

Form ADV Part 2A: Brochure



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This brochure provides information about the qualifications and business practices of EdgeRock Capital LLC d/b/a EdgeRock Wealth Management (“EdgeRock”, “us”, “we” or “our”). If you have any questions about the contents of this brochure, please contact us by telephone at 303-780-7350 or by email at dtc@edgerockwealth.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 as an investment adviser with the SEC or with any state securities authority does not imply any level of skill or training.

Additional information about EdgeRock is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Our firm has made the annual amendment to this brochure dated March 6, 2024

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Item 4 – Advisory Business

EdgeRock Capital LLC, a Colorado limited liability company, is based in Englewood, CO. EdgeRock Capital LLC was established 2018 and conducts its advisory business under the name EdgeRock Wealth Management (“EdgeRock”, “us”, “we” or “our”). Kyle F. O’Dell is our President and principal owner.

EdgeRock offers the following services to advisory clients:

Investment Supervisory Services

EdgeRock offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. EdgeRock develops an investment strategy for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Asset selection
- Risk tolerance
- Regular portfolio monitoring

EdgeRock evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. EdgeRock provides portfolio management services on a discretionary basis, which means we can select securities and place orders with broker-dealers to execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented for each client.

Clients are responsible for notifying us of any updates regarding their financial situation, risk tolerance or investment objective and whether they wish to impose or modify existing investment restrictions; however we contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account.

It is important that you understand that we manage investments for other clients and may give them advice or take actions for them that is different from the advice we provide to you, or actions taken for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients.

Under certain circumstances, conflicts arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for your account(s) and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client’s benefit.

Retirement Account Rollovers

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and/or the Internal Revenue Code (the “Code”), as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule’s provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

When providing recommendations to retirement plan accounts involving rollover considerations, there are generally four options regarding an existing retirement plan account. An employee may use a combination of those options, such as; (i) leave the funds in the former employer’s plan, if permitted, (ii) roll over the funds to a new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account (“IRA”), or (iv) cash out the account value (which could, depending upon the individual’s age, result in adverse tax consequences). If your designated IAR recommends that you rollover your retirement plan assets into an account to be managed by our firm, such recommendation creates a conflict of interest insofar as we will earn an advisory fee on the rolled over assets. You are under no obligation to roll over retirement plan assets to an account managed by us.

Financial Planning & Consulting Services

EdgeRock offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. We provide full written financial plans, which typically address one or more the following topics: investment planning, retirement planning, insurance planning, tax planning, education planning, portfolio review, and asset allocation. However, our tax planning services are not a substitute for working with a Certified Public Accountant. When providing financial planning and consulting services, the role of your investment adviser representative is to find ways to help you understand your overall financial situation and help you set financial objectives. Your investment adviser representative will rely on information provided by you. Therefore, issues and information not provided will not be taken into consideration when your investment adviser representative develops his or her analysis and recommendations under a written financial plan. We offer consultations in order to discuss financial planning issues when you do not need a written financial plan. We also offer “as-needed” consultations, which are limited to consultations in response to a particular investment or financial planning issue raised or request made by you. Under an “as-needed” consultation, it will be incumbent upon you to identify those particular issues for which you are seeking our advice or consultation. EdgeRock does not currently provide Financial Planning and Consulting Services as an a la carte service, but, at the discretion of its advisors, will waive the fee to do so.

Model Portfolio Solutions

EdgeRock offers model portfolio selection services, which allows EdgeRock to exercise discretion to select model portfolios managed by the EdgeRock investment committee and/or third-party unaffiliated investment managers. An investment adviser representative will assist you in completing a client profile questionnaire and review the information you provide. We will then select the model portfolio(s) that aligns with your disclosed risk tolerance and investment objectives.

We will be available at reasonable times to answer questions that you may have regarding your account. We will have the ability to select the model portfolio(s) as well as the ability to reallocate funds from or to the model portfolio(s) and funds in other accounts over which you have granted us discretionary authority. You should be aware that there may be other model portfolios not recommended by our firm, that are suitable for you and that may be less costly than arrangements recommended by our firm. No guarantees can be made that your financial goals or objectives will be achieved through our model program or by a recommended/selected model portfolio. Further, no guarantees of performance can ever be offered by our firm (Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more details.)

