

Item 1 - Cover Page



SageView Private Client Group, LLC

CRD# 134997

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February 18, 2015 Brochure

This brochure provides information about the qualifications and business practices of SageView Private Client Group, LLC. If you have any questions about the contents of this brochure, please contact us at (800) 814-8742 or mbyun@sageviewadvisory.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

SageView Private Client Group, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about SageView Private Client Group, LLC also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Material Changes

SageView Private Client Group (“SageView PCG”) is required to advise you of any material changes to our Firm Brochure (“Brochure”) from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure, and we must provide the date of the last annual update of our Brochure.

During the second quarter of 2014, SageView Private Client Group LLC has registered with the SEC as a related advisor of SageView Advisory Group, LLC, under rule 203A-2(b). During the second quarter of 2014, Randall Long and Jon Upham have become the principal owners of SageView Private Client Group LLC. Sean King, the firm’s prior principal owner, continues to work with the firm as a Principal and Douglas Webster, John Majors and Ryan Manaker continue to be Principals with the firm.

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Item 4 - Advisory Business

General Information

SageView Private Client Group, LLC ("SageView PCG") (originally Paradigm Advisors, LLC) was formed in 2005. During the second quarter of 2014, SageView PCG was reorganized changing its state of organization from Tennessee to California. Additionally, the firm restructured its ownership with Randall Long and Jon Upham now principal owners of SageView PCG. Sean King, the firm's prior principal owner, continues to work with the firm as a Principal and Douglas Webster, John Majors and Ryan Manaker continue to be Principals with the firm. The firm is now registered with the SEC as a related advisor of SageView Advisory Group, LLC (CRD No. 126777), under Rule 203A-2(b) of the Investment Advisers Act of 1940.

SERVICES PROVIDED

Financial Planning

Financial Planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives;
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning;
- Assessing risk and reviewing basic health, life and disability insurance needs; or
- Reviewing goals and objectives and measuring progress toward these goals.

Advisory associates of SageView PCG are also advisory representatives of SageView Advisory Group, also a Registered Investment Adviser. Once financial planning advice is provided by SageView PCG, the client may choose to direct that the representative, in his role at SageView Advisory Group, implement the financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by SageView PCG under a financial planning engagement and/or engage the services of any recommended professional.

Asset Management

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio, consisting of individual stocks or bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments. The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once

the appropriate portfolio has been determined, we review the portfolio at least annually and if necessary, rebalance the portfolio based upon the client's individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

Employee Benefits Planning

Employee Benefits consulting services may also be provided for business clients in a wide range of areas, including but not limited to, executive compensation consulting, business succession planning and related financial and business issues.

General Consulting

In addition to the foregoing services, SageView PCG may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by SageView PCG. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

Participation In Wrap Fee Programs

SageView PCG does not participate in, or sponsor any wrap fee program.

Assets Under Management

As of December 31, 2014, SageView PCG does not currently have any assets under management.

Item 5 - Fees and Compensation

Financial Planning Fees

SageView PCG charges for Financial Planning services either at an hourly rate or for a fixed annual fee. SageView PCG's hourly rate ranges from \$100 to \$200 per hour, depending upon which financial professional prepares the plan. Alternatively, clients may agree upon a fixed fee for these services. The fixed fee generally ranges from \$500 to \$2,500 based on the client's net worth and may be influenced by the scope and complexity of the client's individual financial circumstances. The fee is normally established on an annual basis, which is divided into two or four payments. Clients are invoiced for all fees.

Asset Management

[Our maximum annualized fee for this service is 2.00% of the assets under management. We may also charge on a fixed fee basis, in which case, our fees will range from \\$2,000 to \\$200,000.](#) Our firm's fees are billed on a pro-rata annualized basis quarterly in advance or based on the value of your account on the last day of the previous quarter. Fee adjustments are made for deposits and withdrawals in client accounts. The fees listed are the maximum fees charged for services. Each client's fees are determined on a case by case basis. Average client fees are typically lower than the maximum fee quoted above.

Fees will be automatically deducted from your managed account*. As part of this process, you understand and acknowledge the following:

- a) Your independent custodian sends statements at least quarterly to you showing all disbursements for your account, including the amount of the advisory fees paid to us;
- b) You provide authorization permitting us to be directly paid by these terms;
- c) A copy of the quarterly statement issued by the independent custodian is made available in your quarterly performance report ;

Employee Benefits Planning Fees

Normally SageView PCG and each individual client will agree upon either a fixed annual fee or hourly rate for these services. The fixed fee is individually negotiated and is based on the scope and complexity of the client's individual financial circumstances Benefits Planning needs. The fee is normally established on an annual basis, which is divided into two or four payments. Alternatively, a client may agree to an hourly rate which ranges from \$100 to \$200 per hour, depending upon which financial professional provides the services. Clients are invoiced for all fees.

