



Client Disclosure Brochure
(Part 2A of Form ADV)

03/12/2024

9258 Wealth Management, LLC
4420 Cooper Road, Suite 100
Blue Ash, Ohio 45242

Telephone: 513-791-9258
www.9258wealth.com

This Brochure provides information about the qualifications and business practices of 9258 Wealth Management, LLC ("9258"). If you have any questions about the contents of this Brochure, please contact Andy Armstrong, Chief Compliance Officer at 513-791-9258 or by email at Andrew.Armstrong@dinsmorecomplianceservices.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. 9258 is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Additional information about 9258 is available on the SEC's web site at www.adviserinfo.sec.gov.

Item 2 Material Changes

9258 Wealth Management, LLC (“9258”) filed its annual Form ADV Part 2A (the “Brochure”) on March 31, 2023. Following is a summary of material changes since that annual update filing:

No material changes were made to the brochure.

Important Information: Throughout this document 9258 will also be referred to as “9258,” the “Firm,” “our,” “we” or “us.” These terms are utilized for the reader’s ease of use while reviewing the Brochure and are not meant to imply the Firm is larger than it may be at the time of publication. The client or prospective client may be also referred to as “you,” “your,” etc., and refers to a client engagement involving a single person as well as two or more persons or an organization. The term “advisor” and “adviser” are used interchangeably where accuracy in identification is necessary (URLs, etc.).

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Item 4 Advisory Business

Firm Description and Principal Owners

9258 is an SEC registered investment adviser with its main office in Blue Ash, Ohio. Walt Lunsford is 9258's President, CEO, and Managing Partner. 9258 is wholly owned by Walt Lunsford. Larry Langefels is the Chief Financial Officer. Registration as an investment adviser does not imply any level of skill or training.

The oral and written communications we provide to you, including this Brochure, is information that you may use in your decision to hire us or continue a professional relationship with us. This Brochure provides information about our qualifications and business practices.

Types of Advisory Services

Comprehensive Portfolio Management

Our comprehensive portfolio management services encompass asset management as well as providing financial planning/financial consulting to clients. It is designed to assist clients in meeting their financial goals through the use of financial investments. We conduct at least one, but sometimes more than one meeting (in person if possible, otherwise via telephone or video conference) with clients in order to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what we learn, we propose an investment approach to the client. We may propose an investment portfolio, consisting of exchange traded funds, mutual funds, individual stocks or bonds, alternative investments, limited partnerships or other securities. Upon the client's agreement to the proposed investment plan, we work with the client to establish or transfer investment accounts so that we can manage the client's portfolio. Once the relevant accounts are under our management, we review such accounts on a regular basis and at least annually. We may periodically rebalance or adjust client accounts under our management. If the client experiences any significant changes to his/her financial or personal circumstances, the client must notify us so that we can consider such information in managing the client's investments.

Retirement Plan Consulting

9258 offers non-discretionary advisory services to 401k and other qualified retirement plans ("Plans") for businesses, which may include, depending on the needs of the Plan client, recommending investment options for Plans to offer to participants, ongoing monitoring of a Plan's investment options, assisting plan fiduciaries in creating and/or updating the Plan's written investment policy statements, working with Plan service providers, and providing general investment education to Plan participants.

When serving in a non-discretionary investment advisory capacity for a Plan, 9258 is in the status defined by section 3(21) of ERISA. As a non-discretionary investment adviser, 9258 assumes no fiduciary responsibility for the completion of an investment policy statement or any aspect of the definition, selection, maintenance or replacement of any Plan investment options. In this non-discretionary role 9258 provides information to the Plan sponsor/trustees regarding investment

option style parameters and performance reporting. The Plan sponsor/trustees exercise full authority over the selection of Plan investment options and may, or may not, utilize the information provided by 9258 as part of their decision making process.

Other Services for Employee Benefit Plans: As part of providing the discretionary or non-discretionary investment services to Plans, 9258 may provide certain information and services to the Plan and the Plan sponsor/trustees. These other services are designed to assist the Plan sponsor/trustees in meeting their management and fiduciary obligations to the Plan. The other services may consist of the following:

- Assist with platform provider search and Plan set-up;
- Plan review;
- Quarterly investment monitoring;
- Fiduciary compliance;
- Participant communication and education;
- Plan fee and cost review;
- Acting as third party service provider liaison;
- Plan participant advice, education and communication;
- Plan benchmarking;
- Assist with Plan conversion to new vendor platform; and
- Assistance in Plan merger.

Financial Planning and Consulting

We provide a variety of financial planning and consulting services to individuals, families and other clients regarding the management of their financial resources based upon an analysis of the client's current situation, goals, and objectives. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass one or more of the following areas: Investment Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Business and Personal Financial Planning.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that we refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services. For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations. For financial consulting engagements, we usually do not provide our clients with

a written summary of our observations and recommendations as the process is less formal than our planning service. Implementation of the recommendations will be at the discretion of the client.