Use of Independent Managers

We may recommend that a Client utilize one or more unaffiliated investment managers or investment platforms (collectively “Independent Managers”) for all or a portion of a Client’s investment portfolio. In such instances, the Client may be required to authorize and enter into an advisory agreement with the Independent Manager[s] that defines the terms in which the Independent Manager[s] will provide investment management and related services. The Advisor may also assist in the development of the initial policy recommendations and managing the ongoing Client relationship. EdgeRock will perform initial and ongoing oversight and due diligence over the selected Independent Manager[s] to ensure the Independent Managers’ strategies and target allocations remain aligned with the Client’s investment objectives and overall best interests. The Client, prior to entering into an agreement with an unaffiliated investment manager[s] or investment platform[s], will be provided with the Independent Manager's Form ADV 2A (or a brochure that makes the appropriate disclosures).

Newsletters

EdgeRock occasionally prepares general, educational and informational newsletters. Newsletters are always offered on an impersonal basis and do not focus on the needs of a specific individual. Newsletters are provided to clients and prospective clients at no charge.

Workshops

EdgeRock occasionally provides workshops in areas such as financial planning, retirement planning, estate planning, college planning, and charitable planning. Seminars are always offered on an impersonal basis and do not focus on the individual needs of participants. No fees are charged for our workshops.

Webinars

EdgeRock occasionally prepares webinars for its clients and prospective clients that present information in areas such as financial planning and current market developments. Webinars are always offered on an impersonal basis and do not focus on the individual needs of participants. No fees are charged for Webinars. Webinars can only be

accessed via electronic invitation.

Tailor Advisory Services to Individual Needs of Clients

EdgeRock's advisory services are always provided based on your individual needs. This means, for example, that when we provide asset management services, you are given the ability to impose reasonable restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

We will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Limited Advice for Certain Types of Investments

EdgeRock provides investment advice on the following types of investments:

- Mutual Funds
- Exchange Traded Funds (ETFs)
- Exchange-listed Securities
- Warrants
- Corporate Debt Securities
- Commercial Paper
- Certificates of Deposit
- Municipal Securities
- US Government Securities

Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives. It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. Under certain circumstances, we will modify our investment strategy to accommodate special situations such as low cost basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)

As of December 31, 2023, EdgeRock managed approximately \$325,099,616.67 on a discretionary basis.

Item 5 – Fees and Compensation

Investment Supervisory Services

Our standard annual fee, based on a percentage of your assets under our management, follows the table below:

Less than \$500,000.00	1.50%
From \$500,000.00 to \$999,999.99	1.35%
From \$1,000,000.00 to \$2,999,999.99	1.20%
\$3,000,000.00 or above	1.00%

Investment management fees are payable monthly in advance. Fees charged for our direct asset management services are charged based on the market value of assets under management at the end of the prior calendar month. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period.

Investment management fees are calculated by the Advisor or its delegate and deducted from the Client's account[s] at the Custodian. The Advisor, via its delegate (Envestnet) shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] at the beginning of the month. The amount due is calculated by applying the annual rate divided by the number of days in the year multiplied by the number of days in the upcoming month to the total assets under management with EdgeRock at the end of the prior month. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the wealth management fee. Clients are urged to also review and compare the statement provided by the Advisor to the brokerage statement from the Custodian, as the Custodian does not perform a verification of fees. Clients provide written authorization permitting advisory fees to be deducted by EdgeRock to be paid directly from their account[s] held by the Custodian as part of the wealth management agreement and separate account forms provided by the Custodian. In certain limited instances, a client may be invoiced for wealth management fees.

In addition, under certain circumstances, you will incur certain charges imposed by third parties other than EdgeRock in connection with investments made through your account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, management fees, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s) of your account. Management fees charged by EdgeRock are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each investment company security's prospectus.