General Consulting Fees

When SageView PCG provides general consulting services to clients, these services are generally separate from SageView PCG's financial planning and employee benefit planning services. Fees for general consulting are negotiated at the time of the engagement for such services, and are based on an hourly or fixed fee basis.

Other Compensation

As described earlier, SageView PCG advisory representatives are also advisory representatives of SageView Advisory Group, a Registered Investment Adviser firm. SageView PCG's advisory

representatives, in their individual capacities, may be representatives of various insurance companies or insurance brokerage firms, and are also registered representatives of Cetera Advisor Networks ("Cetera"), a registered broker-dealer. In these capacities, they may offer portfolio management, insurance, securities, or other specific financial products and may receive commissions or other forms of payment, if properly licensed to do so. However, the insurance companies, insurance brokers and broker-dealers are not affiliates of SageView PCG.

SageView PCG is not licensed to sell insurance or securities products of any kind and does not do so. General advice concerning investments or insurance is provided by our representatives in their capacities as representatives of SageView PCG as part of the Financial Planning or Employee Benefits Consulting process. However, specific advice constituting the solicitation of a specific product or security (such as recommending a specific security from a specific company, etc.) is given by SageView PCG's representatives only in their individual capacities as licensed agents, brokers, or registered representatives for various companies, and not as representatives of SageView PCG. SageView PCG is not responsible for its representatives' actions when acting in their capacities as agents, brokers, or registered representatives of other companies, and such other companies are not responsible for financial or investment advice our representatives give in their capacities as representatives of SageView PCG.

Clients are under no obligation to purchase insurance or securities products through one or more of SageView PCG's representatives, but rather may purchase any needed insurance or investment products through the agent, broker, or registered representative of the client's choosing. SageView PCG's representatives, in their individual capacities, will receive customary commissions or other compensation from the placement of securities, insurance or financial products should the client choose to purchase such products through one or more of SageView PCG's representatives.

SageView PCG charges fees in advance on a quarterly basis based on a percentage of asset under management or a pre-determined fee schedule agreed upon by SageView PCG and the client. Account fees are automatically deducted from client accounts held at Schwab, Fidelity or Pershing, LLC. Additional fees, including but not limited to transaction fees and redemption fees, may be charged to a client account in connection to account servicing (*See Item 12 – Brokerage Practices*).

SageView PCG client account fees must be paid in advance and are refunded on a pro-rated basis. Client account fees are reconciled on a quarterly basis and accounts are reviewed for transfers, terminations or delinks. If a client account has been transferred, terminated or delinked from SageView PCG, the pro-rated fee (based on the number of days in the quarter) will be refunded to the client account via check and forwarded to the appropriate custodian at which the client's account was held during the active period.

A client agreement may be terminated at any time, by either party, for any reason upon receipt of written notice. Termination by the Client is effective upon receipt of written notice by SageView PCG, unless a later date is requested in the Client's notice and agreed to by SageView PCG. Termination by SageView PCG is effective 30 days from the date of written notice to the Client, unless a later date is stated in the notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, the SageView PCG will pro rate the reimbursement according to the number of days remaining in the billing period. Early redemption fees or similar fees for mutual funds or other products may be applicable as described in fund prospectuses or other offering documents.

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

SageView PCG does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because SageView PCG has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

SageView PCG serves individuals, trusts, and estates.

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

Methods of Analysis

- Charting;
- Fundamental;
- Technical;

Investment Strategies we use:

- Long term purchases (securities held at least a year);
- Short term purchases (securities sold within a year);
- Trading (securities sold within 30 days);
- Short sales;
- Margin transactions;
- Option writing, including covered options, uncovered options or spreading strategies;

Investing in securities involves risk of loss that *clients* should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

SageView PCG also bases its financial planning analysis on the cash flow needs of the client. By focusing on the timing of cash flow needs, SageView PCG can assist the client in making meaningful decisions.

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 a client's evaluation of SageView PCG or the integrity of SageView PCG's management. SageView PCG has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

From time to time certain SageView PCG representatives may be practicing attorneys or CPAs. However, SageView PCG is not licensed to practice law or accounting and does not do so.

