

**ITEM 1. COVER PAGE FOR PART 2A OF FORM ADV:
FIRM BROCHURE
March 2024**



**JUNCTURE ASSET MANAGEMENT, LLC
8777 E. VIA DE VENTURA, SUITE 120
SCOTTSDALE, AZ 85258
P: (480) 253-4100**

**FIRM CONTACT:
JACK BARKER,
CHIEF COMPLIANCE OFFICER**

This brochure provides information about the qualifications and business practices of Juncture Asset Management, LLC. If you have any questions about the contents of this brochure, please contact Jack Barker, Chief Compliance Officer, at 480-253-4100 or by email at jbarker@Juncturewealth.com. 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 Juncture Asset Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov by searching CRD#: 306349.

Please note that the use of the term "registered investment adviser" and description of Juncture Asset Management, LLC and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

**ITEM 2. MATERIAL CHANGES TO OUR PART 2A OF
FORM ADV: FIRM BROCHURE**

Juncture Asset Management, LLC (“JAM”) is required to make clients aware of information that has changed since our firm’s most recent annual amendment filed with the SEC on March 28, 2023. Clients can then determine whether to review the brochure in its entirety or to contact us with questions about the changes.

JAM has no material changes to report since its last filing.

ITEM 3. TABLE OF CONTENTS

<u>Section:</u>	<u>Page(s):</u>
Item 1. Cover Page.....	1
Item 2. Material Changes to our Part 2A.....	2
Item 3. Table of Contents.....	3
Item 4. Advisory business.....	4
Item 5. Fees and compensation	5
Item 6. Performance-based fees and side-by-side management.....	6
Item 7. Types of clients and account requirements	6
Item 8. Methods of analysis, investment strategies and risk of loss	7
Item 9. Disciplinary information.....	11
Item 10. Other financial industry activities and affiliations	11
Item 11. Code of ethics, participation or interest in client transactions and personal trading	11
Item 12. Brokerage practices.....	12
Item 13. Review of accounts or financial plans.....	14
Item 14. Client referrals and other compensation.....	15
Item 15. Custody	15
Item 16. Investment discretion.....	16
Item 17. Voting client securities.....	16
Item 18. Financial information	17

ITEM 4. ADVISORY BUSINESS

We are dedicated to providing individuals and other types of clients with a wide array of investment advisory services. JAM was established in 2019 and is engaged in providing discretionary advisory services to clients through sub-advisory relationships with third party Advisers. Prior to establishing JAM, the firm and its employees provided advisory services directly to JAM's clients under a separate registered entity, Juncture Wealth Strategies, LLC (CRD# 298110). JAM is registered with the SEC as a related adviser to Juncture Wealth Strategies ("JWS").

Juncture, Inc., an Arizona S Corporation, is principally owned by Barry Rhonemus, Jack Barker, and Bradley Haines and is the sole owner/member of the following registered investment advisers ("RIA"):

- JAM, a limited liability company organized in the state of Arizona, formed to provide portfolio management services primarily as a subadvisor to other RIAs. JAM is registered with the SEC as an investment adviser and files as a related adviser to Juncture Wealth Strategies.
- JWS, a limited liability company organized in the state of Delaware, formed to provide investment advice through Investment Advisor Representatives who are not securities licensed. JWS is registered with the SEC as an investment adviser.

Description of Advisory Services

JAM serves as a sub-advisor and/or separate account manager to perform portfolio management services for clients of advisors ("Primary Advisor") who may be affiliated or unaffiliated with JAM. JAM may or may not have a separate service contract directly with the client but, rather, be delegated discretionary investment management powers through the contract between Primary Advisor and the client. A separate fee will be paid by the client that will be in addition to the fee paid by the client to the Primary Advisor. JAM will provide clients reasonable access to its managers while its services will be limited to, among other things, the portfolio management duties detailed in the agreement between JAM and the Primary Advisor. The Primary Advisor will retain the obligations of meeting with the client, determining the suitability of investments based on the client's financial background and related goals, understanding the client's risk tolerance, developing a written investment policy statement ("Investment Objectives"), and communicating with JAM any changes to the client's situation (including restrictions) that may impact the selected investment strategies.

