

Item 1: Cover Page

Part 2A of Form ADV: *Firm Brochure*

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This brochure provides information about the qualifications and business practices of Corbett Road Capital Management, LLC ("CRCM"). If you have any questions about the contents of this brochure, please contact us at 703- 748-5833 or scott.airey@croadcap.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.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about CRCM also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 305063.

Item 2: Material Changes

This Firm Brochure, provides you with a summary of Corbett Road Capital Management, LLC's ("CRCM") advisory services and descriptions of its fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide you with a summary of new and/or updated information; we will inform clients of the revision(s) based on the nature of the information as follows:

1. Annual Update:

We are required to update certain information at least annually, within 90 days of our firm's December fiscal year end (FYE). We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item. The Annual Amendment was made on March 28, 2024.

2. Material Changes:

Whenever we update this Brochure, we are required to list any material changes since our last annual updating amendment. We provide that information in this section.

Since our last Annual Amendment we have made the following changes to CRCM's ADV Part 2A:

CRCM no longer meets the requirements to operate as an SEC registered investment adviser. The Firm is in process of withdrawing its registration with the SEC, which must be completed within 180 days after CRCM's fiscal year end of December 31, 2023. The Firm will be closing and moving all accounts to Corbett Road Wealth Management, a dba name for Spire Wealth Management.

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Item 4: Advisory Business

Corbett Road Capital Management, LLC ("CRCM", or "the Firm") is an SEC-registered investment adviser with its principal place of business located in Virginia. CRCM was registered in September 2019.

Listed below are the Firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company):

- Corbett Road Investment Partners, LLC is a corporation and is the owner of CRCM.
- In addition, the following information identifies those parties that indirectly own 25% or more of our firm:
 - CRCM and Spire Investment Partners, LLC are corporations which together own CRCM Investment Partners, LLC.
 - David L. Blisk is the CEO and Managing Member of Spire Investment Partners, LLC
 - Christopher Scott Airey is the CEO and the owner of CRCM

CRCM serves institutionally oriented accounts, which include financial advisory firms, other institutions as well as any client who invests \$20 million or more with the Firm. CRCM has three main lines of business:

- we serve as a sub-advisor to one or more Exchange-Traded Funds ("ETFs"); and
- we offer active management of Separately Managed Account portfolios ("SMAs") via proprietary models that can be accessed at third party investment advisors or dually registered broker-dealer and investment advisor firms, generally via sub-advisory agreements, dual- contract arrangements, or as part of a so-called "wrap" program.
- we serve as an investment adviser whereby our IAR(s) offer the Firm's SMA proprietary models directly to investment clients

Under wrap programs, Sponsor Firms (and the financial advisors at those Sponsor Firms) assist clients with the selection of CRCM to manage the assets in accounts maintained at the Sponsor Firm, collect CRCM's investment advisory fee on behalf of the client, monitor and evaluate CRCM's performance, and provide custodial and execution services for the client's assets.

CRCM does not currently participate in any wrap programs.

Advisory and Sub-Advisory Services in Separately Managed Accounts: Our Solution Descriptions

- **Tactical Solutions** - Our smarttactical™ Strategies enable a portfolio to be more adaptive to changing market environments. These strategies can invest in any exchange traded asset class and are not restricted by market cap, sector, or geographic location. They may also hold a substantial fixed income or cash position based upon our macrocast™ or microcast™ risk indicators.
- **Active Solutions** - Actively managed strategies seeking long-term growth of capital. Designed to remain

fully invested throughout the economic cycle, weathering market volatility, and generating alpha through stock selection.

- **Hybrid Solutions** - Our tax-effective hybrid model combines tactical and passive risk management solutions designed to be used in taxable accounts. The hybrid solution seeks to capture the risk reduction benefits of tactical management in a tax-efficient manner.
- **Passive Solutions** - Passive by nature, strategic by design—our asset allocation solutions offer a simple way to build a broadly diversified core portfolio. Available in allocation mixes spanning the target risk spectrum, our passive strategies establish a client's long-term base portfolio using low-cost, passive ETF products. While strategic adjustments are made on a year-to-year basis, these portfolios are designed to remain invested throughout the economic cycle and market fluctuations. Providing broad exposure to global equity, fixed income, and real estate markets, our passive solutions can be used as a standalone solution or in conjunction with our other strategies.

STRATEGY DESCRIPTIONS

TACTICAL SOLUTIONS - MACROCAST™ (MX)

- **Opportunity MX**

Investment Objective

The Opportunity MX Strategy is a tactical solution that seeks long-term growth of capital and attempts to mitigate drawdowns during economic downturns by reducing the strategy's equity exposure.

