

CX Institutional, LLC

**Wrap Fee Brochure
Appendix 1 to ADV Part 2A
Firm Brochure
Dated: March 22, 2024**

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CX InstitutionalTM
A Registered Investment Advisor

This Wrap Fee Program Brochure provides information about the qualifications and business practices of CX Institutional, LLC. If you have any questions about the contents of this brochure, please contact Kyle B. Osting at 260-927-1830 or kyle.osting@credentwealth.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.

Additional information about CX Institutional, LLC is also available on at the SEC's website at: www.adviserinfo.sec.gov.

References herein to CX Institutional, LLC as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 – Material Changes

There have been no material changes made to this Brochure since our last Annual Amendment filing made on March 8, 2023.

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Item 4 – Services, Fees and Compensation

A. Asset Management Services – CX Multi-Strategy Platform Program

CX Institutional, LLC (“CX Institutional”) provides investment management services on a discretionary and non-discretionary wrap or non-wrap fee-only basis through our CX Multi-Strategy Platform Program (the “Program”). Program accounts are established at LPL Financial, a FINRA and SIPC member broker-dealer/custodian and SEC registered investment advisor (“LPL”) and/or Charles Schwab & Co. Inc. (“Schwab”).

The Program’s discretionary and non-discretionary basis allows for allocating to numerous investments, including but not limited to, individual equities, individual bonds, open-end mutual funds, closed-end mutual funds, exchange traded funds (ETFs), and exchange traded notes (ETNs). Asset allocation guidelines within the Program will be pursuant to the client’s investment objective and may entail an allocation to multiple strategies within an account. Client understands that achievement of the stated investment objective is a long-term goal.

Additional deposits in the Program will be invested in securities consistent with the current target allocation for the model portfolio, but such deposits (or a portion thereof) may remain in cash until certain conditions are met related to trade size and position deviation from the target allocation. CX Institutional may accommodate reasonable requests for all or a portion of the assets in the account(s) to remain unallocated and allocated to cash for a period of time.

Liquidation requests in connection with withdrawals, and changes to the model portfolios or investment objective selected may take up to 5 business days to process, and, in certain circumstances, may take longer.

If client advises CX Institutional that restrictions be placed on certain assets, CX Institutional will not manage those assets in accordance with the Program’s guidelines. Those client restricted assets will be segregated in a “Client Restricted” strategy sleeve within an account with or without other Program assets. However, CX Institutional will advise and bill an advisory fee on those client restricted assets maintained outside of Program models.

CX Institutional coordinates the trades among the various securities and model portfolio(s) of the account(s). After the account(s) is opened, and upon deposit of funds or securities by the client, CX Institutional will invest the assets based on the model portfolio(s) selected. It generally will take up to 5 business days from the date the account(s) is fully funded for all assets to be fully allocated across the model portfolio(s). In certain cases, it may take longer to allocate assets, for example, depending on the ability of CX Institutional to liquidate the securities transferred into the account(s).

In the event that the client transfers assets to CX Institutional that are not publicly traded, or when liquidity is minimal, costs for the liquidation of such assets will be borne by the client and will not be incurred by CX Institutional. The costs associated with liquidation will be determined by the custodian.

If client transfers into the Program with a previously purchased mutual fund, and there is an applicable contingent deferred sales charge on the fund, client will pay that charge when the mutual fund is sold. If the account is invested in a mutual fund that charges a fee for a redemption made within a specific time period after the investment, client will be charged a redemption fee.

Client Experience Program

The Client Experience Program makes available multiple offerings for individuals, high net worth individuals, charitable organizations and business entities on a discretionary and non-discretionary wrap or non-wrap fee-only basis. Under the Client Experience Program, CX Institutional is able to offer participants specific discretionary and non-discretionary asset management portfolios that are offered under the CX Multi-Strategy Platform Program in combination with specific Financial Planning Services. In addition, specific client service deliverables are paired with each Client Experience offering. These combinations of investments, financial planning, and service are intended to deliver the appropriate solutions tailored to the individual needs of clients. The specific level of services you will receive and the fees you will be charged will be specified in your Investment Advisory Agreement.

Fee Differentials. CX Institutional shall receive a Program Fee based upon a percentage (%) of the market value of the assets placed under management (between negotiable and 2.00%) (the "Program Fee shall consist of an investment advisory fee and strategy fee). However, fees shall vary depending upon various objective and subjective factors, including but not limited to: the representative assigned to the account, the amount of assets to be invested, the complexity of the engagement, the anticipated number of meetings and servicing needs, related accounts, future earning capacity, anticipated future additional assets, and negotiations with the client.

Because CX Institutional shall generally price its advisory services based upon various objective and subjective factors, our clients could pay diverse fees based upon a combination of factors, including but not limited to the market value of their assets, the complexity of the engagement, the level and scope of the overall investment advisory services to be rendered, and negotiations. Similarly situated clients could pay diverse fees, and the services to be provided by CX Institutional to any particular client could be available from other advisers at lower fees.