Each portfolio is designed to meet a particular investment goal. We emphasize disciplined and frequent account supervision. Portfolios are rebalanced in response to market conditions in an effort to maintain the appropriate risk level as well as to benefit from changes in relative price movements of different investments. If the account holder experiences any significant changes to his/her financial or personal circumstances, the account holder must notify his or her Primary Advisor so that JAM can consider such information in managing the client's investments. We prefer that clients do not impose restrictions on investing in certain securities or types of securities, but we will consider and strive to accommodate reasonable requests which we feel we can do in an effective manner.

Participation in Wrap Fee Programs and Standalone Financial Planning/Consulting

We do not offer wrap fee programs nor do we offer financial planning/consulting as a standalone service for a fee.

JAM clients may receive financial planning services through Juncture Wealth Strategies or other Primary Advisors. Such services are optional and at the discretion of each client. JAM does not receive any fees should a client decide to engage any Primary Advisor for financial planning services.

Regulatory Assets under Management

As of December 31, 2023, JAM managed \$352,540,684 on a discretionary basis and \$10,888,330 on a non-discretionary basis. Most of these assets are also considered Asset Under Management by JAM's related adviser, Juncture Wealth Strategies.

ITEM 5. FEES AND COMPENSATION

We are required to describe our brokerage, custody, fees and fund expenses so you will know how much you are charged and by whom for our advisory services provided to you.

Compensation for Advisory Services

Portfolio Management when serving as a Sub-Advisor:

Management Fees range up to .65 percent and are based on the allocation between ETF Models, equities and fixed income securities within the managed account.

Our firm's fees are billed on a pro-rata annualized basis in arrears based on the value of the client's assets on the last day of the month if fees are paid monthly, or the last day of the quarter, if paid quarterly. Frequency of payment may be either monthly or quarterly depending on JAM's agreement with the Primary Advisor.

When serving as subadvisor to Juncture Wealth Strategies, JAM's portion of the overall fee charged by Juncture Wealth Strategies will be attributable to the Portfolio Management Services managed by JAM. Legacy clients of Juncture Wealth Strategies will not incur additional fees for engaging the services of both JAM and Juncture Wealth Strategies.

For relationships where JAM is appointed as the subadvisor for unaffiliated Primary Advisor clients, JAM fees are charged as disclosed above. For such relationships, JAM does not have any insight as to whether the fees charged by JAM are additional to fees charged for any other services conducted by unaffiliated Primary Advisors. Our maximum fees are disclosed above.

Fees may be negotiated on a client-by-client basis, taking into account the scope of engagement, assets to be placed under management, and related accounts, among other factors. Discounts may be offered to family members and friends of associated persons of our firm.

Fees may be automatically deducted from the client's managed account or remitted to JAM by the Primary Advisor. In rare cases, we will agree to directly bill clients. As part of this process, the client understands and acknowledges the following:

- a) The client's independent custodian sends statements at least quarterly to the Client showing all disbursements for the account, including the amount of the advisory fees paid to us;
- b) The Client provides authorization permitting us to be directly paid by these terms;
- c) If we send a copy of our invoice to the Client, we send a copy of our invoice to the independent custodian at the same time; and
- d) If we send a copy of our invoice to the client, our invoice includes a legend as required by paragraph (a)(2) of Rule 206(4)-2 under the Investment Advisers Act of 1940 that urges the client to compare information provided in their statements with those from the qualified custodian.

Other Fees

Clients will incur transaction charges by their chosen custodian for trades executed in their accounts. These transaction fees are separate from JAM's fees and will be disclosed by the firm through which the trades are executed. Also, clients will pay the following separately incurred expenses which we do not receive any part: charges/fees imposed directly by a mutual fund, index fund, money market funds, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses). Clients (or their authorized adviser of a discretionary account) are provided a copy of a fund prospectus for each fund in which they invest by their custodian or by the fund sponsor rather than by JAM. As required by law, a prospectus represents the fund's complete disclosure of its management and fee structure. In addition, a fund's prospectus can be obtained directly from the fund.