For Clients with accounts[s] allocated to an Independent Manager, the Client's overall fee will be deducted from the Client's account[s] with the respective Independent Manager and a portion of the fee will be provided to EdgeRock based on EdgeRock's agreement with the Client. EdgeRock is responsible for negotiating the fees with the Independent Manager on behalf of the Client. EdgeRock does not receive any compensation or fees from the Independent Manager.

Limited Negotiability of Advisory Fees: Although EdgeRock has established the standard fee schedule mentioned above, we retain 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, reports, among other factors. The specific annual fee schedule is identified in the written agreement between EdgeRock and each client.

Termination

Upon termination, the Advisor will refund any unearned, prepaid wealth management fees from the effective date

of termination to the end of the month.

In the event that a Client should wish to terminate their relationship with the Independent Manager, the terms for termination will be set forth in the respective agreements between the Client and that Independent Manager. EdgeRock will assist the Client with the termination and transition as appropriate.

Item 6 – Performance-based Fees and Side-By-Side Management

EdgeRock does not charge any performance-based fees, which are fees based upon a share of capital gains on or capital appreciation of the assets of a client.

Item 7 – Types of Clients

EdgeRock provides investment advisory services to individuals, high net worth individuals, 401(k) plans, corporations and charitable organizations. EdgeRock has a minimum account size of \$80,000 but is subject to management's discretion.

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

Methods of Analysis and Investment Strategies

EdgeRock uses the following methods of analysis in formulating investment advice:

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

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

Technical – This method evaluates securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance. Technical analysis is even more subjective than fundamental analysis in that it relies on proper interpretation of a given security's price and trading volume data. A decision might be made based on a historical move in a certain direction that was accompanied by heavy volume; however, that heavy volume may only be heavy relative to past volume for the security in question,

but not compared to the future trading volume. Therefore, there is the risk of a trading decision being made incorrectly, since future trading volume is an unknown. Technical analysis is also done through observation of various market sentiment readings, many of which are quantitative. Market sentiment gauges the relative degree of bullishness and bearishness in a given security, and a contrarian investor utilizes such sentiment advantageously. When most traders are bullish, then there are very few traders left in a position to buy the security in question, so it becomes advantageous to sell it ahead of the crowd. When most traders are bearish, then there are very few traders left in a position to sell the security in question, so it becomes advantageous to buy it ahead of the crowd. The risk in utilization of such sentiment technical measures is that a very bullish reading can always become more bullish, resulting in lost opportunity if the money manager chooses to act upon the bullish signal by selling out of a position. The reverse is also true in that a bearish reading of sentiment can always become more bearish, which may result in a premature purchase of a security.

There are risks involved in using any analysis method.

To conduct analysis, EdgeRock gathers information from financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses and filings with the SEC, and company press releases.

Investment Strategies

EdgeRock uses the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases: Investments held at least a year.

Long term investing is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term purchases: Investments held for less than a year.

Short term investing is designed to minimize risk factors such as market volatility and interest rate risk, while still attempting to earn a rate of return. EdgeRock will recommend this type of investing to clients that have an alternate use for their capital within a 3-12 month time frame.

Tactical asset allocation.

A tactical asset allocation strategy allows for a range of percentages in each asset class (such as Stocks = 40-50%). The ranges establish minimum and maximum acceptable percentages that permit the investor to take advantage of market conditions within these parameters. Thus, a minor form of market timing is possible, since the investor can move to the higher end of the range when stocks are expected to do better and to the lower end when the economic outlook is bleak.

Strategic asset allocation.

A strategic asset allocation strategy calls for setting target allocations and then periodically rebalancing the portfolio back to those targets as investment returns skew the original asset allocation percentages. The concept is akin to a “buy and hold” strategy, rather than an active trading approach. Of course, the strategic asset allocation targets may change over time as the client’s goals and needs change and as the time horizon for major events such as retirement and college funding grow shorter.

Value Investing.