Financial Planning for Financial Planning Wrap Program

Legacy for Life®

CX Institutional may charge a negotiable flat fee for the preparation of the initial base plan, generally between \$1,000 and \$55,000, depending upon: the client's financial situation, complexity of services rendered and the scope of the topics covered in the plan. The initial base plan fee will be discussed with the client and incorporated into the Financial Planning Agreement, which must be executed before CX Institutional commences Legacy for Life® services. For clients who participate in the Program, the terms and conditions of the financial planning services rendered by CX Institutional will be incorporated in the Investment Advisory Agreement. The initial base plan fee is due from the client upon conclusion of the meeting during which the initial findings, recommendations and initial base plan are presented to the client.

Hourly Consulting Services CX Institutional generally charges an hourly fee between \$250 and \$500, billed in 15-minute increments, for stand-alone financial consulting services in excess of the initial base plan. This fee may be reduced or waived in CX Institutional's sole discretion. This fee will be discussed with the client and incorporated into an Hourly Consulting Services Agreement, which must be executed before CX Institutional commences the services. The fee is due from the client within 30 days of the client's receipt of CX Institutional's invoice. Plans provided to clients receiving financial planning/consulting services on a limited scope basis shall be reviewed only as part of the client's year end Annual Review.

Financial Consultations: CX Institutional typically requires that its Financial Planning clients pay a retainer equal to fifty percent (50%) of the estimated total financial consultation fee in advance of service. The balance of the fee shall generally be directly billed to the client upon completion of the financial consultation services.

Strategy Summaries

When consistent with a particular client's designated investment objective(s), CX Institutional may recommend that clients invest in any one or more of the following Strategy Portfolios, which are selected and managed at the individual client level. CX Institutional may also implement "Custom Strategy Portfolios," which are typically comprised of a blend of the holdings contained in one or more of Strategy Portfolios described below, and may also include additional common stocks, individual bonds, options, preferred stocks, ETPs, mutual funds, private or direct placements or annuities.

Each Strategy Portfolio carries an additional fee as fully described below.

The relative investment philosophies, asset selection process, independent manager selection process (as applicable), general product types and anticipated trading frequency for the Strategy Portfolios are as follows:

Global Direct Main

The minimum investment requirement for this strategy is \$5,000.

Global Direct Growth Focus

The minimum investment requirement for this strategy is \$5,000.

Global Direct Value

The minimum investment requirement for this strategy is \$5,000.

Global Direct Dividend Focus

The minimum investment requirement for this strategy is \$5,000.

Global Direct International

The minimum investment requirement for this strategy is \$5,000.

GLOBAL CORE - DOMESTIC FOCUS

The minimum investment requirement for this strategy is \$100,000.

GLOBAL CORE – DIVIDEND FOCUS

The minimum investment requirement for this strategy is \$100,000.

GLOBAL CORE – GROWTH FOCUS

The minimum investment requirement for this strategy is \$100,000.

GLOBAL CORE - INTERNATIONAL

The minimum investment requirement for this strategy is \$100,000.

GLOBAL CORE - MAIN

The minimum investment requirement for this strategy is \$100,000

GLOBAL CORE - OPPORTUNISTIC

The minimum investment requirement for this strategy is \$100,000

S&P 500 – Tax Centric

The minimum investment requirement for this strategy is \$1,000,000

Large Cap Core – Tax Centric

The minimum investment requirement for this strategy is \$100,000

Equal Weight Core – Tax Centric

The minimum investment requirement for this strategy is \$100,000

S&P 500 Equal Weight – Tax Centric

The minimum investment requirement for this strategy is \$1,000,000

Passive Core

The minimum investment requirement for this strategy is \$1,000

Kickstart

The minimum investment requirement for this strategy is \$500.

Electric Vehicle

The minimum investment requirement for this strategy is \$50,000

Blockchain

The minimum investment requirement for this strategy is \$50,000

ESG

The minimum investment requirement for this strategy is \$10,000

Global Fixed Income

The minimum investment requirement for this strategy is \$1,000

Tax Advantaged – Fixed Income

The minimum investment requirement for this strategy is \$1,000.

Once strategies are initially invested based on the pre-determined minimums, all strategies will be allowed to deviate lower than the stated minimums, which may be caused by market activity or client distributions, and will remain invested in the assigned strategy as long as the account's value does not impede the strategy's mandate and the account's ability to appropriately hold all strategy assets.

As it relates to the Thematic strategy, as well as the Alternatives, Growth 10 and Growth 20 strategies, CX Institutional will screen client accounts to ensure the strategies do not constitute more than 10% of the household's total value, as seen on the multi-strategy platform. If any one of those strategies surpasses 10% of said value, the excess amount will be allocated to a strategy that reflects the household's aggregate investment objective.

