

Item 1 – Cover Page

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This wrap fee program brochure provides information about the qualifications and business practices of EPG Wealth Management LLC (“EPG”). If you have any questions about the contents of this brochure, please contact us at (404) 809-3680. 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 EPG also is available on the SEC’s website at www.adviserinfo.sec.gov. Registration does not imply a certain level of skill or training.

Item 2 – Material Changes

As this is the firm’s initial Brochure, there are no material changes to report. We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Our Brochure may be requested by contacting us at our main number above.

Additional information about EPG is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s website provides information about any persons affiliated with EPG who are registered, or are required to be registered, as investment adviser representatives of EPG.

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Item 4 – Services, Wrap Fees, and Compensation

EPG Wealth Management LLC (“EPG”) was established and applied for registration as a Registered Investment Adviser in 2019. Through independently owned limited liability companies, Alex Reffett, David Curry and David McInnis are the principal owners of EPG.

EPG provides advisory services, giving continuous advice based on the client’s individual needs. Through personal discussions in which goals and objectives based upon the client’s personal objectives are established, the Advisor will develop a personal investment policy, which will include recommended model allocations, based upon an investment objective questionnaire and manage the portfolio according to the criteria.

Most accounts are managed on a discretionary basis, meaning that the advisor has discretion over what securities to buy and sell. However, clients may elect to have their account managed on a non-discretionary basis, meaning that the client must consent to each trade in the account. This trading discretion and any limitations on it will be set forth in the client agreement. The services provided are the same regardless of the account structure selected.

Depending on the client’s investment objectives, the advisor may manage and provide advice on mutual funds, stocks, bonds, exchange traded funds (ETFs), LPs, and options. Alternative investments may be recommended to qualified investors based on the client’s objectives and risk tolerance. Alternative investments could include Real-estate, Private Equity, Hedge Funds, Commodities, etc. Alternative Investments can provide diversification benefits to traditional portfolios of stocks and bonds.

Advisory Managed Account Solutions accounts are offered through Peak, a wrap fee program and Crest, a non-wrap fee program. In a Crest account, clients pay an advisory fee plus additional transaction-based charges (see below for more information on fees). In a Peak account, the client pays a single fee that covers the advisory services and the execution of transactions through National Financial Services LLC (“NFS”). Clients that anticipate trading primarily in equities and ETFs are typically recommended to open a wrap fee account; clients that anticipate trading in mutual funds with little or no anticipated trading in equities and ETFs will be recommended to open a non-wrap fee account. More information regarding the services and fees of the Crest accounts are separately disclosed in the Disclosure Brochure, which is available upon request. Several other factors influence the selection of the account structure, including but not limited to the account size; anticipated trading frequency; anticipated types of securities to be traded; and long-term investment goals.

Additional information about advisory services are discussed more fully under Item 6.

ADVISORY MANAGED ACCOUNT SOLUTIONS – Peak Accounts

The specific manner in which fees are charged by the Firm is established in a client’s written agreement. Fees are based on a percentage of assets under management and calculated at an annual rate and billed in advance on a monthly basis. Fees are based on the assets in the account per the schedule below and in some instances, may be negotiated.

<u>Account Balances</u>	<u>Annual Fee</u>
\$0 - \$250,000	2.75%
\$250,001 - \$750,000	2.25%
\$750,001 - \$2,000,000	1.75%
\$2,000,001+	1.50%

Peak accounts are custodied with National Financial Services, LLC ("NFS"). Clients will be charged the greater of the fee as indicated on their client agreement or the minimum monthly fee of \$45.00. Fees will be deducted from the client's account and can be verified on the Client Statement. The wrap fee covers the advisory services provided by EPG, execution of transactions through Arkadios Capital, and custodial services provided by NFS.

The initial fee is due in full one business day after the client's account is accepted and opened with the minimum account balance of \$500,000 and will be based on the asset value of the account on that date. The initial fee will be prorated according to the number of days remaining in the calendar month. Thereafter, the fee will be calculated by multiplying the fair market value of the assets in the account as of the last trading day of each calendar month by the annual fee and then dividing that result by 12, which represents each month. Fees will not be adjusted or pro-rated for additions to or withdrawals from the account during the calendar month, other than a complete withdrawal in connection with a termination of the Account Agreement. Upon termination of an account, any prepaid, asset-based fees will be prorated according to the days the account was opened during the calendar month and excess fees will be rebated to the client.