Investment Strategy

This strategy targets between 35-40 individual equity positions, though it may invest in ETF's or other exchange traded assets when needed. It can invest in any exchange traded asset class and is not restricted by market cap, sector, or geographic location. Based upon macrocast™ indicators, this strategy may hold a substantial fixed income or cash position as broader macroeconomic conditions deteriorate and are deemed unfavorable.

The Opportunity MX Strategy takes a dual-pronged approach to research and investment. The top-down macro analysis is driven by CRCM's proprietary risk model, macrocast™, which determines the strategy's equity allocation based on prevailing economic conditions. A deeper assessment of the market cycle drives equity positioning, and individual investments are selected using a bottom-up, fundamental approach. Through our dual approach, economic events are recognized for their potential to affect overall market returns while a deeper analysis of individual investments aims to incrementally add to potential returns.

- **Dynamic MX**

Investment Objective

The CRCM Dynamic MX Strategy is a tactical solution that seeks long-term growth of capital and attempts to mitigate drawdowns during economic downturns by reducing the strategy's equity exposure. The strategy invests exclusively in exchange-traded funds (ETFs).

Investment Strategy

This strategy targets between 17-20 ETF positions and utilizes a core/satellite approach to investing. It can invest in any exchange-traded fund (ETF), and it primarily invests in broad market index ETFs, sector- and industry-specific ETFs, as well as factor and style focused ETFs. Based upon macrocast™ indicators, this strategy may hold a substantial fixed income or cash position as broader macroeconomic conditions deteriorate and are deemed unfavorable.

The Dynamic MX Strategy is a flexible ETF strategy that takes a top-down approach to investing. The top-down macro analysis is driven by CRCM's proprietary risk model, macrocast™, which determines the strategy's equity allocation based on prevailing economic conditions. Intra-cycle analysis drives individual investments. Certain styles, factors and industries outperform at different stages of the market cycle, and Dynamic MX seeks to capitalize on these trends by making active sector bets and concentrated satellite investments in factor and industry-focused ETFs.

- **Core Demand MX**

Investment Objective

The Core Demand MX Strategy is a tactical solution that seeks long-term growth of capital and attempts to mitigate drawdowns during economic downturns by reducing the strategy's equity exposure.

Investment Strategy

This strategy targets between 35-40 individual equity positions. It can invest in any exchange traded asset class and is not restricted by market cap, sector, or geographic location. Based upon macrocast™ indicators, this strategy may hold a substantial fixed income or cash position as broader macroeconomic conditions deteriorate and are deemed unfavorable.

The Core Demand MX Strategy takes a dual-pronged approach to research and investment. The top-down macro analysis is driven by CRCM's proprietary risk model, macrocast™, which determines the strategy's equity allocation based on prevailing economic conditions. Individual investments are selected using a bottom-up, fundamental approach that leverages environmental, social, and governance (ESG) data to identify sustainable businesses.

By utilizing an ESG filter, the strategy seeks to identify financially-material environmental, social, and governance issues that may impact corporate performance. We subscribe to an independent third-party ESG data firm that provides company ESG ratings for equity securities. In addition to other factors, ESG ratings are incorporated into the strategy's investment framework as a means of identifying sustainable businesses. ESG ratings affect the investment selection process and the strategy's sell discipline, but they are not the sole consideration. The ESG ratings used are absolute measures of risk that measure a company's exposure to industry-specific material ESG risks and how well the company is managing those risks. The ESG filter allows the Core Demand MX Strategy to invest in any company with a rating of negligible to medium ESG risk severity, as defined by the data provider. We may buy issuers from a poorly ranking ESG sector, such as oil and gas production, if the issuer's rating falls within the previously defined range of eligible scores.

TACTICAL SOLUTIONS - MICROCAST™ (TX)

- **Opportunity TX**

Investment Objective

The Opportunity TX Strategy is a tactical solution that seeks moderate long-term growth of capital and attempts to mitigate market drawdowns during periods of elevated volatility and weakening market internals by reducing the strategy's equity exposure.

Investment Strategy

This strategy targets between 35-40 individual equity positions, though it may invest in ETF's or other exchange traded assets when needed. It can invest in any exchange traded asset class and is not restricted by market cap, sector, or geographic location. Based upon microcast™ indicators, this strategy's allocation to equities will adjust to the prevailing market environment and may hold a substantial fixed income or cash position when underlying market conditions are deemed unfavorable.

The Opportunity TX Strategy takes a dual-pronged approach to research and investment. The top-down market analysis is driven by CRCM's proprietary risk model, microcast™, which determines the strategy's equity allocation based on prevailing market conditions. A deeper assessment of the market cycle drives equity positioning, and individual investments are selected using a bottom-up, fundamental approach. Through our dual approach, underlying market conditions are recognized for their potential to impair overall market returns while a deeper analysis of individual investments aims to incrementally add to potential returns.