SageView PCG's services are provided subject to the understanding that, in providing such services, neither SageView PCG nor any of its representatives are (or will be) practicing law or accounting, absent a separate written agreement to the contrary ("Separate Agreement"). Consequently, SageView PCG's clients do not receive the privileges or protections of an attorney-client or CPA-client relationship with respect to SageView PCG services even if such services are provided by licensed attorneys or CPAs, absent a Separate Agreement to the contrary. No client should under any circumstances rely upon SageView PCG or any of its representatives to exercise legal or accounting skill or judgment for the protection of the client's interests, or to act as an attorney or accountant for the client in any manner, unless subject to a signed written Separate Agreement between the client and representative which:

- 1) Such representative shall then be acting in his or her capacity as an attorney or CPA and not in his or her capacity as a representative of SageView PCG;
- 2) SageView PCG shall not be a party to such Separate Agreement and shall not be liable for the accounting or legal advice; and
- 3) Such agreement shall clearly distinguish between the legal or accounting services to be provided by the representative and the financial advisory services provided by the representative via SageView PCG. All financial plans and employee benefits plans involve significant legal and accounting issues, and absent a Separate Agreement, clients should not rely on SageView PCG or its representatives for advice concerning such but rather should consult independent counsel.

Some of SageView PCG principals/investment advisor representatives are registered representatives with Cetera Advisor Networks LLC (CAN) and Cetera Advisors LLC (CA), registered broker-dealers and Members FINRA/SIPC. In order to comply with FINRA Conduct Rule 3040, CAN and CA, as an unaffiliated broker-dealer, may periodically review the investment advisory transactions of our firm. This information will be viewed by CAN's Compliance Department personnel for supervisory purposes only. No information viewed will be utilized for purposes of solicitation or shared with any affiliation outside the scope of regulatory compliance.

Certain investment advisory representatives and principals affiliated with our firm are also investment adviser representatives of Cetera Advisor Networks, LLC (CAN) and SageView Advisory Group, LLC, registered investment advisers. Clients of our firm may also be clients of these firms. Clients are instructed that they may use us and that they are under no obligation to use the services of these other firms for investment advice services. Moreover, the fees charged by our firm for advisory services are separate and distinct from any earned by the other firms or their investment adviser representatives. CAN and SageView Advisory Group, LLC are separate and distinct legal entities from our firm.

As licensed insurance agents, some of our principals/investment adviser representatives may recommend to advisory clients a variety of insurance products. They may offer commissionable insurance products to our firm's clients for which they may receive compensation.

Randall Long, who is the primary owner of the firm and SageView Advisory Group, LLC, also owns SageView Insurance Services, Inc., a California Corporation.

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

Code of Ethics and Personal Trading

SageView PCG has adopted a Code of Ethics (“the Code”), the full text of which is available to you upon request. SageView PCG’s Code has several goals. First, the Code is designed to assist SageView PCG in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, SageView PCG owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with SageView PCG (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for SageView PCG’s associated persons. Under the Code’s Professional Standards, SageView PCG expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, SageView PCG associated persons are not to take inappropriate advantage of their positions in relation to SageView PCG clients.

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

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures with respect to transactions effected by our members, officers and employees for their personal accounts. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

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

Participation or Interest in Client Transactions

Because SageView PCG does not invest on behalf of clients, there is little opportunity for a conflict of interest between personal trades by SageView PCG associated persons and trades in client accounts, even when such accounts invest in the same securities. However, in the event of other identified potential trading conflicts of interest, SageView PCG’s goal is to place client interests first.

Consistent with the foregoing, SageView PCG maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid

conflicts with client transactions.

Item 12 - Brokerage Practices

The Custodian and Brokers We Use

SageView PCG does not maintain custody of your assets that we manage. Your assets must be maintained in an account at a “qualified custodian,” generally a broker/dealer or bank. We require that our clients use Charles Schwab & Co., Inc. (Schwab) or Fidelity Brokerage Services LLC (Fidelity), registered broker-dealers, members SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab or Fidelity. Schwab or Fidelity will hold your assets in a brokerage account and buy and sell securities when we/you instruct them to. While we require that you use Schwab or Fidelity as custodian/broker, you will decide whether to do so and will open your account by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab or Fidelity, we can still use other brokers to execute trades for your account as described below (see “*Your Brokerage and Custody Costs*”).

How We Select Brokers/Custodians

We seek to use a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below

Our interest in Fidelity’s Services

SageView PCG has an arrangement with National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, “Fidelity”) through which Fidelity provides SageView PCG 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 SageView PCG in conducting business and in serving the best interests of their clients but that may benefit SageView PCG.