Charges Following Termination

We charge our advisory fees in arrears. A client wishing to terminate our services, needs to contact us in writing and state that the client wishes to cancel this Agreement. Upon receipt of the letter of termination, we will proceed to close the account and charge a pro-rata advisory fee for services rendered up to the point of termination.

Commissionable Securities Sales

Our firm and representatives do not sell securities for a commission in advisory accounts.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge performance fees to our clients.

ITEM 7. TYPES OF CLIENTS AND ACCOUNT REQUIREMENTS

Through the sub-advisory relationships, JAM provides discretionary and non-discretionary advisory services to the following types of clients:

- Individuals and High Net Worth Individuals;

- Trusts, Estates or Charitable Organizations; and
- Pension or Profit Sharing Plans.

We may group certain related client accounts for the purposes of determining the annualized fee.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

- Behavioral;
- Fundamental;
- Quantitative;
- Technical.

Investment Strategies We Use

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- Long term purchases (securities held at least a year);
- Short term purchases (securities sold within a year);
- Option Strategies, including writing covered calls and purchasing uncovered index options.

Cash Balances In Client Accounts

We generally invest client's cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, we try to achieve the highest return on our client's cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services.

Risks:

The description below is an overview of the risks entailed in JAM's investment strategies and is not intended to be complete. All investing involves the risk of loss and the investment strategy offered by JAM could lose money over short or long periods. Performance could be hurt by a number of different market risks including but not limited to:

Market Risk - The success of Client account activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations and controls, national and international political circumstances and, pandemics or any other serious public health concerns. These factors may affect the level of volatility of securities prices and the liquidity of

investments in Client accounts. Such volatility or illiquidity could impair profitability or result in losses.

Equity Securities - Equity investments are volatile and will increase or decrease in value based upon issuer, economic, market and other factors. Small capitalization stocks generally involve higher risks in some respects than do investments in stocks of larger companies and may be more volatile. The securities of non-U.S. issuers also involve a high degree of risk because of, among other factors, the lack of public information with respect to such issuers, less governmental regulation of stock exchanges and issuers of securities traded on such exchanges and the absence of uniform accounting, auditing and financial reporting standards. The non-U.S. domicile of such issuers and currency fluctuations may also be factors in the assessment of financial risk to the investor. Foreign securities markets are often less liquid than U.S. securities markets, which may make the disposition of non-U.S. securities more difficult. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile.

Fixed Income Securities - Investments in fixed income securities are subject to credit, liquidity, prepayment, and interest rate risks, any of which may adversely impact the price of the security and result in a loss. The municipal market can be significantly affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.

Options - A call option allows the purchasing investor, for a premium, to purchase from the selling investor the right to buy the underlying security, currency or other asset at the exercise price, while a put option allows the purchasing investor to require the writing investor to purchase the underlying security, currency or other asset at the specified exercise price. Purchasing and writing (i.e. selling) options are highly specialized activities and entail significant risks.

The risks involved in writing a call option include possible increases in the market value of the underlying asset caused by rising stock prices, declining interest rates or other factors. If this occurred, the option could be exercised and the underlying security, currency or other asset would then be sold by the client at a lower price than its current market value. If a call option purchased by the client were permitted to expire without being sold or exercised, the client would lose the entire premium it paid for the option.

The risk involved in writing a put option include the possible decreases in the value of the underlying asset caused by declining stock prices, rising interest rates or other factors. If this occurred, the option could be exercised, and the client would be required to purchase the underlying security, currency or other asset at a price higher than its current market value. If a put option purchased by a client were permitted to expire without being sold or exercised, the client would lose the entire premium it paid for the option.

Mutual Funds and Exchange-Traded Funds (ETFs) - Mutual funds and ETFs are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments following the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small-cap or speculative companies, uses leverage - borrows money to a significant degree, or concentrates in a particular type of security rather than balancing the fund with different security types. ETFs differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other

publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. The difference between the bid price and the ask price is often referred to as the "spread." The spread varies over time based on the ETF's trading volume and market liquidity, and is generally lower if the ETF has a lot of trading volume and market liquidity and higher if the ETF has little trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940 like traditional mutual funds, some ETFs, in particular those that invest in commodities, are not registered as an investment company. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Further, while some mutual funds are "no-load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees, which can also reduce returns. ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or another benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks daily, mathematical compounding may prevent the ETF from correlating with the performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index but are expected to yield similar performance.