- B. **Wrap Program-Conflict of Interest.** As discussed above, CX Institutional may provide services on a wrap fee basis as a wrap program sponsor. Under CX Institutional's wrap offerings, the client generally receives investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the client more or less than purchasing such services separately. The terms and conditions of a wrap program engagement are more fully discussed in this Wrap Fee Program Brochure. Conflict of Interest. Because wrap program transaction fees and/or commissions are being paid by CX Institutional to the account custodian/broker-dealer, CX Institutional has an economic incentive to maximize its compensation by seeking to minimize the number of trades in the client's account.
- C. The wrap fees associated with the Programs discussed above do not include certain charges and administrative fees, including, but not limited to, transaction charges (including mark-ups and mark-downs) resulting from trades effected through or with a broker-dealer other than LPL and/or Schwab, transfer taxes, odd lot differentials, IRA maintenance fees, exchange fees, interest charges, American Depository Receipt agency processing fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law or otherwise agreed to with regard to client accounts). Such fees and expenses are in addition to the Programs' wrap fee.
- Other Fee: Clients will pay a \$10 quarterly fee per account. Clients will be charged an additional \$2.50 per sleeve per Quarter. Clients may be charged an additional \$2.50 per account quarterly for their account aggregation services within clients' client portal.
- D. CX Institutional's related persons who recommend the Programs to clients do not receive compensation as a result of a client's participation in the Programs.

Item 5 – Account Requirements and Types of Clients

CX Institutional clients generally include individuals, high net worth individuals, charitable organizations and business entities. Because CX Institutional shall generally price its advisory services based upon various objective and subjective factors, our clients could pay diverse fees based upon a combination of factors, including but not limited to the market value of their assets, the complexity of the engagement, the level and scope of the overall investment advisory services to be rendered, and negotiations, similarly situated clients could pay diverse fees, and the services to be provided by CX Institutional to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Item 6 – Portfolio Manager Selection and Evaluation

- A. CX Institutional may allocate a portion of a client's Wrap Program assets among unaffiliated independent investment managers or separately managed accounts in accordance with the client's designated investment objective(s). In such situations, the other manager(s) shall have day-to-day responsibility for the active discretionary management of the allocated Wrap Program assets. CX Institutional shall continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors which CX Institutional shall consider in recommending the other manager(s) include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research.

- B. CX Institutional acts as the portfolio manager for the Wrap Programs. Inasmuch as the execution costs for transactions effected in the client account will be paid by CX Institutional, a conflict of interest arises in that CX Institutional may have a disincentive to trade securities in the client account. In addition, the amount of compensation received by CX Institutional as a result of the client's participation in a Wrap Program may be more than what CX Institutional would receive if the client paid separately for investment advice, brokerage and other services.

When managing a client's account on a wrap fee basis, CX Institutional shall receive as payment for its asset management services, the balance of the wrap fee after all other costs (including account transaction fees) incorporated into the wrap fee have been deducted. Accordingly, CX Institutional has a conflict of interest because it has an economic incentive to maximize its compensation by seeking to minimize the number of transactions/total costs in the client's account.

- C. In addition to offering CX Multi-Strategy Platform Program and the Client Experience Program on a wrap fee basis, CX Institutional also offers the following services:

Non-Discretionary Investment Management Services

The client can determine to engage CX Institutional to provide non-discretionary investment advisory services on a non-wrap fee basis. Clients that determine to engage CX Institutional on a non-discretionary investment advisory basis must be willing to accept that CX Institutional cannot affect any account transactions without obtaining prior consent to any such transaction(s) from the client. Therefore, in the event that CX Institutional would like to make a transaction for a client's account, and client is unavailable, CX Institutional will be unable to affect the account transaction (as it would for its discretionary clients) without first obtaining the client's consent.

Financial Planning and Consulting Services

Financial planning and consulting services help clients to identify long-term financial goals intended to be achieved through investments, tax planning, asset allocation, risk management, retirement planning, and other areas. CX Institutional provides financial planning and consulting services, which focus upon a client's overall financial situation. Before engaging CX Institutional to provide financial planning or consulting services, clients may be required to enter into a Financial Planning Agreement with CX Institutional setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client before CX Institutional commences services. If requested by the client, CX Institutional may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from CX Institutional.

If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e., attorney, accountant, insurance agent, etc.), and not CX Institutional, shall be responsible for the quality and competency of the services provided.

Each client is advised that it remains the client's responsibility to promptly notify CX Institutional if there is ever any change in client's financial situation or investment objectives for the purpose of reviewing, evaluating or revising CX Institutional's previous recommendations and/or services.

CX Institutional offers two basic forms of financial planning and consulting services: "Legacy for Life®" "Hourly Consulting Services" and "Retirement Plan Consulting."

In certain instances where clients do not meet Client Experience Program advisory fee minimum requirements (exclusive of a strategy fee), CX Institutional may make its "Legacy for Life®", Financial Planning Services available through a separate service agreement. To initiate the engagement, CX Institutional will meet with these clients to determine the scope of services and financial planning topics to be covered. Once defined and agreed upon, the client and CX Institutional will enter into a Financial Planning Agreement, if the minimum advisory fee requirements are not met.