Other Charges

The wrap fees charged in Peak accounts does not cover other charges or fees assessed by Arkadios Capital or the Custodian. Other costs that may be incurred that are not included in the Wrap Fee include: fees for transactions executed away from the Custodian, dealer mark-ups and spreads paid to market-makers.

Clients can purchase securities through broker-dealers in initial public offerings, secondary offerings and special purpose acquisition company transactions. If Arkadios Capital acts as a member of the selling syndicate for such offerings, the firm will receive compensation equal to a portion of the gross spread (the difference between the price the client pays for the security and the price at which it purchased the securities). The amount of the gross spread is described in the relevant prospectus, offering circular or official statement. Most EPG investment adviser representatives are also registered broker-dealer representatives of Arkadios Capital. Arkadios Capital may share a portion of payments received in connection with an initial public offering, a secondary offering, and/or a private placement with these Advisors. The advisory fee is not reduced to offset this compensation. Thus, Advisors have an incentive to recommend purchases of sales in certain offerings because the Advisor will receive more compensation in connection with these securities than in connection with other types of securities. This creates a conflict of interest.

In addition to the advisory fees paid to EPG, clients can also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges include custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses, 12(b)-1 fees), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions.

Some mutual funds within this program pay 12(b)-1 service fees (normally 0.25% per year) to Arkadios Capital and/or the Custodian. The mutual funds the Firm could purchase or recommend offer a variety of share classes, including some that do not charge 12(b)-1 fees and are, therefore, less expensive.

These fee arrangements will be disclosed upon request of a client and are available in the applicable fund's prospectus.

When accounts are held through NFS, Arkadios Capital receives these 12(b)-1 fees. The receipt of such fees represents a conflict of interest in that there is an incentive for Advisors to recommend funds with 12(b)-1 fees over funds that have no fees or lower fees. To mitigate this conflict of interest, Arkadios Capital will review the receipt of 12(b)-1 fees it receives quarterly and rebate such fees to the client's account.

There are instances in which the EPG would recommend a mutual fund that carries a 12(b)-1 fee, even when a lower-cost share class is available for the same fund. For example, a lower-cost class share may not be available to EPG due to investment minimums. In other cases, mutual funds charging 12(b)-1 fees are transferred into EPG. In which case the Firm may recommend the client holds the existing share class, instead of selling the fund and buying a lower-cost share, which could result in a tax liability. In addition, some mutual funds charge 12(b)-1 fees, but no transaction fees, while other share classes in the same fund family do not charge 12(b)-1 fees but do charge transaction fees. Mutual funds charging 12(b)-1 fees will be recommended when the overall cost is seen as a benefit to the client if the anticipated transaction fees exceed the anticipated 12(b)-1 fees. When recommending a particular mutual fund share classes, the different available share classes are compared and reviewed along with the anticipated investment timeframe, potential tax consequences, future anticipated transactions and other costs to determine the best selection for the client at that time. EPG does not receive any part of the 12(b)-1 fees charged by Mutual Funds.

Although EPG believes its fees are reasonable in light of the services provided, clients should be aware that such fees may be more or less than the fees and commissions associated with investment advisory and brokerage services purchased separately. The comparison is dependent upon a number of factors, including the frequency of brokerage activity in the client's account, the size of the account under management, and any negotiated fee arrangements with respect to the account. An investor should consider these factors prior to opening an advisory account with EPG. Transaction fees charged may be higher than those otherwise available if the services were provided separately for a discrete fee or if an Investment Advisor were to select brokerage and negotiate commissions in the absence of the extra consulting service provided. Clients should consider the value of the additional consulting services when making such comparisons. The combination of custodial, consulting, and brokerage services may not be available separately or may require multiple accounts, documentation, and fees. Fees in excess of 2% are higher than industry norms. Other investment advisors may offer programs that charge similar fees may not charge separately for brokerage and transaction costs. All fees described herein are subject to negotiation depending on a range of factors including, but not limited to, account size and overall range of services requested.