Money Market Funds - A money market fund is technically a security. The fund managers attempt to keep the share price constant at \$1/share. However, there is no guarantee that the share price will stay at \$1/share. If the share price goes down, you can lose some or all of your principal. The U.S. Securities and Exchange Commission notes that "While investor losses in money market funds have been rare, they are possible." In return for this risk, you should earn a greater return on your cash than you would expect from a Federal Deposit Insurance Corporation ("FDIC") insured savings account (money market funds are not FDIC insured). Money market fund rates are also variable. If it goes up, that may result in a positive outcome. However, if it goes down and you earn less than expected, you may need more cash. Because money market funds are generally considered safer than other investments like stocks, long-term average returns on money market funds tend to be less than long-term average returns on riskier investments. Over long periods, inflation can eat away at your returns.

Inflation and Interest Rate Risk - Security prices and portfolio returns will likely vary in response to inflation and interest rates changes. Inflation causes future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed-income investments to decline.

Hedging - Hedging strategies are intended to limit or reduce investment risk but may also limit or reduce the potential for profit and may even increase losses. Juncture may utilize financial instruments for clients to hedge against fluctuations in the value of its investments caused by such things as changes in exchange rates, changes in interest rates, changes in commodity prices and fluctuations in the equity markets in general. Hedging does not eliminate fluctuations in the investment's value or prevent losses, but establishes other positions designed to gain from the underlying causes of such fluctuations or losses. Hedging also limits the opportunity for gain if the value of an investment increases. Moreover, an attempt to hedge against a risk may simply fail, or cost more than the protection it provides. For example, the cost of options is related, in part, to the degree of volatility of the underlying securities. Accordingly, options on highly volatile securities may be more expensive than losses caused by the related fluctuations in those securities.

Cybersecurity - JAM and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. A cybersecurity breach could expose both JAM, and its Client accounts to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage), civil liability as well as regulatory inquiry and/or action. While JAM has established policies and procedures to seek to prevent cybersecurity breaches, there are inherent limitations in such plans, strategies, systems, policies and procedures including the possibility that certain risks have not been identified. Furthermore, JAM and its Clients cannot control the cybersecurity plans, strategies, systems, policies and procedures put in place by other service providers used by JAM and/or the issuers in which Client accounts invest.

Work From Home/Travel Restrictions - In addition, in response to the spread of COVID-19, many businesses, including JAM, have encouraged or mandated that their personnel work from home in an effort to help slow the spread of the coronavirus pandemic. Notwithstanding such precautionary measures, JAM may still experience a significant increase in illness of their respective personnel. In addition, the operations of JAM in certain jurisdictions could be adversely impacted through quarantine measures and travel restrictions imposed on key personnel. Finally, to the extent personnel rely more heavily on external sources for information and technology systems for their business-related communications and information sharing, that business will likely be more vulnerable to cybersecurity incidents and cyberattacks and could have more difficulty resuming normal operations in the event it is the target of such incident or attack.

Force Majeure or other Risks - Investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, failure of technology, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability of a party (including a service provider to a Fund or a Portfolio Company) to perform its obligations until it is able to remedy the force majeure event. These risks could, among other effects, adversely impact the cash flows available from a portfolio company. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries such as the United States in which clients may invest. Prolonged changes in climatic conditions may also have significant impact on the revenues, expenses and conditions of certain client investments.

The investment risks described above represent some but not all of the risks associated with various types of investments and investment strategies. Clients should carefully evaluate all applicable risks with any investment or investment strategy, and realize that investing in securities involves risk of loss that Clients should be prepared to bear.

ITEM 9. DISCIPLINARY INFORMATION

Neither our firm nor management has disciplinary information to disclose.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Insurance Agent:

Certain representatives of our firm are also licensed insurance agents. They may offer insurance and annuity products through Juncture Wealth Strategies and receive customary fees as a result of insurance sales. A conflict of interest may arise as these insurance sales may create an incentive to recommend products based on the compensation such representatives may earn. Clients are not obligated to purchase insurance products through JAM or implement any recommendations. Clients are reminded that they may purchase insurance products through other, non-affiliated insurance agencies and/or agents.

