fee programs.

D. ASSETS UNDER MANAGEMENT

As of December 31st 2023, Horse Cove managed approximately \$101,992,666 on a discretionary basis. Horse Cove does not manage any accounts on a non-discretionary basis.

Item 5 Fees and Compensation

Horse Cove earns its fees and compensation by providing advice and investment management services to Separately Managed Accounts. Horse Cove reserves the right to negotiate fees with clients and charge a higher or lower fee than the fees described below. Fees may be higher than the fees charged by other investment advisers offering similar services and you may pay more or less than other clients invested in similar strategies with other investment advisers. Fee schedules and related terms will be stated in the investment advisor agreement, as amended from time to time.

FEES CHARGED TO SEPARATELY MANAGED ACCOUNTS Management Fee

Horse Cove receives a Management Fee of no more than 2.5% *per annum*. Management

fees accrue daily.

Management Fees are typically based on the amount of assets under Horse Cove's management, including cash and cash equivalents. We rely on the valuations provided by a qualified custodian when calculating Management Fees. Horse Cove does not independently value the securities held in your accounts. Management Fees are billed in arrears (at the end of the billing period) on a calendar month or quarter basis.

Management Fees are typically calculated based on the average daily market value of the assets we manage in your accounts for the current billing period. This average daily market value is then multiplied by the annual rate stated in your investment advisory agreement. The resulting amount is divided by the number of days in the given year and multiplied by the number of days invested in the billing period to determine your monthly or quarterly fee due. Advisory Fees are pro-rated for partial periods of management for accounts opened during the month or quarter; or if the investment advisory agreement is terminated during the month or quarter.

Separately Managed Accounts may negotiate which fee structure they prefer and such fees are discussed in the Investment Management Agreement.

Direct Fee Debit

Clients typically authorize Horse Cove to debit the Management and Administrative Fees from the clients' accounts, which are held at a qualified custodian. The qualified custodian makes information available daily regarding valuation of accounts and assessment of fees and will provide a statement of account transactions not less than quarterly. These statements will detail all account transactions, including any amounts paid to Horse Cove. Depending on the specific client arrangement, Horse Cove will calculate and deduct advisory fees directly through the custodian or via other platforms.

From time to time, Horse Cove will negotiate with clients who prefer to pay Management Fees by check, rather than direct debit. In such cases, Horse Cove will present an invoice to the client each period for payment.

Separately Managed Accounts

Separately Managed Accounts pay for all ordinary investment-related expenses (such as brokerage commissions, clearing and settlement charges, custodial fees, and interest expenses), accounting fees and audit expenses, administrative fees, any applicable tax liabilities (including transfer taxes and withholding taxes), other government charges or fees, and other similar expenses.

Selection of Other Advisers Fees

Horse Cove may direct clients to third-party investment advisers. A third-party investment advisers fee is not added on top of the standard Horse Cove fee, instead the third-party manager receives a portion of the standard fee based on the AUM managed by the adviser.

The fees shared are negotiable and will not exceed any limit imposed by any regulatory agency. The notice of termination requirement and payment of fees for third-party investment advisers will depend on the specific third-party adviser selected.

Financial Planning and Consulting

Prior to the planning process the client will be provided with financial planning agreement that outlines the fee structure and topics included in the plan fee. Financial planning services include, but are not limited to, a thorough review of a client's asset allocation, budget debt management strategies, estate plans/trusts, investments, giving strategies and insurance. The complexity and sophistication of a client's finances cause differences in terms set forth by agreement. Services are ongoing until the termination of the agreement.

Clients with actively managed advisory assets will be charged the fee based on amounts of AUM. If the balance of the accounts being managed exceeds \$250,000, financial planning services are included. Client have less than \$250,000 in AUM will pay the financial planning fee per the schedule. The Planning Fee will be charged to the client monthly.

