

# Bush Wealth Management

## Brochure

**Dated: March 20, 2024**

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This brochure provides information about the qualifications and business practices of Bush Investment Group, LLC. If you have any questions about the contents of this brochure, please contact us at (229) 247-1474. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Bush Investment Group, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

References herein to Bush Investment Group, 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**

This version of Bush Wealth Management's brochure dated March 20, 2024 is an annual updating amendment brochure. The following are the material changes since Registrant's last annual update dated March 22, 2023:

- Registrant revised Items 4, 5, 12 and 14 to reflect that it no longer recommends TD Ameritrade as a qualified custodian of client accounts.
- Registrant revised Item 8 to include a description of certain risk factors involved with Bitcoin ETFs. Bitcoin ETFs and other digital asset products involve a high degree of risk, including but not limited to infancy of asset risk, extreme volatility risk, protocol development risk, and regulatory uncertainty risk, among others. Please see Item 8 for more information.
- Registrant revised Items 5, 12 and 14 to reflect that it may recommend that clients use Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer and member SIPC, as a qualified custodian of their accounts. Registrant further revised Items 5, 12 and 14 to provide a description of benefits it receives from Schwab and the conflicts of interest they create. Please see Items 5, 12 and 14 for more information.

Annually, Bush Wealth Management will ensure that clients receive either an amended brochure or a summary of any material changes to this and any subsequent brochure within 120 days of the end of its fiscal year and promptly at any time if any of the information herein becomes materially inaccurate.

Bush Wealth Management will deliver a complete copy of its brochure upon a client's request at any time during the year. Please contact Courtney Gooding at (229) 247-1474 or via email at [courtney@bushwealth.com](mailto:courtney@bushwealth.com) to request a brochure.

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## Item 4      **Advisory Business**

- A. Bush Investment Group, LLC, doing business as Bush Wealth Management (the “Registrant”), is a limited liability company formed in August 2004 in the state of Georgia. The Registrant became registered as an Investment Adviser Firm in July 2019. The Registrant is principally owned by Stacy Bush, the firm’s Managing Member. Courtney Gooding and Kent Patrick became minority Members effective June 30, 2021.

B.

### **INVESTMENT MANAGEMENT SERVICES**

The Registrant provides discretionary investment advisory services on a *fee* basis. The Registrant’s annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Registrant’s management.

Registrant shall monitor, on a continuous basis, the investments in the accounts over which it has discretionary authority. Furthermore, it shall have the authority without prior consultation with the client to buy, sell, trade and allocate the investments within the account(s) consistent with the client’s investment objectives. The client may, at any time, impose reasonable restrictions, in writing, on the Registrant’s services.

Registrant generally recommends that investment management accounts be maintained at Charles Schwab, as further described below in Item 12. However, Registrant also offers discretionary investment management services for clients with assets held away at other qualified custodians, or “Held-Away Accounts.” For those clients who have elected to use this service, they must also enter into a separate user agreement with Pontera Solutions Inc. (“Pontera”), a third-party order management system software provider. Once the client has established an online Pontera account and linked their Outside Account to Pontera, Registrant is able to use Pontera’s system to view and manage the Outside Accounts. Registrant does not have access to any client passwords as a result of this arrangement, nor the ability to withdraw or direct the disposition of securities or funds to any person other than the client.

Registrant also offers asset management services for fee-based fixed indexed annuity insurance products. Registrant will directly manage these annuity insurance products by reallocating buckets or sub-accounts within the annuities in accordance with the client’s suitability profile. Clients who have elected to use this service must also enter into a separate agreement with the product sponsor designating Registrant to manage the accounts. Annuity products serviced by Registrant are charged an asset-based management fee. Registrant does not receive any commissions on these products.

### **RETIREMENT PLAN CONSULTING SERVICES**

The Registrant provides pension consulting services, in the capacity of a 3(21) and 3(38) advisor, pursuant to which it assists sponsors of self-directed retirement plans with the selection and/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, the Registrant may 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 Services Agreement* between the Registrant and the plan sponsor.

### **FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)**

The Registrant provides financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Registrant's planning and consulting fees are negotiable, but generally range from \$1,000 to \$15,000 on a fixed fee basis, and from \$200 to \$400 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

Prior to engaging the Registrant to provide planning or consulting services, clients are generally required to enter into a *Financial Planning and Consulting Agreement* with Registrant 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 prior to Registrant commencing services. If requested by the client, Registrant may recommend the services of other professionals, including certain of the Registrant's supervised persons in their separate individual capacities as licensed insurance agents, for implementation purposes. The client is under no obligation to engage the services of any such recommended professionals.