- **Dynamic TX**

Investment Objective

The Dynamic TX Strategy is a tactical solution that seeks moderate long-term growth of capital and attempts to mitigate market drawdowns during periods of elevated volatility and weakening market internals by reducing the strategy's equity exposure. The strategy invests exclusively in exchange-traded funds (ETFs).

Investment Strategy

This strategy targets between 17-20 ETF positions and utilizes a core/satellite approach to investing. It can invest in any exchange-traded fund (ETF), and it primarily invests in broad market index ETFs, sector- and industry-specific ETFs, as well as factor and style focused ETFs. Based upon microcast™ indicators, this strategy's allocation to equities will adjust to the prevailing market environment and may hold a substantial fixed income or cash position when underlying market conditions are deemed unfavorable.

The Dynamic TX Strategy is a flexible ETF strategy that takes a top-down approach to investing. The top-down market analysis is driven by CRCM's proprietary risk model, microcast™, which determines the strategy's equity allocation based on prevailing market conditions. Intra-cycle analysis drives individual investments. Certain styles, factors and industries outperform at different stages of the market cycle, and Dynamic TX seeks to capitalize on these trends by making active sector bets and concentrated satellite investments in factor and industry-focused ETFs.

- **Core Demand TX**

Investment Objective

The Core Demand TX Strategy is a tactical solution that seeks moderate long-term growth of capital and attempts to mitigate market drawdowns during periods of elevated volatility and weakening market internals by reducing the strategy's equity exposure.

Investment Strategy

This strategy targets between 35-40 individual equity positions. It can invest in any exchange traded asset class and is not restricted by market cap, sector, or geographic location. Based upon microcast™ indicators, this strategy's allocation to equities will adjust to the prevailing market environment and may hold a substantial fixed income or cash position when underlying market conditions are deemed unfavorable.

The Core Demand TX Strategy takes a dual-pronged approach to research and investment. The top-down market analysis is driven by CRCM's proprietary risk model, microcast™, which determines the strategy's

equity allocation based on prevailing market conditions. Individual investments are selected using a bottom-up, fundamental approach that leverages ESG data to identify sustainable businesses.

By utilizing an ESG filter, the strategy seeks to identify financially-material environmental, social, and governance issues that may impact corporate performance. We subscribe to an independent third-party ESG data firm that provides company ESG ratings for equity securities. In addition to other factors, ESG ratings are incorporated into the strategy's investment framework as a means of identifying sustainable businesses. ESG ratings affect the investment selection process and the strategy's sell discipline, but they are not the sole consideration. The ESG ratings used are absolute measures of risk that measure a company's exposure to industry-specific material ESG risks and how well the company is managing those risks. The ESG filter allows the Core Demand TX Strategy to invest in any company with a rating of negligible to medium ESG risk severity, as defined by the data provider. We may buy issuers from a poorly ranking ESG sector, such as oil and gas production, if the issuer's rating falls within the previously defined range of eligible scores.

ACTIVE SOLUTIONS

- **Core Demand**

Investment Objective

The Core Demand Strategy is an active solution that seeks long-term growth of capital.

Investment Strategy

This strategy targets between 35-40 individual equity positions. It can invest in any exchange traded asset class and is not restricted by market cap, sector, or geographic location. This actively managed strategy is designed to remain fully invested through market volatility and economic cycles.

Individual investments are selected using a bottom-up, fundamental approach that leverages environmental, social, and governance (ESG) data to identify sustainable businesses.

By utilizing an ESG filter, the strategy seeks to identify financially-material environmental, social, and governance issues that may impact corporate performance. We subscribe to an independent third-party ESG data firm that provides company ESG ratings for equity securities. In addition to other factors, ESG ratings are incorporated into the strategy's investment framework as a means of identifying sustainable businesses. ESG ratings affect the investment selection process and the strategy's sell discipline, but they are not the sole consideration. The ESG ratings used are absolute measures of risk that measure a company's exposure to industry-specific material ESG risks and how well the company is managing those risks. The ESG filter allows the Core Demand Strategy to invest in any company with a rating of negligible to medium ESG risk severity, as defined by the data provider. We may buy issuers from a poorly ranking ESG sector, such as oil and gas production, if the issuer's rating falls within the previously defined range of

eligible scores.

- **Select Q**

Investment Objective

The Select Q Strategy is an active solution that seeks long-term aggressive growth of capital.

Investment Strategy

This strategy targets 25 individual equity positions. This actively managed strategy is designed to remain fully invested through market volatility and economic cycles.

The Select Q Strategy is a concentrated, growth equity strategy seeking long-term capital appreciation through investments in innovative, large-cap growth stocks. The strategy selects 25 stocks from the Nasdaq-100 Index® using a multi-factor model to identify high-quality, high-growth businesses exhibiting positive earnings momentum.