Tailoring of Advisory Services

9258 provides investment advisory services specific to the needs of each client. The selection of investment vehicles may vary from one client to another. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, 9258 will allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). You may, at any time, impose reasonable restrictions, in writing, on our services.

Wrap Fee Program

9258 does not participate in a wrap fee program as either a sponsor or a portfolio manager. Under a typical wrap-fee program, a client will pay the sponsor a single fee for management, brokerage, custody and other services provided under the program.

Information Received From Clients

9258 will not assume any responsibility for the accuracy of the information provided by the client. We are not obligated to verify any information received from the client or other professionals (e.g., attorney, accountant, etc.) designated by client, and 9258 is expressly authorized by the client to rely on such information provided. Under all circumstances, clients are responsible for promptly notifying 9258 in writing of any material changes to the client's financial situation, investment objectives, time horizon, or risk tolerance. In the event that a client notifies 9258 of changes in the client's financial circumstances or investment objectives, we will review such changes and recommend any necessary revisions to the client's portfolio.

Other Important Information

9258 and its investment advisor representatives will use its best judgment and good faith effort in rendering its services. 9258 cannot warrant or guarantee the achievement of a planning goal or any particular level of account performance or that your account will be profitable over time. Although 9258 generally recommends long-term investment strategies, we may recommend various short-term investment strategies to accommodate certain client goals or objectives. Past performance is not necessarily indicative of future results.

When Adviser provides investment advice to you regarding your retirement plan account or individual retirement account, Adviser is a fiduciary 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 Adviser makes money creates some conflicts with your interests, so Adviser operates under a special rule that requires Adviser to act in your best interest and not put our interest ahead of yours.

Assets Under Management

As of the date of this brochure the Firm manages approximately \$1,033,822,730 in assets, of which \$994,625,609 is managed on a discretionary basis, and \$39,197,121 is managed on a non-discretionary basis.

Item 5 Fees and Compensation

How We Are Compensated for Our Advisory Services

9258 charges fees based on a percentage of assets under management, as well as fixed fees, depending upon the particular types of services to be provided. The specific fees charged by 9258 for services provided will be set forth in each client's agreement.

Comprehensive Portfolio Management

Comprehensive portfolio management services clients are charged a quarterly fee based on the accounts assets under management as of the close of business on the last day of the preceding calendar quarter. A client's initial bill may have an additional prorated amount that covers the partial quarter in which they began their relationship with 9258. Comprehensive portfolio management services fees are calculated and paid quarterly in advance based on the following annual percentages:

Assets under Management	Annual Percentage of assets charge:
\$0 to \$500,000	1.25%
\$500,001 to \$5,000,000	1.00%
\$5,000,001 to \$10,000,000	0.75%
Over \$10,000,000	0.65%

For operational efficiency, 9258 generally requires clients to have their advisory fees debited from their custodial account(s). In some situations, this may require setting up an account specifically for debiting fees. Both our client advisory agreement and the custodial/clearing agreement may authorize the custodian to debit the account for our advisory fee and to directly remit that advisory fee to us in compliance with regulatory procedures.

In late 2019, 9258 and National Retirement Consultants, Inc., (NRCI) merged. Advisors and staff maintain an office in Hamilton, Ohio and clients were transferred under 9258 as a result. Both grandfathered and new clients of the Hamilton office use a different fee schedule than the one listed above, and also pay their fees quarterly in arrears based on the month they engaged the RIA. A client's initial bill may have an additional prorated amount that covers the partial quarter in which they began their relationship with 9258. The maximum fee for all Hamilton office clients is 1.25%.

Retirement Plan Consulting

For the provision of the advisory services for Plans described in Item 4, 9258 is compensated based on a percentage of assets under management, which includes all assets that are assets of any Plan client. In addition, the other services that may be provided by 9258 to Plan clients described above in Item 4 are included within the percentage of assets under management fee. There is no separate fee charged by 9258 for these other services.

The annualized fee for the advisory services provided by 9258, which is inclusive of other services for Plans listed above in Item 4, vary between 0.25% and 1.00% depending upon the Plan, market value of the Plan assets and scope of services provided by 9258. Under certain circumstances, a flat fee may also be charged.

9258's fees are generally payable and collected as determined by each Plan client and each Administrator (as defined in Item 12). At the option of the Plan client and the Administrator (as defined in Item 12), the fees may be billed in advance, or may be billed in arrears. 9258 and a Plan may agree on a fee payment schedule. The fees collected may be based upon the average daily market value of the assets of the Plan during such period, the balance of the assets of the Plan on the last day of such period, or any other mechanism agreed upon by 9258, the Plan client, and the Administrator. As part of its agreement with 9258, the Plan will instruct the Administrator to automatically deduct and pay the market value fees due and owing 9258 at the end of each payment period. Additionally, in some instances where 9258 has previously agreed in writing to a certain advisory arrangement, including a flat fee arrangement, billing will be according to the terms specified in writing and may differ from the general payment terms listed above.