Value Investing can be described as a strategy of selecting stocks that trade for less than their intrinsic values. Value investors typically seek stocks of companies that they believe the market has undervalued. They believe the market overreacts to good and bad news, resulting in stock price movements that do not correspond with the company's long-term fundamentals. The result is an opportunity for value investors to profit by buying when the price is deflated. Often, value investors select stocks with lower-than-average price-to-book or price-to-earnings ratios and/or high dividend yields. The risks associated with value-investing include incorrectly analyzing and overestimating the intrinsic value of a business, concentration risk, under performance relative to major benchmarks, macro-economic risks, investing in value traps i.e. businesses that remain perpetually undervalued, and lost purchasing power on cash holdings in the case of inflation.

Primarily Recommend One Type of Security

We do not primarily recommend one type of security to clients. Instead, we recommend any product that may be suitable for each client relative to that client's specific circumstances and needs.

Risks of Specific Securities Utilized

EdgeRock generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond "fixed income" nature (lower risk) or stock "equity" nature (mentioned above).

Interval Funds: An interval fund is a non-traditional type of closed-end mutual fund that periodically offers to buy back a percentage of outstanding shares from shareholders. Investments in an interval fund involve additional risk, including lack of liquidity and restrictions on withdrawals. As interval funds can expose investors to liquidity risk, investors should consider interval fund shares to be an illiquid investment. Typically, the interval funds are not listed on any securities exchange and are not publicly traded. Thus, there is no secondary market for the fund's shares. Because these types of investments involve certain additional risk, these funds will only be utilized when consistent with a client's investment objectives, individual situation, suitability, tolerance for risk and liquidity needs. Investment should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some, or all, of the investment. There can be no assurance that an interval fund investment will prove profitable or successful.

Equity Investments: Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss (sometimes up to a 100% loss in the case of a bankruptcy of a stock holding).

Treasury Inflation Protected/Inflation Linked Bonds: The risk of default on these bonds is dependent upon the U.S. Treasury defaulting on its obligations (which is extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income: Fixed income is an investment in debt securities that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment

of principal risk, etc. Fixed income securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Exchange Traded Funds (“ETF” or “ETFs”): Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investing in Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) also carries the risk of capital loss.

Real Estate Investment Trusts (“REITs”): REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Options: Contracts Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Alternatives (Limited Partnerships): The performance of alternative investments (limited partnerships) can be volatile and may have limited liquidity. An investor could lose all or a portion of their investment. Such investments often have concentrated positions and investments that may carry higher risks. Client should only have a portion of their assets in these investments.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. Neither EdgeRock nor any of its supervised persons have been the subject of any legal or disciplinary event that would be material to your evaluation of the integrity of EdgeRock or that of its management.

Item 10 – Other Financial Industry Activities and Affiliations

EdgeRock is not and does not have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, a lawyer or law firm, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

We are an independent registered investment adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure.

Insurance Brokerage Affiliation

Kyle F. O'Dell, President of EdgeRock, is also the sole owner of Secure Wealth Strategies, Inc. (“Secure Wealth”), a life insurance brokerage. Secure Wealth continues to receive separate customary compensation for life insurance previously sold through that brokerage, however no new life insurance policies are sold or offered through Secure Wealth.

Insurance Business through EdgeRock Wealth Management, LLC and Advisors Excel, LLC

EdgeRock Capital, LLC is an affiliate of EdgeRock Wealth Management, LLC which utilizes Advisors Excel, LLC (“AE”) to provide insurance-based solutions to clients. EdgeRock Wealth Management, LLC and EdgeRock Capital, LLC are under common control and ownership. EdgeRock Wealth Management, LLC and EdgeRock Capital, LLC are not affiliated with AE. AE is an independent marketing organization that markets/wholesales life insurance and fixed annuities to third-party insurance agents in exchange for a marketing and/or override fee from the issuer of such life insurance/annuity products. The investment adviser representatives of EdgeRock who serve in a separate capacity as life insurance agents utilize the marketing and wholesaling services of AE.