- **Opportunity**

Investment Objective

The Opportunity Strategy is an active strategy that seeks long-term growth of capital.

Investment Strategy

This strategy targets between 35-40 individual equity positions, though it may invest in ETF's or other exchange traded assets when needed. It can invest in any exchange traded asset class and is not restricted by market cap, sector, or geographic location. This actively managed strategy is designed to remain fully invested through market volatility and economic cycles.

The Opportunity Strategy takes a dual-pronged approach to research and investment. Top-down macroeconomic analysis is utilized to assess the current market environment and drives portfolio-level positioning within the equity universe. Individual investments are selected using a bottom-up, fundamental approach. In combining top-down macroeconomic research with individual stock selection, economic events are recognized for their potential to affect overall market returns while a deeper analysis of individual investments aims to incrementally add to potential returns.

- **Dynamic**

Investment Objective

The Dynamic Strategy is an active solution that seeks long-term growth of capital. The strategy invests exclusively in exchange-traded funds (ETFs).

Investment Strategy

This strategy targets between 17-20 ETF positions and utilizes a core/satellite approach to investing. It can invest in any exchange-traded fund (ETF), and it primarily invests in broad market index ETFs, sector- and industry-specific ETFs, as well as factor and style focused ETFs. This actively managed strategy is designed to remain fully invested through market volatility and economic cycles.

The Dynamic ETF Strategy is a flexible ETF strategy that takes a top-down approach to investing. Individual investments are selected based off the firm's research and analysis of the market cycle. Certain styles, factors, and industries outperform at different stages of the market cycle, and Dynamic ETF seeks to capitalize on these trends by making active sector bets and concentrated satellite investments in factor and industry-focused ETFs.

- **Focus Growth**

Investment Objective

The Focus Growth Strategy is an active solution that seeks long-term aggressive growth of capital.

Investment Strategy

This strategy targets between 20-25 individual equity positions. This actively managed strategy is designed to remain invested through market volatility and economic cycles.

The Focus Growth Strategy is a concentrated, growth equity strategy seeking long-term capital appreciation through investments in high-quality growth stocks and emerging market leaders. The strategy aims to invests in companies with leading brands, innovative products or services, and unique competitive advantages supportive of long-term growth.

This strategy is no longer open to new investment, however there are still some legacy accounts invested in this strategy.

HYBRID SOLUTIONS

- **HELIX Series**

Investment Objective

The HELIX Series is a hybrid solution. The strategy's growth and risk objectives vary depending on the targeted allocation to equities and fixed income investments.

Investment Strategy

The foundation of HELIX is the strategy's investment in actively managed exchange-traded funds (ETFs) that take a tactical approach to investing. The core allocation to tactical ETFs is complemented by 8-15 broadly diversified ETFs with target allocations determined by the risk tolerance of the individual investor.

The HELIX Strategy combines strategic asset allocation with tactical risk management to create a diversified client solution. Specifically designed for taxable accounts, the HELIX series seeks to capture the risk reduction benefits of tactical management in a tax-efficient manner.

- **Buffered Outcome Strategies**

Buffered Outcome Strategies are constructed using a combination of multiple Buffered Exchange Traded Funds (ETFs). These strategies are designed to offer a different approach to risk management by enabling investors to participate in the growth potential of equity markets up to a stated cap, with a specific downside buffer.

Buffered ETFs are constructed with an actively managed basket of FLEX Options. FLEX Options allow for customized strike prices, underlying reference assets, and expiration dates. Having strike prices that expire on a designated date forms an outcome period. The combination of these options coming together results in the reference asset (or index) exposure, the buffer, and the cap of a Buffered ETF.

PASSIVE SOLUTIONS

- **MyPath Asset Allocation Portfolios™ (MAAP)**

Investment Strategy

myPath Asset Allocation Portfolios™ (MAAP) are passive, strategic asset allocation solutions focused on risk diversification. By investing in broad-based, passively managed exchange traded funds (ETFs), these portfolios aim to balance risk across major asset classes to reduce variability in returns.

Each portfolio's level of risk is embedded in the corresponding targeted allocation. Allocation percentages, strategic adjustments, and rebalances of the portfolios are guided by the firm's market outlook and the

variance of individual positions from their targeted allocations.

CRCM offers three MAAP strategies for clients to choose from:

- **MAAP Traditional** - provides a well-diversified asset allocation that can be used in any type of account.
- **MAAP Dividend** - provides a well-diversified asset allocation solution that focuses on income producing equity ETFs.
- **MAAP Tax-Aware** - provides a well-diversified asset allocation solution that utilizes municipal bond ETFs in an effort to produce a more tax-aware result.

Amount of Managed Assets

As of December 31, 2023, the Firm had approximately \$ 45,885,638 in assets under management.