In determining a Plan menu of investment options, or otherwise in providing non-discretionary advice regarding Plan investment options, 9258 primarily recommends no-load mutual funds and/or retirement plan class shares that do not carry any sales loads, revenue share or 12b-1 fees. However, in any instance where a fund may be included in a Plan that has any type of load, revenue share or 12b-1 fee, 9258 does not accept any of these charges in payment of its fees.

Financial Planning and Consulting

Clients that are receiving financial planning and consulting services only are charged a fixed fee that is dependent upon the complexity of a client's plan and services provided. The fee to be charged for financial planning services is agreed to by 9258 and the client and are clearly outlined in the financial planning agreement. Clients receive invoices reflecting the amount of the fee due and payable.

Negotiability of Fees

Although 9258 believes that its fees are competitive, clients should understand that lower fees for comparable services may be available from other sources and firms. Generally 9258's fees are not negotiable. However, 9258 reserves the right to negotiate fees under certain circumstances and at the sole discretion of 9258.

Other Types of Fees and Expenses

The fees charged by 9258 do not include charges imposed by third parties such as custodian fees and mutual fund fees and expenses. Client assets may also be subject to transaction costs, retirement plan administration fees (if applicable), deferred sales charges on mutual funds initially deposited in the account, 12b-1 fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Client assets invested in mutual funds will be subject to certain fees and expenses imposed directly by mutual funds to their shareholders, which are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the sponsor also imposes sales charges, a client may pay initial or deferred sales or surrender charges. These fees and expenses are separate from and in addition to the fees charged by 9258. Accordingly, the client should review the fees charged by any mutual funds in which the client's assets are invested, together with the fees charged by 9258, to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Additionally, clients may incur execution costs charged by the custodian or executing broker-dealer in connection with transactions for a client's account. Clients should further understand that all custodial fees and any other charges, and fees incurred in connection with transactions for a client's account will be paid out of the assets in the account and are exclusive of and in addition to the fees charged by 9258. We do not share in any of these fees but we may elect at our option, to bear the cost of certain transactions under certain circumstances. Please refer to Item 12 of this Brochure entitled "Brokerage Practices" for additional important information about the brokerage and transactional practices of 9258.

In regards to Plan clients, the Plan and/or its participants will also be subject to fees charged by the Administrator, which may include an asset based charge at the Plan level, specific fees for services such as Plan loans and withdrawals, transaction based fees and such other fees and expenses as agreed to by the Plan and the Administrator. 9258 does not receive any portion of these fees.

Terminations and Refunds

In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. You need to contact us in writing and state that you wish to terminate our services. Upon receipt of your letter of termination, we will initiate the process to close out your account and issue a pro-rata refund of unearned advisory fees, if any. For fees charged in arrears, you will be invoiced for all services provided.

Insurance Sales

Certain personnel of 9258 serve as insurance agents for various insurance companies and carriers. In this capacity such personnel may accept commissions for the sale of insurance products. Clients should be aware that the practice of accepting commissions for the sale of insurance products creates an incentive to recommend insurance products based on the compensation received. To mitigate this

potential, our representatives as fiduciaries will act in the clients' best interests at all times. Please refer to Item 10 for more information regarding these arrangements.

Other fees and expenses

Certain personnel of 9258 serve as attorneys, or CPA's (namely with 9258 Tax Preparation and Planning) and occasionally render services in these areas. As a result, these personnel may charge for services related to legal, or accounting work. These fees or expenses are separate from fees charged for investment advisory services.

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

9258 does not charge performance-based fees (fees based on a share of capital appreciation / growth of the assets of a client, such as a hedge fund), nor do we offer side-by-side management (we do not manage any proprietary investment funds or limited partnerships). Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7 Types of Clients

We provide services to the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Retirement Plans; and
- Corporations, limited liability companies and/or other business types.

For any of the above account types, in the event client withdrawals cause the asset value to fall below the required minimum, the client understands that the client agreement may be subject to termination by 9258. In addition, the client understands that asset withdrawals may impair the achievement of the client's investment objectives.

Currently 9258 does not have minimum account size requirements for comprehensive portfolio management or retirement plan consulting services, however, 9258 reserves the right to accept or decline a potential client for any reason in its sole discretion.

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

Methods of Analysis and Investment Strategies

Our investment philosophy serves as the basis for the investment strategies we provide our clients and is predicated upon the following tenets:

1. Investment decisions should be made with a long-term perspective.

2. Valuation matters. What you pay for an investment greatly determines its long-term return.
3. Balance risks. The future is unknowable and will always be – forecasting is fruitless.
4. Discipline is vital. Emotional reactions can lead to poor outcomes.
5. Expand globally. Investment opportunities are increased with a global opportunity set.
6. Market volatility is here to serve us. Lower prices today create the opportunity for higher prices in the future.