The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Registrant and/or its supervised persons. It remains the client's responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant's previous recommendations and/or services.

### **MISCELLANEOUS**

**Limitations of Financial Planning and Non-Investment Consulting/Implementation Services.** As indicated above, to the extent requested by a client, Registrant may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. for a separate and additional fee per the terms and conditions of a *Financial Planning and Consulting Agreement*. Registrant does not serve as an attorney or accountant, and no portion of its services should be construed as legal or accounting services. Accordingly, Registrant does not prepare estate planning documents or tax returns. To the extent requested by a client, Registrant may recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, insurance agents, etc.), including certain of the Registrant's supervised persons in their separate individual capacities as licensed insurance agents. 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 Registrant and/or its supervised persons. At all times, the engaged licensed professional(s) (i.e. attorney, accountant, insurance agent, etc.), and not Registrant, shall be responsible for the quality and competency of the services provided.

**Conflict of Interest:** The recommendation by Registrant's supervised persons that a client purchase an insurance commission product through the Registrant, presents a conflict of interest, as the receipt of commissions provides an incentive to recommend investment or insurance products based on commissions to be received, rather than on a particular client's need. Registrant addresses this conflict of interest by requiring all supervised persons who are licensed to offer insurance products to clients to assure that the issuing insurer reviews the potential sale of any products for the purpose of determining adherence to applicable

insurance suitability standards, requiring all supervised persons to seek prior approval of any outside employment activity so that it may ensure that any conflicts of interest in such activities are properly disclosed and fully disclosing to a client when a particular transaction will result in the receipt of commissions or other associated fees. No client is under any obligation to purchase any insurance commission products through the Registrant. Clients are reminded that they may purchase insurance products recommended by Registrant or its supervised persons through other, non-affiliated insurance agencies. Registrant's Chief Compliance Officer, Courtney Gooding, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

**Retirement Plan Rollovers – No Obligation/Conflict of Interest:** When the Registrant provides investment advice to clients regarding their retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way Registrant makes money creates some conflicts with our client's interests, so we operate under a special rule that requires Registrant to act in the client's best interest and not put our interest ahead of the client. Registrant may recommend that a client roll over their retirement assets into an account to be managed by Registrant. 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 the Registrant recommends that a client roll over their retirement assets into an account to be managed by the Registrant, such a recommendation creates a conflict of interest if the Registrant will earn an advisory fee on the rolled over assets. Registrant addresses this conflict of interest by ensuring any such recommendations are in the client's best interest. No client is under any obligation to roll over retirement assets to an account managed by Registrant.

**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 Registrant independent of engaging Registrant as an investment advisor. However, if a prospective client determines to do so, he/she will not receive Registrant's initial and ongoing investment advisory services.

In addition to Registrant'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).

**Use of DFA Mutual Funds:** Certain mutual funds, such as those issued by Dimensional Fund Advisors ("DFA"), are generally only available through selected registered investment advisers. Registrant may allocate client investment assets to DFA mutual funds. Therefore, upon the termination of Registrant's services to a client, restrictions regarding transferability and/or additional purchases of, or reallocation among DFA funds will apply.

**Independent Managers.** Registrant may allocate a portion of a client's investment assets among unaffiliated independent investment managers ("Independent Manager(s)") in

accordance with the client's designated investment objective(s). In such situations, the Independent Manager(s) will have day-to-day responsibility for the active discretionary management of the allocated assets. Registrant will 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. The Registrant generally considers the following factors when recommending Independent Manager(s): the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. Unless otherwise agreed by client in a separate written agreement, any fees paid to the designated Independent Manager(s) are included in the Registrant's annual Advisory Fee and will be paid by the Registrant. Registrant's Advisory Fee is set forth in the fee schedule at Item 5 below.

**Orion Advisor Services – Reporting – Excluded Assets.** In conjunction with the services provided by Orion, the Registrant may also provide periodic reporting services, which can incorporate all of the client's investment assets including those investment assets that are not part of the assets managed by the Registrant (the "Excluded Assets"). The Registrant's service relative to the Excluded Assets is limited to reporting services only, and does not include investment implementation.

Because the Registrant does not have trading authority for the Excluded Assets, to the extent applicable to the nature of the Excluded Assets (assets over which the client maintains trading authority vs. trading authority designated to another investment professional), the client (and/or the other investment professional), and not the Registrant, shall be exclusively responsible for directly implementing any recommendations relative to the Excluded Assets. The client and/or their other advisors that maintain trading authority, and not the Registrant, shall be exclusively responsible for the investment performance of the Excluded Assets. Without limiting the above, the Registrant shall not be responsible for any implementation error (timing, trading, etc.) relative to the Excluded Assets. In the event the client desires that the Registrant provide investment management services with respect to the Excluded Assets, the client may engage the Registrant to do so pursuant to the terms and conditions of an Investment Advisory Agreement between the Registrant and the client.