Item 5: Fees and Compensation

Sub-Advisory Services

Our annual fees for Sub-Advised Separately Managed Account management are based upon a percentage of assets under management and generally range from 20 bps to 115bps

All fees paid to CRCM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus.

- **Helix**

CRCM will use ETFs for the entirety of client portfolios in the Helix strategies. The highest additional fee an investor should expect to pay would be 48bps (48/100 of 1%).

- **MAAP**

Clients invested in the MAAP strategies must choose a specific stock to bond ratio that meets their suitability and investment objectives. Allocations range from a 100% investment in stocks to a 100% investment in bonds. Fees will vary based upon the specific stock to bond ratio selected for the Client. The highest additional fee an investor should expect to pay for an investment in MAAP would be 31bps (31/100 of 1%) when MAAP is 100% invested in Fixed Income. Cost may change overtime due to changes in the fees charged by third party managed ETFs used in this strategy.

- **Dynamic**

The Dynamic strategy targets between 17-20 ETF positions. The highest additional fee an investor should expect to pay for an investment in Dynamic would be 9bps (9/100 of 1%).

- **Buffered Outcome Strategies**

Advisors of Clients invested in the Buffered Outcome Strategies must select the appropriate FLEX Options that meets the suitability and investment objectives of their clients. The Management Fee is asset based and will vary based upon the Client's investment in the strategy. In addition, the strategy utilizes a combination of multiple Buffered Exchange Traded Funds (ETFs). The highest additional fee an investor should expect to pay for an investment in the Buffered Outcome Strategies would be 79 bps (79/100 of 1%), which represents the cost of the Buffered ETFs.

Please note the costs of ETFs may change overtime due to changes in the fees charged by third party managed ETFs used in the above strategies.

Our fees are billed and collected through your custodian under the terms of our agreement. Custodial statements will reflect any fees deducted from the accounts. CRCM does not directly debit its advisory fees from client accounts.

We generally operate under a sub-advisory agreement with your primary advisor. Our fees are billed and collected by your primary advisor under the terms of our agreement with them, typically according to their schedule and practices. Custodial statements will reflect any fees deducted from the accounts. CRCM does not directly debit its advisory fees from client accounts.

A minimum of \$25,000 of assets under management is typically required for sub-advisory services. This account size is negotiable under certain circumstances and some models and programs have higher minimums than others. CRCM may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Because CRCM often provides its services through other investment advisors, your fee amounts, billing calculations, and the timing of your billing will follow the convention of your primary advisor and will often differ from the above.

Advisory Services

Our annual fees for Separately Managed Account management are based upon a percentage of assets under management and generally range from 75 bps to 170 bps.

A minimum of \$20 million of assets under management is typically required for advisory services. This account size is negotiable under certain circumstances and some models and programs have higher minimums than

others. CRCM may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

All fees paid to CRCM for investment advisory and sub-advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus.

- **Helix**

CRCM will use ETFs for the entirety of client portfolios in the Helix strategies. The highest additional fee an investor should expect to pay would be 48bps (48/100 of 1%).

- **MAAP**

Clients invested in the MAAP strategies must choose a specific stock to bond ratio that meets their suitability and investment objectives. Allocations range from a 100% investment in stocks to a 100% investment in bonds. Fees will vary based upon the specific stock to bond ratio selected for the Client. The highest additional fee an investor should expect to pay for an investment in MAAP would be 31bps (31/100 of 1%) when MAAP is 100% invested in Fixed Income. Cost may change overtime due to changes in the fees charged by third party managed ETFs used in this strategy.

- **Dynamic**

The Dynamic strategy targets between 17-20 ETF positions. The highest additional fee an investor should expect to pay for an investment in Dynamic would be 9bps (9/100 of 1%).

- **Buffered Outcome Strategies**

Advisors of Clients invested in the Buffered Outcome Strategies must select the appropriate FLEX Options that meets the suitability and investment objectives of their clients. The Management Fee is asset based and will vary based upon the Client's investment in the strategy. In addition, the strategy utilizes a combination of multiple Buffered Exchange Traded Funds (ETFs). The highest additional fee an investor should expect to pay for an investment in the Buffered Outcome Strategies would be 79 bps (79/100 of 1%), which represents the cost of the Buffered ETFs.

Please note the costs of ETFs may change overtime due to changes in the fees charged by third party managed ETFs used in the above strategies.

Limited Negotiability of Advisory Fees: Although CRCM has established the aforementioned fee schedule(s), with the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be

placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports, among other factors. The specific annual fee schedule is identified in the Investment Management Agreement (IMA) between the advisor and each client.