Our primary investment strategy is strategic asset allocation, which includes investing in various global asset classes with disciplined rebalancing over time. 9258 primarily uses mutual funds and ETFs (rules-based indexing, market-capitalization indexing and actively managed), but may use various individual equity (stocks), debt (bonds), and other fixed income securities, closed-end funds, and private partnerships in accordance with the client's designated investment objective(s). 9258 may also at times utilize third party investment managers who have specialized expertise in certain disciplines when appropriate for the client.

The investment strategy for any specific client is based upon the objectives, income needs, and tax situation stated by the client during consultations. The client may change these objectives at any time. The client's goals and objectives are gathered and discussed during meetings and via correspondence with the client.

Portfolios are generally diversified to increase the opportunity set to manage the risk associated with investing. Some portfolios may be constructed to suit a particular need and therefore may be less diversified. 9258 may utilize the following investment strategies when implementing investment advice given to clients:

Long Term Purchases (securities held at least a year): the intent of most of the securities 9258 purchases.

Short Term Purchases (securities sold within a year): sometimes result from our investment strategies. Securities sold within a year are caused by actions taken by 9258 (e.g. objectives met, tax loss harvesting, moving to another more attractively priced security, etc.), or actions taken by others (e.g. mergers and exchanges, instructions from the client, etc.).

Margin Transactions (use of borrowed assets to purchase securities): Margin is only used if so instructed by the client.

Options (contract for the purchase or sale of a security at a predetermined price for a specific period of time): Options and option strategies are rarely used, and only if so approved by the client.

Methods of analysis for securities include fundamental security analysis. Fundamental analysis examines a security's historical and forecasted data. For individual securities, fundamental security analysis involves analyzing financial statements, management, competitive advantages, competitors and markets.

Risk of Loss

Investing in securities involves a significant risk of loss which clients should be prepared to bear. 9258's investment recommendations are subject to various market, currency, economic, political and business risks, and such investment decisions may not always be profitable. Clients should be aware that there may be a loss or depreciation to the value of the client's account. There can be no assurance that the client's investment objectives will be obtained and no inference to the contrary should be made.

Generally, the market value of equity stocks will fluctuate with market conditions, and small- stock prices generally will fluctuate more than large-stock prices. The market value of fixed income securities will generally fluctuate inversely with interest rates and other market conditions prior to maturity. Fixed income securities are obligations of the issuer to make payments of principal and/or interest on future dates, and include, among other securities: bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by the U.S. government or one of its agencies or instrumentalities, or by a non-U.S. government or one of its agencies or instrumentalities; municipal securities; and mortgage-backed and asset- backed securities. These securities may pay fixed, variable, or floating rates of interest, and may include zero coupon obligations and inflation-linked fixed income securities. The value of longer duration fixed income securities will generally fluctuate more than shorter duration fixed income securities.

Investments in overseas markets also pose special risks, including currency fluctuation and political risks, and it may be more volatile than that of a U.S. only investment. Such risks are generally intensified for investments in emerging markets. In addition, there is no assurance that a mutual fund or ETF will achieve its investment objective.

Past performance of investments is no guarantee of future results.

Additional risks involved in the securities recommended by 9258 may include, among others:

- ***Stock market risk***, which is the chance that stock prices overall will decline. The market value of equity securities will generally fluctuate with market conditions. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. Prices of equity securities tend to fluctuate over the short term as a result of factors affecting the individual companies, industries or the securities market as a whole. Equity securities generally have greater price volatility than fixed income securities.
- ***Sector risk***, which is the chance that significant problems will affect a particular sector, or that returns from that sector will trail returns from the overall stock market. Daily fluctuations in specific market sectors are often more extreme than fluctuations in the overall market.
- ***Issuer risk***, which is the risk that the value of a security may decline for reasons directly related to the issuer, such as management performance, financial leverage, and reduced demand for the issuer's goods or services.
- ***Non-diversification risk***, which is the risk of focusing investments in a small number of issuers, industries or foreign currencies, including being more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio might be.