Legacy for Life®

CX Institutional provides financial planning and/or estate planning and/or charitable planning services to individual clients through its Legacy for Life® Program. Depending on the scope of the engagement, areas covered through Legacy for Life® may include, but are not necessarily limited to: retirement planning, major purchase planning, education planning, estate planning, small business planning, risk management planning, asset allocation recommendations, and charitable planning.

In certain instances where clients require advanced estate, business, or charitable planning and do not meet CX Institutional's Client Experience Program advisory fee minimum requirements (exclusive of a strategy fee), CX Institutional may make these services available through a separate hourly consulting agreement.

Hourly Consulting Services

CX Institutional may also provide financial planning and consulting services on a one-time-only basis. Topics covered as part of these services may include any particular issue of concern to the client as agreed to between the Client and CX Institutional, which generally include retirement planning, major purchase planning, education planning, estate planning, small business planning, risk management planning, charitable planning, corporate services, consulting for non-for-profit organizations and estate settlement.

Retirement Plan Consulting

CX Institutional also provides non-discretionary pension consulting services, pursuant to which it assists sponsors of self-directed retirement plans with the selection or monitoring of investment alternatives (generally open-end mutual funds) from which plan participants shall choose in self-directing the investments for their individual plan retirement accounts. In addition, to the extent requested by the plan sponsor, CX Institutional shall also provide participant education designed to assist participants in identifying the appropriate investment strategy for their retirement plan accounts. The terms and conditions of the engagement shall generally be set forth in a Retirement Plan Consulting Agreement between CX Institutional and the plan sponsor.

Miscellaneous

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. As indicated above, to the extent requested by a client, CX Institutional may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. CX Institutional does not serve as an attorney or accountant, and no portion of its services should be construed as legal or accounting services. Accordingly, CX Institutional does not prepare estate planning documents or tax returns. To the extent requested by a client, CX Institutional may recommend the services of other professionals for certain non-investment implementation purpose (i.e., attorneys, accountants, insurance agents, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from CX Institutional and/or its representatives.

If the client engages any recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e., attorney, accountant, insurance agent, etc.), and **not** CX Institutional, shall be responsible for the quality and competency of the services provided.

Retirement Rollovers-Potential for Conflict of Interest. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If CX Institutional recommends that a client roll over their retirement plan assets into an account to be managed by CX Institutional, such a recommendation creates a conflict of interest if CX Institutional will earn new (or increase its current) compensation as a result of the rollover. If CX Institutional provides a recommendation as to whether a client should engage in a rollover or not (whether it is from an employer's plan or an existing IRA), CX Institutional is acting as 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.

No client is under any obligation to roll over retirement plan assets to an account managed by CX Institutional, whether it is from an employer's plan or an existing IRA.

Use of Mutual and Exchange Traded Funds. Most mutual funds and exchange traded funds are available directly to the public. Thus, a prospective client can obtain many of the funds that may be utilized by CX Institutional independent of engaging CX Institutional as an investment advisor. However, if a prospective client determines to do so, he/she will not receive the CX Institutional's initial and ongoing investment advisory services.

In addition to CX Institutional's investment advisory fee described below, and transaction and/or custodial fees discussed below, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).

Unaffiliated Private Investment Funds. CX Institutional may recommend that certain qualified clients consider an investment in unaffiliated private investment funds. CX Institutional's role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. CX Institutional's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Risk: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Fund Valuation: If CX Institutional bills an investment advisory fee based upon the value of private investment funds or otherwise references private investment funds owned by the client on any supplemental account reports prepared by CX Institutional, the value for all private investment funds owned by the client will reflect the most recent valuation provided by the fund sponsor. The current value of any private investment fund could be significantly more or less than the original purchase price or the price reflected in

any supplemental account report.

Portfolio Activity. CX Institutional has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, CX Institutional will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when CX Institutional determines that changes to a client's portfolio are neither necessary nor prudent. Of course, as indicated below, there can be no assurance that investment decisions made by CX Institutional will be profitable or equal any specific performance level(s).

Structured Notes. CX Institutional may purchase Structured Notes for client accounts. A Structured Note is a financial instrument that combines two elements, a debt security and exposure to an underlying asset or assets. It is essentially a note, carrying counter party risk of the issuer. However, the return on the note is linked to the return of an underlying asset or assets (such as the S&P 500 Index or commodities). It is this latter feature that makes structured products unique, as the payout can be used to provide some degree of principal protection, leveraged returns (but usually with some cap on the maximum return), and be tailored to a specific market or economic view. Structured Notes will generally be subject to liquidity constraints, such that the sale thereof before maturity will be limited and any sale before the maturity date could result in a substantial loss. There can be no assurance that the Structured Notes investment will be profitable, equal any historical performance level(s), or prove successful.