Certified Public Accountant:

Certain representatives of our firm are Certified Public Accountants. They do not provide income tax preparation or accounting services through JAM. Any tax advice provided to clients in conjunction with investment or financial planning is purely incidental and at no costs to the clients. The client's own accounting professional shall ultimately determine all tax issues relevant to the client's situation.

Referral of Professionals

JAM personnel may make recommendations to the client that may include the referral of an accountant, attorney, or another specialist ("Professional"), as appropriate to the client's needs. The client is not obligated to implement any recommendation. Also, no fees will be incurred by the client prior to signing a separate engagement contract directly with such Professional.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, through our related adviser, Juncture Wealth Strategies, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction

reporting requirement for all of our associates. In order to minimize these conflicts of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics and personal trading policies.

Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

ITEM 12. BROKERAGE PRACTICES

Selection of Brokerage Firms

Upon client request, we will recommend a custodian who will hold a client's assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services.

We consider a wide range of factors, including, among others:

- Ability to maintain the confidentiality of trading intentions
- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Liquidity of the securities traded
- Willingness to commit capital
- Ability to place trades in difficult market environments
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition
- Business reputation

With this in consideration, our firm recommends Charles Schwab ("Schwab") and U.S. Bank (collectively the "Custodians"). Under the arrangement with our Custodians, we receive services which include, among others, brokerage, custodial, administrative support, record keeping and related services

that are intended to support our firm in conducting business and in serving the best interests of our clients but that may benefit our firm.

Research and Other Soft Dollar Benefits

JAM does not maintain any formal soft dollar arrangements. However, our Custodians may make certain research and brokerage services available at no additional cost to our firm. These services may be directly from independent research companies, as selected by our firm (within specific parameters). Research products and services provided by our Custodians may include research reports on recommendations or other information about particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities.

The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense. As such, we may have an incentive to continue to use or expand the use of a particular Custodian's services. Our firm examined this potential conflict of interest when we chose to enter into the relationship with our Custodians and we have determined that the relationship is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

Our Custodians may charge and retain transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). The Custodians enable us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Their commission rates are generally discounted from customary retail commission rates.

Our clients may pay a transaction fee to our Custodians that is higher than another qualified broker dealer might charge to effect the same transaction where we determine in good faith that the charge is reasonable in relation to the value of the brokerage and research services received. 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. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible transaction charges for specific client account transactions.

New client accounts that transition to our Custodians from a previous Custodian/broker-dealer may experience transition and liquidation fees charged by the previous Custodian/broker-dealer. Our Custodians may elect to directly reimburse client accounts for those fees/charges incurred due to the liquidation of holdings or transfer fees. None of these dollars are received by JWS.

We do not acquire products and services with client brokerage commissions or direct client transactions to a particular broker-dealer in return for soft dollar benefits.

Brokerage for Client Referrals

Our firm does not direct client transactions to a particular broker-dealer in return for client referrals.

Client Directed Brokerage

Neither we nor any of our firm's related person have discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. Our firm recommends the use of Schwab. Each client will be required to establish their account(s) with their Custodian if not already done. Please note that not all advisers have this requirement.

We allow clients to direct brokerage. However, in such arrangement, we may be unable to achieve the most favorable execution of client transactions. Client directed brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

Special Considerations for ERISA Clients:

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, we will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

Trade Aggregation and Allocation

We perform investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when we believe that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

ITEM 13. REVIEW OF ACCOUNTS OR FINANCIAL PLANS

Client accounts are actively managed on a continuous basis. We review accounts on at least an annual basis with the Primary Advisor to confirm that clients' allocations are in line with the investment objectives, appropriately positioned based on market conditions, and conforming with investment policies. Only our Chief Investment Officer and his team will conduct reviews.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

We may provide written reports to Primary Advisors or clients when we conduct a review of a portfolio(s) we manage on a discretionary basis. Verbal reports to clients take place on an ad hoc basis as circumstances warrant.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

We receive an economic benefit from our Custodians in the form of the support products and services they make available to us. These products and services, how they benefit us, and the related conflicts of interest are described above (*see Item 12 –Brokerage Practices*). The availability to us of our Custodian's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Product Sponsor Funded Events

In an effort to keep our clients informed as to the services we offer and the various insurance products we utilize, our firm occasionally attends events hosted by insurance companies. These events are educational in nature and are not dependent upon the use of any specific products. While a conflict of interest may exist given that these events can be fully paid-for by insurance groups/companies, any benefit received from these sponsors is used for the education of our clients, and we will always adhere to our fiduciary duties in selecting appropriate insurance products for our clients.