- **Value investing risk**, which is the risk that value stocks may not increase in price, may not issue the anticipated stock dividends, or may decline in price, either because the market fails to recognize the stock's intrinsic value, or because the expected value was mis-gauged. If the market does not recognize that the securities are undervalued, the prices of those securities might not appreciate as anticipated. They also may decline in price even though in theory they are already undervalued. Value stocks are typically less volatile than growth stocks, but may lag behind growth stocks in an up market.
- **Smaller company risk**, which is the risk that the value of securities issued by a smaller company may go up or down, sometimes rapidly and unpredictably as compared to more widely held securities. Investments in smaller companies are subject to greater levels of credit, market and issuer risk.
- **Foreign (non-U.S.) investment risk**, which is the risk that investing in foreign securities may result in the portfolio experiencing more rapid and extreme changes in value than a portfolio that invests exclusively in securities of U.S. companies. Risks associated with investing in foreign securities include fluctuations in the exchange rates of foreign currencies that may affect the U.S. dollar value of a security, the possibility of substantial price volatility as a result of political and economic instability in the foreign country, less public information about issuers of securities, different securities regulation, different accounting, auditing and financial reporting standards and less liquidity than in the U.S. markets.
- **Interest rate risk**, which is the chance that prices of fixed income securities will decline because of rising interest rates. Similarly, the income from fixed income securities may decline because of falling interest rates.
- **Credit risk**, which is the chance that an issuer of a fixed income security will fail to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that fixed income security to decline.
- **Exchange Traded Fund risk**, which is the risk of an investment in an ETF, including the possible loss of principal. ETFs typically trade on a securities exchange and the prices of their shares fluctuate throughout the day based on supply and demand, which may not correlate to their net asset values. Although ETF shares will be listed on an exchange, there can be no guarantee that an active trading market will develop or continue. Owning an ETF generally reflects the risks of owning the underlying securities it is designed to track. ETFs are also subject to secondary market trading risks. In addition, an ETF may not replicate exactly the performance of the index it seeks to track for a number of reasons, including transaction costs incurred by the ETF, the temporary unavailability of certain securities in the secondary market, or discrepancies between the ETF and the index with respect to weighting of securities or number of securities held.
- **Management risk**, which is the risk that the investment techniques and risk analyses applied by 9258 may not produce the desired results and that legislative, regulatory, or tax developments, may affect the investment techniques available to 9258. There is no guarantee that a client's investment objectives will be achieved.

- **Real Estate risk**, which is the risk that an investor's investments in Real Estate Investment Trusts ("REITs") or real estate-linked derivative instruments will subject the investor to risks similar to those associated with direct ownership of real estate, including losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, zoning laws, regulatory limitations on rents, property taxes and operating expenses. An investment in REITs or real estate-linked derivative instruments subject the investor to management and tax risks.
- **Investment Companies ("Mutual Funds") risk**, when an investor invests in mutual funds, the investor will bear additional expenses based on his/her pro rata share of the mutual fund's operating expenses, including the management fees. The risk of owning a mutual fund generally reflects the risks of owning the underlying investments the mutual fund holds.
- **Commodity risk**, generally commodity prices fluctuate for many reasons, including changes in market and economic conditions or political circumstances (especially of key energy-producing and consuming countries), the impact of weather on demand, levels of domestic production and imported commodities, energy conservation, domestic and foreign governmental regulation (agricultural, trade, fiscal, monetary and exchange control), international politics, policies of OPEC, taxation and the availability of local, intrastate and interstate transportation systems and the emotions of the marketplace. The risk of loss in trading commodities can be substantial.
- **Cybersecurity risk**, which is the risk related to unauthorized access to the systems and networks of 9258 and its service providers. The computer systems, networks and devices used by 9258 and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or other compliance costs; as well as the inadvertent release of confidential information. Similar adverse consequences could result from cybersecurity breaches affecting issues of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers and other financial institutions; and other parties. In addition, substantial costs may be incurred by those entities in order to prevent any cybersecurity breaches in the future.
- **Alternative Investments / Private Funds risk**, investing in alternative investments is speculative, not suitable for all clients, and intended for experienced and sophisticated investors who are willing to bear the high economic risks of the investment, which can include:

- loss of all or a substantial portion of the investment due to leveraging, short-selling or other speculative investment practices;
- lack of liquidity in that there may be no secondary market for the investment and none expected to develop;
- volatility of returns;
- restrictions on transferring interests in the investment;
- potential lack of diversification and resulting higher risk due to concentration of trading authority when a single adviser is utilized;
- absence of information regarding valuations and pricing;
- delays in tax reporting;
- less regulation and higher fees than mutual funds;
- risks associated with the operations, personnel, and processes of the manager of the funds investing in alternative investments.

There also are risks surrounding various insurance products that are recommended to 9258 clients from time to time. Such risks include, but are not limited to loss of premiums. Prior to purchasing any insurance product, clients should carefully read the policy and applicable disclosure documents.

Clients are advised that they should only commit assets for management that can be invested for the long term, that volatility from investing can occur, and that all investing is subject to risk. 9258 does not guarantee the future performance of a client's portfolio, as investing in securities involves the risk of loss that clients should be prepared to bear.

Past performance of a security or a fund is not necessarily indicative of future performance or risk of loss.

Item 9 Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of 9258 and the integrity of 9258's management. 9258 has no information applicable to this Item.

Item 10 Other Financial Industry Activities and Affiliations

Neither 9258, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. In addition, neither 9258, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

As referenced above in Items 4 and 5, certain personnel of 9258 in their individual capacity are licensed insurance agents, and in such capacity may recommend, on a fully disclosed commission basis, the purchase of certain insurance products. While the Firm does not sell such insurance products to our investment advisory clients, we permit our personnel, who are properly licensed as insurance agents, to sell insurance products to certain of our investment advisory clients. A conflict of interest exists to the

extent the Firm recommends the purchase of insurance products where these licensed agents receive insurance commissions or other additional compensation.