**eMoney Advisor Platform.** Registrant provides its clients with access to an online platform hosted by "eMoney Advisor" ("eMoney") upon request. The eMoney platform allows a client to view their complete asset allocation, including those assets that Registrant does not manage (the "Excluded Assets"). Registrant does not provide investment management, monitoring, or implementation services for the Excluded Assets. Unless otherwise specifically agreed to, in writing, Registrant's service relative to the Excluded Assets is limited to reporting only. Therefore, Registrant 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 Registrant, shall be exclusively responsible for such investment performance. Without limiting the above, the Registrant shall not be responsible for any implementation error (timing, trading, etc.) relative to the Excluded Assets. The client may choose to engage Registrant to manage some or all of the Excluded Assets pursuant to the terms and conditions of an Investment Advisory Agreement between Registrant and the client. The eMoney platform also provides access to other types of information and applications including financial planning concepts and functionality, which should not, in any manner whatsoever, be construed as services, advice, or recommendations provided by Registrant. Finally, Registrant 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 Registrant's assistance or oversight.

**Portfolio Activity.** Registrant has a fiduciary duty to provide investment advisory services consistent with the client's best interest. As part of its investment advisory services, Registrant 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 Registrant 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 Registrant will be profitable or equal any specific performance level(s). Clients nonetheless remain subject to the fees described in Item 5 below during periods of account inactivity.

**Cash Positions.** The Registrant may maintain cash and cash equivalent positions (such as money market funds) for defensive and liquidity purposes. Unless otherwise agreed in writing, all cash and cash equivalent positions will be included as part of assets under management for purposes of calculating the Registrant's investment advisory fee.

**Client Obligations.** In performing its services, Registrant 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 the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant's previous recommendations and/or services.

**Disclosure Statement.** A copy of the Registrant's written Brochure as set forth on Part 2 of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement*, *Retirement Plan Services Agreement* or *Financial Planning and Consulting Agreement*.

- C. The Registrant shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, the Registrant shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on the Registrant's services.
- D. The Registrant does not participate in a wrap fee program.
- E. As of December 31, 2023, the Registrant had \$180,305,473 in assets under management, of which \$180,284,507 is managed on a discretionary basis and \$20,966 is managed on a non-discretionary basis.

## **Item 5 Fees and Compensation**

A.

### **INVESTMENT MANAGEMENT SERVICES**

The Registrant provides discretionary investment advisory services on a *fee* basis. The Registrant's annual investment advisory fee (hereinafter "Advisory Fee") shall vary from



negotiable up to 2.00% of the total assets placed under the Registrant's management/advisement and shall be based upon various objective and subjective factors. These factors include, but are not limited to, the amount of the assets placed under the Registrant's management, the level and scope of the overall investment advisory services to be rendered and the complexity of the engagement.

Registrant's annual investment advisory fee shall include investment advisory services, and, to the extent specifically requested by the client, financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Registrant), the Registrant may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

Registrant may recommend that all or a portion of the client's assets be managed by a third-party investment manager. Fees charged by any such third-party investment manager and/or the provider of any platform through which the third-party investment manager is made available will be fully disclosed to client on a separate disclosure document or agreement between the client and the third-party investment manager, if applicable. Unless otherwise agreed by client in a separate written agreement, all fees paid to third-party investment managers are included in the annual Advisory Fee described above and will be paid by the Registrant. Certain third-party model managers used by Registrant charge an additional fee which is paid by the Registrant. This presents a conflict of interest in that the additional fee for certain model managers creates an incentive for Registrant to recommend other model managers who do not charge additional fees. Registrant manages this conflict by ensuring its recommendations are based on the needs of the clients and the suitability of the model manager recommended, rather than the cost to Registrant of making that recommendation.

For client accounts managed using Pontera, the total annual Advisory Fee due to Adviser shall consist of a base amount for services provided by Adviser plus an additional amount charged to Adviser by Pontera (the "Pontera Fee"). The annual Pontera Fee shall consist of 0.25%. This annual Pontera Fee is included in Adviser's annual Advisory Fee described above and will be paid by Adviser and not Client.

For client accounts managed within a fee-based annuity, neither Registrant nor its investment adviser representatives receive a commission on these products. For these products, Registrant will be paid an annual Advisory Fee as described above and in accordance with Registrant's Agreement and/or the client's written agreement with the product sponsor.