Account Termination

Client and/or the firm may initiate termination of the contract at any time by sending written notice to the contra party and will be deemed to be accepted the day that it is received by the contra party. Upon written receipt of notice to terminate its client agreement and unless specific transfer instructions are received, EPG and its agent will cease advisory services. Should the client provide specific instructions to liquidate, EPG will proceed with liquidation of the client's account in an orderly and efficient manner. There will not be a charge by EPG for such redemption; however, the client should be aware that certain mutual funds impose redemption fees as stated in each company's fund prospectus in certain circumstances. Clients

must keep in mind that the decision to liquidate security issues or mutual funds may result in tax consequences that should be discussed with the client's tax advisor. Factors that could affect the orderly and efficient manner would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities' markets be unavailable, and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate client's investment advisory service and communicate the instructions to client's Investment Advisor, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process the client's request. During this time, the client's account is subject to market risk. EPG and its agent are not responsible for market fluctuations of the client's account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner.

Item 5 – Account Requirements and Types of Clients

EPG provides portfolio management services to individuals, corporations and business entities, pension and profit-sharing plans, charitable institutions, foundations, endowments, estates, trusts, and other U.S. and international institutions. The minimum account size is \$500,000. EPG has the discretion to waive the account minimum.

Item 6 – Portfolio Manager Selection and Evaluation

EPG serves as the Portfolio Manager for the Peak Wrap Fee Programs. EPG uses industry standards to measure the performance of its Portfolio Managers; however, it does not use a third-party auditor to review or verify the performance of its Portfolio Managers.

Advisory Business

EPG provides advisory services, giving continuous advice based on the client's individual needs. Through personal discussions in which goals and objectives based upon the client's personal objectives are established, the Advisor will develop a personal investment policy, which will include recommended model allocations, based upon an investment objective questionnaire and manage the portfolio according to the criteria.

Most accounts are managed on a discretionary basis, meaning that the advisor has discretion over what securities to buy and sell. However, clients may elect to have their account managed on a non-discretionary basis, meaning that the client must consent to each trade in the account. This trading discretion and any limitations on it will be set forth in the client agreement. The services provided are the same regardless of the account structure selected.

EPG uses a variety of models, each with different investment objectives and asset allocation guidelines. The models are managed by an investment committee which has an investment philosophy driven by the Prudent Investor Rule. The Prudent Investor Rule provides guidance to investment managers regarding the standards for managing an investment portfolio in a fiduciary relationship. This standard requires the exercise of reasonable care, skill, and caution, and is to be applied to investments not in isolation but in the context of the portfolio and as a part of an overall investment strategy, which should incorporate risk and return objectives reasonably suitable to the portfolio. In implementing the Prudent Investor Rule, we implement five basic principles:

1. Sound diversification is fundamental to risk management and is therefore ordinarily required of the Investment Committee.

2. Risk and return are so directly related that the Investment Committee has a duty to analyze and make conscious decisions concerning the levels of risk appropriate to the purposes, distribution requirements, and other circumstances of the Portfolio.
3. The Investment Committee has a duty to avoid fees, transaction costs, and other expenses that are not justified by needs and realistic objectives of the Portfolio.
4. The fiduciary duty of impartiality requires a balancing of the elements of return between production of income and the protection of purchasing power.
5. The Investment Committee may have a duty as well as having the authority to delegate as prudent investors would.

The portfolio construction process begins by using fundamental analysis to seek out individual assets or asset classes that are trading below “Intrinsic Value.” Intrinsic value is the value of an enterprise as defined by prudent investment analysis. The investment analysis focuses on stocks which exhibit an “Economic Moat.” This is the competitive advantage that a business possesses over companies in the same industry. (The stronger the moat, the larger and more sustainable the competitive advantage.) Factor analysis is used to emphasize asset class characteristics showing the most promise for future returns. Factor analysis helps in determining what asset classes to invest; i.e. whether to invest more in large cap stocks or small cap stocks, value stocks or growth stocks, global stocks or domestic stocks, stocks or bonds, etc.

The investment committee, overseen by the CIO, meets regularly to discuss both macro and micro issues. Based on the research, supported by data, we will consider our current exposures and discuss and/or challenge our current investment thesis to make sure it stands up to rigor.