Compensation for Sale of Commission-Based Insurance Products

Horse Cove IARs are permitted to engage in certain approved outside business activities and may also be licensed as insurance agents under applicable state law. If the IAR recommends that clients purchase commission-based fixed annuities or fixed index annuities (collectively, "Fixed Annuities"), life insurance and/or long-term care products (collectively, "Fixed Insurance Products"), the IAR is participating in an outside business activity and is acting in the capacity of an insurance agent, not as an IAR. Horse Cove is not involved in the offer, recommendation or sale of commission-based Fixed Insurance Products. Horse Cove does not manage commission-based Fixed Insurance Products, and neither IARs nor Horse Cove collect Management Fees. All Fixed Insurance Products are issued by licensed insurance carriers. Horse Cove is not affiliated with these insurance carriers. Clients of Horse Cove are under no obligation to implement the recommendation ,but if the recommended Fixed Insurance Product through your IAR, clients will enter into a separate contract with the insurance carrier. The contract contains important terms and conditions of the Fixed Insurance Product, including the product specific fees and expenses and any charges for early surrender or withdrawal. Clients should carefully review the terms and conditions of the Fixed Insurance Product contract and discuss any questions with their insurance agent.

In their capacities as insurance agents, IARs receive commissions and other cash and non-cash compensation for the sale of Fixed Insurance Products. Commissions are paid to the IARs by the insurance carriers based on a percentage of each product sold. Unlike Horse Cove's annualized asset-based Management Fees, commissions are typically paid upfront at the point of sale of the Fixed Insurance Product, not subject to the fluctuations of the securities markets, and may continue to be paid if a client subsequently terminates the relationship with the IAR after purchasing the Fixed Insurance Product, subject to the terms and conditions of the product. Depending on how long the advisory account is managed by your IAR and Horse Cove, the commissions from the sale of a Fixed Insurance Products could be higher than the Management Fees earned by the IAR and Horse Cove or the Management Fees could be higher than the commissions earned from the sale of Fixed Insurance Products. Unlike Management Fees, however, commissions are not taken out of the account and do not impact the account value. In addition to commissions paid by insurance carriers, insurance agents often use the services of one or more insurance marketing organizations and wholesalers ("IMOs") to facilitate their insurance business.

Horse Cove is affiliated with JBC Companies (“JBC”), an IMO to a variety of insurance carriers. Many of our IARs facilitate their insurance business using JBC or another IMO. Whether Horse Cove IARs use JBC or an unaffiliated IMO, the IARs are eligible to receive additional cash and non-cash compensation for selling Fixed Insurance Products that is separate and independent of the compensation Horse Cove and its IARs receive for providing asset management services. The commissions and other cash and non-cash compensation received by IARs, acting in their capacity as insurance agents, are in addition to the Advisory Fees received by the IARs and Horse Cove. This presents a conflict of interest because it incentivizes the IAR to sell Fixed Insurance Products to you in addition to advisory services and use the services of JBC or another IMO in connection with the sales. In addition, it provides an incentive to the IAR to forego providing you with asset management services or recommending the purchase of commission-based Fixed Insurance products if the total compensation for one type of product would be greater than the total compensation for the other type of product. Horse Cove addresses the potential for conflicts of interest as they pertain to the IARs by disclosing such relationships here, on individual IAR ADV Part 2B brochures, and in connection with the opening of asset management accounts. In addition, IARs are required to act in a client’s best interest in recommending both securities and Fixed Insurance Products under applicable law. See Item 10, Other Financial Industry Activities and Affiliations, for additional disclosures related to conflicts of interest.

Item 6 Performance-Based Fees & Side-by-Side Management

A. PERFORMANCE-BASED FEES

Horse Cove does not assess a performance-based fee.

B. SIDE-BY-SIDE MANAGEMENT

“Side-by-Side Management” refers to a situation in which the same adviser manages accounts that are billed based only on a percentage of assets under management and at the same time manages other accounts for which fees are performance-based.

Horse Cove Partners does not engage in Side-by-Side Management.

Item 7 Types of Clients

A. TYPES OF CLIENTS

As described under “Advisory Business” above, the types of clients to whom Horse Cove generally provides portfolio management services include individuals, institutions, and Separately Managed Accounts.

B. CONDITIONS FOR ACCOUNT MANAGEMENT

Services for Separately Managed Accounts are on a discretionary basis only. There is also a minimum investment of \$25,000 to become Separately Managed Account client of Horse Cove.