If the issuer of the Structured Note defaults, the entire value of the investment could be lost.

eMoney Advisor Platform. CX Institutional may provide its clients with access to an online platform hosted by "eMoney Advisor" ("eMoney"). The eMoney platform allows a client to view their complete asset allocation, including those assets that CX Institutional does not manage (the "Excluded Assets"). CX Institutional does not provide investment management, monitoring, or implementation services for the Excluded Assets. Therefore, CX Institutional shall not be responsible for the investment performance of the Excluded Assets. Rather, the client and/or their advisor(s) that maintain management authority for the Excluded Assets, and not CX Institutional, shall be exclusively responsible for such investment performance. The client may choose to engage CX Institutional to manage some or all of the Excluded Assets pursuant to the terms and conditions of an Investment Advisory Agreement between CX Institutional and the client.

The eMoney platform also provides access to other types of information, including financial planning concepts, which should not, in any manner whatsoever, be construed as services, advice, or recommendations provided by CX Institutional. Finally, CX Institutional shall not be held responsible for any adverse results a client may experience if the client engages in financial planning or other functions available on the eMoney platform without CX Institutional's assistance or oversight.

Pontera Platform: CX Institutional uses an investment platform made available by Pontera Solutions, Inc. ("Pontera"), a third-party online platform, to assist with management of clients' "held-away" accounts, including 401(k)s, 403(b)s, annuities, and 529 education savings plans. The Pontera platform permits advisers to manage held-away assets without having to reflect that it has custody of such assets on Part 1 of Form ADV. The advisory fee charged by CX Institutional for the management of held-away assets is established in the client's *Investment Advisory Agreement*. Pontera charges CX Institutional an annual fee based upon the percentage of assets managed in the held-away accounts. Other than CX Institutional's advisory fee, clients do not pay any additional fee to Pontera or to CX Institutional in connection with the use of the Pontera platform.

Socially Responsible (ESG) Investing Limitations. Socially Responsible Investing involves the incorporation of Environmental, Social and Governance (“ESG”) considerations into the investment due diligence process. ESG investing incorporates a set of criteria/factors used in evaluating potential investments: Environmental (i.e., considers how a company safeguards the environment); Social (i.e., the manner in which a company manages relationships with its employees, customers, and the communities in which it operates); and Governance (i.e., company management considerations). The number of companies that meet an acceptable ESG mandate can be limited when compared to those that do not and could underperform broad market indices. Investors must accept these limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and exchange-traded funds are limited when compared to those that do not maintain such a mandate. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by CX Institutional), there can be no assurance that investment in ESG securities or funds will be profitable or prove successful. CX Institutional does not advocate an ESG investment strategy but will seek to employ ESG if directed by a client to do so. If implemented, CX Institutional shall rely upon the assessments undertaken by the unaffiliated mutual fund, exchange traded fund or separate account portfolio manager to determine that the fund’s or portfolio’s underlying company securities meet a socially responsible mandate.

Cryptocurrency. For clients who want exposure to cryptocurrencies, including Bitcoin, CX Institutional , will advise the client to consider a potential investment in corresponding exchange traded securities, or an allocation to separate account managers and/or private funds that provide cryptocurrency exposure. Crypto is a digital currency that can be used to buy goods and services, but uses an online ledger with strong cryptography (i.e., a method of protecting information and communications through the use of codes) to secure online transactions. Unlike conventional currencies issued by a monetary authority, cryptocurrencies are generally not controlled or regulated and their price is determined by the supply and demand of their market. Because cryptocurrency is currently considered to be a speculative investment, CX Institutional will not exercise discretionary authority to purchase a cryptocurrency investment for client accounts. Rather, a client must expressly authorize the purchase of the cryptocurrency investment.

CX Institutional does not recommend or advocate the purchase of, or investment in, cryptocurrencies. CX Institutional considers such an investment to be speculative.

Clients who authorize the purchase of a cryptocurrency investment must be prepared for the potential for liquidity constraints, extreme price volatility and complete loss of principal.

Cash Positions. CX Institutional treats cash as an asset class. As such, unless determined to the contrary by CX Institutional, all cash positions (money markets, etc.) shall continue to be included as part of assets under management for purposes of calculating CX Institutional’s advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), CX Institutional may maintain cash positions for defensive purposes. In addition, while assets are maintained in cash, such amounts could miss market advances. Depending upon current yields, at any point in time, CX Institutional’s advisory fee could exceed the interest paid by the client’s money market fund.

Cash Sweep Accounts. Certain account custodians can require that cash proceeds from account transactions or new deposits, be swept to and/or initially maintained in a specific custodian designated sweep account. The yield on the sweep account will generally be lower than those available for other money market accounts. When this occurs, to help mitigate the corresponding yield dispersion CX Institutional shall (usually within 30 days thereafter) generally (with exceptions) purchase a higher yielding money market fund (or other type security) available on the custodian’s platform, unless CX Institutional

reasonably anticipates that it will utilize the cash proceeds during the subsequent 30-day period to purchase additional investments for the client's account. Exceptions and/or modifications can and will occur with respect to all or a portion of the cash balances for various reasons, including, but not limited to the amount of dispersion between the sweep account and a money market fund, the size of the cash balance, an indication from the client of an imminent need for such cash, or the client has a demonstrated history of writing checks from the account.