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 SageView PCG 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 SageView PCG, at no additional charge to SageView PCG, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by SageView PCG (within specified parameters). These research and brokerage services are used by SageView PCG to manage accounts for which SageView PCG has investment discretion.

As a result of receiving such services for no additional cost, SageView PCG may have an incentive to continue to use or expand the use of Fidelity's services. SageView PCG 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 SageView PCG'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 SageView PCG 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 SageView PCG 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 SageView PCG will generally be used to service all of SageView PCG'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. SageView PCG and Fidelity are not affiliates, and no broker-dealer affiliated with SageView PCG is involved in the relationship between SageView PCG and Fidelity.

Your Brokerage and Custody Costs - Schwab

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab's commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$10 Million of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "*How We Select Brokers/Custodians*").

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively

keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to require that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How We Select Brokers/Custodians") and not Schwab's services that benefit only us. We have approximately \$100 million with Schwab through SageView's asset management services in client assets under management, and we do not believe that requiring our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Other Custodial/Broker Dealer Relationships

We may recommend that a client in need of brokerage and custodial services utilize Pershing LLC. Pershing LLC is the brokerage firm utilized by our broker/dealer Cetera Advisor Networks LLC. It may be the case that the recommended broker charges a higher fee than another broker charges for a particular type of service, such as commission rates. Client circumstances and financial resources will dictate whether assets are directed towards Pershing LLC and Cetera Advisor Networks. Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as our firm recommends.

Research products and services provided by our broker/dealer Cetera Advisor Networks and Pershing LLC to our firm may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by Cetera Advisor Networks and Pershing LLC to our firm in the performance of our investment decision-making responsibilities.

In addition to execution quality, we consider the value of various services or products, beyond execution, that a broker-dealer provides to our firm. Selecting a broker-dealer in recognition of such other services and products is known as paying for those services or products with soft dollars. Under Section 28(e), we may make use of client commission dollars to acquire research and brokerage products and services is not a breach of an investment adviser's fiduciary duty to clients – even if the brokerage commissions are higher than the lowest available as long as the investment adviser determines, among other requirements, that the commissions are reasonable compensation for both the brokerage services and the research acquired.

We use soft dollar benefits to service all of our client accounts, not just those which may have paid for the benefits. Due to the time and complexity involved, we have chosen not to allocate soft dollar benefits proportionately to client accounts generating soft dollar credits.

We are required to specifically describe to our clients the types of products or services that we are acquiring and to permit them to evaluate possible conflicts of interest. Our description must be more detailed for products or services that do not qualify for the safe harbor in Section 28(e) of the Securities Exchange Act of 1934, such as those services that do not aid in investment decision-making or trade execution. Merely disclosing that we obtain various research reports and products is not specific enough.

Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200.00. The following is a more detailed description of Schwab's support services:

Services That Benefit You: Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You: Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us: Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefit providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

SageView PCG utilizes Schwab's institutional brokerage services to gain access to a broad

range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

SageView PCG utilizes Schwab's investment research and third party research to service SageView's clients whether they are maintained at Schwab or outside of Schwab. SageView PCG also uses technology that allows us to gain access to client account data, facilitate trade execution, receive pricing and other market data, facilitate the payment of fees from our clients' accounts, and assist with back-office functions, recordkeeping, and client reporting.

SageView PCG receives benefits from Schwab in the form of educational conferences and events, compliance/legal/technology/business needs consulting, and publications/conferences on practice management and business succession.

Products and Services Available to Us from Cetera Advisor Networks and Pershing

In addition to the benefits described in Item 12 of this Brochure, Cetera Advisor Networks and Pershing also makes available to our firm other products and services that benefit us, but may not benefit our clients' accounts. These benefits may include national, regional or investment adviser specific educational events organized and/or sponsored by Cetera Advisor Networks and Pershing. Other potential benefits may include occasional business entertainment of personnel of our firm by Cetera Advisor Networks and Pershing personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Some of these products and services assist our firm in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of our fees from clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of our accounts, including accounts not maintained at Cetera Advisor Networks, Schwab or Pershing. Cetera Advisor Networks and Pershing also makes available to our firm other services intended to help our firm manage and further develop our business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance, and marketing. In addition, Cetera Advisor Networks and Pershing may make available, arrange and/or pay vendors for these types of services rendered to our firm by independent third parties. Cetera Advisor Networks and Pershing may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. While, as a fiduciary, our firm endeavors to act in its clients' best interests, a recommendation that clients maintain their assets in accounts at Cetera Advisor Networks and Pershing may be based in part on the benefit to our firm of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost, or quality of custody and brokerage services provided by Cetera Advisor Networks, Schwab and Pershing, which may create a potential conflict of interest.