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

A. METHODS OF ANALYSIS

Horse Cove employs several methods of analysis, including various technical analysis techniques to achieve the investment objectives and goals of the clients.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall. The technical indicators that the fund may consider include, but are not limited to, price, volume, momentum, relative strength, sector/group strength and moving averages. Technical analysis does not consider the underlying financial condition of a company. This presents a risk that a poorly managed or financially unsound company may underperform regardless of market movement. For equity investment and asset allocation determinations the firm also employs long-term market performance analysis as well as current economic conditions knowledge.

B. INVESTMENT STRATEGIES

We buy and sell option contracts with the intent of harvesting premium based on the fundamental difference between implied and realized volatility. The Firm employs technical analysis and the use of our proprietary calculator to trade options on the S&P 500 in a range of probabilities that are aligned with our client's investment strategy and our investment philosophy. We do not sell options on stocks. We sell "European Style Index options" on the S&P 500 index. They cannot be assigned and are cash settled as you cannot buy or sell the index. They cannot be exercised early, only bought sold or expired.

Research

Horse Cove utilizes research from CFRA, an independent investment research and data management consultant for equity research.

Horse Cove also utilizes Interactive Brokers to provide information regarding short-term market trends that are used to keep clients line with investment objectives. Horse Cove talks with customers and supplements these findings with brokerage research, business journals, and professional contacts.

C. MATERIAL RISKS OF METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

It is not possible to identify all of the risks associated with investing and this section does not attempt to discuss all risks that may affect investments with Hose Cove. Rather, this section discusses certain material risks of Hose Cove's investment activities. Different risks will impact different investment strategies to different degrees, and the degree to which a particular risk is applicable will depend on a variety of factors, including which investment strategies are employed with respect to the account and the investment guidelines. In addition to the risk factors Horse Cove discusses with individual clients, Separately Managed Accounts should carefully consider the following risks prior to making an investment with Horse Cove:

- ***Catastrophic Event Risk.*** The value of securities may decline as a result of various catastrophic events, such as pandemics, natural disasters, and terrorism. Losses

resulting from these catastrophic events can be substantial and could have a material adverse effect on Horse Cove's business and client accounts.

- **Concentration.** Client accounts will be diversified to different degrees. To the extent that a client invests a significant portion of their assets in a single investment strategy, Underlying Fund or asset class, it will be particularly sensitive to the risks associated with concentration.
- **Cybersecurity.** With the increasing use of and reliance on technology, cybersecurity risks are increasing. Horse Cove, the Subadvisors, the IARs, and the issuers of the securities and other investments in which clients are invested, are subject to risks relating to data breaches, data corruption and other unauthorized access, which may cause an entity to lose operational functionality. Successful cyber-attacks or other cyber-failures or events affecting Horse Cove, or its service providers may adversely impact Horse Cove and its clients. Additionally, a cybersecurity breach could affect the issuers in which clients invest, which may cause client investments to lose value.
- **Insurance Products**
 - a. Fixed Annuities. Fixed annuities are long-term investment vehicles and include fixed and indexed accounts. Fixed indexed annuities have limited upside growth potential. Fixed indexed annuities may set limits (known as caps) on the maximum amount of interest one can gain or there may be participation rates or other calculations the insurance company employs to set the maximum rate one could achieve. Interest credited to indexed accounts is affected by the value of outside indexes. Values based on the performance of any index are not guaranteed and may increase or decrease. Customers should understand these limitations prior to purchase. Fixed annuities are not securities, and commission-based fixed annuities are not managed by Horse Cove.
 - b. Variable Annuities. Variable annuities are long-term investment vehicles, the value of which can vary based on the performance of an underlying portfolio of mutual funds. Unlike fixed annuities which grow at a fixed rate and offer a predictable rate of return, the rate of growth and the benefits of variable annuities vary according to the investment performance. Therefore, annuitants have the opportunity to gain a lot if the stock market conditions are favorable, or they stand the risk of bearing losses.
 - c. General Annuity Risks. Withdrawals may be subject to federal income taxes, and a 10% IRS early withdrawal tax penalty may also apply for amounts taken prior to age 59½. Early withdrawal may result in penalties and surrender charges. These charges may result in a loss of bonus, indexed interest and fixed interest, and a partial loss of your principal. Bonus Annuities may include annuitization requirements, lower capped returns, or other restrictions that are not included in similar annuities that don't offer a premium bonus feature. Guarantees, if any, are backed by the financial strength and claims-paying ability of the issuing insurance company. Review disclosures of the specific insurance company illustration provided for any insurance product being proposed or recommended.