GENERAL INFORMATION

- ***Termination of an Advisory or Sub-Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.
- ***Mutual Fund Fees:*** All fees paid to CRCM for investment services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee and or a 12b-1 fee. CRCM will not utilize any Mutual Funds or ETFs that have a 12b-1 fees or sales charge.

A client could invest in a mutual fund directly, without our services. In that case the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Many fund families will also make available share classes that may offer reduced or no fee fund options. There may be restrictions on some of these funds. Our intent is to act in the best interests of our client and, therefore, we will endeavor to seek to purchase the most appropriate share class that is available at the client's account custodian. This may result in use of a share class which has higher internal fees than the lowest-price share class available if we feel that the cost associated with liquidity, lower transaction fees, or other factors outweigh the internal cost of that class. We do not participate in or receive the internal costs of non-affiliated funds which we use.

- ***Wrap Fee Programs and Separately Managed Account Fees:*** Clients participating in separately managed account programs will normally be charged various program fees in addition to the advisory fee charged by our firm. Such fees will include the investment advisory fees of the independent advisors, which can be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Portfolio transactions are generally executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately.

- ***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers, including, but not limited to, any custodial, service or transaction charges imposed by a broker-dealer. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.
- ***Limited Prepayment of Fees:*** Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.
- ***Cash and Cash Equivalents:*** As part of the portfolio management process, we will allocate cash and cash equivalents to the accounts we manage. We do this to reduce market exposure when we expect markets to drop, or to maintain cash balances according to client instructions. There will be times when we will have significant cash allocations in response to market conditions. We include the value of cash and cash equivalents when we calculate our fees.

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

CRCM does not charge performance-based fees.

Item 7: Types of Clients

CRCM offers advisory services to the following types of clients:

- Registered Investment Companies and Exchange Traded Fund
- Other Investment Advisers, other institutions as well as any client who invests \$20 million or more with the Firm

CRCM may elect to provide services to other clients as it sees fit.

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

METHODS OF ANALYSIS

CRCM may use any of the following methods of analysis in formulating their investment advice and/or managing client assets:

- ***Fundamental Analysis.*** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk,

as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

- **Technical Analysis.** We analyze past market movements and apply that analysis to the present to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.
- **Cyclical Analysis.** In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.
- **Quantitative Analysis.** We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share, price, or earnings per share, and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.
- **Qualitative Analysis.** We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement and predict changes to share price based on that data. A risk in using qualitative analysis is that our subjective judgment may prove incorrect.
- **Asset Allocation.** Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

- **Environmental, Sustainability, and Governance ("ESG") Analysis.** We do not offer portfolios where ESG issues are the sole consideration. However, in addition to other factors, ESG data is incorporated into the investment framework of CRCM's Core Demand Strategies (MX, TX and Active) as a means of identifying sustainable businesses as we describe above in Item 4.
- **Mutual Fund and/or ETF Analysis.** We look at the experience and track record of the manager of the mutual fund or ETF to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other fund(s) in the client's portfolio. We also monitor the funds or ETFs to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

- **Risks for all forms of analysis.** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We may use any of the following strategies in managing client portfolios consistent with the portfolio's investment objectives, among other considerations:

- **Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when:
 - we believe the securities to be currently undervalued, and/or
 - we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

- **Short-term purchases.** When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.
- **Short sales.** We borrow shares of a stock for your portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We engage in short selling based on our determination that the stock will go down in price after we have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit.

RISK

- **Risk of Loss.** Clients should understand that investing in any securities, including mutual funds, involves a risk of loss of both income and principal. We ask that you work with us to help us understand your tolerance for risk.
- **Risk of Conflict Related to Third-Party ETFs** - CRCM will, when appropriate, use third party funds and/or ETFs as part of some of its portfolios, according to our agreement with you. The Firm may select funds and ETFs from among those managed by fund companies which service, advise, or sponsor CRCM-advised funds. This is a potential conflict of interest, as CRCM may have tangible or intangible incentives to select funds from those business partners.
- **Risks related to the Buffered Outcome Strategies** - There is no guarantee that the Buffered Outcome ETFs allocation techniques and decisions will produce the desired results. There can be no assurance that any investment product or strategy will achieve its investment objective(s). Investing involves risk, including the entire loss of principal invested. Diversification neither assures a profit nor guarantees against loss in a declining market. Investors may lose their entire investment, regardless of when they purchase shares, and even if they hold shares for an entire Outcome Period.

The full extent of Caps and Buffers only apply if held for stated Outcome Period and are not guaranteed. The Cap may increase or decrease and may vary significantly. The ETFs return may not match or achieve a high degree of correlation with the return of the Index. An investor that purchases Fund Shares after the Outcome Period has begun or sells Fund Shares prior to the end of the Outcome Period may experience results that are very different from the investment objective sought by the Fund for that Outcome Period. There is no guarantee that the Cap will remain the same at the end of the Outcome Period.