As a client of EdgeRock, your investment adviser representative will also serve as a life insurance agent. This means your investment adviser representative, acting as a life insurance agent, will recommend you place your assets in life insurance products and annuities when he or she believes it is in your best interest to do so. These life insurance products and annuities pay commissions to your investment adviser representative in his or her separate capacity as an insurance agent. This presents a conflict of interest to your investment adviser representative as he or she will be more inclined to recommend you place your assets in life insurance, annuity products or an advisory account depending on which would pay them more. As such, your investment adviser representative acting in his or her separate capacity as a life insurance agent, can suggest that you implement recommendations which include purchasing life insurance or annuities products which are marketed and wholesaled by AE. This receipt of commissions creates an incentive for the investment adviser representative to recommend those products in his or her separate capacity as a life insurance agent. Likewise, the marketing-override payments received by AE also create an incentive for EdgeRock to encourage the recommendation of life insurance and annuity products marketed and wholesaled by AE.

As a result of the above, the advice rendered to you could be biased. In the event your investment adviser representative will receive a commission in relation to a recommended product, that fact will be disclosed to you. Commissions are built into the product pricing and are not directly paid by you in the form of a reduction of premium amount. Commissions are set by the applicable life insurance carrier but will typically range from 4-7.5% of the total premium.

Investment adviser representatives are eligible to receive incentives and other compensation based on achieving life insurance carrier and third-party (which include affiliates of AE) criteria related to life insurance/annuity transactions, including your life insurance product purchase. These incentives are determined by criteria set by the life insurance carrier or third party. The incentives likely include, but are not limited to: gifts, meals, or entertainment of reasonable value, participation in bonus programs, reimbursement for training, marketing, educational efforts, advertising, or travel expenses to conferences or events sponsored by third parties or life insurance carriers.

EdgeRock and our representatives always endeavor to put the interests of each of our clients first. You are under no obligation to implement any life insurance or annuity transaction through your investment adviser representative in his or her capacity as a life insurance agent or utilize life insurance or annuity products wholesaled by AE.

EdgeRock has taken steps to manage these conflicts of interest by requiring that each investment adviser representative (i) only recommend life insurance and annuities when in the best interest of the client and without regard to the financial interest of EdgeRock and its investment adviser representative or life insurance agents, (ii) not recommend life insurance and/or annuities which result in your investment adviser representative acting as an life insurance agent and/or an affiliated life insurance agency receiving unreasonable compensation related to the recommendation and (iii) disclose in writing to a client any material conflicts of interest related to life insurance or

annuity recommendations.

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

We have adopted a Code of Ethics for all employees of the firm describing our high ethical standards of business conduct, including those of applicable Federal and State securities laws. Our Code of Ethics includes policies and procedures relating to maintaining the confidentiality of client information, a prohibition on insider trading, and personal securities trading and review procedures, among other things. Our employees must certify at least annually their receipt, understanding and compliance with our Code of Ethics. A copy of our Code of Ethics is available to our advisory clients and prospective clients, upon request to the Chief Compliance Officer, at the firm's principal office address.

Personal Securities Transactions Disclosure

At times, Associated persons of EdgeRock buy or sell for their personal accounts, investment products identical to those recommended to clients. This can create a conflict of interest. It is the express policy of EdgeRock that all persons associated in any manner with my firm must place clients' interests ahead of their own when implementing personal investments. EdgeRock and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

To eliminate or mitigate potential conflicts of interest, we have developed written policies and procedures and a Code of Ethics that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to those of EdgeRock clients.
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions in the same securities for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider".
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of EdgeRock.
- Associated persons must receive pre-clearance from EdgeRock's Chief Compliance Officer for reportable securities and securities transactions exceeding \$20k in notional value.

Any associated person not observing our policies is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

EdgeRock considers the following factors when determining which broker-dealer or custodian to recommend to clients:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with existing systems, ease of monitoring investments)

- Products and services offered (e.g., number of mutual funds/ETFs offered, back-office services, technology support)
- Financial strength and stability
- Reputation and integrity
- Ability to maintain confidentiality.

Soft Dollars

In selecting or recommending broker-dealers, we consider the value research and additional brokerage products and services a broker-dealer has provided or will provide to our clients and our firm. Receipt of these additional brokerage products and services are considered to have been paid for with "soft dollars." When client brokerage commissions (or markups or markdowns) are used for these brokerage products and services, they provide a benefit to our firm because we do not have to produce or pay for the same brokerage products and services, which creates a potential conflict of interest in directing your brokerage business. We have an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our clients' interest in receiving most favorable execution.