**Fee Differentials.** The Registrant shall price its services based upon various objective and subjective factors. As a result, the Registrant's clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall financial planning and/or consulting services to be rendered. The services to be provided by the Registrant to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

**Conflict of Interest:** Because Registrant's annual Advisory Fee is calculated as a percentage of client assets under management, the more assets clients have in their advisory account, the more clients will pay Registrant for its investment management services. Therefore, Registrant has an incentive to encourage clients to increase the assets maintained in

accounts managed by Registrant, which creates a conflict of interest. Registrant addresses this conflict of interest by ensuring any such recommendations are in the best interest of its clients.

#### **RETIREMENT PLAN CONSULTING SERVICES**

The Registrant provides pension consulting services, in the capacity of a 3(21) and 3(38) advisor, pursuant to which it assists sponsors of self-directed retirement plans with the selection and/or monitoring of investment alternatives from which plan participants shall choose in self-directing the investments for their individual plan retirement accounts. The Registrant's annual fee for these services shall generally range from negotiable up to 1.00% of the total assets maintained within the plan.

#### **FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)**

The Registrant provides financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. Registrant's planning and consulting fees are negotiable, but generally range from \$1,000 to \$15,000 on a fixed fee basis, and from \$200 to \$400 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

- B. Clients may elect to have the Registrant's Advisory Fees deducted from their custodial account. Both Registrant's Agreement and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of the Registrant's Advisory Fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the limited event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. Advisory Fees payable for accounts managed using Pontera will be deducted directly from another non-tax qualified account, as authorized by the client in Registrant's Agreement. In limited circumstances, the Registrant may also invoice the client for accounts managed using Pontera.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend that Charles Schwab & Co., Inc., member FINRA/SIPC ("Schwab"), an independent and unaffiliated SEC-registered broker-dealer and FINRA member, serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Schwab* charge brokerage commissions and/or transaction fees for effecting certain securities transactions. All clients will be delivered a current and accurate schedule of commissions, transaction and other fees charged by the custodian, and are encouraged to carefully review those documents. Those fees are subject to change by the custodian, as set forth in the client's custodial agreement with the custodian. Please see Item 12 of this brochure for additional information on Registrant's brokerage practices. In addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, 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). With regard to accounts managed within a fee-based annuity insurance product, individual accounts will be maintained at the insurance company that issued the annuity product. Clients are responsible for certain fees charged by the insurance company, including early surrender fees. These fees are in addition to and exclusive of Registrant's Advisory Fee. The exact charges will be specified in the client's agreement with the product sponsor and the product prospectus (if applicable). Clients are encouraged to review these documents carefully.

For client accounts maintained at Schwab, Registrant negotiated lower transaction fee rates with Schwab than its published fees for certain trades. These lower rates are not contingent upon Registrant committing any specific amount of business to Schwab nor the use of any specific products made available through Schwab, although they were extended in anticipation of Registrant's continued growth with Schwab. These lower rates benefit Registrant's clients because the fees clients pay for certain trades are lower than they would be otherwise. However, Registrant has an incentive to recommend Schwab in order to obtain these lower rates for its clients, which presents a conflict of interest. Registrant addresses this conflict of interest through its best execution review, as further described in Item 12.

In addition to commissions or other fees for trades executed in the accounts, Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that it has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's Schwab account. These fees are in addition to the commissions or other compensation the client pays the executing broker-dealer. Because of this, in order to minimize trading costs, Registrant has Schwab execute most trades for client accounts maintained at Schwab. Registrant has determined that having Schwab execute most trades is consistent with its duty to seek best execution of client trades in client accounts maintained at Schwab. Please see Item 12 of this brochure for additional information on Registrant's brokerage practices.

- D. The Registrant shall generally deduct fees and/or bill clients monthly in arrears, based upon the average daily balance of the client's assets under management during the preceding month. In the instance that the Registrant has been engaged to provide Retirement Plan Consulting Services, the Registrant shall deduct fees and/or bill clients monthly in arrears, based upon the average daily balance of the Plan's assets of the preceding month.

For client accounts managed within a fee-based annuity insurance product, fees are typically billed quarterly in arrears. The Advisory Fee dollar amount is determined by taking the annual percentage multiplied by the market value of the account on the last business day of the calendar quarter, then divided by four.

The *Investment Advisory Agreement* between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*.

- E. Neither the Registrant, nor its representatives, accepts compensation from the sale of securities or other investment product. The Registrant is separately licensed as an insurance agency. Furthermore, certain of the Registrant's supervised persons, in their individual capacities, are licensed insurance agents. The Registrant and/or its supervised persons may recommend the purchase of certain insurance-related products on a commission basis. Please see Items 4 and 10 for additional information regarding this conflict of interest, including how it is addressed.