Depending on the client’s investment objectives, the advisor may manage and provide advice on mutual funds, stocks, bonds, exchange traded funds (ETFs), LPs, and options. Alternative investments may be recommended to qualified investors based on the client’s objectives and risk tolerance. Alternative investments could include Real-estate, Private Equity, Hedge Funds, Commodities, etc. Alternative Investments can provide diversification benefits to traditional portfolios of stocks and bonds.

Each client has the ability to impose reasonable restrictions on the management of his/her account, including the designation of particular securities or types of securities that should not be purchased for the account, or that should be sold if held in the account. If a client’s instructions are unreasonable or an Investment Advisor Representative believes that the instructions are inappropriate for the client, EPG will notify the client that, unless the instructions are modified, it will cancel the instructions in the client’s account. A client will not be able to provide instructions that prohibit or restrict the Investment Adviser of an open-end or closed-end mutual fund or ETF with respect to the purchase or sale of specific securities or types of securities within the fund.

A portion of the Wrap Fee is paid to EPG for advisory services and portfolio management services; a portion of the Wrap Fee covers transaction costs and is paid to Arkadios Capital and NFS. Since EPG pays for transaction fees from the Wrap Fee, there is an incentive to limit trading in order to avoid paying transaction fees. Our supervisory process includes a review of accounts to ensure that trading activity is suitable based on the client’s investment objectives. The EPG wrap fee program is potentially suitable for accounts in which the Investment Adviser Representative anticipates primarily investing in stocks/ETFs. The non-wrap programs are potentially suitable for smaller accounts or in accounts which the advisor anticipates primarily investing in mutual funds. Clients may obtain a copy of the EPG

Disclosure Brochure that describes our other advisory programs at any time without charge by contacting us at the number listed on the cover page.

In addition to the aforementioned services, EPG offers investment data storage and periodic comprehensive reporting services which can incorporate all of the client's investment assets, including those investment assets that are not part of the assets managed by EPG (the "Excluded Assets"). Should the client utilize these reporting services, the client acknowledges and understands that with respect to the Excluded Assets, EPG's service is limited to reporting and data storage services only and does not include investment management, review, or monitoring services, nor investment recommendations or advice. As such, EPG will not be responsible for the investment performance of the Excluded Assets. If the client requests EPG to provide investment management services with respect to the Excluded Assets, the client may engage EPG to do so for a separate and additional fee.

Performance-Based Fees and Side-by-Side Management

EPG does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Methods of Analysis, Investment Strategies and Risk of Loss

The investment strategy begins with an understanding of a client's financial goals. Advisors use demographic and financial information provided by the client to assess the client's risk profile and investment objectives in determining an appropriate plan for the client's assets. Investment strategies ordinarily include long- or short-term purchases of stock portfolios, mutual funds and fixed income securities.

Investment recommendations are based on an analysis of the client's individual needs and are drawn from research and analysis. Security analysis methods includes the following:

- Fundamental analysis: The attempt to measure the intrinsic value of a security by looking at economic and financial factors to determine if the company is underpriced or overpriced. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.
- Technical analysis and charting: The attempt to determine the trend of a security by studying past market data, including price and volume. This presents a potential risk, as the price of a security can change directions at anytime and past performance is not a guarantee of future performance.
- Cyclical analysis: The attempt to identify the industry cycle of a company to determine whether the company is in a market introduction phase, growth phase or maturity phase. Generally projected revenues, growth potential and business risk may fluctuate based on the company's cycle stage.

Information for this analysis is drawn from financial websites and magazines, research materials prepared by others, annual reports, corporate filings, prospectuses, company press releases and corporate ratings services.

It is important to note that investing in securities involves a risk that clients must be prepared to bear. For any risks associated with Investment Company products, please refer to the prospectuses for

additional details about these risks. The investment approach constantly keeps the risk of loss in mind. These risks include, but are not limited to:

- **Interest-rate Risk:** Fluctuations in interest rates cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund can drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations could result in bankruptcy and/or a declining market value.

Voting Client Securities

As a matter of firm policy and practice, EPG does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients should contact their financial advisor if they have any questions and/or to obtain this information. Clients will receive their proxies directly from their custodian or transfer agent.