ITEM 15. CUSTODY

All our clients receive at least quarterly account statements directly from their custodians. Upon opening an account with a qualified custodian on a client's behalf, we promptly notify the client in writing of the qualified custodian's contact information. If we decide to also send account statements to clients, such notice and account statements include a legend that recommends that the client compare the account statements received from the qualified custodian with those received from our firm.

The SEC issued a no-action letter ("Letter") with respect to the Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with the account custodian:

- The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.

- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client's qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

ITEM 16. INVESTMENT DISCRETION

Upon a signed discretionary investment advisory agreement with a client or a sub-advisory agreement with an advisor, our firm will accept discretionary authority to manage accounts designated by clients in such agreement. Clients may limit our discretionary authority by signing a separate non-discretionary agreement in which we are not authorized to effect transactions without prior approval of the client.

ITEM 17. VOTING CLIENT SECURITIES

Proxy Voting

We have and will accept the proxy authority to vote client securities. SEC Rule 206(4)-6 requires investment advisers who have voting authority with respect to securities held in their clients' accounts to monitor corporate actions and vote proxies in their clients' interests. We are required by the SEC to adopt written policies and procedures, make those policies and procedures available to clients, and retain certain records with respect to proxy votes cast.

Our firm votes client proxies when authorized to do so in writing by a client. We understand our duty to vote client proxies and to do so in the best interest of our clients. Furthermore, we understand that any material conflicts between our interests and those of our clients with regard to proxy voting must be resolved before proxies are voted. We subscribe to a proxy monitor and voting agent service offered by Broadridge Investor Communication Solutions, Inc. ("Broadridge"), which includes access to proxy analyses with research and vote recommendations from Glass, Lewis & Company ("Glass Lewis"). Our firm will generally vote in accordance with the recommendations of Glass Lewis, but may vote in a different fashion on particular votes if we determine that such actions are in the best interest of our clients. Where applicable, we will consider any specific voting guidelines designated in writing by a client. Clients may request a copy of our written policies and procedures regarding proxy voting and/or information on how particular proxies were voted by contacting Jack Barker, Chief Compliance Officer, by telephone at 480-253-4100 or email at jbarker@juncturewealth.com.

We employ the services of Glass Lewis to assist us in reviewing proxy materials and determining the best manner to vote proxies in the best interests of clients. We chose Glass Lewis due to their international recognition as a leading proxy advising firm and their varied, large client base including

institutional money managers, mutual funds, hedge funds and pension funds. We do not permit our clients to direct the use of proxy voting services.

In those cases where a client chooses to vote their own proxies, clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to the client. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations. We do not pay for proxy voting services with soft dollars. Also, we do not charge an additional fee to vote proxies.

Class Action Lawsuits

JAM does not determine if securities held by in advisory portfolio are the subject of a class action lawsuit or if the client is eligible to participate in class action settlements or litigation. However, Juncture subscribes to a filing service from Chicago Clearing Corporation ("CCC") that matches JWS client trades with pending securities litigation. CCC will file a claim on behalf of the JWS client for a retained percentage of any recoveries. Clients of JWS have the ability to opt-out of such services. Juncture does not initiate or participate in litigation to recover damages on a client's behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities.

ITEM 18. FINANCIAL INFORMATION

We are not required to provide financial information in this Brochure because:

- We do not require the prepayment of more than \$1,200 in fees and six or more months in advance.
- We do not have a financial condition or commitment that impairs its ability to meet contractual and fiduciary obligations to clients.
- We have never been the subject of a bankruptcy proceeding.