To mitigate this potential conflict, before placing orders with a particular broker-dealer, we determine that the commissions to be paid are reasonable in relation to the value of all the brokerage and research products and services provided by that broker-dealer. In some cases, the commissions charged by a particular broker for a particular transaction or set of transactions may or may not be greater than the amounts charged by another broker-dealer that did not provide research services or products. In addition, we have instituted certain procedures governing soft dollar relationships including preparation of a mandated reporting of soft dollar irregularities, annual evaluation of soft dollar relationships, and an annual review of this brochure to ensure adequate disclosures of conflicts of interest regarding our soft dollar relationships.

Products and services we receive from broker-dealers includes proprietary and third-party research data and analyses, financial publications, recommendations, or other information about particular companies and industries (through research reports and otherwise), and other products or services (e.g., software and databases) that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Consistent with applicable rules, brokerage products and services consist primarily of computer services and software that permit our firm to effect securities transactions and perform functions incidental to transaction execution. We use such products and services in our general investment decision making, not only for those accounts for which commissions are deemed to have been used to pay for the products or services.

The products and services we receive from broker-dealers are used in servicing our clients' accounts. Our use of these products and services will not be limited to the accounts that paid commissions to the broker-dealer for such products and services. In addition, we may not allocate soft dollar benefits to your accounts proportionately to the soft dollar credits the accounts generate. As part of our fiduciary duty to you, we endeavor at all times to put your interests first.

As an adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products are in addition to any benefits or research we pay for with soft dollars. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may (or may not) be greater

than the amounts another broker who did not provide research services or products might charge.

Our use of soft dollars is in accordance with the requirements of Section 28(e) of the Securities Exchange Act of 1934. Section 28(e) provides a "safe harbor" for investment managers who use commissions or transaction fees paid by their advised accounts to obtain investment research services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities. As required by Section 28(e), we will make a good faith determination that the amount of commission or other fees paid is reasonable in relation to the value of the brokerage and research services provided. In making this determination, we typically consider not only the particular transaction or transactions, and not only the value of brokerage and research services and products to a particular client, but also the value of those services and products in our performance of our overall responsibilities to all of our clients.

Selection of Broker-Dealers and Custodians

We recommend the brokerage and custodial services of National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity"). Clients are advised that there may be transaction charges involved when purchasing or selling securities. Our firm does not share in any portion of the brokerage fees/transaction charges imposed by Fidelity. Additionally, the commission/transaction fees charged by Fidelity may be higher or lower than those charged by other broker-dealer/custodians. EdgeRock has the discretionary authority to determine the broker-dealer to be used, however it does not have the discretionary authority to determine the commission rates to be paid for brokerage transactions. EdgeRock is not affiliated with Fidelity. Not all advisers require clients to direct brokerage. When a client directs brokerage, EdgeRock may be unable to achieve most favorable execution of client transactions, and this practice could cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because EdgeRock may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

Best Execution

Seeking best execution for our clients is an important aspect of our fiduciary duty. Consequently, we have controls in place to monitor trade executions. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution considering the factors we review, including the quality of services provided by broker-dealers including the quality of executions, commission rates, accuracy and speed of execution, and overall brokerage relationships. Although the commissions and/or transaction fees paid by our clients typically correspond with our duty to obtain best execution, at times, clients will pay a commission that is higher than what another qualified broker-dealer might charge to effect the same transaction when we determine, in good faith, that the commission or transaction fee is reasonable in relation to the value of the brokerage and research services we receive from a particular broker-dealer we recommend. Best execution is also about pricing, not just fees. Accordingly, although we seek competitive rates from the broker-dealers we recommend, we may not necessarily obtain the lowest possible commission rates for client transactions. The brokerage commissions or transaction fees charged by the broker-dealer are exclusive of, and in addition to, our investment management fee. Our best execution responsibility is qualified if the securities we purchase are no-load mutual funds that are traded at net asset value as determined at the daily market close.