Item 7 – Client Information Provided to Portfolio Managers

EPG acts as both your registered investment adviser and your portfolio manager. Therefore, your Portfolio Manager has the same access to your financial information as EPG. Your financial information includes, among other things, information on your income, net worth, and investment objectives. Your Portfolio Manager uses this information to determine an appropriate asset allocation for you and to manage your investments. When you update your information with EPG, your Portfolio Manager will have immediate access to the same updated information.

The Client may contact EPG during normal business hours to consult with EPG concerning the management of the Client's Account.

Item 8 – Client Contact with Portfolio Managers

EPG acts as both your registered investment adviser and Portfolio Manager. You may contact your investment adviser representative directly during normal business hours. Clients are free to communicate with EPG advisors directly including members of the Investment Committee.

Item 9 – Additional Information

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of EPG or the integrity of EPG's management. EPG has no information applicable to this Item.

Other Financial Industry Activities and Affiliations

Most investment adviser representatives are also registered representatives and/or insurance agents of Arkadios Capital, a broker-dealer and insurance agency. EPG is not affiliated with Arkadios Capital through ownership or control. When applicable, these individuals recommend broker-dealer services. Commission based accounts and other securities and insurance products, including life, health, long term care and variable insurance, are offered through Arkadios Capital. All related compensation is separate from advisory services. If a trade error were to occur, it can result in profit or loss to the firm. The firm has controls in place to limit such trade errors. Investment Advisers will not participate in any profits resulting from such errors.

This arrangement poses a conflict of interest to the extent that there is a financial incentive to recommend securities and other insurance products that result in commissions, brokerage fees, 12(b)-1 fees or other payments. EPG is dedicated to acting in clients' best interests based on fiduciary principles. Clients are under no obligation to purchase any recommended brokerage products or insurance products.

Clients may purchase securities through broker-dealers in initial public offerings, secondary offerings and special purpose acquisition company transactions. If Arkadios Capital acts as a member of the selling syndicate for such offerings, Arkadios Capital will receive compensation equal to a portion of the gross spread (the difference between the price the client pays for the security and the price at which it purchased the securities). The amount of the gross spread is described in the relevant prospectus, offering circular or official statement. Advisors, acting as a Registered Representative of Arkadios Capital, receive compensation from the sale of an initial public offering (IPO). The advisory fee is not reduced to offset this compensation. This poses a conflict of interest for those individuals as they have a financial incentive to recommend IPO purchases. However, EPG and its personnel are constrained by fiduciary principles to act in the client's best interest and will only recommend IPO's when they are believed to be suitable.

On average individual Investment Advisor Representatives and the principals of EPG spends less than 10% of their time on other such activities.

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

EPG has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business

entertainment items, and personal securities trading procedures, among other things. All supervised persons at EPG must acknowledge the terms of the Code of Ethics annually, or as amended.

Advisors of EPG may buy or sell securities that are recommended to clients. EPG's employees and persons associated with EPG are required to follow the Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of EPG and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for EPG's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of EPG will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of EPG's clients. In addition, the Code requires pre-approval of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between EPG and its clients.

Advisors may buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a conflict of interest in that EPG or its Representatives are in a position to benefit from the sale or purchase of those securities. EPG's Code of Ethics provides a policy to monitor the personal trading activities and securities holdings of each of the Firm's Representatives or other Access Persons. The Code of Ethics's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading. These policies are designed to discourage and prohibit personal trading that would disadvantage clients.

Trades may be done on an aggregated basis when consistent with EPG's obligation of best execution. In such circumstances, the Advisor (or related account) and client accounts will share commission costs equally and receive securities at a total average price. EPG will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

EPG's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting the Compliance Department at the main number.

Brokerage Practices

EPG recommends the brokerage and custodial services of NFS (the "Custodian") for Peak accounts. The Custodian is a registered broker-dealer that charges brokerage commissions or transaction fees for effecting securities transactions, which are included in the wrap fee payment. As the qualified custodian holding an account, the Custodians do not generally charge separately for custody services.