9258 Tax Preparation and Planning ("9258 TP&P") is a wholly owned subsidiary of 9258 Wealth Management, LLC, specializing in preparing and filing individual and corporate tax returns for a fee based on forms and complexity. The service is not exclusive to 9258 clients, nor must a client have an advisory account with 9258. Certain employees of 9258 are also employees of 9258 TP&P, and as a result a conflict of interest may exist to the extent that 9258 clients utilize the tax preparation and planning services as the owner of 9258 would directly benefit from the receipt of service fees paid by customers. Current advisors of 9258 currently do not receive additional compensation from 9258 TP&P for services rendered. There is also no referral agreement between 9258 and 9258 TP&P. Client data may be shared if the client has an advisory relationship with 9258 and utilizes 9258 TP&P for their services. If clients do not utilize both services, their information is not shared between the groups. Likewise, employees of 9258 TP&P do not have access to 9258 client data.

Certain personnel of 9258 in their individual capacity are licensed attorneys, and in such capacity may provide legal services to clients. A conflict of interest exists to the extent the advisor uses their position as an advisor to also recommend and provide legal services for other additional compensation.

9258 has adopted certain procedures designed to mitigate the effects of these conflicts. As part of our fiduciary duty to clients, the Firm, and our representatives, endeavor at all times to put the interests of the clients first and recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the client. Additionally, the conflicts presented by these practices are disclosed to clients through this Brochure, client agreement and/or verbally prior to or at the time of entering into an agreement. Clients are not obligated to implement recommended transactions through any 9258 personnel or any particular insurance carrier. 9258 clients should understand that lower fees and/or commissions for comparable insurance products and services may be available from other insurance agents and insurance carriers.

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

Code of Ethics Summary

9258 has adopted a Code of Ethics ("Code") which establishes standards of conduct for our supervised persons and includes general requirements that such supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Firm or any of our associated persons. The Code also requires that certain of 9258 personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

The Code also requires supervised persons to report any violations of the Code promptly to the Firm's Chief Compliance Officer ("CCO"). Each supervised person receives a copy of the Code and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code during that year.

A complete copy of 9258's Code of Ethics is available to any client or prospective client upon request to Andy Armstrong at the contact information provided at the beginning of this Brochure.

Participation or Interest in Client Transactions

It is 9258's policy not to enter into any principal transactions or agency cross transactions on behalf of client accounts. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any advisory client. Agency cross transactions occur where a person acts as an investment adviser in relation to a transaction in which the adviser, or an affiliate of the adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

9258 or individuals associated with 9258 may buy or sell for their personal account(s) securities or investment products identical to those recommended to or already owned by clients. Alternatively, 9258 may cause clients to buy a security in which 9258 or such individuals have an ownership position. Such recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the client. Nevertheless, such practices present potential conflicts of interest. To mitigate these conflicts, the Code outlines the procedures regarding personal trading that must be followed (see details below). Additionally, as part of the Firm's fiduciary duty to clients, the Firm and its supervised persons will endeavor at all times to put the interests of the clients first and at all times are required to adhere to the Code.

Personal Trading

The Firm and its Access Persons may invest personally in securities of the same classes as are purchased for clients and may own securities of the issuers whose securities are subsequently purchased for clients. 9258 understands that this could create a conflict of interest, where the Access Person's interest may be at odds with the interest of our clients. To help mitigate these conflicts of interest, the Code sets forth certain standards of business and professional conduct regarding the personal trading activities of Access Persons. The following summarizes our procedures for the purchase and/or sales of securities held within personal accounts.

- 9258 requires quarterly reporting of all personal securities transactions with the exception of certain exempt transactions and securities (such as government securities, open end mutual funds and money market funds). Access Persons, or those persons with a beneficial interest such as immediate family members, may not buy or sell securities for their personal portfolio(s) where their decision is derived in whole, or in part, by material non-public information.
- Security holdings and financial circumstances of clients must be kept confidential.
- 9258 and its Access Persons may not participate in private placements and initial public offerings (IPOs) without pre-clearance from the CCO.
- Records will be maintained of reportable securities bought or sold by Access Persons and will be reviewed periodically by designated Firm personnel.
- Any individual not in observance of the above may be subject to termination.

Item 12 Brokerage Practices

Comprehensive Portfolio Management

Selecting a Brokerage Firm

9258 seeks to recommend a custodian/broker who will hold the client's assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. 9258 generally recommends that clients maintain brokerage and custodial arrangements with Raymond James and Associates, Inc., ("RJA") or Schwab Institutional, a division of Charles Schwab, ("Schwab"), both being FINRA registered broker-dealers and members of SIPC. 9258 is independently owned and operated and is not affiliated with RJA or Schwab. RJA and Schwab will hold client assets in a brokerage account and buy and sell securities when 9258 or the client instructs them to do so.

In making custodian/broker-dealer recommendations, 9258 will consider a number of judgmental factors, including, without limitation: 1) clearance and settlement capabilities; 2) quality of confirmations and account statements; 3) the ability of the broker-dealer to settle the trade promptly and accurately; 4) the financial standing, reputation and integrity of the broker-dealer; 5) the broker-dealer's access to markets, research capabilities, market knowledge, and any "value added" characteristics; 6) 9258's past experience with the broker-dealer; and 7) 9258's past experience with similar trades. Recognizing the value of these factors, clients may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction.