The above does not apply to the cash component maintained within a CX Institutional actively managed investment strategy (the cash balances for which shall generally remain in the custodian designated cash sweep account), an indication from the client of a need for access to such cash, assets allocated to an unaffiliated investment manager and cash balances maintained for fee billing purposes.

The client shall remain exclusively responsible for yield dispersion/cash balance decisions and corresponding transactions for cash balances maintained in any CX Institutional unmanaged accounts.

Sub-Advisor Arrangement. CX Institutional is affiliated with CXI Advisors, a registered investment adviser firm. CXI Advisors has engaged CX Institutional to provide investment management services on a sub-advisory basis according to the terms and conditions of a written Sub-Advisory Agreement. With respect to its sub-advisory services, CXI Advisors will maintain both the initial and ongoing day-to-day relationship with the client, including initial and ongoing determination of client suitability for the client's designated investment strategies and/or programs.

Client Obligations. In performing its services, CX Institutional shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify CX Institutional if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising CX Institutional's previous recommendations and/or services.

Cybersecurity Risk. The information technology systems and networks that CX Institutional and its third-party service providers use to provide services to CX Institutional's clients employ various controls, which are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in CX Institutional's operations and result in the unauthorized acquisition or use of clients' confidential or non-public personal information. Clients and CX Institutional are nonetheless subject to the risk of cybersecurity incidents that could ultimately cause them to incur losses, including for example: financial losses, cost and reputational damage to respond to regulatory obligations, other costs associated with corrective measures, and loss from damage or interruption to systems. Although CX Institutional has established procedures to reduce the risk of cybersecurity incidents, there is no guarantee that these efforts will always be successful, especially considering that CX Institutional does not directly control the cybersecurity measures and policies employed by third-party service providers. Clients could incur similar adverse consequences resulting from cybersecurity incidents that more directly affect issuers of securities in which those clients invest, broker-dealers, qualified custodians, governmental and other regulatory authorities, exchange and other financial market operators, or other financial institutions.

Consultant to Third-Party. CX Institutional serves as a consultant with respect to certain retail clients of an unaffiliated broker-dealer. With respect to this engagement, the unaffiliated broker-dealer maintains both the initial and ongoing day-to-day relationship with the underlying client, including initial and ongoing determination of client suitability. Although CX Institutional shall provide information to underlying client, CX Institutional is not responsible for custodial selection and cannot negotiate commissions and/or transaction costs, and/or seek better execution on behalf of the underlying clients. The underlying clients with whom CX Institutional interacts are advised as to the limitations of CX Institutional's duties.

Disclosure Statement. A copy of CX Institutional's written Brochure as set forth on Part 2A, Part 2A Appendix 1, Part 2B of Form ADV and Form CRS (as applicable) shall be provided to each client prior to, or contemporaneously with, the execution of the applicable form of client agreement.

Performance-Based Fees and Side-By-Side Management (ADV Part 2A, Item 6)

Neither CX Institutional, nor any supervised person of CX Institutional accepts performance-based fees.

Methods of Analysis, Investment Strategies and Risk of Loss (ADV Part 2A, Item 8A)

CX Institutional's primary method of security analysis is a blend of fundamental, quantitative, and technical analysis. Each form of analysis is described below:

Fundamental Analysis

This method attempts to measure a security's intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of companies). The end goal of performing fundamental analysis is to attempt a value that an investor can compare with the security's current price to determine what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security or index.

Quantitative Analysis

This method attempts to measure a security's, or indices', risk and value by analyzing its relative metrics to the broad market. Such metrics include standard deviation, correlations, expected return metrics, balance sheet ratio analysis, and overall outputs tied to multiple regression analysis.

Technical Analysis

This method attempts to measure a security's value by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Cyclical Analysis

This method attempts to forecast the direction of prices through analysis performed on historical relationships between price and market trends.

CX Institutional uses the following investment strategies when implementing investment advice given to clients:

Long Term Purchases

This refers to investments that are purchased with the intention of being held for at least one year.

Short Term Purchases

This refers to investments that are purchased with the intention of being sold within one year.

Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by CX Institutional) will be profitable or equal any specific performance level(s).