- **Leverage.** Leverage Products are generally considered riskier than non-leveraged products. When using a Leveraged Product, you are taking on additional risk in order to have the opportunity to make more profit. While returns can increase in multiples for products that use leverage or borrowed dollars, there is also a risk that this leverage creates magnified capital losses including the loss of your entire principal. Leverage Products also carry high internal expense ratios. When held for longer than a few days, this cost can significantly affect returns. These internal expenses can decrease a fund's return when the fund earns a lesser return on the investment than the cost of the leverage.
- **Liquidity Risk.** Strategies will be invested in securities of varying liquidity, which will cause certain strategies to be more liquid than others. Additionally, investments may be illiquid at the time of purchase or liquid at the time of purchase and subsequently become illiquid due to, among other things, events relating to the issuer of the securities, market events, operational issues, economic conditions, investor perceptions or lack of market participants. Liquidity risk also refers to the risk that an Underlying Fund is unable to pay redemption proceeds within the allowable time period because of unusual market conditions, unusually high volume of redemptions, or other reasons. To meet redemption requests or to raise cash to pursue other investment opportunities, an Underlying Fund may be forced to sell securities at an unfavorable time or under unfavorable conditions, which may adversely affect the Underlying Fund.
- **Options** An option is a contract which gives the buyer (the owner or holder of the option) the right, but not the obligation, to buy or sell an underlying asset or instrument at a specified strike price prior to or on a specified date, depending on the form of the option. The seller (the writer of the option) has the corresponding obligation to fulfill the transaction – to sell or buy – if the buyer (owner) "exercises" the option. An option that conveys to the owner the right to buy at a specific price is referred to as a call; an option that conveys the right of the owner to sell at a specific price is referred to as a put. The following factors, among others, can affect account performance with respect to investing and trading in options: market, sector, and stock-specific volatility, length of time invested, diversification, management and other account fees and charges, taxes, liquidity in options and equity markets, inflation and deflation, and various other economic and political factors. For this assumption of risk, clients holding secured puts earn cash premiums from selling the secured put and potential interest from a treasury bill or money market fund during the option period. Because the client does not yet own the stock, he/she is not entitled to any dividends paid on the stock during the option period. There are other risks of secured puts that are more fully explained in the OCC Risk Booklet "Characteristics and Risks of Standardized Options," which can be obtained from any exchange on which options are traded, by calling 1-888-OPTIONS. Such risks include, but are not limited to, tax implications of covered writing, option market liquidity, and market volatility. Clients should be sure to read and ask any questions raised after reading the OCC Risk Booklet, the Supplement and any management agreements they receive to understand the possible costs and risks as well as potential opportunities for an investment in this approach.
- **Market Risk.** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. The value of a

portfolio may fluctuate or decline because of changes in the markets in which the portfolio is invested, which could cause the portfolio to underperform other funds with similar objectives. Security markets are volatile and may decline significantly in response to adverse issuer, regulatory, political, or economic developments.

- *Selection of Other Advisers.* Although Horse Cove will seek to select only money managers who will invest clients' assets with the highest level of integrity, Horse Cove's selection process cannot ensure that money managers will perform as desired and Horse Cove will have no control over the day-to-day operations of any of its selected money managers. Horse Cove would not necessarily be aware of certain activities at the underlying money manager level, including without limitation a money manager's engaging in unreported risks, investment "style drift" or even regulatory breaches or fraud.

While this information provides a synopsis of the events that may affect a separately managed account, this listing is not exhaustive. Please read the Investment Management Agreement carefully.

ANY CLIENT MAY LOSE ALL OR A SUBSTANTIAL AMOUNT OF ITS INVESTMENT WITH HORSE COVE.

An investment with Horse Cove as a separately managed account should form only a part of a complete investment program, and a Separately Managed Account must be able to bear the loss of his or her entire investment. Prospective investors are urged to consult with their own financial, tax and legal advisors before investing with Horse Cove.

D. RECOMMENDATION OF SPECIFIC TYPES OF SECURITIES

Horse Cove specializes in recommendations which are designed for investors who have the knowledge and experience in financial matters to evaluate the merits and risks of such investments. Investments may include, but are not limited to, equities, mutual funds, exchange traded funds, municipal bonds, direct obligations of the U.S. Treasury, Government Sponsored Enterprises ("GSEs"), and derivative instruments (including options transactions).