## **Item 6 Performance-Based Fees and Side-by-Side Management**

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

## Item 7 Types of Clients

The Registrant's clients shall generally include individuals, business entities, trusts, estates and charitable organizations. The Registrant has a minimum asset level of \$250,000 for investment advisory services, but the Registrant may waive the minimum at their discretion. The Registrant, in its sole discretion, may charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

A. The Registrant may utilize the following methods of security analysis:

- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
- Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- Cyclical – (analysis performed on historical relationships between price and market trends, to forecast the direction of prices)

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

The Registrant may also utilize a CD ladder strategy for certain clients with lower risk tolerance. This strategy seeks to leverage the varying interest rates offered by CDs by investing a portion of the client's assets under management into various CDs with different maturity dates.

**Investment Risk.** 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 the Registrant) will be profitable or equal any specific performance level(s). Investing in securities involves risk of loss that clients should be prepared to bear.

B. The Registrant's methods of analysis do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis, the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases and Short Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy. CD ladder strategies are subject to interest rate risk, purchasing power risk and early withdrawal penalties.

All investments involve risk, including but not limited to the following:

- Market Risks. Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- Currency Risk. Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Interest Rate Risk. Movements in interest rates may directly cause prices of fixed income securities fluctuate. For example, rising interest rates can cause "high quality, relatively safe" fixed income investments to lose principal value.
- Credit Risk. If debt obligations held by an account are downgraded by ratings agencies or go into default, or if management action, legislation or other government action reduces the ability of issuers to pay principal and interest when due, the value of those obligations may decline, and an account's value may be reduced. Because the ability of an issuer of a lower-rated or unrated obligation (including particularly "junk" or "high yield" bonds) to pay principal and interest when due is typically less certain than for an issuer of a higher-rated obligation, lower rated and unrated obligations are generally more vulnerable than higher-rated obligations to default, to ratings downgrades, and to liquidity risk.
- Purchasing Power Risk. Purchasing power risk is the risk that an investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- Liquidity Risk. Liquidity is the ability to readily convert an investment into cash. For example, Treasury Bills are highly liquid, while real estate properties are not. Some securities are highly liquid while others are highly illiquid. Illiquid investments carry more risk because it can be difficult to sell them.
- Political Risks. Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- Regulatory Risk. Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.

- Risks Related to Investment Term. If the client requires a liquidation of their portfolio during a period in which the price of the security is low, the client will not realize as much value as they would have had the investment had the opportunity to regain its value, as investments frequently do, or had it been able to be reinvested in another security.
- Business Risk. Many investments contain interests in operating businesses. Business risks are risks associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Financial Risk. Many investments contain interests in operating businesses. Excessive borrowing to finance a business' operations decreases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- Default Risk. This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- Large-Cap Stock Risk. Investment strategies focusing on large-cap companies may underperform other equity investment strategies as large cap companies may not experience sustained periods of growth in the mature product markets in which they operate.
- Small/Mid-Cap Stock Risk. Investment strategies focusing on small- and mid-cap stocks involve more risk than strategies focused on larger more established companies because small- and mid-cap companies may have smaller revenue, narrower product lines, less management depth, small market share, fewer financial resources and less competitive strength.
- Fixed-Income Market Risk. Economic and other market developments can adversely affect fixed-income securities markets in Canada, the United States, Europe and elsewhere. At times, participants in debt securities markets may develop concerns about the ability of certain issuers to make timely principal and interest payments, or they may develop concerns about the ability of financial institutions that make markets in certain debt securities to facilitate an orderly market which may cause increased volatility in those debt securities and/or markets.
- Risks of Investment in Futures, Options and Derivatives. Such strategies present unique risks. For example, should interest or exchange rates or the prices of securities or financial indices move in an unexpected manner, Registrant may not achieve the desired benefits of the futures, options and derivatives or may realize losses. Thus, the client would be in a worse position than if such strategies had not been used. In addition, the correlation between movements in the price of the securities and securities hedged or used for cover will not be perfect and could produce unanticipated losses.
- ETF Risk. The returns from the types of securities in which an ETF invests may underperform returns from the various general securities markets or different asset classes. The securities in the underlying indexes (the "Underlying Indexes") may underperform fixed-income investments and stock market investments that track other markets, segments and sectors. Different types of securities tend to go

through cycles of out-performance and underperformance in comparison to the general securities markets.