Block Trading

Typically, we implement client transactions separately for each account. Consequently, certain client trades will be executed before others, at a different price and/or commission rate. Additionally, our clients may not receive volume discounts available to advisers who aggregate client trades (a practice known as “block trading”). There are instances where we block trade for clients where possible and when advantageous to clients. In these instances, clients participating in any aggregated transactions will receive an average share price and transaction costs will be shared equally and on a pro-rata basis.

Agency Cross Transactions

Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

Item 13 – Review of Accounts

Investment Supervisory Services

While the underlying securities within Investment Supervisory Services accounts are continually monitored, these accounts are reviewed typically each quarter, but no less frequently than annually by EdgeRock. Accounts are reviewed in the context of each client's stated investment objectives and guidelines, as well as their assets under management. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

In addition to the monthly or quarterly statements and confirmations of transactions that Investment Supervisory Services clients will receive from their custodian, EdgeRock may provide written quarterly reports summarizing account performance, balances and holdings. We urge clients to compare reports received from their custodians to those received from EdgeRock.

Item 14 – Client Referrals and Other Compensation

EdgeRock has an arrangement with Fidelity through which Fidelity provides EdgeRock with Fidelity's "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like EdgeRock in conducting business and in serving the best interests of their clients but that may benefit EdgeRock.. Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables EdgeRock to obtain many no-load mutual funds without transaction charges and other no load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers. As part of the arrangement, Fidelity also makes available to EdgeRock, at no additional charge to EdgeRock, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by EdgeRock (within specified parameters). As a result of receiving such services for no additional cost, EdgeRock may have an incentive to continue to use or expand the use of Fidelity's services. EdgeRock examined this potential conflict of interest when it chose to enter into the relationship with Fidelity and has determined that the relationship is in the best interests of EdgeRock's clients and satisfies its client obligations, including its duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the EdgeRock determines in good faith that the commission 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 EdgeRock will seek competitive rates, to the benefit of all clients, it may not necessarily obtain the lowest possible commission rates for specific client account transactions. Although the investment research products and services that

may be obtained by EdgeRock will generally be used to service all of EdgeRock's clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. EdgeRock and Fidelity are not affiliates, and no broker-dealer affiliated with EdgeRock is involved in the relationship between EdgeRock and Fidelity.

It is EdgeRock'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 non-client in conjunction with the advisory services we provide to our clients.

Item 15 – Custody

EdgeRock is deemed to have constructive custody of client funds as the result of debiting investment advisory fees from separately managed accounts. Physical custody of client funds are maintained at a qualified custodian. Debiting of fees is done pursuant to authorization provided by each individual client and approval of the custodian. No less than quarterly, individual clients will receive account statements directly from the custodian of their account. Custodial statements include account holdings, market values and any activity that occurred during the period, including the deduction of investment advisory fees. Copies of account statements are sent to EdgeRock and available to EdgeRock electronically. In the event that EdgeRock provides individual client reports, EdgeRock urges clients to compare information contained in such reports with the account statements received directly from the account custodian. At times, a client's portfolio value will appear different between the custodian statement and the EdgeRock report due to various factors, including but not limited to: (1) unsettled trades; (2) accrued income; (3) pricing of securities; and, (4) dividends earned but not received.

Item 16 – Investment Discretion

EdgeRock will maintain ongoing and continuous discretionary authority, pursuant to its written investment management services agreements with clients, to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

Such clients will have the ability to direct the types of assets in which client funds may be invested, and, as described in more detail in Item 4, will have the ability to impose reasonable restrictions on the investment of their account. Discretionary clients grant EdgeRock discretionary authority through limited power of attorney in their investment management agreement with EdgeRock to arrange for the execution of securities transactions for the account through brokers or dealers as directed by each client.

Item 17 – Voting Fund Securities

EdgeRock will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

Item 18 – Financial Information

EdgeRock does not require nor solicit prepayment of more than \$1,200 in fees per client six months or more in advance, and therefore does not need to include a balance sheet with this brochure. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients and we have not been the subject of a bankruptcy proceeding.