Item 9 Disciplinary Information

Horse Cove is required to disclose whether there are legal or disciplinary events that are material to a client's or prospective client's evaluation of Horse Cove's advisory business or the integrity of its management. None of Horse Cove, its principals, or its employees have been involved in any legal or disciplinary proceedings related to past or present investment advisory clients.

Item 10 Other Financial Industry Activities and Affiliations

A. FINANCIAL INDUSTRY ACTIVITIES

Horse Cove is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Wes Jackson and Jeremy Davis are registered representatives of Cetera Investment Services, LLC, a securities broker-dealer. See Other Investment

Adviser's section below for additional information.

B. FINANCIAL INDUSTRY AFFILIATIONS

Horse Cove is not a registered futures commission merchant, commodity pool operator, or commodity trading advisor and does not have an application pending to register as such. Furthermore, none of Horse Cove principals or supervised persons is registered as, or has an application pending to register as, an associated person of any of the foregoing types of firms.

C. OTHER MATERIAL RELATIONSHIPS

Horse Cove does not have any other arrangements with a related person who is a broker-dealer, investment company, other investment adviser, financial planning firm, commodity pool operator, commodity trading adviser, futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships other than those already disclosed herein.

D. OTHER INVESTMENT ADVISERS/ CONFLICTS OF INTEREST

Majestic Heights Partners (MHP) is wholly owned by Jeremy Davis and Wes Jackson. MHP also owns Financial Identity Advisors (FIA) where Mr. Davis and Mr. Jackson are also registered representatives and investment advisor representatives and may be engaged to offer products or provide services through that affiliation. FIA provides asset management, financial planning and insurance services through Cetera Investment Advisers LLC. Clients should be aware that this presents a conflict of interest, as there may be incentive to recommend different investment products, strategies, or services. To mitigate this conflict, Horse Cove provides objective advice based on each client's specific risk and suitability. Mr. Jackson and Mr. Davis may provide services to you through FIA, but the engagement is separate and distinct from the services offered through Horse Cove.

MHP is a registered insurance agency in the state of Georgia. Clients may therefore work with Horse Cove financial professionals in both their capacity as an investment adviser representative of Horse Cove, as well as in their capacity as an insurance agent through our affiliated company. As such, Horse Cove financial professionals, in their dual capacity as an IAR and insurance agent, may advise you to purchase insurance products and then assist you in implementing the recommendations by selling you those same products.

In exchange for selling you those products, the financial professional will typically be paid a commission. This recommendation that a client purchase an insurance product through them as an insurance agent presents a conflict of interest, as the receipt of commissions is an incentive to recommend products that could potentially be based on commissions rather than your personal needs and objectives.

Furthermore, commissions may vary by product, and each individual product may have different commission rates, encouraging the financial professional to recommend products that may pay higher commissions over the products that make the most sense for you.

As discussed in Item 5.E, Horse Cove is affiliated with JBC Companies ("JBC"), which is wholly owned by Wes Jackson and is an IMO to a variety of insurance carriers. Our IARs facilitate their insurance business using JBC or another IMO. Horse Cove has taken a number of steps to manage these conflicts of interest. As a fiduciary, we expect and require that each IAR only recommend investments when in the best interest of the client. The firm makes periodic reviews of its recommendations to ensure that our financial professionals act in accordance with our fiduciary duty.

E. OTHER AFFILIATIONS

Based on the volume of option trading conducted on the Chicago Board of Exchange, Horse Cove may receive a rebate of certain trading costs incurred. These rebates directly benefit Horse Cove and since they are based on the volume of trades executed create a conflict of interest.

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

A. CODE OF ETHICS

All employees of Horse Cove must act in an ethical and professional manner. In view of the foregoing and applicable provisions of relevant law, Horse Cove has determined to adopt a Code of Ethics to specify and prohibit certain types of transactions deemed to create conflicts of interest (or at least the potential for or the appearance of such a conflict), and to establish reporting requirements and enforcement procedures relating to personal trading by Horse Cove personnel. Horse Cove's Code of Ethics, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes standards for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. Horse Cove will provide a copy of its Code of Ethics to any client or prospective client upon request.