FLEX Options are customized equity or index options contracts that trade on an exchange but provide investors with the ability to customize key contract terms like exercise prices, styles, and expiration dates. An options contract is an agreement between a buyer and seller that gives the purchaser of the option the right, but not the obligation, to buy (in the case of a call option), or to sell (in the case of a put option), a particular asset as a specified future date at an agreed upon price (commonly known as the “strike price”).

FLEX Options Risk: Buffered ETFs utilize FLEX Options issued and guaranteed for settlement by the Options Clearing Corporation (“OCC”). The Fund bears the risk that the OCC will be unable or unwilling to perform its obligations under the FLEX Options contracts. In the unlikely event that the OCC becomes insolvent or is otherwise unable to meet its settlement obligations, the Fund could suffer significant losses.

A new or smaller fund is subject to the risk that its performance may not represent how the fund is expected to or may perform in the long term. In addition, new funds have limited operating histories for investors to evaluate and new and smaller funds may not attract sufficient assets to achieve investment and trading efficiencies.

- **Conflicts related to Multiple Clients** - CRCM manages assets for both Advisory and Sub-Advisory clients. To avoid any conflicts that may arise with the sending the trade orders for each client’s investment when transacting in the same security. CRCM has implemented a trade rotation process, which

randomly selects the order each client's account is sent to the custodian or advisor for execution. All Advisory and sub-advisory accounts transacting in security will be included in the trade rotation.

Other Risks

- ***Service Provider Concentration Risk.*** An Adviser may at certain times have a material portion of its assets exposed to the credit risk of a particular custodian, futures clearer, broker, clearinghouse, exchange, or counterparty. Such a concentration could magnify the risks to the Adviser of a failure of one or more of such custodians, futures clearers, brokers, clearinghouses, exchanges, or counterparties. The Adviser is also reliant upon the proper performance of duties and obligations of their respective service providers. The Adviser may be adversely impacted in a material manner if one or more of the service providers to the strategy or Adviser fail to adequately perform their functions. In addition, key activities undertaken in connection with Adviser's operations may be concentrated in one or more service providers, which may expose the Adviser to risks if one or more of such service providers does not provide—or becomes incapable of providing—services in the normal course.

Item 9: Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

We have no information to disclose in this section.

In general, any investment advisor firm or advisory representative that has any disciplinary disclosure will have that record available on the Investment Adviser Public Disclosure site (<https://adviserinfo.sec.gov/>). CRCM's form ADV is available at: <https://adviserinfo.sec.gov/firm/summary/305063>. Information can also be found on FINRA's Broker Check website (<https://brokercheck.finra.org/>) or by calling toll free at 800-289-9999.

Item 10: Other Financial Industry Activities and Affiliations

In addition to offering advisory and sub-advisory services to institutionally oriented accounts through CRCM, personnel of the Firm are also Representatives at Corbett Road Wealth Management, LLC ("CRWM"), a dba name for Spire Wealth Management LLC. Spire Wealth Management, LLC is an SEC-registered investment advisor providing services similar services as CRCM but to individual investors. This segregation by client type is one of the ways the firm mitigates its conflicts of interest and differentiates between the two entities.

Some personnel of CRCM are separately licensed as registered representatives of Spire Securities, LLC, a FINRA registered broker-dealer, and/or Spire Wealth Management, LLC. Individuals registered with Spire Securities, LLC can effect securities transactions for which they will receive separate, yet customary, compensation.

One Management professional of our firm, in his individual capacity, is an independent insurance agent. He is licensed to sell Insurance in several states.

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

CRCM has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

CRCM and its personnel owe a duty of loyalty, fairness, and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of securities transactions reports of CRCM employees who are involved in client account management or have access to information about our management process ("Access Persons"). Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering by Access Persons. Our code also provides for oversight, enforcement, and recordkeeping provisions.

CRCM's Code of Ethics further includes the Firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients by request sent to scott.airey@croadcap.com, or by calling 703-748-5833.

CRCM and individuals associated with our firm are prohibited from engaging in principal transactions with our clients as well as any agency cross transactions.

Item 12: Brokerage Practices

CRCM does not currently execute transactions on behalf of its clients. All transactions are submitted to a qualified Custodian selected by the client or the Advisor in the case of sub-advisory accounts, for execution.

CRCM requires that clients provide the Firm with discretionary authority to place transactions on their behalf. This is accomplished through CRCM's Investment Management Agreement (IMA). Clients may include any limitations on this discretionary authority in its IMA. Clients may change/amend these limitations as required. All amendments must be provided to CRCM in writing.

By using Custodians, clients may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction. 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 a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness.

Trading Practices

CRCM does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

As a matter of practice, CRCM may, but is not required to, block client trades and allocate accordingly. Our clients may receive volume discounts due to this blocking.