- Annuity Risk – An annuity is a form of insurance where the seller or issuer (typically an insurance company) makes a series of future payments to a buyer (annuitant) in exchange for the immediate payment of a lump sum (single-payment annuity) or a series of regular payments (regular payment annuity). The payment stream from the issuer to the annuitant has an unknown duration based principally upon the date of death of the annuitant. At this point the contract will terminate and the remainder of the fund accumulated forfeited unless there are other annuitants or beneficiaries in the contract. Annuities can be purchased to provide an income during retirement. Annuities typically impose a variety of fees and expenses, in addition to sales and surrender charges and depending on the product, such as: mortality and expense risk charges; rider fees; sub account fees; administrative fees; underlying fund expenses; and charges for special features, all of which can reduce the return. Earnings in an annuity do not provide all the tax advantages of 401(k)s and other before-tax retirement plans. Once the investor starts withdrawing money from their annuity, earnings are taxed at the ordinary income rate, rather than at the lower capital gains rates applied to other non-tax-deferred vehicles which are held for more than one year. If the investor withdraws money from an annuity before a certain age, they may also have to pay a tax penalty to the Internal Revenue Service.
- Fixed Indexed Annuity Risk. – Fixed indexed annuities provide returns linked to the performance of a market index, such as the S&P 500 Index. The buyer typically makes either a lump sum payment or a series of payments to the insurance company which are allocated to one or more indexed investment options. The insurance company credits the buyer's account with a return that is based on the indexed investment option's return. Based on the contract terms and features, this return may be lower than the actual index's gain. The insurance company also makes payments based in fixed amounts or in amounts that increase by a fixed percentage. Often the interest rate is fixed for a number of years and then changes periodically based on current rates. Payments in a fixed annuity typically do not have cost-of-living adjustments to keep pace with inflation, so the value of payments received may decline over time. Investment in an indexed annuity contract is subject to both general market risk and the insurance company's credit risk. Investment in a fixed annuity contract is subject to the insurance company's credit risk.
- Bitcoin ETF Risk. - Investments into Bitcoin and other digital asset products involve a high degree of risk, including but not limited to the factors listed below:
  - i. *Infancy of Asset* - Bitcoin is an asset class that has only been in existence since 2009. The medium to long term value is influenced by a wide variety of factors that are uncertain and difficult to evaluate.
  - ii. *Extreme Volatility* - Bitcoin is susceptible to severe events that may lead to sudden and extreme volatility. Events leading to extreme volatility may include changes to the Bitcoin supply or protocol, forks in the Bitcoin network, the adoption of Bitcoin as a store of value or medium of exchange, government monetary policy or regulation, among others. These or other events could have a materially adverse effect on investment interests, and they could lose all or substantially all of their value.
  - iii. *Protocol Development* - Bitcoin transactions are irreversible, leaving users unable to seek reimbursement for error or theft. Such losses could result in adverse effects on the investment interests. Furthermore, because

participation in the Bitcoin network is voluntary to anyone with an internet connection, advancements in cryptography and technology, such as quantum computing, could present risks to the Bitcoin mining process that could threaten the consensus mechanism that underpins the protocol. These threats could create vulnerabilities such as various security breaches and cyber-attacks in the Bitcoin network and result in materially adverse effects on the investment interests.

- iv. *Regulatory Uncertainty* - Current guidance by regulatory bodies is subject to change and future developments may have a materially adverse effect on the value of the investment interests. Furthermore, regulations issued by other country's governments may restrict the usage of digital assets and their networks, influencing global market and may have a materially adverse effect on the investment interests.
- v. *Dependence on the Internet* - Because the Bitcoin network and transaction ledger is entirely digital, it relies on the internet to operate. A significant disruption of internet connectivity could disrupt the Bitcoin network's functionality and operations until the disruption is resolved.
- vi. *Custody and Insurance* - iShares uses Coinbase Custody Trust Company, LLC, a Virtual Asset Service Provider (VASP), to custody the underlying asset, Bitcoin. VASPs such as Coinbase are not classified as broker-dealers and the assets held on their platforms will not benefit from SIPC insurance. Furthermore, VASPs are not classified or regulated as banking institutions or other members of the FDIC and the assets custodied through them will not benefit from the protections enjoyed by depositors with FDIC insurance.
- vii. *Adoption* - The intrinsic value of Bitcoin relies on its adoption by the public and approval of regulators. Bitcoin and other digital assets are not yet widely accepted as a form of payment for goods and services in the United States or most other countries. US banks and other regulated financial institutions may refuse to process funds for digital asset transactions or wires to and from VASPs, or to maintain accounts for individuals and businesses transacting in digital assets, which may have a materially adverse effect on the investment interests.