Fees paid are one of, but not the only, criteria in recommending a Custodian. Clients may pay fees that are higher than another qualified financial institution might charge to affect the same transaction where EPG determines that the commissions are 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 Financial Institution's services and the fees for those services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. EPG seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

The Custodian makes products and services available to EPG that benefit EPG but may not directly benefit its clients' accounts. Many of these products and services are used to service all or a substantial number of EPG accounts. Some of these products and services provided includes software and other technology that provides access to client account data (such as trade confirmations and account statements); provides research, pricing and other market data; facilitates payment of fees from clients' accounts; and assists with back-office functions, recordkeeping and client reporting. When client brokerage commissions are used to obtain research or other products or services, EPG receives a benefit because we do not have to produce or pay for the research, products or services. As a result of these services provided, commissions may be higher than those charged by other broker-dealers. Soft dollar benefits are used to service all client accounts; they are not used exclusively for the accounts that generated the soft dollar benefits. There is no effort to allocate soft dollar benefits to clients in proportion to the amount of soft dollar benefits generated by each client. Within the last fiscal year, EPG used client brokerage commissions to acquire the products and services listed above under "Soft Dollar Benefits."

In addition, EPG may execute fixed income trades through Advisors Asset Management ("AAM"). AAM provides investment management services to separately managed accounts. EPG's Advisors may choose to execute through AAM due to their access to the bond markets, trading support services, and the ability to view competitive offerings. EPG does not receive products, research or services (i.e. soft dollars) in connection with this relationship. However, our affiliated broker-dealer, Arkadios Capital receives referral payments from AAM for having directed a volume of transactions to it for execution of orders for client accounts, which may include advisory accounts; EPG does not receive such referral payments. The terms of the referral fee received is determined by mutual agreement between Arkadios Capital and AAM prior to each transaction. This creates a conflict of interest. EPG has policies and procedures in place to prevent conflicts of interest from influencing recommendations made by our investment adviser representatives and to assure that recommendations are consistent with our duties to clients. EPG also mitigates this conflict through this disclosure and note that Clients may engage other investment advisers or their affiliates, who do not receive these referral payments. Furthermore, this compensation does not affect the price that clients pay for securities or the transaction charges they pay. More information about these payments is available upon request.

The amount of soft dollar benefits that received depends on the volume of brokerage transactions that EPG places with Custodians. The receipt of soft dollars creates a conflict of interest by giving a financial incentive to (1) have clients pay more than the lowest possible commissions and transactions charges, (2) place more transactions in the client's account, and (3) recommend only broker-dealers that provide soft dollar benefits. Soft dollars benefits are used to service all client accounts; they are not used exclusively for the accounts that generated the soft dollar benefits. There is no effort made to allocate soft dollar benefits to clients in proportion to the amount of soft dollar benefits generated by each client.

Clients can benefit when trades are aggregated to obtain volume discounts on execution costs. Trade aggregation refers to the practice of combining orders for execution. When consistent with the duty to obtain best execution, multiple client transactions will be aggregated into a single order in order to

obtain the best price for clients. In such circumstances, the accounts will share commission costs equally and receive securities at a total average price. EPG will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Review of Accounts

Accounts are assigned to Investment Advisors who are responsible for performing periodic reviews and consulting with the respective client. Account performance is reviewed not less than annually. Factors that are considered during such reviews include but are not limited to the following: investment objectives, targeted allocation, current allocation, suitability, performance, monthly distributions, concentrated positions, diversification, and outside holdings. Examples of situations that may impact Client's account would be the following: performance that is not in line with the client's "downside risk tolerance," change in investment objective, the client makes a significant addition of capital or withdrawal of capital from the account, rebalancing of the portfolio if current allocation and targeted allocation are not consistent, concentrated position that could lead to volatility, etc.

The client agrees to inform the firm in writing of any material changes to the information included in the questionnaire or any other change in the client's financial circumstances that might affect the manner in which client's assets should be invested. Clients may contact the firm during normal business hours to consult with the firm concerning the management of the client's account(s).

Clients should receive statements at least quarterly from Custodians or other selected qualified custodian that holds and maintains client's investment assets. EPG urges clients to carefully review such statements and compare the official custodial records to the account statements that EPG provides. EPG statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Client Referrals and Other Compensation

EPG does not receive an economic benefit by anyone other than the client for providing investment advice and other advisory services. EPG does not compensate for client referrals.

Financial Information

Registered Investment Advisers are required to provide clients with certain financial information or disclosures about EPG's financial condition. EPG has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of any bankruptcy proceeding.