9258 has determined that having RJA or Schwab execute trades is consistent with its duty to seek "best execution" of client trades.

9258 recognizes that "best execution" is not synonymous with lowest brokerage commission. Please note that due to the arrangement with its preferred broker-dealers, 9258 may be limited or unable to negotiate commissions, aggregate orders, or seek execution of transactions as efficiently as possible and at the best price. Clients may also be paying higher commissions than they would with other brokerage firms.

Research and Additional Benefits

Research and Additional Benefits Received from RJA

9258 may receive brokerage and research services from RJA. Further, 9258 may receive software services and technology for market research and analysis from RJA. These services are for the benefit of 9258 in consideration of Firm client assets being maintained in brokerage accounts at RJA and may not directly benefit client accounts.

Research and Additional Benefits Received from Schwab

9258 may receive certain benefits from Schwab that are typically not available to Schwab retail investors. These benefits include the following products and services (provided without cost or

at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to 9258 by third party vendors. Schwab also makes available to 9258 other services intended to help the Firm manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to 9258 by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to 9258.

Additional Information Regarding Research and Additional Benefits

Many of the services received from RJA and/or Schwab, though not all, may be used to service all or a substantial number of 9258's accounts, including accounts not maintained at RJA or Schwab, as the case may be. These products and services may benefit the Firm but may not benefit clients' accounts.

The benefits received by 9258 from RJA and Schwab do not depend on the amount of brokerage transactions directed to RJA or Schwab. In addition, there is no corresponding commitment made by 9258 to RJA or Schwab to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products. While as a fiduciary the Firm endeavors to act in clients' best interests, the recommendation that clients maintain their assets in accounts at RJA or Schwab may be based in part on the benefit to 9258 of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by RJA or Schwab. The receipt of these benefits may create a potential conflict of interest and may indirectly influence 9258's choice of RJA and Schwab for custody and brokerage services.

Brokerage for Client Referrals

When recommending broker-dealers to clients, the Firm does not consider whether it receives client referrals from a broker-dealer or third party.

Directed Brokerage

Clients are required to select a broker-dealer as custodian for participation in the advisory programs offered by the Firm. 9258 recommends that clients utilize RJA as the account's custodian/broker-

dealer. The arrangements with RJA are designed to maximize efficiency and to be cost effective to our clients. 9258 reserves the right to change the recommended custodians at any time.

9258 generally does not permit clients to direct the use of a particular brokerage firm. If a client directs brokerage that client may pay higher brokerage commissions than might otherwise be paid. In addition, clients might lose the benefits of potentially better executions available through bunched transactions submitted to the recommended custodian/broker-dealer.

Order Aggregation

The transactions for each client account generally will be effected independently, unless 9258 decides to purchase or sell the same securities for several clients at approximately the same time. 9258 may (but is not obligated to) combine or “bunch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among 9258 clients’ differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. This practice may result in administrative convenience or an overall economic benefit to the client. Clients may also benefit relatively with better purchase or sale execution prices, lower commission expenses or beneficial timing of transactions or a combination of these and other factors. 9258 will not receive any additional compensation or remuneration as a result of such aggregation.

9258 only combines multiple orders for shares of the same securities purchased for discretionary accounts; the Firm does not combine orders for non-discretionary accounts. Non-discretionary accounts may pay different costs than discretionary accounts pay. Clients who enter into non-discretionary arrangements with the Firm may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements. Mutual Fund shares do not trade in blocks.

Retirement Plan Consulting

Plan Administration Platforms

Mutual funds are the only investment options for any Plan and Plan participants that are subject to the investment advisory services of 9258. Since mutual funds trade at net asset value, which is determined at the daily market close, best execution responsibilities of 9258 for securities transactions are not a factor. In addition, all transactions are executed on the administration platform utilized by the Plan, rather than by or through any custodian/broker-dealer selected by 9258.

9258 may, however, recommend various Plan administration platforms for Plan clients and prospective Plan clients. These Plan administration organizations (the “Administrator”) provide all of the required plan administration, reporting, recordkeeping and transaction activities necessary for the operation of the Plan. The Plan contracts directly with the Administrator for the provision of the services.

In determining what Administrator to recommend to a Plan 9258 looks at various factors. These factors include, but are not limited to the following: (i) the Administrator's operational capacities, expertise and experience in providing plan administration services; (ii) the regulatory and litigation history of the Administrator; (iii) the ability of the Administrator to support an open architecture investment selection platform; (iv) the specific characteristics of the Plan and any special administration requirements of the Plan; (v) Plan conversion and participant enrollment services available from the Administrator; and (vi) pricing. Administrators may also make available to 9258 various research and other services that may assist 9258 in the providing of its services to Plans or in marketing its services to potential Plan clients. 9258 may consider the quality and usefulness of those services when recommending an Administrator to a Plan or prospective Plan client. This consideration may be considered to create a conflict of interest on the part of 9258.