The Registrant primarily recommends the iShares Bitcoin ETFs issued by BlackRock. Please refer to the iShares prospectus "Risk Factors" section for a comprehensive list of risk factors at the link below:

<https://www.blackrock.com/us/individual/resources/regulatory-documents/stream-document?stream=reg&product=IUS-IBIT-J&shareClass=NA&documentId=2212465&iFrameUrlOverride=%2Fus%2Findividual%2Fliterature%2Fprospectus%2Fp-ishares-bitcoin-trust-12-31.pdf>

- C. Currently, the Registrant primarily allocates client investment assets among various mutual funds and exchange traded funds ("ETFs"), individual equities (stocks) and debt instruments (bonds), on a discretionary basis in accordance with the client's designated investment objective(s).

The Registrant may also allocate investment management assets of its client accounts, on a discretionary basis, among one or more of its asset allocation models described below. Registrant's asset allocation model administration has 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 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 Registrant's management of client assets asset allocation models:

1. Initial Interview – at the opening of the account, the Registrant, 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 the Registrant shall notify the client to advise the Registrant 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, the Registrant 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 – the Registrant 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 the Registrant not to purchase certain securities;
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).

The Registrant believes that its annual investment management 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, Registrant's annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to Registrant's annual investment management 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).

Registrant'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.

## **Item 9      Disciplinary Information**

Neither the Registrant nor any of its supervised persons have been the subject of a disciplinary action.

## Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Registrant, 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.
- C. Neither Registrant, nor its representatives have any relationships or arrangements that are considered material to our business or our clients, or that involve any material conflicts of interest, with any broker-dealer, municipal securities dealer, government securities dealer or broker, investment company or other pooled investment vehicle, other investment adviser or financial planners, futures commission merchant, commodity pool operator, commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or sponsor or syndicator of limited partnerships, other than as disclosed herein.

**Licensed Insurance Agency/Agents.** The Registrant is separately licensed as an insurance agency. Furthermore, certain of the Registrant's supervised persons, in their individual capacities, are licensed insurance agents. As referenced in Item 4.B above, the Registrant and/or its supervised persons may recommend the purchase of certain insurance-related products on a commission basis.

**Conflict of Interest:** The recommendation by supervised persons of the Registrant that a client purchase an insurance commission product presents a conflict of interest, as the receipt of commissions provides an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. Registrant addresses this conflict of interest by requiring all supervised persons who are licensed to offer insurance products to clients to assure that the issuing insurer reviews the potential sale of any products for the purpose of determining adherence to applicable insurance suitability standards, requiring all supervised persons to seek prior approval of any outside employment activity so that it may ensure that any conflicts of interest in such activities are properly disclosed and fully disclosing to a client when a particular transaction will result in the receipt of commissions or other associated fees. No client is under any obligation to purchase any commission products from supervised persons of the Registrant or through the Registrant in its capacity as a licensed insurance agency. Clients are reminded that they may purchase insurance products recommended by Registrant or its supervised persons through other, non-affiliated insurance agencies and/or agents. The Registrant's Chief Compliance Officer, Courtney Gooding, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

- D. The Registrant does not recommend or select other investment advisors for its clients for which it receives a fee. The Registrant may recommend unaffiliated independent investment managers ("Independent Manager(s)") to manage a portion of a client's investment assets in accordance with the client's designated investment objective(s). Registrant has a conflict of interest in that it will only use or recommend Independent Managers that have a relationship with Registrant and have met the conditions of its due diligence review. There may be other Independent Managers that may be suitable that Registrant does not have a relationship with or that may be more or less costly. To address

this conflict, Registrant considers the best interests of clients in recommending Independent Managers. Clients are under no obligation to utilize the services of the Independent Managers recommended by Registrant. No guarantees can be made that client's financial goals or objectives will be achieved. Further, no guarantees of performance can be offered.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant'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, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.
- C. The Registrant and/or representatives of the Registrant may buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant 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 the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.

The Registrant mitigates the above conflicts of interest by having a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons." The Registrant's securities transaction policy requires that Access Person of the Registrant 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 the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant 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 in Item 11C, the Registrant has a personal

securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons.

## Item 12 Brokerage Practices

- A. In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at *Schwab*. Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/ custodian.
- B. Factors that the Registrant considers in recommending *Schwab* (or any other broker-dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant's duty to seek best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee. The Registrant's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.
1. 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, Registrant receives from *Schwab* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or vendor) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the Registrant may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, facilitation of trade execution and allocation of aggregated trade orders for multiple client accounts, facilitation of payment of management fees from client accounts, assistance with recordkeeping and client reporting, access to employee benefits providers or insurance providers, compliance and/or practice management-related publications, discounted mailing services, 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 Registrant in furtherance of its investment advisory business operations. *Schwab* provides some of these services directly or, in other cases, arranges for third-party vendors to provide the services to Registrant. *Schwab* may also discount or waive fees for some of these services or pay all or a part

of a third party's fees. *Schwab* may also provide Registrant with other benefits, such as occasional business entertainment of its personnel.