B. PARTICIPATION OF INTEREST IN CLIENT TRANSACTIONS

Horse Cove intends to allocate investment opportunities to all clients in a manner that it believes is fair and equitable.

C. PROPRIETARY /SIMULTANEOUS TRADING

At times, Horse Cove and/or its supervised persons (*i.e.*, Investment Adviser Representatives) may buy or sell securities for their own accounts that Horse Cove has recommended to client accounts. This presents a conflict of interest. In any instance where similar securities are being bought or sold, Horse Cove will uphold its fiduciary duty by always transacting on behalf of its clients before transacting for the Firm's own benefit. It is the policy of Horse Cove that supervised persons must avoid securities transactions and activities for their own accounts that might conflict with or be detrimental to the interest of a client. To the extent supervised persons are aware of trades in individual issues being considered, recommended, or traded for a client

account, such supervised persons will make every effort to trade in their own accounts only after trades are executed for the applicable clients. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, Horse Cove will collect and monitor proprietary and personal trading reports for adherence to the Firm's Code of Ethics.

Item 12 Brokerage Practices

A. SELECTION AND RECOMMENDATION

Horse Cove has established brokerage and custodial relationships with Interactive Brokers, LLC ("Interactive Brokers"). Interactive Brokers is used to provide brokerage services to the Separately Managed Accounts.

Horse Cove will have complete discretion regarding the selection of brokers for client accounts and the amount of brokerage commissions and fees paid to such brokers, and this determination will be based upon four factors: (1) where the best execution (price) is likely to be obtained; (2) a brokerage firm's research and investment ideas that directly impact each clients' portfolio; (3) a firm's ability to properly execute any orders (based on the size of the trade and its complexity to execute); and (4) the operational aspects of brokerage firms' back office (will the Separately Managed Accounts receive payment of securities on a timely basis) and custodian or other administrative services. "Best execution" is not synonymous with lowest brokerage commission. Consequently, Horse Cove may pay a brokerage commission in excess of that which another broker might have charged for executing the same transaction for other investment funds similar to the Separately Managed Accounts if Horse Cove has determined that the research, execution and other services rendered by a particular broker merit greater than typical fees.

B. SOFT DOLLAR BENEFITS

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for the client securities transactions or maintaining an account balance with the broker-dealer.

Horse Cove does not have a soft dollar agreement with a broker-dealer or third-party.

However, Horse Cove benefits from platform services provided by Interactive Brokers. Specifically, Horse Cove receives without cost information regarding short-term market trends that are used to keep client's in line with investment objectives. These services are intended to support Horse Cove in conducting its business and serving the best interests of its clients. Clients do not pay more for these services, however, Horse Cove benefits from these arrangements because the cost of these services would otherwise be borne directly by Horse Cove. There is no commitment made by Horse Cove to Interactive Brokers to invest any specific amount or percentage of our client assets in any specific fund, security or other investment products as a result of any of these support services. Additionally, the benefits received by Horse Cove in any such custodian program do not depend on the amount of brokerage transactions directed to that custodian. These arrangements provide Horse Cove with an incentive to recommend Interactive Brokers for its clients. Clients should consider this conflict of interest when selecting Interactive Brokers as a custodian. As part of our fiduciary duties to our clients, we endeavor at all times to put your interests first. We examined this potential conflict of interest when we chose to enter into the relationship with Interactive Brokers and have determined that the relationship is in your best interests and satisfies our obligations to you, including our duty to seek best execution

for your accounts.

C. BROKERAGE FOR CLIENT REFERRALS

Horse Cove currently does not receive client referrals from third parties recommending the use of specific broker-dealer brokerage services. It is not currently the intention of Horse Cove to utilize any particular procedures to direct client transactions to a particular broker in return for products and research services received. If Horse Cove determines to enter into such a referral arrangement, the Firm will amend its Part 1 of Form ADV and this Firm Brochure.

D. DIRECTED BROKERAGE

When a Separately Managed Account directs brokerage, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. If a Separately Managed Account directs brokerage, Horse Cove may cost the Separately Managed Account more money. For example, the Separately Managed Account may pay higher brokerage commissions because Horse Cove was not able to aggregate orders to reduce transaction costs, or the Separately Managed Account may receive less favorable prices.