We would have to obtain the aforementioned services and products for cash if we did not have soft dollars available to pay for them. As a result of receiving such products and services for no cost, we may have an incentive to continue to place client trades through broker-dealers that offer soft dollar arrangements. This interest conflicts with the clients' interest of obtaining the

lowest commission rate available. Therefore, we must determine in good faith, based on the best execution policy stated above that such commissions are reasonable in relation to the value of the services provided by such executing broker-dealers.

We or any of our firm's related persons do not have discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected.

Special Considerations for ERISA Clients

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

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

Item 13 - Review of Accounts

For those clients to whom SageView PCG provides separate financial planning services or asset management, reviews are conducted on an as needed or agreed upon basis, generally at least annually. SageView PCG will review asset management accounts based on the individual needs and investment objectives of each client. These reviews are conducted quarterly by Brock Becker, Chief Compliance Officer, Michael Byun, Compliance Manager, or another designated Principal of SageView PCG. However, we may review client accounts more frequently than described above due to major market or economic events, client life events or by request.

SageView PCG clients, based on options chosen at the time of account opening, will generally receive monthly account statements in physical or electronic form from the custodians. Clients will also receive quarterly performance reports from SageView PCG in physical or electronic format. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. SageView PCG will provide additional written reports as needed or requested by the client.

Item 14 - Client Referrals and Other Compensation

SageView PCG receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients

maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Item 12 – Brokerage Practices*). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Our firm requires that asset management clients establish brokerage accounts with Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab") or Fidelity Brokerage Services LLC (Fidelity), registered broker-dealers, Members SIPC, to maintain custody of Clients' assets and to effect trades for their accounts. Our firm is independently owned and operated and not affiliated with Schwab or Fidelity. Our firm may also recommend that Clients establish accounts with firms other than Schwab or Fidelity.

Our firm places trades for its Clients' accounts subject to its duty to seek best execution and its other fiduciary duties. Our firm may use broker-dealers other than Schwab or Fidelity to execute trades for client accounts maintained at Schwab or Fidelity, but this practice may result in additional costs to clients so that we are more likely to place trades through Schwab or Fidelity rather than other broker-dealers. Schwab and Fidelity's execution quality may be different than other broker-dealers.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

We may recommend that a client in need of brokerage and custodial services utilize Pershing LLC, among others. It may be the case that the recommended broker charges a higher fee than another broker charges for a particular type of service, such as commission rates. Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as our firm recommends.

We may pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940. Such referral fee represents a share of our investment advisory fee charged to our clients. This arrangement will not result in higher costs to you. In this regard, we maintain *Solicitors Agreements* in compliance with Rule 206 (4)-3 of the Investment Advisers Act of 1940 and applicable state and federal laws. All clients referred by Solicitors to our firm will be given full written disclosure describing the terms and fee arrangements between our firm and Solicitor(s). In cases where state law requires licensure of solicitors, we ensure that no solicitation fees are paid unless the solicitor is registered as an investment adviser representative of our firm. If we are paying solicitation fees to another registered investment adviser, the licensure of individuals is the other firm's responsibility.

Item 15 - Custody

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct the qualified custodian to deduct our advisory fees directly from your

account or if you grant us authority to move your money to another person's account. The custodian/broker maintains actual custody of your assets. You will receive account statements directly from the qualified custodian at least quarterly. They will be sent to the email or postal mailing address you provided to them. You should carefully review those statements promptly when you receive them. We also urge you to compare the custodian/broker's account statements to the periodic account statements/portfolio reports you will receive from us.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account.

Item 16 - Investment Discretion

SageView PCG clients must sign a discretionary investment advisory agreement with our firm for the management of their account. This type of agreement only applies to our asset management clients. We do not take or exercise discretion with respect to our other clients.

Item 17 - Voting Client Securities

As a policy and in accordance with SageView PCG's client agreement, SageView PCG does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact SageView PCG with questions relating to proxy procedures and proposals; however, SageView PCG generally does not research particular proxy proposals.

Item 18 - Financial Information

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

- We do not require the prepayment of more than \$1,200 in fees and six or more months in advance.
- We do not take custody of client funds or securities.
- We do not have a financial condition or commitment that impairs our ability to meet contractual and fiduciary obligations to clients.

We have never been the subject of a bankruptcy proceeding.