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

Registrant does not have to pay the broker-dealer for these services and no client is charged for these services. Therefore, Registrant receives a benefit. This presents a conflict of interest, as Registrant has an incentive to recommend the broker-dealer because of its existing relationship and the benefits it receives, rather than on the client's interest in receiving most favorable execution. Registrant addresses this conflict of interest by ensuring any such recommendations are in the best interests of its clients and through its best execution review. There is no corresponding commitment made by the Registrant to *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 a result of the above arrangement.

2. The Registrant does not receive referrals from broker-dealers.
3. The Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

In the event that the client directs Registrant to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Registrant. Higher transaction costs adversely impact account performance.

Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts

The Registrant's Chief Compliance Officer, Courtney Gooding, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- C. To the extent that the Registrant provides investment management services to its clients, the transactions for each client account generally will be effected independently. If the Registrant decides to purchase or sell the same securities for several clients at the same time, the Registrant will generally combine or "bunch" such orders to seek best execution, or to allocate equitably among the Registrant's clients differences in prices 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. The Registrant shall not receive any additional compensation or remuneration as a result of such aggregation.

### **Item 13    Review of Accounts**

- A. For those clients to whom Registrant provides investment supervisory services, account reviews are conducted on a periodic basis by the Registrant's Principal, at least annually. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant 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 the Registrant on an annual basis.
- B. The Registrant 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.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance. Clients are encouraged to compare the information on any such reports prepared by Registrant against the information in the statements provided directly from the account custodian and alert Registrant of any discrepancies.

### **Item 14    Client Referrals and Other Compensation**

- A. As referenced in Item 12.A.1 above, Registrant recommends Schwab to clients for custody and brokerage services.

Registrant receives an economic benefit from Schwab in the form of the support products and services it makes available to Registrant and other independent investment advisors whose clients maintain their accounts at Schwab. Clients do not pay more for assets maintained at Schwab as a result of these arrangements. However, Registrant benefits from the arrangement because the cost of these services would otherwise be borne directly by Registrant. As part of its fiduciary duties to clients, Registrant endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Registrant or its related persons in and of itself creates a conflict of interest and may indirectly influence the Registrant's choice of Schwab for custody and brokerage services. Clients should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab and how these conflicts are addressed are described above (see Item 12—Brokerage Practices).

Certain of our supervised persons, based upon their individual professional ability and firm revenue, may receive a performance bonus from time-to-time for providing advisory services to clients. Our supervised persons who are owners will also receive a percentage of firm revenue as distributions. This presents a conflict of interest as our supervised persons have an incentive to bring in new assets in order to increase the firm's revenue and

potentially receive bonuses or distributions. We address this conflict of interest by ensuring any such recommendations are in the client's best interest.

- B. Neither the Registrant nor any related person of the Registrant directly or indirectly compensates any person for client referrals.

## **Item 15 Custody**

The Registrant shall have the ability to have its advisory fee for each client debited by the custodian on a monthly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts and should carefully review those statements. The Registrant may also provide a written periodic report summarizing account activity and performance.

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

The Registrant provides other services on behalf of its clients that require disclosure at ADV Part 1, Item 9. In particular, certain clients have signed asset transfer authorizations that permit the qualified custodian to rely upon instructions from the Registrant to transfer client funds to "third parties." In accordance with the guidance provided in the SEC Staff's February 21, 2017 Investment Adviser Association No-Action Letter, the affected accounts are not subjected to an annual surprise CPA examination.

## **Item 16 Investment Discretion**

The client can determine to engage the Registrant to provide investment advisory services on a discretionary basis. Prior to the Registrant assuming discretionary authority over a client's account, client shall be required to execute an Investment Advisory Agreement, naming the Registrant as client's attorney and agent in fact, granting the Registrant full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage the Registrant on a discretionary basis may, at any time, impose restrictions, in writing, on the Registrant's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Registrant's use of margin, etc.).

## **Item 17 Voting Client Securities**

- A. The Registrant 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.

- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact the Registrant to discuss any questions they may have with a particular solicitation.

## **Item 18 Financial Information**

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant 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.
- C. The Registrant has not been the subject of a bankruptcy petition.

The Registrant's Chief Compliance Officer, Courtney Gooding, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.