When CRCM makes changes to one or more of its investment models, CRCM will transmit orders to one platform at a time. The order of these transmissions is rotated randomly to avoid preferential treatment for one platform over another. If, in our sole judgment, circumstances dictate that we amend this procedure in the interest of equitable treatment of our clients, we will do so without notice.

Transactions for each client account generally will be executed independently unless the firm decides to purchase or sell the same securities for several clients at approximately the same time. CRCM may (but is not obligated to) combine or "batch" such orders in an effort to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among its **client's** differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently.

Under this procedure, transactions will be averaged as to price and transaction costs and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. If CRCM cannot obtain execution of all the combined orders at prices or for transactions costs that it believes are desirable, the firm will allocate the securities that it does buy or sell as part of the combined orders by following our order allocation procedures. CRCM will aggregate and allocate trades when it believes, in its sole judgment, that it is to the benefit of its clients. However, this process may result in external commissions, transaction costs, and other custodial and processing fees which are not included in your fees or in wrap program fees and which may not be readily apparent. These costs are not charged by CRCM and do not benefit the firm or its personnel.

Item 13: Review of Accounts

While the underlying securities within the accounts we manage are continually monitored, accounts will be further reviewed at least monthly by the CCO and annually by supervisors. Portfolios are reviewed in the context of each portfolio's stated investment objectives and guidelines as provided to CRCM by the client's primary adviser's choice of models and strategies. More frequent reviews may be triggered by material changes in variables such as the market, political or economic environment.

For accounts where CRCM operates under sub-advisory agreements with their Clients, CRCM relies on the

client's primary adviser to inform the Firm of any updates required to the model and strategy selections utilized based on any changes to a client's needs, objectives, risk tolerance, or individual circumstances.

For accounts where CRCM operates under an advisory agreement, CRCM's IAR will work directly with the client to understand any updates that require the model and strategy selections to meet the client's needs, objectives, risk tolerance, or individual circumstances.

Item 14: Client Referrals and Other Compensation

CLIENT REFERRALS

CRCM does not compensate clients or third parties for referrals, respectively known as testimonials and endorsements under Rule 206(4)-1 of the Investment Advisors Act (the "Marketing Rule"). Should this practice change, CRCM will follow the conditions outlined in the Marketing Rule which provide for:

- ***Disclosures of certain information.*** Advisers are required to provide certain clear and prominent summary disclosures, as well as additional disclosure related to terms of compensation and material conflicts of interest.
- ***Adviser oversight and compliance.*** Advisers must have a reasonable basis to believe that any testimonial or endorsement complies with the requirements of the Rule. Additionally, advisers may be required to have a written agreement with any person giving a compensated testimonial or endorsement that describes the scope of the agreed upon activities and terms of compensation.
- ***No disqualification.*** The Rule prohibits an adviser from compensating a person, directly or indirectly, for a testimonial or endorsement if the adviser knows, or in the exercise of reasonable care should know, that the person giving the testimonial or endorsement is an ineligible person at the time of dissemination.

Other Compensation

It is the Firm's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards, or other prizes, from a nonclient in conjunction with the advisory services we provide to our clients.

Item 15: Custody

Under government regulations, CRCM is deemed to have custody of a client's assets if the client authorizes us to instruct our custodians to deduct our advisory fees directly from the client's account. Our custodians and program sponsors maintain actual custody of clients' assets.

CRCM is not required to have an annual surprise accounting examination.

CRCM will calculate fees for each client and submit the information to the client's custodian. Fees will be debited directly from the client's account.

Because the custodian does not calculate the client's fee that is deducted from their account, clients should carefully review their custodial statements to verify the accuracy of the fee calculation amongst other important information contained in their account statements. Account statements are typically sent by the custodian at least quarterly. If a client should notice a discrepancy in their fee calculation, they should contact CRCM directly to discuss any possible errors in their statement.

Item 16: Investment Discretion

CRCM requires clients to provide investment discretion, meaning that CRCM will be able to place trades in a client's account without contacting them prior to each trade to obtain permission. This authorization of discretionary authority is provided when a client signs a discretionary IMA with CRCM.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Item 17: Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for

- directing the way proxies solicited by issuers of securities beneficially owned by the client shall be voted, and
- making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.

Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions.

In addition, CRCM will not accept responsibility for assisting with any class actions on behalf of clients.

CRCM acts as sub-advisor to one or more Exchange-Traded Funds. Where we provide such services, we will defer to the Adviser's policies and procedures for proxy voting though we will not vote proxies ourselves.

Item 18: Financial Information

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations.

CRCM has no such financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client, more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

CRCM has not been the subject of a bankruptcy petition at any time during the past ten years.