Borrowing Against Assets/Risks. A client who has a need to borrow money could determine to do so by using:

- **Margin-**The account custodian or broker-dealer lends money to the client. The custodian charges the client interest for the right to borrow money, and uses the assets in the client's brokerage account as collateral; and,
- **Pledged Assets Loan-** In consideration for a lender (i.e., a bank, etc.) to make a loan to the client, the client pledges its investment assets held at the account custodian as collateral;

These above-described collateralized loans are generally utilized because they typically provide more favorable interest rates than standard commercial loans. These types of collateralized loans can assist with a pending home purchase, permit the retirement of more expensive debt, or enable borrowing in lieu of liquidating existing account positions and incurring capital gains taxes. However, such loans are not without potential material risk to the client's investment assets. The lender (i.e., custodian, bank, etc.) will have recourse against the client's investment assets in the event of loan default or if the assets fall below a certain level. For this reason, CX Institutional does not recommend such borrowing unless it is for specific short-term purposes (i.e., a bridge loan to purchase a new residence). CX Institutional does not recommend such borrowing for investment purposes (i.e., to invest borrowed funds in the market). Regardless, if the client was to determine to utilize margin or a pledged assets loan, the following economic benefits would inure to CX Institutional:

- by taking the loan rather than liquidating assets in the client's account, CX Institutional continues to earn a fee on such Account assets; and,
- if the client invests any portion of the loan proceeds in an account to be managed by CX Institutional, CX Institutional will receive an advisory fee on the invested amount; and,
- if CX Institutional's advisory fee is based upon the higher margined account value (**see** margin disclosure at Item 5 below), CX Institutional will earn a correspondingly higher advisory fee. This could provide CX Institutional with a disincentive to encourage the client to discontinue the use of margin.

The Client must accept the above risks and potential corresponding consequences associated with the use of margin or a pledged assets loans.

CX Institutional's methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. In particular, clients face the following potential investment risks:

Market Risk: Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

Equity (stock) market risk: Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

Company Risk: When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

Fixed Income Risk: When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

Options Risk: Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.

ETF and Mutual Fund Risk: When CX Institutional invests in an ETF or mutual fund, the client will bear additional expenses based on its pro-rata share of the ETFs or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients may also incur brokerage costs when purchasing ETFs if they do so outside of the Program.

Management Risk: Client investment success varies with the success and failure of CX Institutional's strategies, research, analysis and determination of portfolio securities. If CX Institutional's investment strategies do not produce the expected returns, the value of the investment will decrease.

CX Institutional primarily allocates client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, no load mutual funds, closed end mutual funds and/or ETFs.

CX Institutional's asset allocation strategies have been designed to comply with the requirements of Rule 3a-4 of the Investment Company Act of 1940. Rule 3a-4 provides similarly managed investment programs, such as CX Institutional's asset allocation programs, with a non-exclusive safe harbor from the definition of an investment company. In accordance with Rule 3a-4, the following disclosure is applicable to CX Institutional's management of client assets:

1. Initial Interview – at the opening of the account, CX Institutional, through its designated representatives, shall obtain from the client information sufficient to determine the client's financial situation and investment objectives;
2. Individual Treatment - the account is managed on the basis of the client's financial situation and investment objectives;
3. Quarterly Notice – at least quarterly CX Institutional shall notify the client to advise CX Institutional whether the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the account;
4. Annual Contact – at least annually, CX Institutional shall contact the client to determine whether the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the account;
5. Consultation Available – CX Institutional shall be reasonably available to consult with the client relative to the status of the account;
6. Quarterly Report – the client shall be provided with a quarterly report for the account for the preceding period;
7. Ability to Impose Restrictions – the client shall have the ability to impose reasonable restrictions on the management of the account, including the ability to instruct CX Institutional not to purchase certain mutual funds;
8. No Pooling – the client's beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the account;
9. Separate Account - a separate account is maintained for the client with the Custodian;

10. Ownership – each client retains indicia of ownership of the account (e. g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

CX Institutional believes that its annual Program Fee is reasonable in relation to: (1) the advisory services provided under the Investment Advisory Agreement; and (2) the fees charged by other investment advisers offering similar services/programs. However, CX Institutional's annual Program Fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to CX Institutional's annual Program Fee, the client will also incur charges imposed directly at the mutual and exchange traded fund level (e.g., management fees and other fund expenses).

CX Institutional's investment programs may involve above-average portfolio turnover which could negatively impact upon the net after-tax gain experienced by an individual client in a taxable account.

Voting Client Securities (ADV Part 2A, Item 17)

CX Institutional does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact CX Institutional to discuss any questions they may have with a particular solicitation.

Item 7 – Client Information Provided to Portfolio Managers

Because only representatives of CX Institutional serve as portfolio managers, those representatives or their assistants are responsible for gathering all information provided by clients. CX Institutional's representatives will interview and work with clients to gather all information needed relative to their investment objectives and needs in order to provide management services through the Program. Clients are reminded to contact their representative whenever there are changes to their financial situation that will impact or materially influence the way CX Institutional manages their accounts.

To the extent the Program utilizes independent investment managers; CX Institutional shall provide the independent investment managers with each client's particular investment objective(s). Any changes in the client's financial situation or investment objectives reported by the client to CX Institutional shall be communicated to the independent investment managers within a reasonable period of time.

Item 8 – Client Contact with Portfolio Managers

Because only CX Institutional representatives serve as portfolio managers, there are no restrictions placed on clients' ability to contact and consult with their portfolio managers. It is the policy of CX Institutional to provide an "open channel" of communication between representatives and their clients. Clients are encouraged to contact their representative whenever they have questions about the management of their account.