9258 does not have any discretion or authority to choose the Administrator. It is the responsibility of the Plan sponsor/trustees to review the services and qualifications of any Administrator, to make an independent determination as to whether to engage the Administrator and, thereafter, to enter into an agreement with the Administrator.

12b-1 Fees, Revenue Share and Other Mutual Fund Fees

In determining a Plan menu of investment options, or otherwise in providing non-discretionary advice regarding Plan investment options, 9258 primarily recommends no-load mutual funds and/or retirement plan class shares that do not carry any sales loads, revenue share or 12b-1 fees. However, in any instance where a fund may be included in a Plan that has any type of load, revenue share or 12b-1 fee, 9258 does not accept any of these charges in payment of its fees. In any of these instances, 9258 seeks to have the Administrator rebate any such load or fees to the Plan participants that are holders of any such funds. Ultimately, the method and ability for rebate of these mutual fund fees is dependent upon the capabilities of the Administrator and may be subject to the direction of the Plan sponsor/trustees. Regardless, and as detailed above, 9258 does not accept any of these fund fees and, therefore, 9258 is not presented with a conflict of interest in selecting or recommending a fund line-up for a Plan.

Trade Errors

9258's goal is to execute trades seamlessly and in the best interests of the client. In the event a trade error occurs, 9258 endeavors to identify the error in a timely manner, correct the error so that the client's account is in the position it would have been had the error not occurred, and, after evaluating the error, assess what action(s) might be necessary to prevent a recurrence of similar errors in the future.

Trade errors generally are corrected through the use of a "trade error" account or similar account at the custodian. In the event an error is made in a client account custodied elsewhere, 9258 works directly with the broker in question to take corrective action. In all cases, 9258 will take the appropriate measures to return the client's account to its intended position.

Item 13 Review of Accounts

Account reviews are conducted on a periodic, and no less than annual, basis by our representatives. All clients are advised that it remains their responsibility to advise 9258 of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with 9258 on at least an annual basis.

9258 may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections, cash flows into and out of an account, and client request.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian. 9258 may also provide a written periodic report summarizing investment results.

Item 14 Client Referrals and Other Compensation

Economic Benefits Received

As noted above in Item 12, 9258 receives certain support services and/or products from RJA, Schwab and various Administrators. See Item 12 for information regarding these support services and/or products.

Referral Fees

9258 has arrangements in place with certain third parties, called promoters, under which such promoters refer clients to us in exchange for a percentage of the advisory fees we collect from such referred clients. Such compensation creates an incentive for the promoters to refer clients to us, which is a conflict of interest for the promoters. Rule 206(4)-1 of the Advisers Act addresses this conflict of interest by, among other things, requiring disclosure of whether the promoter is a client or a non-client and a description of the material conflicts of interest and material terms of the compensation arrangement with the promoter. Accordingly, we require promoters to disclose to referred clients, in writing: whether the promoter is a client or a non-client; that the promoter will be compensated for the referral; the material conflicts of interest arising from the relationship and/or compensation arrangement; and the material terms of the compensation arrangement, including a description of the compensation to be provided for the referral.

Other Compensation

As noted above in Item 10, certain personnel of 9258 engage in insurance agent activities, are also employees of 9258 Tax Preparation & Planning, or are licensed attorneys. See Item 10 for information regarding these individual activities.

Item 15 Custody

9258 does not take custody of your assets, other than its authority to request the deduction and payment of agreed upon management fees from your account(s). 9258 will have the ability to have its advisory fee for each comprehensive portfolio management services client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian.

Please Note: To the extent that 9258 provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by 9258 with the account statements received from the account custodian. The account custodian does not verify the accuracy of our advisory fee calculation.

Item 16 Investment Discretion

As part of its advisory services, 9258 may be given the authority to exercise investment discretion on behalf of its clients. 9258 is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Prior to 9258 assuming discretionary authority over a client's account, the client is required to execute a client agreement, naming 9258 as the client's limited power of attorney and agent in fact, granting 9258 full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account. Our authority to withdraw funds on our own authority is limited to our management fee.

Clients who engage 9258 on a discretionary basis may, at any time, impose restrictions, in writing, on our discretionary authority (e.g. limit the types/amounts of particular securities purchased for their account, limit or proscribe our use of margin or option strategies, etc.).

Item 17 Voting Client Securities

9258 does not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to 9258, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations. However, 9258 will not be deemed to have proxy voting authority solely as a result of providing advice or information about a particular proxy vote to a client.

In addition, clients maintain exclusive responsibility for all legal proceedings or other type events pertaining to their account assets, including, but not limited to, class action lawsuits.

Item 18 Financial Information

9258 is not required to disclose any financial information pursuant to this item due to the following:

- A. 9258 does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of rendering services;
- B. 9258 is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts; and
- C. 9258 has never been the subject of a bankruptcy petition.