E. ORDER AGGREGATION

Horse Cove does aggregate orders and allocates orders in a fair and equitable manner among all client accounts. Client accounts will share commission and transactions costs equally and receive securities at a total average price. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained in the trade blotter. If the firm does not aggregate orders, some clients purchasing securities around the same time may receive a less favorable price than other clients. This means that this practice of not aggregating may cost clients more money. Horse Cove Persons may participate in block trades with clients.

Item 13 Review of Accounts

A. PERIODIC REVIEWS

For all clients Horse Cove reviews the investment programs, including current holdings, on a continual basis. The Firm reviews the investment programs to analyze rates of return, allocation of assets, and to verify that the investment portfolios are consistent with their investment objectives. Such reviews are conducted by Greg Brennan who is the Portfolio Manager of Horse Cove.

B. INTERMITTENT REVIEW FACTORS

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events.

C. CLIENT REPORTS

All clients will receive the information necessary to prepare federal and state income tax returns following the conclusion of each fiscal year or as soon thereafter as is reasonably practical.

Item 14 Client Referrals and Other Compensation

A. ECONOMIC BENEFITS FROM OTHERS

Horse Cove and its related persons do not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to its clients.

B. COMPENSATION TO UNAFFILIATED THIRD PARTIES

Horse Cove may enter into marketing agreements with third party consultants for client referrals. In such cases, compensation may be paid for referral arrangements and are negotiated as a percentage of the management fee charged to the capital accounts of the accounts of Separately Managed Accounts. Each Separately Managed Account is required to sign a written acknowledgement prior to any compensation being paid to the promoter or consultant. Promoters are required to abide by the registration requirements of the State in which they are soliciting clients.

Clients incur no additional charges or costs because of the additional compensation paid to third party solicitors or marketers. Any such compensation is paid from management fees customarily charged to client accounts.

Item 15 Custody

A. CUSTODY OF ASSETS

Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them.

Horse Cove does not have direct custody of any client funds or securities. Horse Cove will not maintain physical possession of client funds or securities. Interactive Brokers will generally have actual custody of client assets.

When advisory fees are deducted directly from client accounts at client's custodian, Horse Cove will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

B. ACCOUNT STATEMENTS

All clients will receive the information necessary to prepare federal and state income tax returns following the conclusion of each fiscal year or as soon thereafter as is reasonably practical.

Interactive Brokers will deliver at least quarterly statements to Separately Managed Accounts. Clients should carefully review those statements promptly when they receive them. We also strongly urge you to compare the account statements that you receive from the custodian with any periodic reports that you might receive from us.

Item 16 Investment Discretion

Separately Managed Accounts may select the custodian where the account is maintained and may specify the risk parameters for the investments thereof. Horse Cove is otherwise not limited in authority to purchase securities, in type or amount, for Separately Managed

Accounts.

Item 17 Voting Client Securities

Fiduciary obligations of prudence and loyalty require an investment adviser with proxy voting responsibility to vote proxies on issues that affect the value of the client's investment. Proxy voting decisions must be made solely in the best interests of the client's account. In voting proxies, an investment adviser is required to consider those factors that may affect the value of its client's investments and may not subordinate the interests of a client to unrelated objectives.

Horse Cove does not have the authority to and does not vote proxies on behalf of the Separately Managed Accounts. The Separately Managed Accounts retain the responsibility for receiving and voting proxies for any and all securities maintained in their portfolios. Generally, there are no vote proxies related to government bonds and options on the S&P 500 Index.

Item 18 Financial Information

A. BALANCE SHEET REQUIREMENT

A balance sheet is not required to be attached because Horse Cove is not the qualified custodian for client funds or securities and does not require prepayment of fees of more than \$1,200 per client six (6) months or more in advance. For clients that are Indiana residents, Horse Cove does not require prepayment of fees of more than \$500 or six (6) months or more in advance in accordance with 710 IAC 4-9-12.

B. FINANCIAL CONDITION

Horse Cove does not have any financial impairment that will preclude it from meeting contractual commitments to clients.

C. BANKRUPTCY PETITION

Horse Cove has not been the subject of a bankruptcy petition at any time during the last 10 years.