Item 9 – Additional Information

A. Disciplinary Information (ADV Part 2A, Item 9)

CX Institutional has not been the subject of any disciplinary actions.

Other Financial Industry Activities and Affiliations (ADV Part 2A, Item 10)

Other Investment Advisor. As indicated above, CX Institutional is affiliated with CXI Advisors, a SEC registered investment adviser firm (CRD# 301321). CXI Advisors has engaged CX Institutional to provide investment management services on a sub-advisory basis. This arrangement does not present a conflict of interest, because clients do not incur additional or increased advisory fees as a result.

CX Institutional does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

- B. Code of Ethics, Participation in Client Transactions and Personal Trading (ADV Part 2A, Item 11)
CX Institutional maintains an investment policy relative to personal securities transactions. This investment policy is part of CX Institutional's overall Code of Ethics, which serves to establish a standard of business conduct for all of CX Institutional's representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, CX Institutional also maintains and enforces written policies reasonably designed to prevent the misuse of material non- public information by CX Institutional or any person associated with CX Institutional.

Neither CX Institutional nor any related person of CX Institutional recommends, buys, or sells for client accounts, securities in which CX Institutional or any related person of CX Institutional has a material financial interest.

CX Institutional and/or representatives of CX Institutional may buy or sell securities that are also recommended to clients. This practice may create a situation where CX Institutional and/or representatives of CX Institutional are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if CX Institutional did not have adequate policies in place to detect such activities. In addition, these policies can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of CX Institutional's clients) and other potentially abusive practices.

CX Institutional has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of CX Institutional's "Access Persons". CX Institutional's securities transaction policy requires that Access Person of CX Institutional must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date CX Institutional selects; provided, however that at any time that CX Institutional has only one Access Person, he or she shall not be required to submit any securities report described above.

CX Institutional and/or representatives of CX Institutional may buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where CX Institutional and/or representatives of CX Institutional are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. As indicated above, CX Institutional has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of CX Institutional's Access Persons.

Review of Accounts (ADV Part 2A, Item 13)

For those clients who engage in the Program, CX Institutional's representatives conduct account reviews on an ongoing basis. All clients are advised that it remains their responsibility to advise CX Institutional 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 CX Institutional on an annual basis.

CX Institutional 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 and client request.

During any month that there is activity in a CX Institutional managed account (and no less frequently than quarterly); the client receives an account statement, from LPL and/or Schwab, showing account activity as well as positions held in the account at month end. Additionally, the client receives a confirmation of each transaction that occurs within the account unless the transaction is the result of a systematic purchase, redemption or exchange. All account data and statements are also generally available on-line through the account view portal provided by their custodian. In addition, CX Institutional may provide newsletters covering general financial planning and investment topics.

Client Referrals and Other Compensation (ADV Part 2A, Item 14)

Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, CX Institutional receives from LPL, Schwab (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist CX Institutional to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by CX Institutional may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management- related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by CX Institutional in furtherance of its investment advisory business operations.

LPL makes available to CX Institutional various products and services designed to assist CX Institutional in managing and administering client accounts. Many of these products and services may be used to service all or a substantial number of CX Institutional's accounts, including accounts not held with LPL. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution (and aggregation and allocation of trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of CX Institutional's fees from its clients' accounts; and assist with back-office functions; recordkeeping and client reporting.

LPL also makes available to CX Institutional other services intended to help CX Institutional manage and further develop its business. Some of these services assist CX Institutional to better monitor and service program accounts maintained at LPL, however, many of these services benefit only CX Institutional, for example, services that assist CX Institutional in growing its business. These support services and/or products may be provided without cost, at a discount, and/or at a negotiated rate, and

include practice management-related publications; consulting services; attendance at conferences and seminars, meetings, and other educational and/or social events; marketing support; and other products and services used by CX Institutional in furtherance of the operation and development of its investment advisory business.

The products and services described above are provided to CX Institutional as part of its overall relationship with LPL. While as a fiduciary CX Institutional must always act in its clients' best interests, the receipt of these benefits creates a conflict of interest because CX Institutional's recommendation that client's custody their assets at LPL may be based in part on the benefit to CX Institutional of the availability of the foregoing products and services and not solely on the nature, cost or quality of custody or brokerage services provided by LPL Financial. CX Institutional's receipt of some of these benefits may be based on the amount of advisory assets custodied on the LPL platform.

As indicated above, certain of the support services and/or products that may be received may assist CX Institutional in managing and administering client accounts. Others do not directly provide such assistance, but rather assist CX Institutional to manage and further develop its business enterprise.

There is no corresponding commitment made by CX Institutional to LPL, Schwab or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

CX Institutional does not compensate, directly or indirectly, any person, other than its representatives, for client referrals.

Financial Information (ADV Part 2A, Item 18)

CX Institutional does not solicit fees of more than \$1,200, per client, six months or more in advance.

CX Institutional 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.

CX Institutional has not been the subject of a bankruptcy petition.

CX Institutional's Chief Compliance Officer, Kyle B. Osting, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.